



(Formerly known as Gyscoal Alloys Limited)

**Corporate Office:**

2nd Floor, Mrudul Tower ,  
B/h-Times of India, Ashram Road,  
Ahmedabad GJ 380009 IN  
Tel.:+91-79-66614508 E-mail:  
cs@shahgroupco.com  
Web.:www.gyscoal.com  
CIN: L27209GJ1999PLC036656

**Regd. Office & Factory:**

Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal.  
Vijapur, Dist. Mehsana,  
Kukarwada GJ 382830 IN  
E-mail: info@shahgroupco.com

**September 26, 2023**

To, <b>Bombay Stock Exchange Limited</b> 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Mumbai – 400 001.  <b>Scrip Code: 533275</b>	To, <b>National Stock Exchange of India Ltd.,</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051  Company Symbol: <b>SHAH</b>
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**Sub. : Corrigendum to the Annual Report 2022-23.**

**Ref : Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

With reference to our announcement dated September 07, 2023, wherein the Company had submitted its Annual Report for FY 2022-23 along with the Notice of the 24<sup>th</sup> Annual General Meeting ("AGM") to be held on Saturday, September 30, 2023 via Video Conference/Other Audio Visual Means. This is to inform you that an inadvertent error was noticed in the Annual Report of the Company for the financial year 2022-23 after the same was dispatched to the shareholders.

In this regard, please note that the change has been made in the Annual Report FY 2022-23 are lies :

in the page no. 93: the Certificate was signed by Mr. Viral Shah, CEO instead of Ms. Mona Shah;

In Page no. 150 & 205 inserted name of Mr. Mahendra Kumar Shukla, Executive Director.

In Page No. 155 & 209 inserted line UDIN shouldn't be part of Financials Statements.



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In Page No. 152 & 207: note no 37 the word “(three in 2020-21)” removed and some other minor changes done which has no material impact on the financials in any manner and which do not have any material impact on the stakeholder’s interest.

You are requested to take note that company had originally sent link of Annual Report to the shareholders and Annual Report is updated on the same link. In view of the above, we are enclosing herewith the Annual Report of the Company for the FY 2022- 23 along with the Notice of the 24<sup>th</sup> AGM, after incorporation of the changes and it is also available on the website of the Company at [www.gyscoal.com](http://www.gyscoal.com).

Kindly take this corrigendum and the revised Annual Report for the year 2022-23 on record.

The inconvenience caused in this regard, is regretted.

Yours faithfully,

**For, Shah Metacorp Limited  
(Formerly known as Gyscoal Alloys Limited)**

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**Hiral Patel**  
**Company Secretary and compliance Officer**  
Encl: As stated



SHAH METACORP  
LIMITED



# ANNUAL REPORT

2022  
2023

Emerging Stronger,  
Growing Together

**“Empowering Dreams,  
Shaping Tomorrow”**



**"The Shah Metacorp  
congratulates the exceptional  
team at ISRO for a successful  
lunar landing! 🌙 ✨"**

**Daring to dream among the  
stars, ISRO sets its sights on  
Chandrayaan 3! 🌙 ✨"**

**Your dedication, precision, and unwavering commitment to pushing the boundaries of space exploration are truly commendable. This achievement not only marks a milestone for ISRO but also inspires the world to reach for the stars.**

**We look forward to witnessing the remarkable discoveries and advancements that will undoubtedly follow. Here's to reaching new heights together! 🚀 IN #ISRO #LunarSuccess #ExplorationUnleashed"**

# **ALL ABOUT SHAH METACORP LIMITED**

**(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)**

## **ABOUT US**

**SHAH METACORP LIMITED (FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED).** The Stainless Steel & Mild Steel Manufacturer was established in the late '90s. From ironore & stainless scrap to manufacturing diverse structural products in Stainless Steel and Mild Steel, Shah Metacorp has come a long way. Your Company was originally incorporated as Shreenath Mineral Metal Private Limited on September 29, 1999 under the Companies Act, 1956 as a private limited company by the Deputy Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Further, the name of the Company was changed to Gyscoal Alloys Private Limited and a fresh certificate of incorporation was granted by Registrar of Companies, Gujarat on June 21, 2004. Subsequently, our Company was converted into a Public Limited Company pursuant to Special Resolution passed by the members at the Extraordinary General Meeting dated February 03, 2006 and the name of our Company was changed to Gyscoal Alloys Limited to reflect the legal status of our Company pursuant to conversion, a fresh certificate of incorporation was granted by the Assistant Registrar of Companies, Gujarat dated March 21, 2006 bearing Corporate Identification Number U27209GJ1999PLC036656. Our Company had listed its Equity Shares on BSE Limited and the National Stock Exchange of India Limited on October 27, 2010 through initial public offer.

Your Company started its business with the trading of iron and steel scraps, billets, CTD Bars, TMT Bars and stainless steel long products. The Company acquired a steel rolling mill business at Ubkhal, Mehsana with a capacity of 6000 MT per annum from Shah Alloys Group and started manufacturing of rolled products in the year 2005. The rolling mill capacity was increased by another 12000 MT per annum to take the total rolling mill capacity to 18000 MT per annum in the financial year 2005-06. In the financial year 2006-07, the Company further started its steel melting shop with a capacity of 12,000 MT per annum which was further increased to 18,000 MT per annum in the year 2008-09. The rolling mill capacity was increased by another 84,000 MT per annum to take the total rolling mill

capacity to 1,02,000 MT per annum in the financial year 2014-15. At present, the combined average plant capacity is 1,20,000 MT per annum to manufacture different grades of stainless steel products such as austenitic, ferritic and martensitic ranging between 200 series to 400 series.

Our stainless steel long products include angles, bright bars, black bars, flats, hexagonal and round corner squares (RCS), channels, sections, pata-patti and rectangles in standard sizes at our manufacturing plant. Our Company also manufactures the above said products on job work basis for third party manufacturers based on their specifications of sizes and shapes. In pursuance of its

objectives, the Company is committed to maintain high standards of quality, efficient delivery schedules, and competitive prices.

We believe that our products adhere to high quality standards. We have obtained ISO 9001:2015 certification for the manufacture and supply of stainless steel bars, angles, channels, flats, round corner square, bright bars and ingots from TUV SUD South Asia Private Limited. In the past, our Company also exports its products to countries such as Thailand, Bangladesh, Vietnam, Kenya, Malaysia, Yemen, UAE, Philippines, Egypt, Germany, Ecuador, Morocco, Guatemala, Italy, Taiwan, Srilanka, Belgium, Brazil, Turkey, Indonesia, Iran, Russia, Myanmar etc. However, during the last three Fiscals our Company has exported its products only to Egypt, Turkey, Ecuador, Indonesia, Italy, Vietnam and UAE.

Our products have end use applications in various industries such as architecture and construction, automotive and transportation, pharmaceutical and allied industries, energy and heavy industries, food and catering.

We carry our business operations under the guidance of our Promoter and CEO, Viral Mukundbhai Shah, who has an experience of over 20 years in the Steel industry and has been associated with our Company since its incorporation being one of its founding members.

Our manufacturing facility is equipped with scrap melting, rolling, straightening, process controlling and testing. Some of the machineries in our manufacturing facility includes, Induction furnace, rolling mills, reheating furnace, controller, universal testing machine, diesel generator set.

The details of revenue from operations for the Financial Year ending March 31, 2023, March 31, 2022, March 31, 2021 and March 2020 is as under:

Particulars	<i>(₹ in lakhs)</i>			
	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Export	-	169.92	390.08	1406.21
Domestic	3986.95	1830.41	860.19	5037.73
<b>Total</b>	<b>3986.95</b>	<b>2000.33</b>	<b>1250.27</b>	<b>6443.94</b>

Shah Metacorp Limited holds a peculiar commitment towards its employees. Since the beginning, the company has believed in working towards the welfare of its employees. With discipline and determined focus the company has been able to achieve the same.

We don't just follow industrial law but also consider Employee's well-being as our foremost responsibility. We feel, people are our real strength and since there is a man behind each machine of ours, we value our people much more than just employees.

With continual efforts, we attain a professional yet open & friendly environment amongst the employees. We believe in nurturing the inner talents of the employees by rendering them a correct anchor.

### **Proud Moments in the Corporate Journey of the Company**

Shah Metacorp Limited is one of the Asian Companies to use latest Corex steel technology and production technique for manufacturing steel.

- In the Year 2013 Shah Metacorp was awarded as one of the Top 100 SME Award by the SME FROM 2013.

- Company has implemented a Quality Management System in accordance with ISO 9001:2015 for the scope of Sales & Marketing of Stainless Steels & Mild steel Igot, Angle, Channels, Flats, Round, Square, Bright & Black Bars.

## **One Step ahead towards future Goals**

We see a future that resembles our base Product-Stainless Steel enduring and hard to shake down, stronger than others, and Dominant on the basis of better quality. We will formulate and implement more innovative knowledge sharing methodologies with our existent and potential customer, and reinforce our brand equity. We will make concerted efforts to enhance the value experience of the customers. We will launch focus marketing initiatives for key customer segments. We will expand our global presence geographically, and in terms of quality and quantity, thus garnering competitiveness.

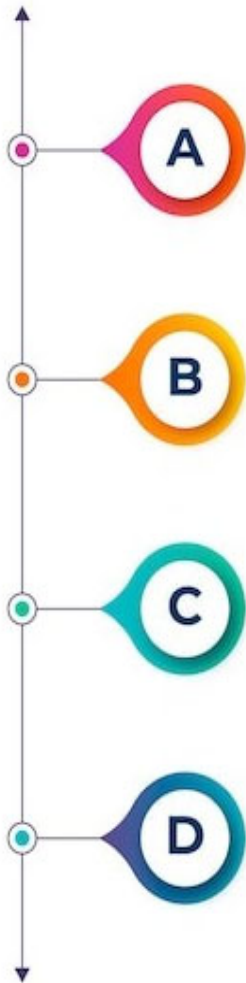
We will expand our capacities more than four-fold, and attain an optimal product mix of stainless steel and Mild-steel products. We will launch a new range of specialized products which are not easily available in the market and emerge as a comprehensive single window source that meets all qualitative product demands in the field. In sum, we will reinforce our core business to build sustainable foundation for future leadership. Simultaneously, we will ensure that we seize the first-mover advantage in any emerging scenario worldwide, offer new product solutions, foray into new business areas and forge new strategic associations, to widen the future base of our business.

Company's goal is not only to enhance shareholders value but also to increase the value of all the stakeholders attached with organization whether directly or indirectly in anyway. Company is also focusing well on the Environmental, Social and Governance related issues which may affect the operational activity in long-term.

Company Strives to follow all the applicable Laws and Regulations in true letter and spirit promoting the Corporate Governance.

**“Commit to deliver, commit to lead, commit to reshape the horizon with flawlessness in performance. This entity fuses these exceptional commitments to transform them into a standout precision...”**

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(Standalone Financial Statements  
& Consolidated Financial Statements)



## **CORPORATE INFORMATION**



### ***Board of Directors***

Ms. Mona Shah- Executive Director & Chairperson  
Mr. Mahendra Shukla- Executive Director  
Ms. Dipali Shah - Non- Executive Director  
Mr. Hemang Shah - Independent Director  
(Appointed w.e.f. April 13, 2022)  
Ms. Laxmi Jaiswal- Independent Director  
(Appointed w.e.f. May 25, 2022)  
Mr. Ravikumar Thakkar - Independent Director  
(Appointed w.e.f. May 25, 2022)

### ***Senior Management***

Mr. Viral Shah - Chief Executive Officer  
Mr. Nilesh Bhutara - Chief Financial Officer  
(Appointed w.e.f. July 30, 2022 and resigned w.e.f.  
July 09, 2023)  
Mr. Vishal Parikh - Chief Financial Officer  
(Resigned w.e.f. June 20, 2022)

### ***Registered Office & Factory***

Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal.  
Vijapur, Dist.: Mehsana -382830, Gujarat  
Phone: 02763-252387  
E-mail:  
[info@gyscoal.com/cs@shahgroupco.com](mailto:info@gyscoal.com/cs@shahgroupco.com)

### ***Corporate Office***

2nd Floor, Mrudul Tower, B/h Times of  
India, Ashram Road, Ahmedabad, 380009,  
Gujarat Phone: 079- 66614508, 66610181  
E-mail:[cs@shahgroupco.com](mailto:cs@shahgroupco.com)  
Website: [www.gyscoal.com](http://www.gyscoal.com)

Ms. Hiral Patel - Company Secretary  
Mr. Narendra Kumar - Chief Financial Officer  
(Appointed on August 14, 2023)

### ***Auditors***

#### **Statutory**

M/s. Ashok Dhariwal & Co., Chartered Accountants  
A-611 Ratnaaker Nine Square, Opp. Keshavbaug  
Party Plot, Vastrapur, Ahmedabad - 380015

#### **Secretarial**

Chirag Shah & Associates  
808, Shiromani Complex, Opp. Ocean Park, Satellite  
Road, S M Road, Ahmedabad - 380015

#### **Internal Auditor**

Radheshyam I Shah & Associates, Chartered  
Accountant.

### ***Corporate Identity Number (CIN)***

L27209GJ1999PLC036656

### ***Registrar & Share Transfer Agents***

#### **Link Intime India Private Limited**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai - 400 083

Phone: +91- 22- 49186270

Fax: +91- 22- 49186060

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

### ***Listing of Securities***

BSE Limited

National Stock Exchange of India Limited

### ***Bankers/Lenders***

ICICI Bank

Axis Bank

Yes Bank

State Bank of India

UCO Bank

PNB Bank

Canera Bank

IDFC Bank

Omkara Assets Reconstruction Private  
Limited



# **NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING**

**SHAH METACORP LIMITED**  
**(Formerly known as Gyscoal Alloys Limited)**

**CIN: L27209GJ1999PLC036656**

**Registered Office: Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana  
Kukarwada, Mahesana GJ 382830 IN**

**Tel No.: +91 79-66614508**

**Website: www.gyscoal.com, E-mail: info@gyscoal.com**

## **NOTICE**

**NOTICE** is hereby given that the 24<sup>TH</sup> Annual General Meeting (AGM) of the Members of **SHAH METACORP LIMITED (FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)** (“the Company”) will be held on Saturday, September 30, 2023 at 11:30 A.M (IST) through video conferencing mode /Other Audio Visual Means (“VC/OAVM”) and the venue of the meeting shall be deemed to be the Registered Office of the company at Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana Kukarwada, Mahesana GJ 382830 IN to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 including audited Balance Sheet as at March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Mona Viral Shah (DIN 02343194), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Mona Viral Shah (DIN 02343194), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the company.”

### **SPECIAL BUSINESSES**

#### **3. Alteration of the Objects Clause of the Memorandum of Association of the Company:**

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

“**RESOLVED THAT** pursuant to Section 4 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and read with applicable rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate

authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the consent of Members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company by inserting following paragraph number 6 after paragraph number 5 of Clause III (A):

Alteration of existing Object by adding following object as new segment:

“6. To carry on business in India or abroad as manufacturers, producers, processors, makers, convertors, refiners, importers, exporters, traders, buyers, sellers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in chemicals, intermediates, agriculture products & chemical used in industry, science, photography, agriculture, horticulture and forestry; unprocessed artificial resins, unprocessed plastics; manures; fire extinguishing compositions; tempering and soldering preparations; chemical substances for preserving foodstuffs; tanning substances; adhesive used in industry such as Ferrous chloride, Ferrous sulphate, Calcium chloride, all chemicals heavy or fine, organic, inorganic, biological or any other formulations, derivatives and compounds thereof from mineral origin or from other chemicals or from by-products or waste products of other trades and industries and other branded preparations and compounds, derivatives and formulations thereof and consumers products based thereon; pharmaceutical specialties, surgical specialties, cosmetics, germicides, detergents, acids; Dyes, Dyestuff chemicals, chemical compounds (organic and inorganic), intermediates etc in all forms, and chemical products of any nature and kind whatsoever, and all by-products and heavy chemicals of various kinds (solid, liquid, gaseous), tannin extracts, essences, solvents, plastics of all types, dyes stuffs, intermediates, textile auxiliaries, colors, dyes, paints, varnishes, vat and other organic dye stuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio chemicals, sizing, bleaching and other preparations used for industrial, agricultural based for commercial and non- commercial basis.”

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any of its duly authorized Committees) and / or Company Secretary or any officer(s) so authorised by the Board, be and are hereby SEVERALLY authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

#### **4. To approve increase in authorized share capital of the Company and consequent amendment of 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 Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any amendment thereto or re-enactment thereof), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) equity shares of Rs. 1/- each (Rupees One Only) each to Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 70,00,00,000 (Seventy Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each by addition of 20,00,00,000 (Twenty Crore) Equity Shares of Face Value of Rs. 1/- (Rupees One Only) each.

**RESOLVED FURTHER THAT** subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 70,00,00,000 (Seventy Crore only) Equity shares of Face Value of Rs. 1/- (Rupees One Only) each.”

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorized to do all deeds, matters, things, acts and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard.”

**5. To Re-appoint Mr. Mahendra Shukla (DIN: 09461897) as an Executive Director of the company to fix his remuneration for a period of 3 (Three) years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 197, 198 and 203 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the re-appointment of Mr. Mahendra Shukla (DIN: 09461897) as an Executive Director of the Company, liable to retire by rotation for a period of 3 (Three) years effective from October 01, 2023 to September 30, 2026, be and is hereby approved, on such terms and remuneration as set out in the explanatory statement to this notice and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force

and as agreed by and between the Board of Directors and Mr. Mahendra Shukla without any further reference to the Company in General Meeting.;

**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and the remuneration payable to Mr. Mahendra Shukla may exceed five percent of the net profits of the Company (computed in accordance with the Act), but shall not exceed ten percent of the net profits of the Company (computed in accordance with the Act) payable to all Executive Directors taken together, if applicable and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to him for a period not exceeding three years from October 01, 2023 to September 30, 2026, subject to the limits and conditions prescribed in Schedule V to the Act for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mahendra Shukla as Executive Director within the overall limits under the Act and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution”.

**6. To Re-appoint Ms. Mona Shah (DIN: 02343194) as an Executive Director and Chairperson of the company to fix her remuneration for a period of 5 (Five) years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 197, 198 and 203 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the re-appointment of Ms. Mona Shah (DIN: 02343194) as an Executive Director and Chairperson of the Company, liable to retire by rotation for a period of 5 (Five) years effective from October 01, 2023 to September 30, 2028, be and is hereby approved, on such terms and remuneration as set out in the explanatory statement to this notice and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Ms. Mona Shah without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and the remuneration payable to Ms. Mona Shah may exceed five percent of the net profits of the Company (computed in accordance with the Act), but shall not exceed ten percent of the net profits of the Company (computed in accordance with the Act) payable to all Executive Directors taken together, if applicable and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to him, subject to the limits and conditions prescribed in Schedule V to the Act for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Ms. Mona Shah as Executive Director, Chairperson within the overall limits under the Act and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution”.

**REGISTERED OFFICE:**

Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur, Dist.  
Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,  
SHAH METACORP LIMITED  
(FORMERLY KNOWN AS GYSCOAL ALLOYS LIMITED)**

Sd/-  
Mona V Shah  
Chairperson and Director  
(DIN - 02343194)

**DATE: SEPTEMBER 05, 2023**

**PLACE: AHMEDABAD**

**NOTES:**

1. The 24<sup>th</sup> Annual General Meeting (AGM) is being held through video conferencing/other audiovisual means (VC/OAVM) in accordance with the procedure prescribed in circular number 20 | 2020 dated May 05, 2020, read with circular number 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated 28th December, 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes.



2. The name of the Company changed from Gyscoal Alloys Limited to Shah Metacorp Limited w.e.f. June 02, 2023. The resolution for change in name of the company was approved by the shareholders in their Extra Ordinary general Meeting (EGM) held on May 12, 2023, the certificate issue by Ashok Dhariwal & Co. (Registration No. 100648W), Statutory Auditor pursuant to Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 dated April 3, 2023 Annexed forming part of Notice for consideration and noting. It was also placed on website of the Company at the time of EGM.
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
4. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
5. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the M/s. Link Intime India Private Limited, the Registrar and Transfer Agent, by email through its registered email address to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [cs@shahgroupco.com](mailto:cs@shahgroupco.com).
6. Copies of the Balance Sheet, the Statement of Profit and Loss, the Directors’ Report, the Auditor’s Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2023, are annexed / attached.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 for 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.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

10. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts 2022-23 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the AGM along with the Integrated Report & Annual Accounts 2022-23 will also be available on the website of the Company at [www.gyscoal.com](http://www.gyscoal.com), websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and Notice of AGM can be accessed from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Printed copies of the annual report (including the Notice) are not being sent to the members in view of the e-AGM circulars.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address with pin code, if any, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form.

12. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Link Intime India Private Limited, 506 TO 508, Amarnath Business Centre – 1, Beside Gala Business Centre, Nr. St. Xavier’s College Corner, Off, Chimanlal Girdharlal Rd, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat 380006 or at the Corporate Office of the Company at 2nd Floor, Mrudul Tower, Behind Times of India, Ashram Rd, Shreyas Colony, Navrangpura, Ahmedabad, Gujarat 380009.

13. For any communication, the shareholders may also send requests to the Company’s investor email id: [cs@shahgroupco.com](mailto:cs@shahgroupco.com).

14. The Board of Directors have appointed M/s. Chirag Shah & Associates, Practising Company (Membership No. FCS 5545) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company’s website, [www.Gyscoal.com](http://www.Gyscoal.com).

15. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the members on request by sending an e-mail on [cs@shahgroupco.com](mailto:cs@shahgroupco.com). The members desiring any information relating to the accounts or having any questions, are requested to write to the Company on [cs@shahgroupco.com](mailto:cs@shahgroupco.com) at least seven days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the responses ready and expeditiously provide them at the AGM, as required.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

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 the Circulars issued by the Ministry of Corporate Affairs 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

1. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
2. Members holding shares as on cut-off date, i.e. as on Friday, 22 September, 2023, may cast their votes electronically. The e-voting period commences on Saturday, 23 September, 2023 (9:00 a.m. IST) and ends on Friday, 29 September, 2023 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
3. The remote e-voting period begins on Saturday, 23 September, 2023 at 09:00 A.M. and ends on Friday, 29 September, 2023 at 05:00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences Saturday, 23 September, 2023 to Friday, 29 September, 2023 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 30 minutes after the conclusion of the Meeting.
5. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
6. In terms of SEBI circular 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.

**The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:**

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

• **Details on Step 1: Access to NSDL e-voting System:**

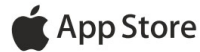
*a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode is given below:*

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for</li> </ol>

casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

b) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

• **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**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. NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail to [cs@shahgroupco.com](mailto:cs@shahgroupco.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@shahgroupco.com](mailto:cs@shahgroupco.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@shahgroupco.com](mailto:cs@shahgroupco.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**7. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against

company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@shahgroupco.com](mailto:cs@shahgroupco.com). The same will be replied by the company suitably. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800 1020 990 and 1800 22 44 30.

**REGISTERED OFFICE:**

Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur, D  
Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,  
SHAH METACORP LIMITED**

**(FORMERLY KNOWN AS GYSOAL ALLOYS LIMITED)**

Sd/-

Mona V Shah  
Chairperson and Director  
(DIN - 02343194)

**DATE: SEPTEMBER 05, 2023**

**PLACE: AHMEDABAD**

## Annexure to the Notice

**Details of the Directors seeking re-appointment at the 24th Annual General Meeting  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015, and SS - 2 - Secretarial Standard on General Meeting:**

### 1. Ms. Mona Shah (DIN: 02343194)

Name of the Director	Mona Viral Shah
DIN	02343194
Date of Birth	09/05/1976
Date of first Appointment on the Board	11/02/2022
Names of other Listed entities in which he/she also holds the directorship and Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2023 other than this company* (C=Chairman, M=Member)	Nil
Education Qualification	M.com, B.com
Terms and conditions of re-appointment	She is appointed as a Executive Director of the Company and is liable to retire by in terms of Section 152 of the Companies Act, 2013 and terms are as per the Nomination & Remuneration Policy of the Company as displayed on the Company's website i.e. <a href="http://www.gyscoal.com">www.gyscoal.com</a> and as per explanatory statement.
Details of remuneration sought to be paid and remuneration last drawn, if applicable	Nil
Number of meetings of the Board of Directors attended during the F.Y. 2022-23	7 (Seven)
Brief Resume of the Director including nature of expertise in specific function areas and their experience etc.	Ms. Mona Shah aged of 47 years, is the Executive Director and chairperson of the Company. She possesses long and rich experience in business. She is Having a varied experience in the field of Finance of over 7 years. Mrs. Shah is competently managing Sampati Securities Limited's Current Business Deals and Financial transactions.

	Mrs. Shah believes in expanding horizons of the business. Hence, she also maintains her focus on new business areas and increasing assets of the company.
Number of Shares held in the Company:	5,00,164 Equity Shares
Relationships between Directors inter-se	She is related to Mr. Viral Shah, Chief Executive Officer.
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	She is not debarred from holding the office of Key Managerial Personnel by virtue of any SEBI order or any other such authority.

## 2. Mr. Mahendra Kumar Shukla (DIN: 09461897)

Name of the Director	Mahendra Shukla
DIN	09461897
Date of Birth	09/05/1976
Date of first Appointment on the Board	11/02/2022
Names of other Listed entities in which he/she also holds the directorship and Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2023 other than this company* (C=Chairman, M=Member)	Nil
Education Qualification	Master degree in the field of Arts with specialization of Economics. Diploma in Labour Welfare. Post graduate diploma in Management.
Terms and conditions of re-appointment	As per the Nomination & Remuneration Policy of the Company as displayed on the Company's website i.e. <a href="http://www.gyscoal.com">www.gyscoal.com</a> .
Details of remuneration sought to be paid and remuneration last drawn, if applicable	Rs. 1.70 Lakh (includes reimbursement of expenses)
Number of meetings of the Board of Directors attended during the F.Y. 2022-23	7 (Seven)
Brief Resume of the Director including nature of expertise in specific function areas and their experience etc.	Mr. Mahendra Shukla's rich experience and in-depth knowledge regarding various fields like Production, Human Resource Management, Economics, and strength of

	<p>handling projects will be in the best interest of the company.</p> <p>Mr. Shukla has worked with below listed reputed organization:</p> <ol style="list-style-type: none"> <li>1. Simplex Coke Group</li> <li>2. Eurocoustic Products Ltd.</li> <li>3. Jindal Saw Group (Seamless &amp; JTIL)</li> <li>4. Steelco Gujarat Ltd (Comcraft Group)</li> <li>5. Welspun Gujarat Stahl Rohern Ltd</li> <li>6. PT Ispat indo</li> <li>7. Ram Krishna Foreigns Ltd</li> <li>8. Usha Martin Ltd</li> <li>9. Samanvay (Bhopal)</li> </ol>
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	He is not debarred from holding the office of Key Managerial Personnel by virtue of any SEBI order or any other such authority.
Number of Shares held in the Company:	Nil
Relationships between Directors inter-se	He is not related to any Director.

\*Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included

**REGISTERED OFFICE:**

Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur, D  
Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,  
SHAH METACORP LIMITED  
(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)**

Sd/-

Mona V Shah  
Chairperson and Director  
(DIN - 02343194)

**DATE: SEPTEMBER 05, 2023**

**PLACE: AHMEDABAD**

## **EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows:

### **Item No. 3 Alteration of the Objects Clause of the Memorandum of Association of the Company:**

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The Company wants to enter in to new segment of Agricultural chemical and product and other chemical products and current object falling in segment of steel and alloys business. Accordingly, Board of directors at their meeting held on August 14, 2023 approved change in object by adding new segment products along with existing object.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The “Main Object” clause of the Memorandum of Association (“MOA”) of the Company is being amended by inserting new object as a paragraph number 6 after paragraph number 5 of Clause III (A) as per resolution.

The Board at its meeting held August 14, 2023 has approved amendment and alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board, recommends passing of this Special Resolutions as set out at Item No. 3 of this Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 3 of the Notice except to the extent of their shareholding in the Company.

### **Item No.4: To approve increase in authorized share capital of the Company and consequent amendment of Memorandum of Association of the Company:**

The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only)

divided into 500000000 (Fifty Crores) Equity Shares of Rs.1/- (Rupee One) each.

Considering the overall business growth and future expansion and the operational needs of the Company, the Board of Directors at their meeting held on August 26, 2023 proposed to raise additional capital up to Rs. 70,00,00,000 (Rupees Seventy Crores) by creation of 20,00,00,000 (Twenty Crore) additional equity share of Rs.1/- each (Rupee One), subject to shareholders approval.

It is therefore proposed to increase the Authorized Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores only) to Rs. 70,00,00,000 (Rupees Seventy Crore only) equity share of Rs.1/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days from the date of dispatch of the Notice till the last date for voting.

Pursuant to section 13, 61 of the Companies Act, 2013, the proposed increase in Authorized Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 4 of the Notice to increase the Authorized Share Capital of the Company for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution except to the extent of their shareholding in the Company.

**Item No.5: To Re-appoint Mr. Mahendra Shukla (DIN: 09461897) as an Executive Director of the company to fix his remuneration for a period of 3 (Three) years:**

The Members, at the Extra Ordinary general meeting held on Monday, May 09, 2022, had appointed Mr. Mahendra Shukla as Executive Director of the Company. In compliance to amendment of Regulation 17 of Listing Regulations the Board approved, on the basis of recommendation of Nomination and Remuneration committee the re-appointment of Mr. Mahendra Shukla for the terms of 3 years in their Meeting held on September 05, 2023.

The Nomination & Remuneration Committee of the Company at its meeting held on September 05, 2023 recommended and the Board at its meeting held on September 05, 2023 have re-appointed Mr. Mahendra Shukla as Executive Director of the Company for a period of Three years with effect from October 01, 2023 on the following terms and conditions, subject to the approval of the shareholders in General Meeting.

The brief particulars of re-appointment and remuneration payable to Mr. Mahendrs Shukla as Executive Diector are as follows:

The Company has received from Mr. Mahendra Shukla (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The Brief terms and conditions of his appointment are as follows:

- a. Period of Appointment Three years from October 01, 2023 to ending on September 30, 2026.
- b. Remuneration Details: Monthly Salary Maximum 10,00,00/- (Rupees One Lakh Only) including Bonus, cash allowances and Incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Mahendra Shukla, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or reenactment (s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.
- c. Termination: He can be terminated by either party giving 1 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Mahendra Shukla shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the re-appointment of Mr. Mahendra Shukla as a Executive director w.e.f. October 01, 2023.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Mahendra Shukla under section 190 of the Companies Act, 2013.

Brief resume and other details of Mr. Mahendra Shukla are provided in annexure to this Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company received a notice from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, he and is hereby appointed as Executive Director of the Company, liable to retire by rotation. Mr. Mahendra Shukla (DIN: 09461897) is not disqualified from being re-appointment as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board recommends the resolution set forth in Item no. 5 for the approval of members.



Mr. Mahendra Shukla is deemed to be interested in the said resolution as it relates to his re-appointment. None of the relative is interested in the said resolution. None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Special Resolution, as set out in Item no. 5 of this Notice.

**Item No.6: To Re-appoint Ms. Mona Shah (DIN: 02343194) as an Executive Director and Chairperson of the company to fix her remuneration for a period of 5 (Five) years:**

The Members, at the Extra Ordinary general meeting held on Monday, May 09, 2022, had appointed Ms. Mona Shah (DIN: 02343194) as Executive Director and Chairperson of the Company. In compliance to amendment of Regulation 17 of Listing Regulation the Board approved, on the basis of recommendation of Nomination and Remuneration committee the re-appointment of Ms. Mona Shah for the terms of 5 years in their Meeting held on September 04, 2023.

The Nomination & Remuneration Committee of the Company at its meeting held on September 04, 2023 recommended and the Board at its meeting held on September 04, 2023 have re-appointed Ms. Mona Shah as Executive Director of the Company for a period of Five years with effect from October 01, 2023 on the following terms and conditions, subject to the approval of the shareholders in General Meeting.

The brief particulars of re-appointment and remuneration payable to Ms. Mona Shah as Executive Director and Chairperson are as follows:

The Company has received from Ms. Mona Shah (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The terms and conditions of appointment are as follows:

- a. Period of Appointment Five years from October 01, 2023 to ending on September 30, 2028.
- b. Remuneration Details: Monthly Salary Maximum 10,00,000/- (Rupees One Lakh Only) including Bonus, cash allowances and Incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Ms. Mona Shah, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or reenactment (s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.
- c. Termination: She can be terminated by either party giving 1 months' notice in writing of such

termination.

- d. **Duties and Responsibilities:** Ms. Mona Shah shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to her, subject to superintendence, control and guidance of Board of Directors.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the re-appointment of Ms. Mona Shah as an Executive Director and Chairperson w.e.f. October 01, 2023.

The above may be treated as written memorandum setting out the terms of re-appointment of Ms. Mona Shah under section 190 of the Companies Act, 2013.

Brief resume and other details of Ms. Mona Shah are provided in annexure to this Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company received a notice from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby re-appointed as Executive Director and chairperson of the Company, liable to retire by rotation. Ms. Mona Shah is not disqualified from being re-appointment as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board recommends the resolution set forth in Item no. 6 for the approval of members.

Ms. Mona Shah is deemed to be interested in the said resolution as it relates to her re-appointment. Mr. Viral Shah, CEO of the relative is interested in the said resolution. None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Special Resolution, as set out in Item no. 6 of this Notice.

**REGISTERED OFFICE:**

Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur, D  
Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,  
SHAH METACORP LIMITED  
(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)**

Sd/-

Mona V Shah  
Chairperson and Director  
(DIN - 02343194)

**DATE: SEPTEMBER 05, 2023**

**PLACE: AHMEDABAD**

**TO WHOM SO EVER IT MAY CONCERN**

We, the Statutory Auditors of Gyscoal Alloys Limited (hereinafter referred to as "the Company"), have examined the relevant records of the Company and information provided by management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") for change of Company's name from GYSCOAL ALLOYS LIMITED to SHAH METACORP LIMITED.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of Listing Regulations, we do hereby confirm that:

(a) a time period of at least one year has elapsed from the last name change:

***The Company has not changed its name in the last year.***

(b) at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; or

***Not Applicable, since there is no change in the activity / project of the company in the preceding one-year period.***

(c) the amount invested in the new activity / project is atleast fifty percent of the assets of the listed entity:

***Not Applicable, since there is no change in the activity / project of the company.***

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

For Ashok Dhariwal & Co.  
Chartered Accountants  
(Registration No. 100648W)



*Harit Dhariwal*

CA Harit Dhariwal  
Partner

Membership No. 130279  
UDIN: 23130279BGWHFK4585

Date: 03.04.2023

Place: Ahmedabad



## DIRECTOR'S REPORT

To  
The Members,

Your Directors are pleased to present the 24<sup>th</sup> Annual Report on business and operations of the company together with the Audited Financial Statements for the financial year ended March 31, 2023.

### Financial Highlights

The standalone and consolidated performance for the financial year ended March 31, 2023 vis à-vis March 31, 2022 is as under:

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	3,987.64	2,003.99	3,987.64	2,003.99
Other Income	700.28	288.39	700.28	288.39
<b>Total Revenue (I + II)</b>	<b>4,687.92</b>	<b>2,292.38</b>	<b>4,687.92</b>	<b>2,292.38</b>
<b>Expenditure</b>				

(a) Cost of materials consumed	3,813.74	1,901.78	3,813.74	1,901.78
(b) Purchases of stock-in-trade	-	-	-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	17.89	(52.84)	17.89	(52.84)
(d) Employee benefits expense	103.94	262.48	103.94	262.48
(e) Finance costs	32.61	54.03	32.61	54.03
(f) Depreciation and amortisation expense	291.89	366.99	291.89	366.99
(g) Other expenses	456.62	846.15	456.62	846.15
<b>Total Expenses (IV)</b>	<b>4,716.69</b>	<b>3,378.59</b>	<b>4,716.69</b>	<b>3,378.59</b>
<b>Profit / (Loss) before Exceptional Items and Tax ( III - IV )</b>	<b>(28.76)</b>	<b>(1,086.21)</b>	<b>(28.76)</b>	<b>(1,086.21)</b>
<b>Exceptional Items</b>	-	1,122.85	-	1,122.85
<b>Profit / (Loss) before Tax (V-VI)</b>	<b>(28.76)</b>	<b>36.64</b>	<b>(28.76)</b>	<b>36.64</b>
<b>Tax expense</b>				
(a) Current Tax	-	-	-	-
(b) Deferred Tax	(194.14)	606.16	(194.14)	606.16
(c) Adjustment of Earlier Year Tax	-	(6.31)	-	(6.31)
<b>Profit / (Loss) from continuing operations (VII-VIII)</b>	<b>165.37</b>	<b>(563.21)</b>	<b>165.37</b>	<b>(563.21)</b>
Profit/(Loss) from discontinued operations (VII-VIII)	-	-	-	-
Tax expense of discontinued operations	-	-	-	-
Profit/(Loss) from discontinued operations after tax (X-XI)	-	-	-	-
<b>Profit / (Loss) for the Period (IX+XII)</b>	<b>165.37</b>	<b>(563.21)</b>	<b>165.37</b>	<b>(563.21)</b>
<b>Other Comprehensive Income</b>	<b>21.15</b>	<b>11.52</b>	<b>21.15</b>	<b>11.52</b>
<b>Total Comprehensive Income for the period (XIII+XIV)</b>	<b>186.52</b>	<b>(551.69)</b>	<b>186.52</b>	<b>(551.69)</b>
<b>(Comprising Profit / (Loss) and Other Comprehensive Income for the Period)</b>				
Paid up Equity Share Capital (Face Value of ` 1/- each)	3,323.78	1,582.76	3,323.78	1,582.76
Earning per Share - Not Annualised (in `)				
1) Basic	0.16	(0.35)	0.16	(0.35)
2) Diluted	0.16	(0.35)	0.16	(0.35)

## Financial Performance Review

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Total Revenue	4687.92	2292.38	4687.92	2292.38
Operational Expenses	4392.19	2957.57	4392.19	2957.57
Earning/ Loss Before Finance Cost, Depreciation and Tax (EBIDTA)	295.73	(665.19)	295.73	(665.19)
Less: Finance Cost	32.61	54.03	32.61	54.03
Less: Depreciation & Amortization Cost	291.89	366.99	291.89	366.99
Earning/Loss Before Taxation	(28.76)	(1086.21)	(28.76)	(1086.21)
Add: Exceptional Item	-	(1122.85)	-	1122.85
Less: Total Tax Expenses	(194.14)	(599.85)	(194.14)	(599.85)
Other Comprehensive Income	21.15	11.52	21.15	11.52
<b>Earnings/Loss After Tax (EAT)</b>	<b>186.52</b>	<b>(551.69)</b>	<b>186.52</b>	<b>(551.69)</b>

Standalone financials are similar to the consolidated financials as company's share of loss in associate is exceed the carrying amount of the investment. Hence, the impact of consolidation of subsidiaries financials with standalone financials is insignificant.

### Review of Business Operations

The financial year 2022-23 has registered increase in production and sales volumes as compared to previous financial year. Company is engaged in single segment, the item wise product performance are as per below:

NAME OF ITEMS	Production	% WISE Production
S.S. INGOT	2148.75	42.70%
S.S. FLATS	758.577	15.10%
S.S. WASTAGE & SLAG	497.71	9.90%
S.S. ROUND BAR	449.018	8.90%
S.S.SCRAP	397.412	7.90%
S.S. ANGLES	289.915	5.80%

Your Company has posted Revenue from operations for the current year standalone and Consolidated at Rs. 4687.92 Lakhs. Total revenue increased more than double from Rs. 2292.38 Lakhs to Rs. 4687.92 Lakhs. The Profit before interest, depreciation, tax and exceptional items for the current year stands at Rs. 295.73 Lakhs. Standalone and Consolidated Net profit after tax increased to 186.52 Lakhs from Rs. (551.69) Lakhs.

The Consolidated Financial Statements for the financial year 2022-23 of the Company are prepared in accordance with relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and form part of this Annual Report.

### Change in Object

The Board of Directors has proposed in its Board Meeting held on August 14, 2023 to change object clause of the Company by inserting Agricultural Products and chemical and other chemicals products in its existing object clause. Accordingly, proposal for Amendment in object clause is placed before the shareholders in notice of AGM for their approval.

### **Dividend**

During the year under review, your Directors have not recommended any Dividend on Equity Shares of the Company with a view to conserve resources for expansion of business.

The company does not fall under the mandatory criteria of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, there is no unclaimed dividend which required to transferred “Unpaid Equity Dividend Account” as required under section 124 of the Companies Act 2013.

### **Investors Education and Protection Fund**

During the year, the Company was not liable to transfer any amount to the Investor Education and Protection Fund as required under Section 124 and 125 of the Companies Act, 2013.

### **Transfer to Reserves**

The Board of Directors of your company have decided not to transfer any amount to the Reserves for the year under review except a portion of the profit after tax (PAT) to general reserve. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

### **Deposits from Public**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 or any other applicable provision(s), if any.

### **Share Capital**

During the year total Authorized Share Capital remains Rs. 50,00,00,000 (Rupees Fifty Crores only) consisting of 50,00,00,000 (Fifty Crores) equity shares of Rs. 1/- (Rupee One) each.

During the year under review, the Company had allotted 17,41,03,116 equity shares of Rs. 1 each fully paid up at issue price of Rs. 2.75/- (Premium of Rs. 1.75/-) each raised through Rights Issue on February 06, 2023. As a result of such allotment, the paid-up share capital of the Company increased from Rs. 15,82,75,560 (comprising 158275560 equity shares of Rs. 1 each) to Rs. 33,23,78,676 (comprising 332378676 equity shares of Rs. 1 each). The equity shares so allotted rank pari-passu with the existing equity shares of the Company. Except as stated herein, there was no other change in the share capital of the Company.

After closing of the Financial Year company has allotted:

- 55,00,000 equity shares of Rs. 1 each fully paid up on preferential basis at the issue price of Rs. 3.24 each to Non- Promoters on July 26, 2023.
- 8,12,00,000 equity shares of Rs. 1 each fully paid up on preferential basis at the issue price of Rs. 3.24 each to Promoter and non- Promoters on July 28, 2023.
- 2,28,00,000 Convertible Warrants in to Equity Shares on preferential basis at the issue price of Rs. 3.24 each to Promoter (on conversion of loan) on July 28, 2023.

The Board of Directors at their meeting held on Saturday, August 26, 2023 proposed to increase its authorized Share capital of the Company from existing 50,00,00,000 to 70,00,00,000 and same is placed before the members at ensuing AGM for the approval of shareholders.

After closing of financial year company received application letter via email dated Sunday, April 09, 2023 for reclassification from the promoters and promoters group Mr. Zankarsinh Solanki and Giraben Solanki and same was approved by the Board in their Board Meeting held on April 10, 2023. Further, Board took note that application for reclassification as provided by the said promoters are not as per format specified under Regulation 31A of Listing Regulation and company has requested to provide application as per specified format as per Regulation 31A of Listing Regulation but till date Company has not received any response from the said Promoters. Application for reclassification is pending with Stock exchange.

The Company has neither issued shares with differential voting rights nor granted any stock options or issue any sweat equity or issued any bonus shares. Further, the Company has not bought back any of its securities during the year under review and hence no details / information invited in this respect.

### **Subsidiary, Joint Venture & Associate Companies**

The Company has prepared Consolidated Financial Statements in accordance with the Indian Accounting Standards (Ind AS) and as per Schedule III to the Companies Act, 2013. Except where otherwise stated, the accounting policies are consistently applied.

The Board has reviewed the affairs of the Company's associates during the year at regular intervals. In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company and its Associates forms part of this Annual Report. The Company has only one associate company named Goldman Hotels & Resorts Private Limited. The total company's share of loss in associate company is more than carrying amount of investment value in associate. Hence, company has reported investment value at Nil.

In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Associates companies in Form AOC-1 is provided as "**Annexure A**" to this report.

As per the provisions of Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and other related information of the Company, are available on our website. These documents will also be available for inspection during business hours at our registered office till date of annual general meeting.

During the year under review, there were no Companies which have become or ceased to become subsidiary, associate or joint venture of your Company.

### **Consolidated Financial Statement**

Audited annual consolidated financial statements forming part of the annual report have been prepared in accordance with Companies Act, 2013, Indian Accounting Standards (Ind AS) 110-



'Consolidated Financial Statements' and Indian Accounting Standards (Ind AS) 28 – Investments in Associates and Joint Ventures', notified under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and as amended from time to time.

### **Particulars of Loans, Advances, Guarantees and Investments**

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the Listing Regulations, disclosure on particulars relating to Loans, Advances, Guarantees and Investments are provided as part of the financial statements.

### **Listing on stock exchanges**

The Company's shares are listed on BSE Limited and the National Stock Exchange of India Limited. The Company had paid Annual Listing fees to both the stock exchanges for the Financial Year 2022-23 and 2023-24.

### **Directors and Key managerial Personnel**

The Board of Director has regularized Ms. Mona Viral Shah (DIN 02343194) and Mr. Mahendra Kumar Shukla (DIN: 09461897) at Extra-Ordinary General Meeting (EGM) held on May 09, 2022.

The Mr. Hemang Shah (DIN: 08740598) appointed as an Additional Non-Executive Independent Director on April 13, 2022 and regularized him by the members at the EGM held on May 09, 2022.

The Board appointed Ms. Laxmi Jaiswal (DIN: 09616917) and Mr. Ravi Thakkar (DIN: 09620074) as an Additional Non-Executive, Independent Director on May 25, 2022 by Resolution passed by circular and members has regularized them at 23<sup>rd</sup> Annual General Meeting held on August 24, 2022.

During the year, Mr. Vishal Parikh resigned from the position of Chief Financial Officer (CFO) w.e.f. June 30, 2023 and Mr. Neelesh Butara, CFO of the Company was appointed on July 30, 2022 and resigned w.e.f. July 09, 2023. Mr. Narendra Sharma appointed as CFO w.e.f. August 14, 2023.

As per provision of Section 152(6) of the Act, Mrs. Mona Viral Shah (DIN 02343194), Executive Director and Chairperson, retires by rotation at the ensuing AGM and, being eligible, offers herself for re-appointment. The board recommends her re-appointment.

Board Recommended re-appointment of Mr. Mahendra Shukla (DIN: 09461897) as an Executive Director for the period of 3 years and Ms. Mona Shah (DIN: 02343194) as an Executive Director and Chairperson of the Company for the term of 5 years w.e.f. October 01, 2023 to the shareholders at ensuing Annual general Meeting to comply with the Regulation 17 of Listing Regulation.

All the Independent Directors of your Company have affirmed compliance to the code of conduct for Independent Directors as prescribed in Schedule IV of the Companies Act, 2013 and under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 and 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board relies on their declaration of independence. Further, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The terms and conditions of appointment of the Independent Directors are available on the website of the company at <https://www.gyscoal.com/wp-content/uploads/2014/03/independent-director-appointment-policy.pdf>

None of the Directors of your Company are disqualified under the provisions of Section 164(2)(a) and (b) of the Companies Act, 2013 as per the declaration received from the Directors.

As on date of this report, Ms. Mona Shah, Executive Director and Chairperson; Mr. Mahendra Shukla, Executive Director; Mr. Narendra Sharma, Chief Financial Officer and Ms. Hiral Patel, Company Secretary and Compliance Officer are the Key Managerial Personnels of the company.

### **Meetings of the Board, Committees & Compliance to Secretarial Standards**

During the year under review, the Board met Seven times viz. on April 13, 2022, May 11, 2022, July 30, 2022, August 05, 2022, September 28, 2022, November 11, 2022, and January 09, 2023. The necessary quorum was present during all the meetings. The Notice along with Agenda of each Board Meetings were given to each Director of the Company.

The intervening gap of the board meetings were within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the recommendations made by the Audit Committee were accepted by the Board of Directors at their respective meetings.

Pursuant to the requirements of Schedule IV to the Companies Act, 2013 and Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on January 09, 2023.

### **Your company's Board of Directors have constituted the following committees:**

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholder Relationship Committee;
- d) Right Issue Committee;
- e) Committee of Board.

During the year, Extra Ordinary General Meeting was held on May 09, 2022 and Annual General Meeting was held on August 24, 2022.

Details of number of the meetings, terms of reference of the Committees, Committee membership, changes and attendance of members at meetings of the Committees are included in the Corporate Governance Report, which forms part of this Annual Report. During the year, all the recommendations made by the all Committees were accepted by the Board.

During the year under the review, the Company has complied with the provisions of Secretarial Standard 1 (relating to meeting of the Board of Directors) and Secretarial Standard 2 (relating to General Meetings).

### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board carried out an annual performance evaluation of its own performance, the performance of the Independent Directors

individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. Details of the same are given in the Report on Corporate Governance annexed hereto.

The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

### **Remuneration of Directors and Employees**

A statement pursuant to section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached with “**Annexures C**”.

### **Policy of Directors Appointment, Payment of Remuneration and Discharge of their Duties**

Matching the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee (NRC) to select a candidate for appointment to the Board, but when there is non-composition in the NRC committee then Board directly appoint the candidate for the Board without recommendation of NRC.

The current policy is to have a balanced mix of executive and non-executive Independent Directors to maintain the independence of the Board and separate its functions of governance and management. As at March 31, 2023 the Board of Directors comprised of 6 (Six) Directors, of which 4 are non-executive, out of which two women directors and three Independent Directors. Two directors are executive directors.

The policy of the Company on Directors’ appointment, including criteria for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is governed by the Nomination Policy. The remuneration paid to the directors is in accordance with the remuneration policy of the Company.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the remuneration policy of the company. Details of the remuneration policy are given in the corporate governance report, which is part of this report and is also available on website of the company [https://www.gyscoal.com/wp-content/uploads/2014/13/nomination\\_remuneration\\_committee\\_policy.pdf](https://www.gyscoal.com/wp-content/uploads/2014/13/nomination_remuneration_committee_policy.pdf)

### **Auditors & their Reports**

- **Statutory Auditor**

Pursuant to Section 139 (2) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Company at its 22<sup>nd</sup> Annual General Meeting (AGM) held on September 29, 2021, had appointed M/s Ashok Dhariwal & Co. (FRN.: 100648W), Chartered Accountant as statutory auditor for a period of five years i.e. up to the conclusion of 27<sup>th</sup> AGM to be held in year 2026. Further, their appointment is within the limits as specified in section 141 of the Companies Act, 2013 and they are not disqualified from continuing as Statutory Auditors of the Company until end of their current tenure.

The Audit report along with Notes to Accounts forms part of this Annual Report. There has been qualifications, reservations or adverse remarks made by Statutory Auditors of the company in their report for the financial year ended March 31, 2023 and same was placed before the Audit Committee and the Board.

Auditors' Report & Management Response on the Qualification made by statutory auditors:

The Auditors' Report for the Financial year 2022-23 is a "qualified report" for the both standalone and consolidated financial statements and statement of Impact of Auditors qualification forming part of audit report.

### **Auditors Qualification:**

- **Standalone:**

1. In respect of Trade Receivables amounting to Rs. 2,532.35 Lakhs, we have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables. In the absence of confirmations and other corroborative evidence, we are unable to comment on the extent to which such balances are recoverable and the reported Financials may have consequential impact which remains unascertained.

Management explanation: The Company is in process of obtaining balance confirmation from Trade receivables. The entire process will be done before 31<sup>st</sup> July, 2023.

2. The company had entered into a One Time Settlement ("OTS") with M/s Omkara Asset Reconstruction Private Limited ("Omkara ARC") vide letter dated 20.05.2022 for the settlement of dues of UCO Bank. As per the terms of the OTS, the entire dues of Rs. 1,775 Lakhs were to be paid by 25.09.2022. The company defaulted in payment of OTS and as per the terms of OTS, the company is liable to pay default interest @24% per annum compounded monthly along with penal interest @2%. The company has not provided for this interest on default in payment of OTS and to that extent outstanding loan liability is understated and net profit is overstated Rs. 265.36 Lakhs.

Management explanation: The Company is confident of making payment of entire dues of Rs. 1,775 Lakhs by 30<sup>th</sup> September, 2023. As per the understanding of the Company and M/s. Omkara Asset Reconstruction Private Limited ("Omkara ARC"), there would not be any interest payment on default in payment of OTS.

- **Consolidated:**

1. In respect of Trade Receivables amounting to Rs. 2,532.35 Lakhs, we have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables. In the absence of confirmations and other corroborative evidence, we are unable to comment on the extent to which such balances are recoverable and the reported Financials may have consequential impact which remains unascertained.

Management explanation: The Company is in process of obtaining balance confirmation from Trade receivables. The entire process will be done before 31<sup>st</sup> July, 2023.

2. The company had entered into a One Time Settlement ("OTS") with M/s Omkara Asset Reconstruction Private Limited ("Omkara ARC") vide letter dated 20.05.2022 for the settlement of

dues of UCO Bank. As per the terms of the OTS, the entire dues of Rs. 1,775 Lakhs were to be paid by 25.09.2022. The company defaulted in payment of OTS and as per the terms of OTS, the company is liable to pay default interest @24% per annum compounded monthly along with penal interest @2%. The company has not provided for this interest on default in payment of OTS and to that extent outstanding loan liability is understated and net profit is overstated Rs. 265.36 Lakhs.

Management explanation: The Company is confident of making payment of entire dues of Rs. 1,775 Lakhs by 30<sup>th</sup> September, 2023. As per the understanding of the Company and M/s. Omkara Asset Reconstruction Private Limited ("Omkara ARC"), there would not be any interest payment on default in payment of OTS.

- **Internal Auditor**

M/s. Radheshyam I Shah and Associates (FRN.:128398W), Chartered Accountant, continued to be the Internal Auditors of the company as per the provisions of Section 138 of the Companies Act, 2013 for conducting the internal audit of the company for the financial year 2022-23. The Internal Audit Reports issued by M/s. Radheshyam I Shah and Associates submitted to the Audit Committee and Board of directors on quarterly basis.

Further, as per section 138(1) read with Companies (Accounts) Rules, 2014, the board of directors of the Company have re-appointed of M/s. Radheshyam I Shah and Associates (FRN.:128398W), Chartered Accountants, Ahmedabad as the Internal Auditor of your Company for the financial year 2023-24 and the Company has also received consent for their re-appointment as the Internal Auditors of the Company to that effect.

- **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Chirag Shah & Associates (COP: 3498), Practicing Company Secretaries, Ahmedabad, appointed as a Secretarial Auditors of the Company by the Board at their meeting held on July 30, 2022 to conduct the Secretarial Audit of the Company for the Financial year 2022 - 23. The secretarial audit report in the prescribed form MR-3 is attached herewith as "**Annexure D**".

Management explanation on the remarks of Secretarial Audit report:

a) There was delay in submission of disclosure of related party transactions on consolidated basis as per regulation 23(9) of SEBI (LODR) Regulations 2015;

The delay was occurred to due to change in time line from 30 days to 15 days from the date of publish of financials for half year result. Due to misinterpretation of amendments of Listing Regulation and non-compliance was occurred. Further, the company has duly paid penalty levied by the stock exchanges.

b) There was delay in submission of notice pertaining to the meeting of board of directors as per regulation 29(2)/(3) of SEBI (LODR) Regulations 2015;

The meeting was called on the shorter notice and consent of all the Directors was taken for the matter pertaining to Regulation 29 of Listing Regulation. The company has duly paid penalty levied by the stock exchanges.

c) The Board of Directors of the listed entity comprises of less than six directors during the period of 9th May,2022 to 24th May,2022 as per regulation 17(1)(3) of SEBI (LODR) Regulations 2015.

In this Board is of opinion and explained that the non-composition is for period of 15 days only. During this period, Independent Directors has resigned and within 15 days new Independent

Directors was appointed. Hence, this is not non-compliance as per regulation 17(1E) of SEBI (LODR) Regulations 2015. Regulation 17 (1E) of listing regulation state that Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy company shall fill the vacancy within period of 3months and company has filled vacancy within 15 days.

#### **ANNUAL SECRETARIAL COMPLIANCE REPORT:**

During the period under review, the Company has complied with the applicable Secretarial Standards notified by the Institute of Company Secretaries of India. The Company has also undertaken an audit for the FY 2022 – 23 pursuant to SEBI Circular No. CIR/CFD/CMO/I/27/2019 dated February 08, 2019 for all applicable compliances as per the Securities and Exchange Board of India Regulations and Circular/ Guidelines issued thereunder. The Report (Annual Secretarial Compliance Report) has been submitted to the Stock Exchanges on May 30, 2023 which is within 60 days of the end of the financial year ended March 31, 2023 and same is available on the website of the Company at [https://www.gyscoal.com/wp-content/uploads/2023/secretarial\\_compliance\\_report\\_2023.pdf](https://www.gyscoal.com/wp-content/uploads/2023/secretarial_compliance_report_2023.pdf)

- **Cost Auditor**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014 the Company do not required to appoint Cost auditor and conduct audit for the financial year 2022-23. The provision of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable.

#### **Declaration by Independent Directors and statement on compliance of Code of Conduct**

During the year under review, Company has received necessary declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of Listing Regulation and Regulation 16(1)(b) Listing Regulations and have also complied the Code for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013. In opinion of the Board, they fulfill the conditions of independence as specified in the Companies Act, 2013 and Rules made thereunder and Listing Regulations.

In terms of provisions of Listing Regulations, the Board of Directors of the Company have laid down a Code of Conduct (“Code”) for all Board Members of the Company. The Board Members of the Company have affirmed compliance with the Code. The CEO of the Company has given a declaration to the Company that all Board Members and senior management personnel of the Company have affirmed compliance with the Code.

#### **Familiarisation Programme for Directors**

The Company believes that a Board, which is adequately informed/familiarised with the Company and its affairs can contribute significantly to effectively discharge its fiduciary duty as director of the company and that fulfils stakeholders’ aspirations and societal expectations. In this regard, the Directors of the Company are updated on changes/developments in the domestic/global industry scenario in the sector which affect the business of the Company, to enable them to take well informed and timely decisions. The policy and details of the Familiarisation Programme imparted to the Independent Directors of the company are available on the website of the company [https://www.gyscoal.com/wp-content/uploads/2014/13/Familiarisation\\_Programme\\_for\\_IDs.pdf](https://www.gyscoal.com/wp-content/uploads/2014/13/Familiarisation_Programme_for_IDs.pdf).

In the opinion of the Board, the Independent Directors of the Company possess the integrity, requisite experience and expertise, relevant for the industry in which the Company operates. Further, all the Independent Directors of the Company have successfully registered with the Independent Director's Databank of the Indian Institute of Corporate Affairs.

### **Human Resource Development**

Your Company believes that Human Resources play a vital role in achieving its corporate goal. Hence, the Company continues to invest on hiring the best talent from other industries, developing and retaining the available talent to ensure a sustainable talent supply within the organization. The Company provides various opportunities to the employees to develop their skills to take up higher responsibilities in the organization.

### **Vigil Mechanism process (Whistle Blower Policy)**

Your company has adopted a Whistle Blower Policy for its directors and employees to report genuine concerns and to freely communicate their concerns about the illegal or unethical practices and/or instances of leakage of Unpublished Price Sensitive Information as per the provisions of Section 177(9) and (10) of the Companies Act, 2013, Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. During the year under review, no instances have been reported or investigated under the Whistle Blower / Vigil mechanism of the company. The Audit committee of the company reviews the functioning of this mechanism atleast once a year. The Whistle Blower Policy of the company is available on the website of the company at [https://www.gyscoal.com/wp-content/uploads/2021/07/Whistle\\_Blower\\_Policy.pdf](https://www.gyscoal.com/wp-content/uploads/2021/07/Whistle_Blower_Policy.pdf).

### **Directors Responsibility Statement**

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts for the year ended March 31, 2023 on a 'going concern' basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Internal control system and their adequacy**

The Company has an Internal Control System, commensurate with the size and nature of its business operations. The Company has appointed an external audit firm for internal audit of the Company. Pursuant to Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO has provided certification regarding the adequacy of the Internal control systems and procedures.

The Company has appointed M/s. Radheshyam I Shah & Associates as Internal Auditors to carry out the internal audit. The Internal Auditor reviews the adequacy of internal control system in the Company and its compliance with operating systems and policies & procedures. Based on the report of internal auditor, the account department undertakes corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and internal audit report are presented to the Audit Committee on quarterly basis. The Internal Auditors' Reports are regularly reviewed by the Board and the Audit Committee for its implementation and effectiveness. The details in respect of internal financial control and their adequacy are also included in the Management Discussion and Analysis Report, which is a part of this report.

### **Conservation of energy, research and development, technology absorptions and foreign exchange earnings and outgo**

The relevant information on conservation of energy, technology absorption, foreign exchange earnings & outgo as required to be disclosed in term of Section 134(3)(m) of the Companies Act, 2013 together with the Companies (Accounts of Companies) Rules, 2014 is annexed to this report as **"Annexure B"**.

### **Risk Management**

Risk is an integral part of any business and therefore, Risk Management is an important function that the business management has to perform to ensure sustainable business growth. The Company has a Risk Management framework in place to identify, assess, monitor and mitigate various risks to the business. This framework seeks to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The framework also defines the risk management approach across the company at various levels. The Risk management policy is available on the website of the Company [https://www.gyscoal.com/wp-content/uploads/2014/13/Risk\\_Management\\_Policy.pdf](https://www.gyscoal.com/wp-content/uploads/2014/13/Risk_Management_Policy.pdf).

The Company does not fall under the ambit of top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

### **Management Discussion and Analysis Report and Corporate Governance**

The Management Discussion and Analysis Report on the Industry and business operations of the Company, as required under Listing Regulations are set out in **"Annexure-E"** forming part to this Report.

As prescribed under Regulation 34 (3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices implemented by the Company, along with the Compliance Certificate from the Secretarial Auditors regarding compliance of conditions of corporate governance as stipulated in Listing Regulations are set out in **"Annexure-F"** forming part to this Annual report. The Compliance certificate issued by Secretarial Auditors reported:



a) The Board of Directors of the listed entity comprises less than six directors during the period of 09<sup>th</sup> May, 2022 to 24<sup>th</sup> May, 2022 as per regulation 17(1) (3) of SEBI (LODR) Regulations 2015. In this Board is of opinion and explained that the non-composition is for period of 15 days only. During this period, Independent Directors has resigned and within 15 days new Independent Directors was appointed. Hence, this is not non-compliance as per regulation 17(1) (3) of SEBI (LODR) Regulations 2015 and as per regulation 17 (1E) Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy company shall fill the vacancy within period of 3months and company has filled vacancy within 15 days.

### **Corporate Social Responsibility**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 does not applicable to the Company.

### **Related Party Transactions**

During the year under review, all transactions entered into with Related Parties as defined under the Companies Act, 2013, and Regulation 23 of the SEBI (LODR) Regulations during the financial year were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures as required by the Indian Accounting Standard (Ind AS 24) has been made in the notes to the Financial Statements.

The Board approved policy for related party transactions is available on the Company's website [https://www.gyscoal.com/wp-content/uploads/2021/07/RPT\\_Policy.pdf](https://www.gyscoal.com/wp-content/uploads/2021/07/RPT_Policy.pdf). Since all related party transactions entered into by the Company were in ordinary course of business and were on arms' length basis, Form AOC-2 is not applicable to the Company. The details of the transactions with Related Party are provided in the note of the audited financial statements in accordance with the Accounting Standards.

All Related Party Transactions are placed before the Audit Committee and the Board on quarterly basis. Omnibus approval of audit committee and board are obtained for the transactions which are forecasted and are repetitive in nature.

### **Material Changes after closing of financial year and date of Report**

After closing of the financial year your company has raised the fund through preferential issue by issuing 5500000 equity shares on 26.07.2023 to Non-Promoters and 81200000 equity shares to Promoter and Non-promoters on 28.07.2023. Company has allotted 22800000 warrant convertible in to Equity shares to promoter.

After closing of Financial year name of the Company changed from Gyscoal Alloys Limited to Shah Metacorp Limited.

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year of the Company to which the financial statements relate and date of this report.

### **Significant and Material orders passed by the Regulators or Courts**

During the financial year under review, no significant or material orders were passed by any Regulatory/ Statutory Authorities or the Courts or tribunals which would impact the going concern status of the Company and its future operations.

### **Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government**

During the year under review, the Statutory Auditors and Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors as prescribed under Section 143(12) of the Companies Act, 2013 and rules made thereunder and hence, there is nothing to report by the Board of Directors under Section 134 (3)(ca) of the Companies Act, 2013..

### **Policy on prevention of sexual harassment at workplace**

Your company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment comprising of one women Presiding Officer and two employees one external women member. All employees (permanent, temporary, trainees) are covered under this policy.

During the year under review, the ICC has not received any complaints about sexual harassment in the company and no complaints were pending as on March 31, 2023. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace. The policy on Sexual Harassment at Workplace is placed on the Company's website at [https://www.gyscoal.com/wpcontent/uploads/2021/07/Sexual\\_Harassment\\_of\\_Women\\_at\\_the\\_Workplace\\_Policy.pdf](https://www.gyscoal.com/wpcontent/uploads/2021/07/Sexual_Harassment_of_Women_at_the_Workplace_Policy.pdf). To build awareness in this area, the Company has been conducting detailed orientation to new employees on Policy for prevention of Sexual Harassment at the Workplace adopted by the Company.

### **Business Responsibility and Sustainability Report**

A Business Responsibility and Sustainability Report as stipulated under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time is not applicable to the Company.

### **Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations**

During the year, your company has not raised any funds through Preferential Allotment and Qualified Institutional Placement. However, the Company had raised funds through Right issue during the year and there was no deviation in utilization of fund and quarterly report of statement of deviation of fund was uploaded on Stock exchanges.

### **Disclosure**

- The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders which prohibits trading in securities of the company by directors and employees while in possession of Unpublished Price Sensitive Information in relation to the Company. The said code is available on the website of the Company at [www.gyscoal.com](http://www.gyscoal.com).
- Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act

read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at [https://www.gyscoal.com/wp-content/uploads/2023/secretarial\\_compliance\\_report\\_2023.pdf](https://www.gyscoal.com/wp-content/uploads/2023/secretarial_compliance_report_2023.pdf).

- There has been no change in the nature of business of the company.
- One-time settlement (OTS) with Omkara Asset Reconstruction Private Limited is under process and same will be disclosed once the terms of OTS get final. The Company had received No due certificate under OTS with SBI on 23.07.2021 and same was disclosed by the company.
- All the compliant received from investors during the year has been resolved.
- During the year Vedant Tradelink Private Limited filed case against the company and same was disposed off on 06.05/2022 before National Company Law Tribunal during the financial year 2022-23. Other than the mentioned there is no litigation filed during the F.Y. 2022-23 before National Company Law Tribunal.

#### SUMMARY OF OUTSTANDING LITIGATION AND DEFAULTS:

Criminal proceedings against our Company-7, Criminal proceedings by our Company-13, Material civil litigation against Company-1, Material civil litigation by our Company-2, Actions by statutory or regulatory authorities outstanding –nil, Direct and indirect tax proceedings-14. The details of pending litigation are forming part of Letter of Offer which is available on the website of the Company and accessible by [https://www.gyscoal.com/wp-content/uploads/2022/lof\\_28122022.pdf](https://www.gyscoal.com/wp-content/uploads/2022/lof_28122022.pdf).

- There is no Material uncertainty related to Going Concern.

#### ACKNOWLEDGEMENT

The Directors take this opportunity to express their appreciation for the cooperation and assistance to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review.

Your Directors places on record their deep appreciation to employees and labours at all levels for their hard work, dedication, cooperation and commitment during the year.

Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

#### REGISTERED OFFICE:

Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur, Dist.  
Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN: **L27209GJ1999PLC036656**)

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR SHAH METACORP LIMITED  
(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)**

Sd/-

Mona V Shah  
Chairperson and Director  
(DIN – 02343194)

**DATE: AUGUST 26, 2023**

**PLACE: AHMEDABAD**

## ANNEXURE -A

### FORM AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures**

**Part "B": Associates and Joint Ventures**

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

**(INR in Lakhs)**

Name of Associates/Joint Ventures	Goldman Hotels and Resort Private Limited (CIN: U55101DL2016PTC307912) (Associate Company)
<b>Latest audited Balance Sheet Date</b>	March 31, 2023
<b>Shares of Associate/Joint Ventures held by the company on the year end</b>	
• No. of Equity Share Capital	2600
• Amount of Investment in Associates	0.26 (Company has written off whole investment in associates against losses)
• Extend of Holding %	26
<b>Description of how there is significant influence</b>	Due to Percentage of stake of the Company
<b>Reason why the associate/joint venture is not consolidated</b>	NA
<b>Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	Nil
<b>Profit / (Loss) for the year (for the FY 2022-23)</b>	Nil
• Considered in Consolidation	
• Not Considered in Consolidation	

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(CIN: L27209GJ1999PLC036656)

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR SHAH METACORP LIMITED  
(FORMERLY KNOWN AS GYSOAL ALLOYS LIMITED)**

Sd/-  
Mona V Shah  
Director and Chairperson  
(DIN - 02343194)

**DATE: AUGUST 26, 2023**

**PLACE: AHMEDABAD**

## ANNEXURE -B

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

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

#### A. Conservation of Energy :

Sr. No.	Particulars	Particulars
1.	Steps taken or impact on conservation of energy	The Company has adopted several energy conservation measures besides what had been carried out earlier. The Company continued to focus on initiatives that enable improved efficiency in energy use and has deployed several technological interventions to conserve energy. Periodical testing is being taken for each unit of power supply to verify that the energy consumed is minimized. Company has installed Solar panel to save the energy. By Preventing wastage / minimisation of energy usage by relentless optimisation of process parameters to achieve lower values of fuel / energy consumption. Company studying available potential of recovered energy from various sources and doing a cost-benefit analysis of practices required. By Reduced oxygen venting losses through better demand and supply management. Your company is using LED lights in offices to save power and energy. The Company is using renewal energy through power trading to reduce overall energy cost.
2.	Steps taken by the company for utilising alternate sources of energy	
3.	Capital investment on energy conservation equipments	

#### B. Technology Absorption :

Efforts made towards technology absorption	Continuous endeavor to improve Product Quality & Process Yield.
Benefits derived like product improvement, cost reduction, product development or import substitution	The Company is able to market its value added products in Domestic as well as International Market. The company is able to cater its customers' requirements through innovation in Technology/ process.
in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	The Company has not imported any technology since last three financial year.
<ul style="list-style-type: none"> <li>the details of technology imported;</li> </ul>	N.A.

• Year of import	N.A.
• Whether the technology been fully absorbed	N.A.
• if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
the expenditure incurred on Research and Development	Nil

**C. Foreign Exchange Earning and outgo :**

(INR in Lakhs)

Particulars	2022-23	2021-22
Foreign Exchange earnings	0	1699.24
Foreign Exchange Outgo	0	48.4

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Mahesana GJ 382830 IN  
(CIN: L27209GJ1999PLC036656)

**For and on behalf of Board of Directors,  
Shah Metacorp Limited  
(Formerly known as Gyscoal Alloys Limited)  
Sd/-**

Mona Shah  
Director & Chairperson  
(DIN – 02343194)

**DATE: AUGUST 26, 2023  
PLACE: AHMEDABAD**

## ANNEXURE-C

### Details Pertaining to Employees as Required under Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Persons) Rules, 2014.

(i) Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Sr.No	Name of Director	Remuneration of Director for FY 2022-23 (Rs. In Lakhs)	Ratio of the remuneration of each director to the median remuneration
1	Ms. Mona Shah- Executive Director and Chairperson*	Nil	NIL
2	Mr. Mahendra Shukla- Executive Director	1.70	0.96

(ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2022-23 (Rs. In Lacs)	% increase in Remuneration in the FY 2022-23
1	Mr. Viral Shah-Chief Executive Officer	NIL	NIL
2	Mr. Mahendra Shukla -Executive Director	1.70	NA
3	Mr. Vishal Parikh*-Chief Financial Officer	1.57	Nil
4	Mr. Neelesh Bhutara*- Chief Financial Officer	4.88	NA
5	Ms. Hiral Patel	4.20	1.68
6	Ms. Mona Shah	Nil	Nil

\*Mr. Vishal Parikh resigned w.e.f. 01.06.2022. % increase is taken on the basis of Monthly Salary and there is no change in salary. % increase in remuneration is 5.39% on the basis of total salary paid to CFO as compared to P.Y.

\*Mr. Neelesh Butara appointed w.e.f. July 30, 2022

(iii) The median remuneration of employees of the Company was Rs. 1.77 lakh.

(iv) Percentage increase in the median remuneration of employees in the financial year: 7.44%

- (v) There were 89 permanent employees on the rolls of Company as on March 31, 2023;
- (vi) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was -11.5%;
- (vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees;
- (viii) The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the registered office of the Company during its working hours up to the date of ensuing Annual General Meeting. Further, any Member interested in obtaining such information may obtain it by writing to the Company Secretary at: cs@shahgroupco.com.

**REGISTERED OFFICE:**

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Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN: L27209GJ1999PLC036656)

**DATE: AUGUST 26, 2023****PLACE: AHMEDABAD**

**For and on behalf of Board of Directors,  
Shah Metacorp Limited  
(Formerly known as Gyscoal Alloys Limited)  
Sd/-**

Mona Shah  
Director & Chairperson  
(DIN – 02343194)



**ANNEXURE D****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
Shah Metacorp Limited  
Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur,  
Dist. Mehsana Kukarwada Mahesana-382830

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shah Metacorp Limited (formerly known as Gyscoal Alloys Limited) (CIN: L27209GJ1999PLC036656) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The physical Inspection or Verification of documents and records were taken to the extent possible:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and the rules made thereunder;
- (iii). The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:-**(Not Applicable to the Company during the audit period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **(Not Applicable to the Company during the audit period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:-**(Not Applicable to the Company during the audit period)**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the audit period)**
  - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- (vi). Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

As per Management representation there are no other specific acts applicable to the company.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;-Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s):-  
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except:
  - a) ***There was delay in submission of disclosure of related party transactions on consolidated basis as per regulation 23(9) of SEBI (LODR) Regulations 2015;***
  - b) ***There was delay in submission of notice pertaining to the meeting of board of directors as per regulation 29(2)/(3) of SEBI (LODR) Regulations 2015;***
  - c) ***The Board of Directors of the listed entity comprises of less than six directors during the period of 9th May,2022 to 24th May,2022 as per regulation 17(1)(3) of SEBI (LODR) Regulations 2015.***

**We further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. In Certain cases the shorter notice was given for board meeting and the consent of all directors were taken for the same.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**We further report that** during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**We further report that** during the year Company has passed following special resolutions:

1. To appoint Mr. Hemang Shah (DIN: 08740598) as a Non-Executive Independent Director of the company at the Extra-Ordinary General Meeting of the Company held on 9th May, 2022
2. To Appoint Laxmi Shikandar Jaiswal (DIN: 09616917) As an Independent Director at the Annual General Meeting of the Company held on 24<sup>th</sup> August, 2022
3. To appoint Mr. Ravikumar Manojkumar Thakkar (DIN: 09620074) as an Independent Director the Annual General Meeting of the Company held on 24<sup>th</sup> August, 2022

**Place: Ahmedabad**

**Date: 26/08/2023**

**Chirag Shah and Associates**

**Chirag Shah**

**Partner**

**FCS No. 5545**

**C P No.: 3498**

**UDIN : F005545E000943757**

**Peer Review Certificate. No.: 704/2020**

## **ANNEXURE E**

# **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**



### **SCENARIO OF STEEL INDUSTRY:**

#### **Global economic review:**

According to IMF, Global growth is now expected to fall from 3.4 percent in 2022 to 2.9 percent this year, before rebounding to 3.1 percent in 2024. One of the reasons behind the cautiously optimistic outlook is the latest downward trend in inflation, which suggests that inflation may have peaked in 2022. The IMF predicts global inflation to cool to 6.6 percent in 2023 and 4.3 percent in 2024, which is still above pre-pandemic levels of about 3.5 percent, but significantly lower than the 8.8 percent observed in 2022.

The global economic recovery after the pandemic was initially impeded by the conflict between Russia and Ukraine, causing increased geopolitical tensions and economic sanctions. While governments implemented stimulus packages to counteract the Covid-19 slowdown, supply chain

constraints pushed inflation to unprecedented levels. Central banks responded by raising interest rates to fight inflation, which continued to impact economic activity. Additionally, the rapid spread of COVID-19 in China further slowed global growth in 2022. Governments worldwide are trying to balance their monetary and fiscal policies to restore price stability and ease cost-of-living pressures. Unemployment rates in major economies like the USA and UK were below pre-pandemic levels, while concerted efforts to ease supply chain bottlenecks, promote equitable growth, and tackle the climate emergency could lead to greater economic stability.

China's zero-Covid policy weakened local demand and delayed the global supply chain unclogging, leading to higher inflation. China's re-opening in November 2022 paved the way for a rebound in global activity and a gradual increase in commodity prices towards the end of the year.

The Russia-Ukraine conflict has brought about increased supply chain disruptions. Increasing commodity prices, such as food and energy, pushed up inflation, eroding the value of income and weighing on demand. Lower corporate confidence and increased investor uncertainty weighed on asset prices, tightened banking conditions, and prompted capital outflows from emerging nations.

The security of the energy supply was a key challenge faced by the industrial sector. The energy crisis leading to increasing energy prices is likely to promote the transition of the energy market from fossil fuels to renewable energy resources.

### **Global Steel Industry:**

According to the WSA, global steel demand stood at 1,796.7 MT in 2022. Steel demand in the Advanced Economies declined by 1.7% in 2022, after recovering 16.4% in 2021 from the significant dip caused by the pandemic. This downward trend in steel demand can be attributed to the persistent impact of high inflation and rising global interest rates, which have exerted pressures on developed economies. On the supply side, total world crude steel production was 1,878.5 MT, a 4.2% decline compared to 2021, as geopolitical tensions increased, and demand was muted. China, the world's largest steel producer, recorded production of 1,013 MT in 2022, a 2.1% YoY decline due to lower demand as numerous variants of COVID-19 continued to impact its economy and its 'Zero-COVID' policy resulted in lower economic activities and consequently reduced steel demand. Meanwhile, Japan's steel production fell by 7.4% YoY to 89.2 MT, which was partially offset by a 5.5% YoY increase in India's production to 124.7 MT.

### **Economic Outlook:**

The factors that drove inflation in 2022 are already reversing. These include increase in commodity prices, expansive fiscal and monetary policy, and supply chain disruptions. Global inflation is expected to fall from 8.7% in 2022 to 7% in 2023 on the back of lower commodity prices. Inflation has already peaked in the US and Europe in early 2023. It is also declining in other major economies including Japan, China and India. In the US, economic growth is expected to be slower in 2023 given the tightening monetary and fiscal policy. Contrary to late 2022 estimates, US will avoid a recession due to declining energy prices, strong employment growth, and easing of supply chain stress. Threat of recession continuous to loom over Europe as wages and consumer spending has fallen significantly. Elevated natural gas prices are fuelling inflation and driving down purchasing power. The tightening of monetary policy by ECB and Bank of England along with energy shock resulting from the Russia-Ukraine war will play a key impact on the growth potential.

According to the IMF, global GDP growth will slow to 2.9 per cent in 2023 and recover to 3.1 per cent in 2024, driven by domestic factors such as robust private consumption and investment.

Particulars	Estimate	Projections	
	2022	2023	2024
World Output	3.4	2.9	3.1
Advanced Economies	2.7	1.2	1.4
Emerging Market and Developing Economies	4.3	5.3	5.2
India	6.8	6.1	6.8

Global economic growth is expected to be impacted by several key factors. Headline inflation is predicted to decline from the highs seen in CY2021 and CY2022, mainly due to falling energy and food prices. The decline in inflation is expected to lead to a reduction in the pace and intensity of interest rate hikes by major central banks, although interest rates are expected to remain elevated for a longer period due to underlying inflationary pressures. The US Federal Reserve's shift towards a less aggressive monetary policy will likely set the tone for the coming year. However, the ongoing conflict between Russia and Ukraine and its impact on global geopolitical tensions remain a significant risk.

#### **Indian Economy and Steel Industry in India:**

GDP growth rate in 2023 is expected to be 5.9%, lower than the 2022 growth of 6.8% due to subdued external demand and tightening monetary policy. However, India will remain the fastest growing major economy. Brent oil prices are expected to remain rangebound in 2023, given the continuing war in Ukraine and sanctions imposed in response by the USA and European Union. India meets nearly 80% of its oil needs through imports. High oil prices will also have a trickledown effect on the prices paid by consumers for goods and services. Persistent inflation resulted in RBI to increase the repo rate by 250 basis points throughout FY2022-23. Further rate hikes are expected in the coming year, despite no rate hike in the April Monetary Policy Committee meeting. Capital investment of close to 3.3% of GDP is expected to crowd-in private investment, strengthen job creation and demand, and raise India's overall growth potential. Focus is expected in the energy sector, with significant capital investments towards energy transition and green hydrogen mission. Overall, the key steel consuming sectors are expected to perform well in FY2023-24 supported by a rise in infrastructure spend by the Government and gradually improving semiconductor supply. High CAPEX allocation in key steel consuming sectors such as railways, national highways and housing is expected to drive steel consumption.

India remains the 'bright spot' for global steel demand. After growth of 8.2% in 2022, demand is expected to show healthy growth of 7.3% in 2023 backed by consumption led demand. Having managed inflation well, the Indian economy is on a healthy growth track, with a rising share of investment in GDP, appropriate budget allocations and expenditure by the Government in the infrastructure segment. India also faced supply disruptions due to raw material constraints and volatility of prices.

Government of India has removed the 15% "Export Duty" on Steel Exports; this sector is prised for major jump in exports to Middle East, Africa and other Markets. This will create positive impact on the "Growth" of Steel Exporting Companies and benefit their bottom line. As a result of removal of

Export duty company will start again exports to various countries, which resulting in high profitability.

Further, India is second largest producer of steel.

Steel Production, Top 10 Countries as per World Steel Association:

Rank	2022 (MT)	2021 (MT)	YoY growth (%)
1 China	1,013.0	1,034.7	(2.1)
2 India	124.7	118.2	5.5
3 Japan	89.2	96.3	(7.4)
4 United States	80.7	85.8	(5.9)
5 Russia (e)	71.5	77.0	(7.2)
6 South Korea	65.9	70.4	(6.5)
7 Germany	36.8	40.2	(8.4)
8 Turkey	35.1	40.4	(12.9)
9 Brazil	34.0	36.1	(5.8)
10 Iran	30.6	28.3	8.0

Meanwhile, India's trade sector remained resilient in FY 2022-23. Imports (merchandise and services) rose 17.4% y-o-y to US\$90 billion. Import demand was driven by domestic recovery. At the same time, adverse shocks in trade and demand for gold led to an expansion of the merchandise trade deficit. A strong trend in service exports and capital inflows governed by foreign direct investments (FDIs) offset the pressure on the current account balance. With little need for external funding, the reserves built up resilience for the trade sector despite global trade disturbances. Despite a unfavourable trade environment, exports rose 14% y-o-y to US\$770 billion. Exports are expected to remain steady with a rise in international demand and favourable price conditions. The risks in India's restoring trade balance persist from the slow growth of advanced economies and emerging economies, higher energy prices and supply chain changes that occurred during CY 2022, and the effects of which might continue in CY 2023.

### GOVERNMENT INITIATIVES

Some of the other recent Government initiatives in this sector are as follows:

- In October 2021, the government announced guidelines for the approved specialty steel production-linked incentive (PLI) scheme.
- In October 2021, India and Russia signed an MoU to carry out R&D in the steel sector and produce coking coal (used in steel making).
- In July 2021, the Union Cabinet approved the production-linked incentive (PLI) scheme for specialty steel. The scheme is expected to attract investment worth ~₹ 400 billion (US\$ 5.37 billion) and expand specialty steel capacity by 25 million tonnes (MT), to 42 MT in FY27, from 18 MT in FY21.
- In June 2021, Minister of Steel & Petroleum & Natural Gas, Mr. Dharmendra Pradhan addressed the webinar on 'Making Eastern India a manufacturing hub with respect to metallurgical industries', organised by the Indian Institute of Metals. In 2020, 'Mission Purvodaya' was launched to accelerate the development of the eastern states of India (Odisha, Jharkhand, Chhattisgarh, West Bengal and the northern part of Andhra Pradesh) through the establishment of an integrated steel hub in Kolkata, West Bengal. Eastern India has the potential to add >75% of the country's incremental steel capacity. It is expected that of the 300 MT capacity by 2030-31, >200 MT can come from this region alone.

- In June 2021, JSW Steel, CSIR-National Chemical Lab (NCL), Scottish Development International (SDI) and India H2 Alliance (IH2A) joined forces to commercialise hydrogen in the steel and cement sectors.
- Under the Union Budget 2022-23, the government allocated ₹ 47 crore (US\$ 6.2 million) to the Ministry of Steel. The budget's focus is on creating infrastructure and manufacturing to propel the economy.
- In addition, enhanced outlays for key sectors such as defence services, railways, roads, transport and highways would provide impetus to steel consumption.
- In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India–Japan Steel Dialogue.
- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intends to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating the setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of ₹ 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5% and imposed measures including anti-dumping and safeguard duties on iron and steel items.

(Source: [https://www.ibef.org/download/1661494261\\_Steel-Sector-July-2022.pdf](https://www.ibef.org/download/1661494261_Steel-Sector-July-2022.pdf))

### **Outlook:**

Being one of the world's largest economy, India has played an important role in global economic growth, adding about \$1.3 trillion to global demand over the last decade<sup>3</sup>. Rising inflation, fiscal deficit, and environmental concerns are the main difficulties confronting the Indian economy. Yet, the Indian economy has emerged stronger and fared better than other global economies, which can be attributed to the country's well-considered policy reforms and effective regulatory measures. Indian economy benefits from a strong industrial policy via the Production Linked Incentive (PLI), a de-leveraged private sector, increased spending on infrastructure, and various other Government initiatives.

Government's Push to Make India the Steel 'Hub' of the World. The government has set a target to raise crude steel production capacity from 154 MTPA to 300 MTPA by 2030, making India an export hub for steel production in addition to making the country self sufficient in almost all grades of steel.

As per WSA India's domestic steel demand is estimated to grow at 7.3% YoY in FY 2023-24. This growth is anticipated to be driven by a robust GDP expansion, government Capex, and strong domestic consumption. In terms of government Capex, in Union Budget 2023-24, the government announced:

- Increase of 35.4% to reach effective Capex of ₹10.68 lakh crore



- Highest-ever outlay for railways at `2.4 lakh crore
- An outlay of `79,000 crore set aside for PM Awas Yojna Urban.

India's steel sector is currently responsible for 12% of the country's CO2 emissions. Given this significant environmental impact, it is anticipated that the government will undertake various initiatives such as the Steel Scrapping policy to promote and facilitate sustainable steel production, to achieve its net zero target by 2070. This attempt by the government to bridge the infrastructure gap is a positive development for the steel industry and aligns with the vision set out by the government in National Steel Policy (NSP) 2017. Additionally, India's capital goods sector is poised to reap the benefits of the ongoing momentum in infrastructure development and investments in renewable energy. The automotive and consumer durables sectors are also anticipated to sustain healthy growth, driven by a continued rise in private consumption.

The PLI Scheme is poised to bolster the domestic production of specialty steel, marking a significant milestone in India's industrial landscape. With approvals granted to 7 applications from 30 companies, amounting to an impressive outlay of ₹6,322 crore, the government has also committed to investing ₹42,500 crore to expand downstream capacity by 26 MT and create employment opportunities for 70,000 individuals. This initiative holds great significance as it aligns with the Government's vision of an 'AtmaNirbhar Bharat' (self-reliant India).

### **Demand outlook for consumption sectors:**

#### **Construction:**

The global construction industry is expected to experience moderation in real growth in CY 2023 across the majority of markets. The overall real construction industry value in most regions will likely return to pre-pandemic levels. The growth is driven by the rising government spending on planned infrastructure projects. India, the US, and China are expected to account for a 50% share of the projected construction spending. An enhanced focus on energy security will emerge as an increasingly important driver of infrastructure investment globally in CY 2023.

### **OVERVIEW OF THE COMPANY AND ITS BUSINESS:**

Your company is engaged in the business of manufacturing of Stainless Steel and Mild Steel Long Products from scrap since 1999. The plant for the production activities & registered office of the Company is located at Ubkhal, Kukarwada, Vijapur – Taluka, Mehasana – District. The corporate office of the company is situated at 2<sup>nd</sup> Floor, Mrudul Tower, Near Timers of India, Ashram Road, Ahmedabad.

The Company has the capacity of manufacture all grades of Stainless Steel Products from 200 series to 400 series. The products are primary used in the construction in chemical plants, Pharmaceutical plants, building construction, railways, and other sector for structural purpose. The company product's adhere to high quality standards and it has got ISO 9001:2015 certification for the manufacture and supply of stainless steel and mild steel based angles, flats round, bright and ingots from TUV SUD. The company has also been successful in producing goods according to needs and specification of its domestic and foreign buyers.

Your company has got ISO 9001:2000 certification from BSI Management System and got ISO 9001:2008 certification for the manufacture and supply of stainless steel and mild steel based angles,

flats, round, bright, twisted bars, billets and ingots adhering to IS 2062 & IS 1786 from BSI Management Systems.

### Segment wise or Product wise performance

The company is operating in only one segment i.e. S.S. Products. The company mainly manufacture SS Angles, SS Flats & SS Rounds and the % wise breakup of the products of the total turnover of the company is as under:-

S.S. INGOT	42.70%
S.S. WASTAGE & SLAG	9.90%
S.S. ANGLE	5.80%
S.S. FLAT	15.10%
S.S. ROUND BARS	8.90%

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Internal Financial Control that encompass the policies, processes and monitoring systems for assessing and mitigating operational, financial and compliance risks and control over related party transactions, substantially exist. Your Company has appropriate internal control system for business processes, with regards to efficiency of operations, financial reporting, compliance with applicable laws and regulations. In the Company, the Board of Directors is responsible for ensuring the adequacy and effective monitoring of internal financial controls. The Internal Audit Program is designed in consultation with the Statutory Auditors to ensure accuracy and reliability of accounting data and is monitored by the Audit Committee. Audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of the said recommendations. The Company's internal audit team also carries out extensive audits throughout the year, across all functional areas.

### INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT:

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives.

The Company as at year end has 89 employees on its role and continues to attract talent from within India to further its business interests. Industrial relations continue to be cordial. Company take safety measure for people working on plant.

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

#### Key Financial Ratio

Particulars	2022-23	2021-22
Return on Net worth (%)	2.80	(21.67)
Return on Capital Employed (%)	0.05	(21.67)

Basic EPS (after exceptional items)	0.16	(0.35)
Debtors Turnover	1.77	0.67
Inventory Turnover	3.37	1.37
Interest coverage ratio	0.11	(19.10)
Current ratio	1.77	1.02
Debt Equity ratio	3.82	(2.51)
Operating profit margin (%)	0.08	(45.03)
Net profit margin (%)	4.15	(28.10)

### Details of significant changes in key financial ratios:

Improvement in current ratio is due to right issue money. Improvement in Debt Equity Ratio due to issue of right shares and enhancement of profit as well. The significant variance in ROE is due to profitability of the company and correspondence decrease in negative balance of reserves and surplus. As the company has increased the operations, the cost of material consumed is almost twice as compared to last year leading to increase in the ratio. The revenue from operations has increased approx. 200% resulting in improvement in the Trade receivable Turnover Ratio. Improvement in Trade Payable Turnover Ratio is due to increase in purchase as well as repayment of trade payable as compared to last year. Improvement in working capital as compared to previous year and increase in operations of the company leads to lower net capital turnover Ratio. Optimum utilization of manufacturing capacity has lead to improvement in the returns of the company. The decrease in the ratio is due to realisation of investments. Our return on net worth improves as compared to last year as company had re-paid credit facilities taken from banks and ARC and increase in sales during the FY 2022-23. The Return on capital employed have been improved as compare to last year 2021-22 due to reduction in loss as well as reduction in cost compare to previous year and increase in turnover. As our losses decreases significantly i.e. company become profit making during the year and also our sales increase and resulting in to better EPS. As compare to previous year loss have been decreased, due to such the Operating profit ratio is improved.

### FINANCIAL PERFORMANCE OF THE COMPANY:

- **Total Revenue:**

Your company has recorded a total income of Rs. 4687.92 lakhs, out of which income from the operations was Rs. 3987.63 lakh during the current year as compared to the previous year total income of Rs. 2003.99 lakhs. Company has recorded positive revenue as compared to previous financial year.

- **Expenditure:**

During the year, total expenditure of your company has been increased by 39.60% to Rs. 4716.70 Lakhs in FY 2022-23 as against Rs. 3378.59 Lakhs in during the previous FY 2021-22. During the current financial year your company has incurred operational expenses is of INR 4392.20 Lakhs. Expenditure in current year as Loan of SBI has been paid off.

- **Employee benefit expenses:**

During the year under review, the Employee benefit expenses decreased by 60.39% from 103.95 Lakhs in FY 2021-22 as compared to INR 262.48 Lakhs in the current financial year. The employee benefit expenses have been decreased as employees resigned the organization.

- **Finance Cost:**

The finance cost is significantly decreased from INR 54.03 Lakhs in FY 2022-23 to INR 32.61 Lakhs in FY 2021-22 due to repayment of outstanding Loan.

- **Net Profit/ (Loss):**

During the year your Company profit decreased by 129.36% to Rs. 165.38 Lakhs in F.Y. 2022-23 against previous year loss of Rs. 563.21 Lakhs. Net losses decreased due to increase in revenue from operation and reduction of expenses.

- **Non-Current Assets:**

The non-current assets have increased by 13.05% from INR 4354.48 Lakhs in FY 2021-22 to 4923.02 in FY 2022-23.

- **Current Assets:**

The current assets have been increased by 63.78% from INR 4349.21 Lakhs in FY 2021-22 to INR 7123.55 in FY 2022-23.

- **Non-Current Liabilities:**

The non-current liabilities have been decreased by 17.47% from INR 7590.16 Lakhs in FY 2021-22 to INR 6263.90 Lakhs in FY 2022-23.

- **Current Liability:**

The current liabilities have been decreased by 5.72% from INR 4259.27 Lakhs in FY 2021-22 to INR 4015.40 Lakhs in FY 2022-23.

**CAUTIONARY STATEMENT:**

Certain statements made in this Report relating to the Company's outlook, estimates, predictions etc. may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such estimates, whether express or implied. Several factors that could make a difference to Company's operations include climatic conditions and economic conditions affecting demand and supply, changes in Government regulation tax regimes, natural calamities, etc. over which the Company does not have any direct control.

**REGISTERED OFFICE:**

Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur, Dist.  
Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN:  
**L27209GJ1999PLC036656)**  
**Date: August 26, 2023**  
**Place: Ahmedabad**

**For and on behalf of Board of Directors,  
Shah Metacorp Limited  
(Formerly known as Gyscoal Alloys Limited)  
Sd/-**

Mona Shah  
Director & Chairperson  
(DIN – 02343194)

## **ANNEXURE F**

### **REPORT ON CORPORATE GOVERNANCE**



#### **CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED MARCH 31, 2023, IN TERMS OF REGULATION 34(3) READ WITH SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)**

##### **1. COMPANY’S PHILOSOPHY**

Corporate Governance is based on the principal of truth, transparency, accountability, equity and responsibility in all our dealings with our employees, shareholders, customers, suppliers, government, lenders and community at large. The Company believes that better corporate governance can be achieved through increased transparency in its operations and has taken and will continue to take various measures towards achievement of good corporate governance. It is a tool to judge and evaluate the standards and ethics of Corporate Management.

A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (“SEBI”) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Regulations”) is given below:

##### **2. BOARD OF DIRECTORS**

The business of the Company is conducted under the directions of the Board. The Chief Executive officer (CEO) and Chairperson look into the day-to-day business affairs of the Company. The Board formulates strategies, regularly reviews the performance of the Company and ensures that the projected targets and agreed objectives are met on a consistent basis. The Board has constituted various committees, which guide the matters delegated to them in accordance with their terms of reference. The board of directors and its committees provides leadership and

guidance to the company management and directs, supervises and controls the performance of the company.

The Board of Directors (“the Board”) meets at least once in a quarter to review the performance and financial results of the company. The CEO briefs the Directors at every Board Meeting on overall business performance and general industry trend globally. All major decisions/approvals are taken at the Board Meeting. Any board member may bring up any matter for consideration of the board, with the permission of the Chairman.

• **KEY BOARD SKILL, EXPERTISE AND COMPETENCIES**

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating a person to serve on the Board for the effective functioning of the company and which are currently available with the board.

Skills / Expertise / Competencies	Detail for such Skills / Expertise / Competencies	Ms. Mona Shah	Mr. Mahendra Shukla	Ms. Dipali Shah	Ms. Laxmi Jaiswal	Mr. Hemang Shah	Mr. Ravi Thakkar
Knowledge	Understanding of the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.	✓	✓	✓	✓	✓	✓
Strategic Leadership	Significant leadership experience to think strategically and develop effective strategies to drive change and growth in context of the Company's overall objectives.	✓	✓	✓	✓	✓	✓
Financial expertise	Qualification and / or experience in accounting and/or finance coupled with ability to analyze the key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.	✓	✓	✓	✓	✓	✓
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.	✓	✓	✓	✓	✓	✓
Corporate Governance, risk and Compliance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and	✓	✓	✓	✓	✓	✓

company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates including establishing risk and compliance frameworks, identifying and monitoring key risks.

Behavioral Skills	Attributes and the competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders;	✓	✓	✓	✓	✓	✓
Technology & Innovations	Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data centre, data security etc.	✓	✓	✓	✓	✓	✓

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein. The eligibility of a person to be shortlist candidate for Director of the Company depends upon whether the person possesses the requisite set of skills identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. Every year, the Board take noting of the declarations of all the Independent Directors of the Company as per provision of Regulation 25 of the Listing Regulations and Section 149 of the Companies Act, 2013 and confirm that Independent Directors fulfill the conditions as per the said provisions and are Independent of the Management.

• **COMPOSITION OF THE BOARD**

The Board of Directors of your company consists of balanced mix of Executive and Non-Executive directors which meets the requirement of the Corporate Governance as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your company immensely benefits from the professional expertise of the Independent Directors in their individual capacity as Professionals and also from Business Executives and through their valuable experience.

The total strength of the Board of Directors of the Company are 6 (Six) members as on March 31, 2023, comprising of 2 (Two) Executive Directors and 4 (Four) Non-Executive Directors out of which Three are Independent Director, including one Woman Independent Director and one is Non-Executive Director. Necessary disclosure regarding their Directorship/Membership in other companies has been made by each and every Director.

The details of composition of the Board as at March 31, 2023 and other information are given herein below:

Name of the Director(s)	No. of Board Meetings held and entitled to attend and attended during the year	Attendance at last AGM held in 24.08.2022	No. of Directorships in other Public Companies including	No. of Committee positions held in public companies including this entity	Directorship in other listed and this listed entities Including Category of Directorship
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	Held (entitled to attend)	Attended		this entity including this entity	Membership	Chairmanship		
Mrs. Mona Shah (DIN: 02343194)	7	7	YES	2	1	0	Shah Metacorp Limited, Executive Director & Chairman	Metacorp Limited, Executive Director
Mr. Mahendra Shukla (DIN: 09461897)	7	7	YES	1	2	0	Shah Metacorp Limited, Executive Director	Metacorp Limited, Executive Director
Ms. Dipali Manish Shah (DIN : 08845576 )	7	7	YES	2	1	0	Shah Metacorp Limited, Non-Executive Director	Metacorp Limited, Non-Executive Director
Mr. Samir Jani (DIN: 00504062)*	2	1	NA	1	1	1	Shah Metacorp Limited, Non-Executive Independent Director	Metacorp Limited, Non-Executive Independent Director
Mr. Sunit Shah (DIN: 08074335)**	1	1	NA	2	2	0	1. Shah Metacorp Limited, Non-Executive Independent Director & 2. Naapbooks Limited Independent Director	Metacorp Limited, Non-Executive Independent Director
Ms. Yashree Dixit (DIN: 07775794)***	1	1	NA	1	1	1	Shah Metacorp Limited, Non-Executive Independent Director	Metacorp Limited, Non-Executive Independent Director
Mr. Hemang Shah (DIN: 08740598)****	6	6	YES	3	3	2	1. Shah Metacorp Limited, Non-Executive Independent Director 2. One Global Service Provider Limited Independent Director	Metacorp Limited, Non-Executive Independent Director
Mr. Ravikumar Thakkar (DIN: 09620074)*****	5	5	YES	1	1	1	Shah Metacorp Limited, Non-Executive Independent Director	Metacorp Limited, Non-Executive Independent Director
Ms. Laxmi Jaiswal (DIN: 09616917)*****	5	5	YES	1	1	0	Shah Metacorp Limited, Non-Executive Independent Director	Metacorp Limited, Non-Executive Independent Director



- \* Mr. Samir Jani Resigned w.e.f. May 13, 2022
- \*\* Mr. Sunit Shah Resigned w.e.f. May 09, 2022
- \*\*\* Ms. Yashree Dixit Resigned w.e.f. May 09, 2022
- \*\*\*\* Hemang Harshadbhai Shah appointed w.e.f. April 13, 2022.
- \*\*\*\*\* Ravikumar Manoj kumar Thakkar appointed w.e.f. May 25, 2022.
- \*\*\*\*\* Laxmi Shikandar Jaiswal appointed w.e.f. May 25, 2022.

None of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees (as specified in Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors. The detailed reasons for the resignation and confirmation that there are no other material reasons other than provided in the letter by the said independent director are disclosed to the Stock exchange.

#### • **Directors retire by rotation**

Mrs. Mona Shah is liable to retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, has offered herself for re-appointment. Relevant details pertaining to Mrs. Mona Shah are provided in the Notice of the AGM.

#### • **Board Meetings**

During the year under review, the Board of the Company met 7 (Seven) times on 13/04/2022, 11/05/2022, 30/07/2022, 05/08/2022, 28/09/2022, 11/11/2022 and 09/01/2023. The necessary quorum was present for all the meetings. Time elapsed between any two conductive meetings never exceeded 120 Days.

The Agenda papers and Notes on Agenda were circulated to the Directors well in advance. Due to business exigencies or urgency of matters, resolutions were also passed by way of circulation during the year and the same were placed before the board in the subsequent board meeting(s). Apart from Board Members, the Board and Committee Meetings are also attended by Chief Financial Officer (CFO), Chief Executive Officer (CEO) and the Company Secretary of the company.

### **3. COMMITTEES OF THE BOARD**

The company has constituted committees to focus on specific areas and make informed decisions within the authority delegate to each of the committees. Each committee of the board is guided by its charter, which defines the scope, power and composition of the committee. All decision and recommendation of the committees are placed before the board for information or approval. The Board has three committees and during the year Company has held Right Issue Committee and the resolution passed by Right Issue Committee was taken on record by the Board:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholder's relationship Committee

#### a. Audit Committee:

- Composition of Meeting of Audit Committee

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. Presently, the Audit Committee comprises qualified and independent members of the Board, who have expertise knowledge and experience in the field of accounting & financial management and legal. The constitution, composition and functioning of the Audit Committee also meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR Regulations).

The constitution, composition and functioning of the Audit Committee also meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR Regulations).

During the year Audit Committee met 7(Seven) times on 13/04/2022, 11/05/2022, 30/07/2022, 05/08/2022, 28/09/2022, 11/11/2022 and 09/01/2023. Time elapsed between any two conductive meetings never exceeded 120 Days. The Company Secretary and Compliance Officer act as a Secretary to the Committee. CEO and CFO were also present at Audit Committee Meetings. The Statutory Auditors and Internal Auditors of the company were invited to attend and participate the meeting of the audit committee. The committee holds discussion with them on various matters including limited review of results, audit plan for the year, matters relating to compliance with accounting standards, auditors' observations and other related matters.

The present composition of the Audit Committee and Meetings attended by them during the financial year 2022-23 is as follows:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during 2022-23/entitled to attend	Number of Meetings held F.Y. 2022-23	Number of Meetings Attended during F.Y. 2022-23
Samirbhai Jani*	Chairperson	Non-Executive Independent Director	- 2		2
Sunit Shah**	Member	Non-Executive Independent Director	- 1		1
Yashree Dixit**	Member	Non-Executive Independent Director	- 1		1
Dipali Shah***	Member	Non-Executive Director	1		1
Ravikumar Thakkar#	Chairperson	Non-Executive Independent Director	- 7		5
Hemang Shah##	Member	Non-Executive Independent Director	- 7		7
Mahendra Shukla###	Member	Executive Director	7		6
Laxmi Jaiswal####	Member	Non-Executive Independent Director	- 7		5

\* Mr. Samirbhai Jani resigned w.e.f. May 13, 2022.

\*\* Mr. Sunit Shah and Ms. Yashree Dixit resigned w.e.f. May 09, 2022

\*\*\* Ms. Dipali Shah resigned w.e.f. May 11, 2022

# Mr. Ravikumar Thakkar appointed as chairperson w.e.f. May 25, 2022.

## Mr. Hemang Shah appointed w.e.f. April 13, 2022.

### Mahendra Shukla appointed w.e.f. May 11, 2022.

#### Ms. Laxmi Jaiswal appointed w.e.f. May 25, 2022.

Ravikumar Manojkumar Thakkar, Chairperson of the Audit Committee was present at the AGM of the company held on August 24, 2022.

- Broad terms of reference and powers of the Audit Committee

The terms of reference of the Audit Committee covers all the areas mentioned under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBi (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of Audit committee shall include, but shall not be restricted to the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements
  - f) Disclosure of any related party transactions
  - g) Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
20. Mandatorily reviews the following information:
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d) Internal audit reports relating to internal control weaknesses; and
  - e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject
  - f) to review by the Audit Committee
21. Review the Vigil mechanism (whistle blowing) policy.
22. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition to the above responsibilities, the Committee may undertake such other duties as the Board of Directors delegates to it, and such other matters as may be required to be reviewed under Corporate Governance Guidelines and any statutory or regulatory requirements.

#### **B. Nomination and Remuneration Committee:**

In compliance with Section 178 of Companies Act, 2013 and Regulation 19 of Listing Regulations, the company has constituted a Nomination and Remuneration Committee. All members of the company are independent directors. Nomination and Remuneration Committee is vested with all necessary powers and authorities to recommend and ensure appropriate disclosure on the appointment and remuneration of Managing Director, Whole Time Director and other Directors.

During the year, Committee met 3 (Three) times on 13/04/2022, 11/05/2022 and 30/07/2022.

The composition of the Committee and Meetings attended by them during the financial year ended March 31, 2023 as follows:

Name of the Directors	Designation	Nature of Directorship	of	Number of Meetings held/entitled to attend during F.Y. 2022-23	Number of Meetings Attended during F.Y. 2022-23
Ms. Yashree Dixit*	Member	Non-Executive Independent Director	-	1	1
Mr. Sunit Shah*	Member	Non-Executive Independent Director	-	1	1
Mr. Samir Jani**	Chairperson	Non-Executive Independent Director	-	2	2
Hemang Shah#	Chairperson	Non-Executive - Independent Director	-	3	3

Ravikumar Thakkar##	Member	Non-Executive - Independent Director	3	1
Laxmi Jaiswal##	Member	Non-Executive - Independent Director	3	1
Dipali Shah	Member	Non-Executive - Independent Director	3	2

\* Mr. Sunit Shah and Ms. Yashree Dixit resigned w.e.f. May 09, 2022

\*\* Mr. Samirbhai Jani resigned w.e.f. May 13, 2022.

# Mr. Hemang Shah appointed w.e.f. April 13, 2022 (Appointed as a Chairperson w.e.f. May 25, 2022).

## Mr. Ravikumar Thakkar and Ms. Laxmi Jaiswal appointed w.e.f. May 25, 2022.

Company Secretary & Compliance Officer of the company acts as a Secretary to the Committee. The quorum of the committee meeting was present in all the meetings. Mr. Hemang Shah, Chairman of the Nomination and Remuneration Committee was present at the AGM of the company held on August 24, 2022.

- **Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of Nomination and Remuneration Committee shall include, but shall not restricted to the following:

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
2. formulation of criteria to determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
3. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
  - a) use the services of external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.
4. formulation of criteria for evaluation of performance of independent directors and the board of directors;
5. devising a policy on diversity of board of directors;
6. decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
7. Determine our Company's policy on specific remuneration package for the Managing Director /Executive Director including pension rights;
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose;

9. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
10. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
11. decide the amount of Commission payable to the Whole Time Directors;
  - Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
  - to formulate and administer the Employee Stock Option Scheme; and
12. recommend to the Board all remuneration, in whatever form, payable to senior management.

- **Performance evolution criteria for independent directors**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board in consultation with its NRC committee has formulated a framework containing inter-alia, the process, format, attributes, and criteria for performance evaluation of the entire board of the company, its committees and individual directors including independent directors. The framework is monitored, reviewed and updated by the board in consultation with the NRC committee, based on need and compliance requirements. The evaluation criteria, inter-alia, covered various aspects, of the board functioning including its composition, attendance of directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the board and effective decision making.

The Company adopted the following criteria to carry out the evaluation of Independent Directors, in terms of the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations.

- The Nomination and Remuneration Committee (NRC) shall carry out evaluation of every Director's Performance.
- In addition, the evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated, which shall include:

a) Performance of the directors; and

b) Fulfilment of the independence criteria as specified in 16(1) (b) of SEBI (LODR) Regulations and their independence from the management.

This is to be done on an annual basis for determining whether to extend or continue the term of appointment of the independent director.

The Evaluation process of Independent Directors and the Board will consist of:

- Board Member Peer Evaluation - Each Board member is encouraged to rate his/her Peer's personal contribution/performance/conduct as a director with reference to a questionnaire.
- In the Overall Board and Committees' Performance Evaluation, each Board member will be asked to provide inputs on questions designed to elicit responses from the directors.
- The performance of the Chairperson of the Company shall be reviewed after taking into account the views of executive and non-executive directors on the Board with reference to a questionnaire.

The Copies of the evaluation forms as applicable will be distributed to each Board Member. Board members shall complete the forms and return them to the Chairman’s Office or to the Company Secretary, as may be informed.

The Company Secretary or Board member will tabulate the Forms. The Tabulated Report would be sent to all Board Members for evaluation and if any director disagrees with the self-evaluated results, he/she will suitably intimate the Chairman of the Board, else the same will be deemed to have been accepted.

The individually completed forms will be preserved by the Company Secretary and the Tabulated Report would be presented to the Board and NRC for evaluation.

Apart from the above, the NRC will carry out an evaluation of every director’s performance. For this purpose, the NRC would review the Tabulated Report. The NRC would provide feedback to the Board on its evaluation of every director’s performance and based on such feedback, the Board may recommend appointments, reappointments, and removal of the non-performing Directors of the Company.

During the year, performance of individual directors was evaluated on parameters such as level of engagements and contribution, independence of judgment and safeguarding the interest of the company etc. The directors expressed their satisfaction with the evaluation process.

- **Details of Remuneration of all Directors**

The company has laid down the criteria for making payments to the Non-Executive Directors. The details of such criteria are available in Remuneration Policy disseminated on the website of the Company [www.gyscoal.com](http://www.gyscoal.com). Mr. Rajesh Sharma, Chief Operating Officer resigned w.e.f. 13/04/2022

**Executive Director:**

The aggregate value of salary and perquisites paid during the year 2022-23 to the Executive Directors as follows:

During the year total remuneration paid to Mr. Mahendra Shukla was Rs. 5.97 lakhs

**Independent Director:**

There were no pecuniary transactions between Company and Independent Directors of the Company except sitting fees for attending meetings of board and committees.

The Sitting fees paid to Independent Directors during the financial year 2022-23 are as under:

Name of Directors Fees	Sitting
Ms. Yashree Dixit	30000
Mr. Samir Jani	Nil
Mr. Sunit Shah	30000

Mr. Hemang Shah*	15000
Mr. Ravikumar Thakkar**	15000
Ms. Laxmi Jaiswal***	15000

\*Mr. Hemang Shah appointed w.e.f. 13<sup>th</sup> April, 2022.

\*\*Mr. Ravikumar Thakkar appointed w.e.f. 25<sup>th</sup> May, 2022.

\*\*\*Ms. Laxmi Jaiswal appointed w.e.f. 25<sup>th</sup> May, 2022.

### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Your Company has constituted a Stakeholders Relationship Committee in compliance with provisions of section 178 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 20 of the Listing Regulations to look into various aspects of interest of shareholders of the company.

- Meeting, Attendance and Composition:

The Stakeholders Relationship Committee met Once during the financial year 2022-23 on April 13, 2022.

The composition of the Stakeholders Relationship Committee (SRC) and Meetings attended by members, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meeting	
			Held	Attended
Ms. Yashree Dixit*	Chairpersaon	Non-Executive – Independent Director	1	1
Mr. Samir Jani**	Member	Non-Executive – Independent Director	1	0
Mr. Hemang Shah <sup>#</sup>	Chairpersaon	Non-Executive – Independent Director	NA	NA
Ms. Mona Viral Shah <sup>##</sup>	Member	Executive Director	NA	NA
Mr. Mahendra Shukla <sup>###</sup>	Member	Executive Director	NA	NA
Ms. Dipali Shah	Member	Non-Executive Non- Independent Director	1	1

\* Ms. Yashree Dixit cease to be chairperson of the Committee w.e.f. May 09, 2022.

\*\* Mr. Samir Jani cease to be member of the Committee w.e.f. May 13, 2022

<sup>#</sup> Mr. Hemang Shah appointed as a Member w.e.f. April 13, 2022 and appointed as a Chairperson of the Committee May 25, 2022.

<sup>##</sup> Ms. Mona Shah appointed as a member of the Committee w.e.f. April 13, 2022

<sup>###</sup> Mr. Mahendra Shukla appointed as a Member of the Committee w.e.f. May 25, 2022.

Company Secretary & Compliance Officer of the Company acts as a Secretary to the Committee. The Quorum of the Committee meeting was present in all the meetings. Mr. Hemang Harshadbhai Shah, Chairperson of the Committee was present at the AGM of the Company held on August 24, 2022.

- Terms of Reference

The terms of reference of Stakeholder Relationship Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure



Requirement) Regulations, 2015. The scope of the Stakeholder Relationship Committee shall include but shall not be restricted to the following:

1. Redressal of shareholders' and investors' complaints, including and in respect of:
  - i. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
  - ii. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
  - iii. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
2. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
3. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
4. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
5. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
6. Allotment and listing of shares;
7. Review of measures taken for effective exercise of voting rights by shareholders.
8. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
9. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
12. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

As required under the SEBI Listing Regulations, the Stakeholders Relationship Committee meets at least once a year, and the chairperson of the committee shall be present at the Annual General Meetings to answer queries of the security holders. The quorum for the meeting of this Committee shall be either two members or one third of the members of the Committee whichever is greater, including at least one independent director in attendance at the meeting.

- Details of Investor Complaints / Grievances received/disposed during the year:

Opening Balance as on April 01, 2022	Nil
Complaints Received during the year	6
Complaints Resolved during the year	6
Total Pending Complaints as on March 31, 2023	Nil

During the year Company received complaint from Mr. Zankarsinh Solanki and Ms. Giraben Solanki, promoter and promoter group members and company has duly responded all the point of complaint raised.

#### **D. MEETING OF INDEPENDENT DIRECTORS**

During the year under review, the Independent Directors met on January 09, 2022, inter alia, to discuss and:

- Evaluate performance of Non-Independent Directors and the Board of Directors as whole;
- Evaluate performance of the Chairman of the company, taking into account the views of the Executive and Non-Executive Director;
- Assess the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting. The Independent Directors of the Company have given a declaration confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 28 (5) of the SEBI (LODR) Regulations, the Independent Directors, have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further the Independent Directors have declared that they have complied with Rule 6(1) & (2) of the Companies (Appointment of Directors) Rules, 2014.

#### **e. Other Committee:**

Board has committee of Directors which is constituted as per Section 179 of the Companies Act, 2013 for smooth functioning of the business for day to day matters. Further, during the year Right issue committee was constituted for smooth functioning of Right Issue.

#### **1. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

In accordance with the provisions of the Listing Regulations, the Company has put in place the programme to familiarize Independent Directors with respect to the nature of the industry in which the Company operates, business model, the roles, rights and responsibilities of the Independent Directors etc. The company believes a board which is adequately informed/familiarized with the company and its affairs can contribute significantly to effectively discharge its fiduciary duties as directors of the company and that fulfils stakeholder's aspirations and societal expectations. In this regard the directors of the company are updated on changes/developments in the domestic/global industry scenario in the sector which affect the business of the company to enable them to take well informed and timely decisions. The company believes that the board be continuously empowered with the knowledge of the latest developments in the company business and the external

environment affecting the industry as whole. The details of familiarization programs have been disclosed on the website of the Company [www.gyscoal.com](http://www.gyscoal.com).

## 2. PERFORMANCE EVALUATIONS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the SEBI (LODR) Regulations, a Board Evaluation Policy has been framed and approved by the Nomination and Remuneration Committee (NRC) and by the Board. The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony.

The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The evaluation criteria, inter-alia, covered various aspects of the Board functioning including its composition, attendance of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making. The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

## 3. GENERAL BODY MEETINGS

a) The last three Annual General Meetings were held as under:

For the year	Location	Date	Time	Particulars of Special Resolutions passed
2021-22	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	Wednesday, August 24, 2022	02:00 P.M.	Following Special Resolution was Passed:  1. To appoint Laxmi Shikandar Jaiswal (DIN 09616917) as an Independent Director  2. To appoint Mr. Ravikumar Manojkumar Thakkar (DIN 09620074) as an Independent Director.
2020-21	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	Wednesday, September 29, 2021	11.00 A.M.	No Special Resolution Passed
2019-20	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	Tuesday, September 29, 2020	11:00 A.M.	No Special Resolution Passed

- During the year ended 31st March, 2023, company has not passed any resolution through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

- During the period under review, Extra-Ordinary General Meeting held on May 09, 2022.

#### 4. MEANS OF COMMUNICATION

The website of the company [www.gyscoal.com](http://www.gyscoal.com) is the primary source of information about the company to the public. The company maintains a functional website containing the basic details of the company in terms of Regulation 46 of Listing Regulation.

The quarterly, half-yearly, nine monthly and annual results of the company are intimated to the stock exchange (NSE, BSE) immediately after they are approved by the Board and same are published in widely circulating national and local newspaper such as 'Financial Express' in English & Gujarati or Business Standard English and Jayhind Gujarati edition. The results are available on the website of the Company [www.gyscoal.com](http://www.gyscoal.com).

All disclosures as required under SEBI Listing Regulations are made through the respective Stock Exchange where the securities of the company are listed. The same are also available on the website of the company [www.gyscoal.com](http://www.gyscoal.com).

There were no news release, press release etc. made to the institutional investors or to the analysts.

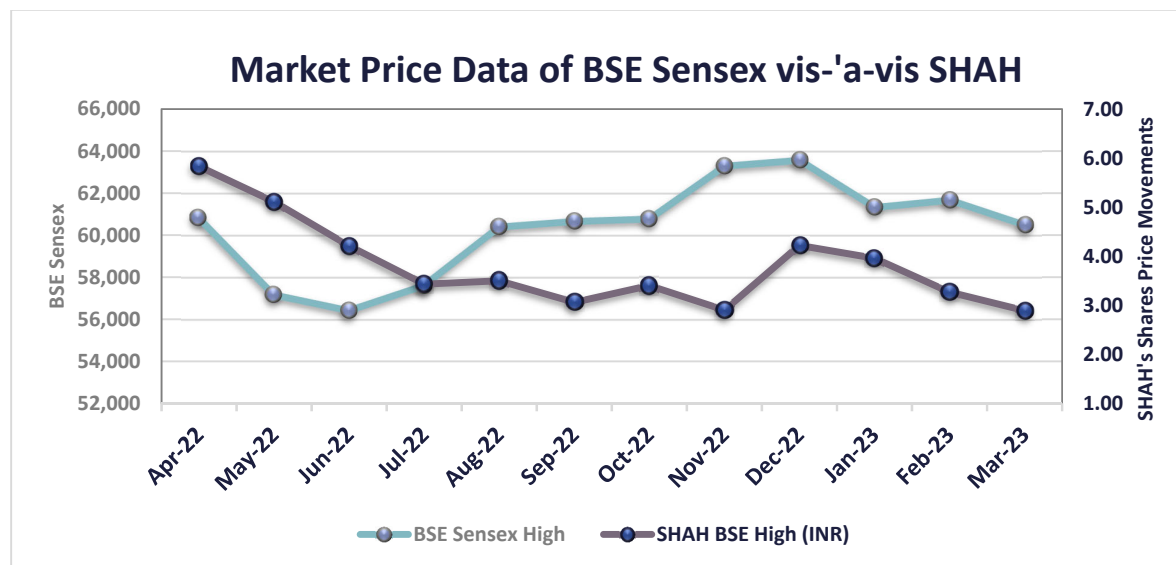
#### 5. GENERAL SHAREHOLDER INFORMATION

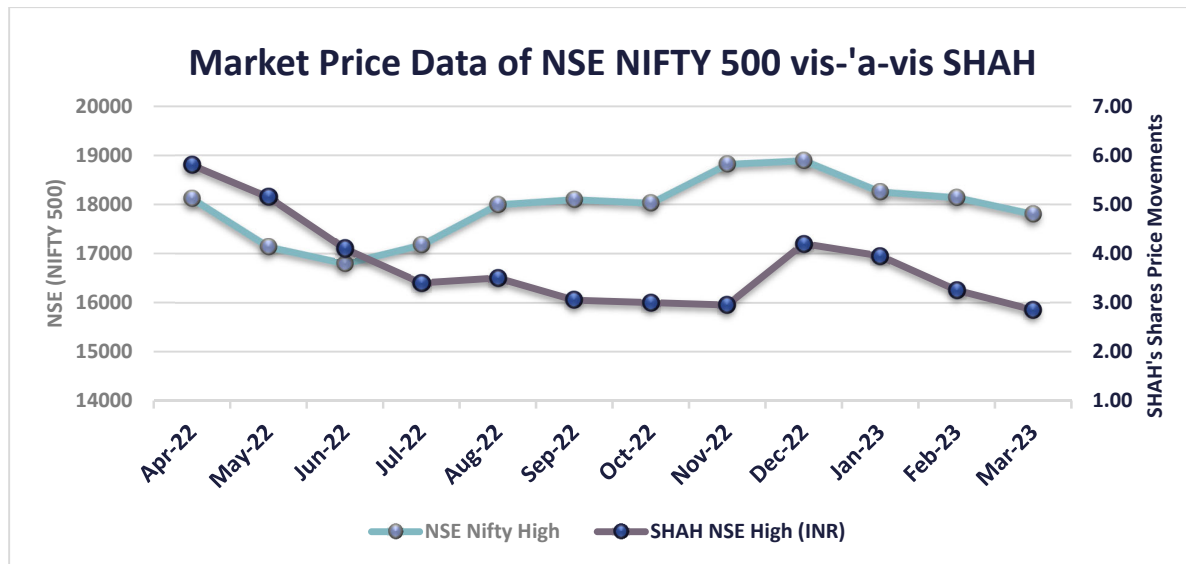
<b>A. Annual General Meeting:</b>	Saturday, September 30, 2023 at 11.30 AM(ST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)
<b>B. Financial Year:</b>	April 01, 2022 to March 31, 2023
<b>C. Record Date :</b>	September 22, 2023
<b>D. CIN number:</b>	L27209GJ1999PLC036656
<b>E. Listing of Stock Exchange:</b>	<b>BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001  <b>National Stock Exchange of India Limited (NSE)</b> Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai – 400051.
<b>F. Stock Code:</b>	<b>The BSE Limited:</b> 533275 <b>The National Stock Exchange of India Limited:</b> SHAH
<b>G. Listing Fees Payments:</b>	The Company has paid annual listing fees to BSE and NSE for the year 2022-23.
<b>H. Dividend Payment Date:</b>	N.A.
<b>I. Plant locations:</b>	Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830.
<b>J. Address for correspondence:</b>	Company Secretary & Compliance Officer 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad. Tel. +91-79-66614508 Email Id: <a href="mailto:cs@shahgroupco.com">cs@shahgroupco.com</a> / <a href="mailto:info@gyscoal.com">info@gyscoal.com</a> Website: <a href="http://www.gyscoal.com">www.gyscoal.com</a>

**K. Registrar to an issue and share transfer agents:** Link In time India Private Limited  
 C-101, 247 Park, L.B.S. Marg, Vikhroli (West),  
 Mumbai – 400 083  
 Tel No: +91 22 49186270 Fax: +91 22 49186060  
 E-mail id: rnt.helpdesk@linkintime.co.in  
 Website: www.linkintime.co.in

**L. Market Price Data and Performance of the share price of the Company in comparison to BSE and NSE:**

Month	BSE		BSE Sensex		Volume	NSE		NSE (NIFTY)		
	High (in INR per share)	Low	High	Low		High	Low	High	Low	Volume
Apr-22	5.83	3.52	60845.10	56009.07	9510485	5.80	3.45	18115	16823	14905695
May-22	5.11	3.10	57184.21	52632.48	3670404	5.15	3.15	17133	15736	9310527
Jun-22	4.21	2.84	56432.65	50921.22	2489248	4.10	2.80	16794	15294	8548530
Jul-22	3.43	2.96	57619.27	52094.25	746392	3.40	2.95	17173	15511	3261653
Aug-22	3.50	2.80	60411.20	57367.47	3541007	3.50	2.85	17992	17155	6499006
Sep-22	3.06	2.74	60676.12	56147.23	3769809	3.05	2.70	18096	16748	9725108
Oct-22	3.40	2.50	60786.70	56683.40	1792970	3.00	2.50	18023	16856	6942470
Nov-22	2.90	2.30	63303.01	60425.47	2455992	2.95	2.45	18816	17959	8085873
Dec-22	4.22	2.51	63583.07	59754.10	11264573	4.20	2.55	18888	17774	30858328
Jan-23	3.96	2.95	61343.96	58699.20	8595436	3.95	2.95	18252	17406	12203980
Feb-23	3.27	2.45	61682.25	58795.97	3207591	3.25	2.45	18135	17255	6287618
Mar-23	2.89	2.40	60498.48	57084.91	4971519	2.85	2.40	17800	19828	10113854





m. Dematerialization of Equity Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 100% of the share capital are dematerialized as on March 31, 2023.

Sr. No.	Particulars	No. of Equity Shares	% of Equity Shares
1	NSDL	20,30,63,459	61.09
2	CDSL	12,93,15,187	38.91
3	Physical	30	0.00
	<b>Total</b>	<b>33,23,78,676</b>	<b>100</b>

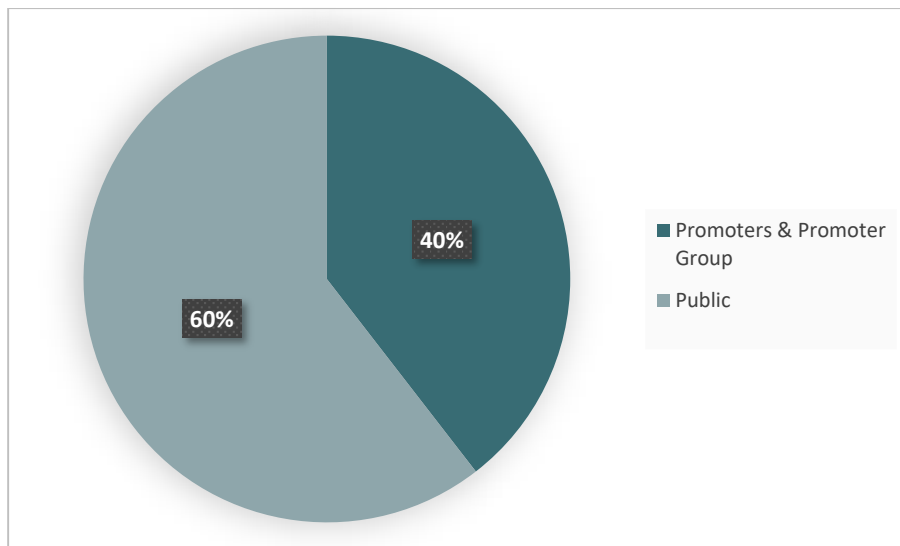
n. Share Transfer Procedure:

As on March 2023, 100% of the equity shares of the company are in electronic form. Only 30 shares are in physical mode. As on the date of report all the shares are Dematerialized. Transfer of these shares is done through the depositories without the intervention of the company. For transfer of physical shares, transfer document can be lodged with Link Intime India Private Limited at the address mentioned in this Annual Report. The transfer of physical shares is processed within 15 days from the date of receipt, if the documents are complete in all respects. Shareholders /Investors Grievance & Share Transfer Committee is empowered to approve transfer. All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report. Pursuant to Regulation 40(9) of the Listing Regulations with the Stock Exchanges, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities. The Company files copy of these certificates with the stock exchange as required.

o. Shareholding as on March 31, 2023

(i) Shareholding Pattern Category wise as on March 31, 2023:

Category	No. of shares held	% of holding
Promoters & Promoter Group	13,13,58,876	39.52
Financial Institution/Bank	1000	0.00
Individual	183833699	55.31
HUF	5708276	1.72
Non-Resident India (NRI)	2839131	0.85
Clearing Members	128781	0.04
Body Corporates	8508913	2.56
<b>GRAND TOTAL</b>	<b>33,23,78,676</b>	<b>100</b>



(ii) Distribution of Shareholding as on March 31, 2023

No. of Shareholders Percentage of Total No. of shares Percentage of Total

Range of shares	SHAREHOLDERS		SHARES	
	No. of Shareholders	Percentage of Total	No. of shares	Percentage of Total
<b>01 to 500</b>	25655	66.7213	3184426	0.9581
<b>501 to 1000</b>	4474	11.6356	3902900	1.1742
<b>1001 to 2000</b>	3030	7.8802	4861166	1.4625

<b>2001 to 3000</b>	1309	3.4043	3407289	1.0251
<b>3001 to 4000</b>	614	1.5968	2237045	0.6730
<b>4001 to 5000</b>	827	2.1508	3991216	1.2008
<b>5001 to 10000</b>	1100	2.8608	8593431	2.5854
<b>10001 &amp; above</b>	1442	3.7502	302201203	90.9208
<b>TOTAL</b>	<b>38451</b>	<b>100.0000</b>	<b>332378676</b>	<b>100.0000</b>

p. Outstanding GDRs / ADRs / Warrants / any other convertible instruments

The Company does not have any outstanding instruments of the captioned type during the year.

q. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year: Nil

r. Electronic Voting:

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 23rd Annual General Meeting will be made through the electronic voting. The electronic voting (“E-voting”) period will be from Friday, 19 August, 2022 to Tuesday, 23 August, 2022.

s. Reconciliation of Share Capital Audit:

In compliance with regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time, a qualified Practising Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges on timely manner. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised and physical form.

t. Commodity price risk or foreign exchange risk and hedging: Not Applicable.

## 6. DISCLOSURES

### • Related Party Transaction:

All transaction entered into with related parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulation, during the financial year were in the ordinary course of business and on arm’s length pricing basis and do not attract the provision of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the company. Suitable disclosures as required by the Indian Accounting Standard (Ind AS 24) has been made in the notes to the financial statements. In terms of Regulations 26 (5) of the SEBI LODR Regulations, Senior Management has made disclosures to the Board relating to all material financial and commercial transaction, if any, where they had personal interest that might have been in potential conflicts with the interest of the Company. Based on the disclosures received, none of the officials in senior management team of the



company have personal interest in any financial or commercial transactions that may have potential conflict with the interest of the company.

As required under regulation 23 (1) of Listing Regulations, the company has also formulated a policy for related party transaction is available on the Company's website [www.gyscoal.com](http://www.gyscoal.com).

- **Legal Compliances:**

There were no instances of material non-compliances during the year under review. Details of penalty imposed on the Company by the Stock Exchange are mentioned in the Secretarial Audit Report and other than there is no penalty imposed by any statutory authority on any matter related to capital market during the last years.

- **Vigil Mechanism:**

The Company believes in conducting its affairs in a fair and transparent manner to nurture professionalism, honesty, integrity and ethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

No personnel of the company were denied access to the Audit Committee and there were no instances of any such access.

- **Policy for Determining Material Subsidiaries:**

Pursuant to Regulation 16 of the Listing Regulations, the Company has adopted a Policy for determining Material Subsidiary and same is available on the website of the Company at [www.gyscoal.com](http://www.gyscoal.com). The Company has no material subsidiary as per threshold limit laid down in Listing Regulations.

- **CEO and CFO Certification:**

The CEO and the Chief Financial Officer of the Company have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the Listing Regulations pertaining to the accuracy of the financial statements and adequacy of internal controls for the financial year ended March 31, 2023 which is annexed herewith this report. They also provide quarterly certificate on financial results while placing the same before the Board pursuant to Regulation 33 of the Listing Regulations.

- **Report on Corporate Governance**

This section, read together with the information given in the Board's Report, Management Discussion and Analysis section and General Shareholder Information, constitute the compliance report on Corporate Governance during the year. The company submits the quarterly compliance report on regular basis to the stock exchanges as required under Regulation 27 of the SEBI LODR Regulations.

- **Disclosure of commodity price risks and commodity hedging activities:**

Pursuant to Regulation 34(3) read with clause 9(n) of Part C of Schedule V of Listing Regulations, your Company does not have exposure of any commodity, therefore hedging of such exposures are not required, hence do not require to disclose such information as per SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

- Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year: NIL

b. number of complaints disposed of during the financial year: NIL

c. number of complaints pending as on end of the financial year: NIL

- Code for Prevention of Insider Trading:

Your Company has instituted a code on prevention of insider trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company.

Your company has also adopted a Code of Practices and Procedures for Fair Disclosure of UPSI for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information which is available on the website of the company at <https://www.gyscoal.com/policy.html>.

- Loans & Advances:

During the year, the Company have not provided any loans and advances in the nature of loans to firms/companies in which directors are interested.

- Accounting treatment in preparation of Financial Statements:

The Financial Statements have been prepared in accordance with Indian Accounting Standards ('IND AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Companies Act, 2013.

- Details of fees paid to Statutory Auditors by company:

During the year under review, the total fees paid to the Statutory Auditors for all the services by your company forms part of the notes to the Financial Statements. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

- Details of non-acceptance of recommendation of any committee by the board:

During the period under review, there was no such instance of non-acceptance of any recommendation of any committee by the board which is mandatorily required. The board has accepted all the recommendations of all the committees, which were mandatorily required during the financial year. It is only applicable where recommendation of / submission by the committee is required for the approval of the Board of Directors and shall not apply where prior approval of the relevant committee is required for undertaking any transaction under the Listing Regulations.

- Certificate regarding disqualifications for continuing as Director:

All the directors of your company have intimated in Form DIR- 8 pursuant to Section 164(2) read with rule 14(a) of Companies (Appointment and Qualification of Director) Rules, 2014 that they have

not been debarred or disqualified from continuing as directors of the company at the beginning of the financial year. A certificate from a company secretary in practice in this regard is annexed herewith this report.

- **Mandatory & Non-Mandatory Clauses:**

Your Company has complied with all mandatory Corporate Governance requirements as specified in regulation 17 to 27 and Regulation 46 of Listing Regulations during the Financial Year 2020-21. During the Year under review, there was delay in compliance of Regulation 17(1)(c), 17(1A), 18(1)(a), 18(1)(b), 19(1)(a), 20(2A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of Listing Regulations and details of the same has been given in Directors' Report.

The status of Non-mandatory (Discretionary) requirements under regulation 27 (1) read with Part E of Schedule II of the Listing Regulations are as below:

**The Board:**

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

**Shareholders Rights:**

The Company provides quarterly results through stock exchanges for its shareholders. The quarterly result of financials as approved by the Board are disseminated to the Stock Exchanges and website of the company at [www.gyscoal.com](http://www.gyscoal.com) as per the Listing Regulations. The Quarterly financial results were also published in the newspapers.

**Modified opinion(s) in audit report**

The audit report of the current financial year is of modified opinion and details of justification has been provided in the Directors Report as well as statement of impact of Auditor's qualification provided along with the Auditors report.

**Reporting of internal auditor**

As per Section 138 of the Company Act, 2013 read with rules made thereunder, the Company has appointed an Internal Auditor who reports to the Audit Committee. Internal Auditor submits their report to the Audit Committee on quarterly basis for their reviews and suggestion for necessary action. The Internal Auditor of the Company is an invitee to the Audit Committee meetings and attends the meetings for reporting their findings on internal audit to the Audit Committee Members.

- **Disclosures with respect to demat suspense account / unclaimed suspense account Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil**

**Number of shareholders to whom shares were transferred from the suspense account during the year: Nil**

**Number of shareholders to whom shares were transferred from the 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

## **7. GREEN INITIATIVE IN CORPORATE GOVERNANCE**

Your Company is concerned about the environment and utilizes natural resources in a sustainable way. In accordance with SEBI guidelines and Ministry of Corporate Affairs (MCA) circulars, we are issuing Annual Report in electronic form to those shareholders whose e-mail addresses are available. Ministry of Corporate Affairs vide its various circulars, has allowed the Companies to conduct their AGM through Video Conferencing or Other Audio Visual Means. Hence, in order to ensure the effective participation, the members of the Company are requested to update their email address for receiving the link of e-AGM.

The shareholders are requested to update their email addresses with their depository participants to ensure that the Annual Report and other documents reaches on their registered email Ids.

We are sure that you will appreciate the “Green Initiative” taken by your Company and hope that you will enthusiastically participate in the effort.

### **REGISTERED OFFICE:**

Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur, Dist.  
Mehsana Kukarwada  
Mahesana GJ 382830 IN  
(CIN:  
**L27209GJ1999PLC036656)**  
**Date: August 26, 2023**  
**Place: Ahmedabad**

**For and on behalf of Board of Directors,  
Shah Metacorp Limited  
(Formerly known as Gyscoal Alloys Limited)  
Sd/-**

Mona V Shah  
Chairperson and Director  
(DIN – 02343194)

## **COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**SHAH METACORP LIMITED (Formerly known as GYSCOAL ALLOYS LIMITED)**

We have examined the compliance of conditions of Corporate Governance by Shah Metacorp Limited (Formerly known as Gyscoal Alloys Limited) (“the Company”) for the year ended on March 31, 2023 as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended except:-

**a) The Board of Directors of the listed entity comprises less than six directors during the period of 09<sup>th</sup> May,2022 to 24<sup>th</sup> May,2022 as per regulation 17(1) (3) of SEBI (LODR) Regulations 2015.**

We further state that such compliance is neither an assurance as to the future viability of the Company nor the Efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place : Ahmedabad  
Date : August 26, 2023**

**CS Chirag Shah  
Partner  
Chirag Shah and Associates  
FCS No.: 5545  
C. P. No. 3498  
UDIN : F005545E000943735  
Peer Review Cer. No.: 704/2020**

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
**SHAH METACORP LIMITED (Formerly known as Gyscoal Alloys limited)**  
Plot No. 2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur,  
Dist. Mehsana Kukarwada  
Mahesana-382830

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SHAH METACORP LIMITED (Formerly known as Gyscoal Alloys limited) having CIN L27209GJ1999PLC036656 and having registered office at Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana Kukarwada Mahesana- 382830 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Ms. Mona Viral Shah	02343194	11/02/2022
2.	Mr. Hemang Harshadbhai Shah	08740598	13/04/2022
3.	Ms. Dipali Manish Shah	08845576	24/08/2020
4.	Mr. Mahendra Kumar Shukla	09461897	11/02/2022
5.	Ms. Laxmi Shikandar Jaiswal	09616917	25/05/2022
6.	Mr. Ravikumar manojkumar Thakkar	09620074	25/05/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on

these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date: August 26, 2023**

**Place: Ahmedabad**

**For, Chirag Shah and Associates**

**Sd/-**

**Chirag Shah**

**FCS No.: 5545**

**CP No.: 3498**

**UDIN : F005545E000943691**

**Peer Review Cer. No.: 704/2020**

## **CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO)**

To  
The Board of Directors  
**Shah Metacorp Limited (Formerly known as Gyscoal Alloys Limited),**  
2nd Floor, Mrudul Tower,  
B/H Times of India, Ashram Road,  
Navrangpura,  
Ahemdabad, 380009, Gujarat.

We, Viral M Shah, CEO and Neelesh Bhutara, CFO – Chief Financial Officer of the Company M/s. Shah Metacorp Limited (Formerly known as Gyscoal Alloys Limited), hereby certify that for the financial year ending 31<sup>st</sup> March, 2023:

- A. They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We further certify that we have indicated to the auditors and the Audit committee:
- (1) There have been no significant changes in internal control over financial reporting during the year;
  - (2) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Place : Ahmedabad**

**Viral M Shah**

**Neelesh Bhutara**

**Date : June 19, 2023**

**Chief Executive Officer**

**Chief Financial Officer**



## **CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTOR AND SENIOR MANAGEMENT PERSONNEL**

**To**

**The Member**

**M/s. Shah Metacorp Limited (Formerly known as Gyscoal Alloys Limited,**

I, Viral Shah, Chief Executive Officer (CEO), declare that all the Board Members and senior management personnel of the Company have complied with the Code of Conduct of the Company for the period from April 01, 2022 to March 31, 2023.

**For and on behalf of Board of Directors,  
Shah Metacorp Limited  
(Formerly known as Gyscoal Alloys Limited  
Sd/-**

**Date: August 26, 2023**

**Place: Ahmedabad**

Viral Shah  
Chief Executive Officer



## **STATUTORY AUDITOR'S REPORT**

"Charting a new vision, we sail towards financial freedom, leaving no debt in our wake."

## Independent Auditor's Report

**To the Members of Shah Metacorp Limited**  
(Formerly known as Gyscoal Alloys Limited)

### REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### Qualified Opinion

We have audited the Standalone financial statements of **Shah Metacorp Limited** ("the Company") which comprise the Standalone Balance Sheet as at March 31, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the Standalone financial statements including 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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its net profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Qualified Opinion

1. In respect of Trade Receivables amounting to Rs. 2,532.35 Lakhs, we have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables, other than specified in Note no. 11. In our opinion, the provision made is inadequate and the impact on loss and carrying value of trade receivables could not be ascertained.
2. The company has entered into a One Time Settlement ("OTS") with M.s Omkara Asset Reconstruction Private Limited ("Omkara ARC") vide letter dated 20.05.2022 for the settlement of dues of UCO Bank. As per the terms of the OTS, the entire dues of Rs. 1,775 Lakhs were to be paid by 25.09.2022. The company has defaulted in payment of OTS and as per the terms of OTS, the company is liable to pay default interest @24% per annum compounded monthly along with penal interest @2%. The company has not provided for this interest on default in payment of OTS and to that extent outstanding loan liability is understated and net profit is overstated by Rs. 265.36 Lakhs.

#### Emphasis of Matter

We draw attention to the following matters in the notes to the Standalone Financial Statements:

- a) Note no. 14.4 in relation to right issue of 17,41,03,116 equity shares at Rs. 2.75 per share during the year.
- b) Note no. 16.3 in relation to the company's inability to utilise the said right issue proceeds to pay to Omkara ARC as the funds so received in escrow account were pending SEBI clearance for further utilisation.
- c) Note no. 5 in relation to the change of name of the company from "Gyscoal Alloys Limited" to "Shah Metacorp Limited" which is approved by SEBI with effect from July 3, 2023.

Our opinion is not modified in respect of these matters.

### Key Audit Matters

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. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How the matter was addressed in our audit
<p><b>I. <u>Revenue Recognition</u></b> As required by Ind AS 115 Revenue from sale of goods is recognized when the control of the goods has transferred to the customer and when there are no longer any unfulfilled obligations to the customer. Revenue is adjusted for estimated sales returns, discounts and other similar allowances</p> <p><b>Sales return estimation</b> As disclosed in Note 3.1 to the financial statements, revenue is recognised net of estimated sales returns. Estimation of sales returns involves significant judgement and estimates since it is dependent on various internal and external factors. Estimation of sales return amount together with the level of judgement involved make its accounting treatment a significant matter for our audit.</p>	<p>Our audit procedure included following:</p> <ul style="list-style-type: none"> <li>• Understanding the process followed by the management for the purpose of identifying and determining the amount of provision of sales returns.</li> <li>• Evaluating the data used by the management for the purpose of calculation of the provision for sales returns and checking of its arithmetical accuracy.</li> <li>• Comparison between the estimate of the provision for sales returns created in the past with subsequent actual sales returns and analysis of the nature of any deviations to corroborate the effectiveness of the management estimation process - <ul style="list-style-type: none"> <li>- Considering the appropriateness of the Company's accounting policies regarding revenue recognition as they relate to accounting for rebates and scheme allowances.</li> </ul> </li> <li>• Testing the Company's process and controls over the calculation of discounts, rebates and customer incentives.</li> <li>• Selecting a sample on test check basis of revenue transactions and scheme circular to re-check that scheme allowance as at year end were calculated in accordance with the eligibility criteria mentioned in the relevant circulars.</li> <li>• Selecting a sample (using statistical sampling) of credit note issued to the customers during the year and verifying the same is in accordance with the scheme.</li> <li>• Evaluating the assumptions and judgements</li> </ul>

	<p>used by the Company in calculating rebates and schemes allowances, including the level of expected claims, by comparing historical trends of claims.</p>
<p>II. The company has material uncertain tax positions including matters under dispute relating to direct tax and indirect tax which involves significant judgment to determine the possible outcome of disputes.</p> <p>Assessment of contingent liabilities disclosure requires Management to make judgments and estimates in relation to the issues and exposures. Whether the liability is Inherently uncertain, the amounts involved are potentially significant and the application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.</p>	<p>Our audit procedure included following:</p> <ul style="list-style-type: none"> <li>• We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities.</li> <li>• Obtained details of completed tax assessments and demands for the year ended March 31, 2023 from management.</li> <li>• We used our subject matter experts to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities.</li> <li>• We discussed the status and potential exposures in respect of significant litigation and claims with the Company's Management including their views on the likely outcome of each litigations, claims and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors.</li> <li>• We assessed the adequacy of disclosures made.</li> <li>• We discussed the status in respect of significant provisions with the Company's Management.</li> <li>• We performed retrospective review of management's judgements relating to accounting estimate including in the financial statement of prior year and compared with the outcome.</li> </ul>

### **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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above-mentioned reports comprising of other information are expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above-mentioned reports comprising other information and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Management is responsible for the matters stated in section 134(5) the Act with respect to the preparation of these Ind AS Standalone Financial Statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity statement of the Company in accordance with the Accounting principles generally accepted in India, including the Accountant Standards (Ind AS) referred to in section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 (as amended). This responsibility 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 judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial control that we are operating effectively for ensuring the accuracy and completeness of accounting records relevant to the preparation and presentation of the Ind AS Standalone 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 with reference to Standalone financial statements 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 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, 2020 ("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" statement on the matters specified in paragraphs 3 and 4 of the Order.

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 purpose 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 Standalone Balance Sheet, Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Cash Flow Statement and Standalone Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Standalone Ind AS financial statements comply with the Accounting Standards (Ind AS) referred to in section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
  - f) With respect to the adequacy of the internal finance controls with reference to Standalone financial statements of the Company and the operating effectiveness of such control, refer to our separate Report in "Annexure-B". Our report expresses qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
  - g) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules 2014, as amended in our opinion and to the best of our information and according to explanations given to us by the management, the requirements of the same are duly complied with as under:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements by way of disclosure in Note no. 21 to the financial statements.
    - ii. Provision has been made in the Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv.
      - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no. 44 to the accounts, no funds (which are material either individually or in the aggregate) 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 its knowledge and belief, as disclosed in the note no. 45 to accounts, no funds (which are material either individually or in the aggregate) 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 representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
3. 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 according to the information and explanations given to us, the remuneration paid during the current year by the company to its directors is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director by the company is not in excess of the limit laid down under section 197 of the Act.

**For Ashok Dhariwal & Co.  
Chartered Accountants  
(Registration No. 100648W)**

(CA Ashok Dhariwal)  
Partner  
Membership No. 036452  
UDIN: 23036452BGUSAU9590

**Place: Ahmedabad  
Date: 19.06.2023**

### **Annexure “A” to Independent Auditor’s Report**

Referred to in Paragraph 1 under the heading of “report on other legal and regulatory requirements” of our report of even date

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

- (i) In respect of its Property, Plant & Equipment & Intangible Assets:
- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant & Equipment.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - b. The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
  - c. The title deeds of immovable properties (other than those that have been taken on lease and the lease agreements are duly executed in favour of the Company) are held in the name of the company as at the balance sheet date.
  - d. The Company has not revalued any of its Property, Plant & Equipment (including right of use of assets) and Intangible Assets during the year.
  - e. No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) In respect of its inventories:
- a. As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account. The discrepancies have been properly dealt with in the books of accounts.
  - b. According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, this clause is not applicable.
- (iii) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security, granted any loans or advances, secured or unsecured to any Companies, Firms, Limited Liability Partnerships or other parties during the year.

Accordingly, the provisions of clause (iii) of paragraph 3 of the Order are not applicable to the Company.

- (iv) In our opinion and according to the information and explanations given to us, the Company has not advanced any loans to persons covered under the provisions of section 185 or granted securities under section 186 of the Act. Hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits from the public during the year. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- (vi) As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.
- (vii) According to the information and explanations given to us in respect of statutory dues:
- a. 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 any other statutory dues applicable to the company have not been regularly deposited by it to the appropriate authorities & there have been delays in a number of cases given below:

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	1,59,895	Oct'19	15.11.2019	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	1,56,601	Nov'19	15.12.2019	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	1,64,049	Dec'19	15.01.2020	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	1,71,211	Jan'20	15.02.2020	Not paid till date
The Employees' Provident Funds and	Provident Fund	1,64,861	Feb'20	15.03.2020	Not paid till date

Miscellaneous Provisions Act, 1952	Payable				
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	1,36,571	Mar'20	15.04.2020	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	77,485	Oct'20	15.11.2020	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	87,571	Nov'20	15.12.2020	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	88,628	Dec'20	15.01.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	75,830	Jan'21	15.02.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	73,308	Feb'21	15.03.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	68,556	Mar'21	15.04.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	66,504	Apr'21	15.05.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	54,788	May'21	15.06.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	59,976	Jun'21	15.07.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	59,600	Jul'21	15.08.2021	Not paid till date
The Employees'	Provident	63,300	Aug'21	15.09.2021	Not paid till date

Provident Funds and Miscellaneous Provisions Act, 1952	Fund Payable				
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	65,578	Sep'21	15.10.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	65,800	Oct'21	15.11.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	54,375	Nov'21	15.12.2021	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	5,135	Apr'22	15.05.2022	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	4,279	May'22	15.06.2022	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	4,279	Jun'22	15.07.2022	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	16,090	Jul'22	15.08.2022	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	14,446	Aug'22	15.09.2022	Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	13,229	Mar'23	15.04.2023	Paid on 04.05.2023 Amount Rs. 13,229

- b. Details of Statutory dues referred to in sub-clause (a) which have not been deposited as on 31st March, 2023 on account of disputes are given below:

Name of the Statute	Nature of Dues	Net amount (Rs. In Lakhs)	Amount paid under Protest	Period to which the Amount Relates	Forum where dispute is pending
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	49.48	NIL	2006-07	Gujarat Value Added Tax Tribunal, Ahmedabad
The Gujarat value added tax, 2003	Value added tax and interest	4.73	NIL	2006-07	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	37.47	NIL	2007-08	
The Gujarat value added tax, 2003	Value added tax and interest	324.04	NIL	2007-08	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	1.71	NIL	2008-09	
The Gujarat value added tax, 2003	Value added tax and interest	1070.84	NIL	2008-09	
The Gujarat value added tax, 2003	Value added tax and interest	2505.25	NIL	2009-10	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	2.45	NIL	2009-10	
The Gujarat value added tax, 2003	Value added tax and interest	2794.09	NIL	2010-11	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	6.77	NIL	2010-11	
The Gujarat value added tax, 2003	Value added tax and interest	1520.74	NIL	2011-12	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	17.12	NIL	2011-12	
The Gujarat value added tax, 2003	Value added tax and interest	1580.40	NIL	2013-13	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	4.32	NIL	2013-13	
The Gujarat value added tax, 2003	Value added tax and interest	1684.12	NIL	2013-14	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	4.40	NIL	2013-14	
The Gujarat value added tax, 2003	Value added tax and interest	2240.04	NIL	2014-15	

The Gujarat value added tax, 2003	Value added tax and interest	1565.81	NIL	2015-16	Gujarat value Added Tax DC-1, Ahmedabad
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	340.17	NIL	2016-17	
The Gujarat value added tax, 2003	Value added tax and interest	791.63	NIL	2017-18	
The Central Sales Tax, 1956	Central Sales Tax, interest and penalty	5.93	NIL	2017-18	
<b>Total</b>		<b>16551.51</b>			
The Income Tax Act, 1961	Income tax, interest	76.47	NIL	2011-12	CIT(Appeal), Ahmedabad
The Income Tax Act, 1961	Income tax, interest	70.45	NIL	2014-15	CIT(Appeal), Ahmedabad
The Income Tax Act, 1961	Income tax, interest	56.90	NIL	2016-17	CIT(Appeal), Ahmedabad
<b>Total</b>		<b>203.82</b>			
<b>Grand Total</b>		<b>16755.33</b>			

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) a. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has defaulted in repayment of loans or other borrowings, which is as follows:

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date (Rs. In lakhs)	Whether principal or interest (Rs. In Lakhs)	No. of days delay or unpaid	Remarks, if any
Cash Credit	Omkara Assets Reconstruction Private Limited (erstwhile UCO Bank, Ashram Road, Ahmedabad)	4,516.61	Principal – 2,948.69 Interest – 1,567.92	Unpaid, since May'16	The outstanding debts of UCO Bank have been assigned to M.s Omkara Assets Reconstruction Private Limited ("Omkara ARC") on 13.10.2017 and necessary modification has been created at ROC in the favour of Omkara ARC on 23.07.2021.
Cash Credit		155.58	Principal – 101.2 Interest – 54.38	Unpaid, since May'16	

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any other lender during the year.

- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - c. The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix) (c) of the Order is not applicable.
  - d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
  - e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, an associate or a joint venture.
  - f. The Company has not raised any loans during the year and hence reporting on clause (ix)(f) of the Order is not applicable.
- (x)
- a. The company has not raised moneys by way of initial public offer or further public offer (including debt instrument). Hence reporting under clause (x)(a) of the Order is not applicable.
  - b. During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi)
- a. To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
  - b. To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - c. As represented by the Management, there was no whistle blower complaints received by the Company during the year (and up to the date of this audit report).
- (xii) The company is not a Nidhi Company hence the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of



Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards (Ind AS) 24, Related Party Disclosures specified under section 133 of the Act.

- (xiv) a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of the entity.
- b. We have considered, the internal audit reports issued to the Company during the year and covering the period up to March, 2023.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) 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) and (c) of the order is not applicable.
- (xvii) The Company has incurred cash profit amounting to Rs. 263.13 Lakhs during the financial year covered by our audit and cash loss amounting to Rs. 719.22 Lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities (Asset Liability Maturity (ALM) pattern), other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, 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
- (xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

**For Ashok Dhariwal & Co.  
Chartered Accountants  
(Registration No. 100648W)**

(CA Ashok Dhariwal)

Partner

Membership No. 36452

UDIN: 23036452BGUSAU9590

**Place: Ahmedabad  
Date: 19.06.2023**

## **Annexure – B to Independent Auditors’ Report**

Referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date

### **Report on the Internal Financial Controls with reference to Standalone financial statements under section 143(3)(i) of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to Standalone financial statements of Shah Metacorp Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS 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 financial controls with reference to Standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”), issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, 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 Act.

### **Auditors Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Financial Statement based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to and audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system with reference to Standalone financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining and understanding of internal financial statements, 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 Ind AS 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 with reference to financial statements.

### **Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A Company's internal financial controls with reference to Standalone Financial Statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that,

- (1) Pertain to the maintenance of records that, in reasonable details, 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 Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization 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 with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, 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 with reference to Standalone financial statements to future periods are subject to the risk that the internal financial control with reference to Standalone financial statements 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 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, except the following.

•Balance Confirmations from the debtors have not been received on the year end date. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables, other than specified in Note no. 11. In our opinion, the provision made is inadequate and the impact on loss and carrying value of trade receivables could not be ascertained.

**For Ashok Dhariwal & Co.**  
**Chartered Accountants**  
**(Registration No. 100648W)**  
(CA Ashok Dhariwal)  
Partner  
Membership No. 036452  
UDIN: 23036452BGUSAU9590

**Place: Ahmedabad**  
**Date: 19.06.2023**

## Statement on Impact of Audit Qualifications (Standalone)

### Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

('in Lakhs)

I	Sr. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	3987.64	3987.64
	2	Total Expenditure	4716.69	4982.06
	3	Net Profit/(Loss)	165.37	(99.99)
	4	Earnings Per Share	0.06	(0.02)
	5	Total Assets	12040.26	12040.26
	6	Total Liabilities	12040.26	12040.26
	7	Net Worth	1760.95	1495.58
	8	Any other financial item(s) (as felt appropriate by the management)	NA	NA
II	<p><b>Audit Qualification (each audit qualification separately):</b></p> <p><b>a. Details of Audit Qualification:</b></p> <p>1. In respect of Trade Receivables amounting to Rs. 2,532.35 Lakhs, we have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables. In the absence of confirmations and other corroborative evidence, we are unable to comment on the extent to which such balances are recoverable and the reported Financials may have consequential impact which remains unascertained.</p> <p>2. The company had entered into a One Time Settlement ("OTS") with M/s Omkara Asset Reconstruction Private Limited ("Omkara ARC") vide letter dated 20.05.2022 for the settlement of dues of UCO Bank. As per the terms of the OTS, the entire dues of Rs. 1,775 Lakhs were to be paid by 25.09.2022. The company defaulted in payment of OTS and as per the terms of OTS, the company is liable to pay default interest @24% per annum compounded monthly along with penal interest @2%. The company has not provided for this interest on default in payment of OTS and to that extent outstanding loan liability is understated and net profit is overstated Rs. 265.36 Lakhs.</p>			

	<p><b>b. Type of Audit Qualification:</b> Qualified Opinion / <del>Disclaimer of Opinion</del> / Adverse Opinion</p> <p><b>c. Frequency of qualification:</b> Whether appeared first time / repetitive / since how long continuing</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</p> <ol style="list-style-type: none"> <li>1. NA</li> <li>2. The company is confident of making payment of the entire dues of Rs. 1,775 Lakhs by 30th September, 2023. As per the understanding of the company and M/s Omkara Asset Reconstruction Private Limited (ARC), there would not be any interest payment on default in payment of OTS.</li> </ol> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable</p> <p>(i) Management's estimation on the impact of audit qualification:</p> <ol style="list-style-type: none"> <li>1. The Company is in the process of obtaining balance confirmation from Trade Receivables. The entire process would be done before 31st July, 2023.</li> <li>2. NA</li> </ol> <p>(ii) If management is unable to estimate the impact, reasons for the same:</p> <ol style="list-style-type: none"> <li>1. NA</li> <li>2. NA</li> </ol> <p>(iii) Auditors' Comments on (i) or (ii) above: Audit qualification is self explanatory.</p>
III	<p><b>Signatories:</b></p> <p style="text-align: center;"> <b>Viral M Shah</b>                      <b>Neelesh Bhutara</b>  <b>CEO</b>                                      <b>CFO</b> </p> <p style="text-align: center;"> <b>Ravi Thakkar</b>  <b>Audit Committee Chairman</b> </p> <p><b>Ashok Dhariwal</b> <b>Statutory Auditor</b></p>

SHAH METACORP LIMITED (Formerly known as GYSCOAL ALLOYS LIMITED) CIN: L27209GJ1999PLC036656			
STANDALONE BALANCE SHEET AS ON MARCH 31, 2023			
(Amount in Lacs)			
Particulars	Note No.	As at	
		March 31, 2023	March 31, 2022
<b>A ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a Property, Plant and Equipment	6	2,453.81	2,074.71
b Financial Assets			
Investments	7	0.26	0.26
Other Financial Assets	8.1	245.25	254.42
c Deferred Tax Asset (Net)	31	2,154.41	1,960.27
d Other Non Current Assets	9.1	69.29	64.81
<b>Total Non-Current Assets</b>		<b>4,923.02</b>	<b>4,354.47</b>
<b>(2) Current Assets</b>			
a Inventories	10	781.81	1,494.80
b Financial Assets			
Trade Receivables	11	2,532.35	1,975.90
Cash and Cash Equivalents	12	2,864.11	33.27
Loans	13	3.25	2.00
Other Financial Assets	8.2	2.12	3.17
c Income Tax Assets (Net)	31	13.58	6.41
d Other Current Assets	9.2	926.33	833.66
<b>Total Current Assets</b>		<b>7,123.54</b>	<b>4,349.21</b>
<b>Total Assets</b>		<b>12,046.56</b>	<b>8,703.68</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I EQUITY</b>			
a Equity Share Capital	14	3,323.79	1,582.76
b Other Equity	15	(1,556.53)	(4,728.51)
<b>Total Equity</b>		<b>1,767.26</b>	<b>(3,145.75)</b>
<b>II LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.1	6,246.68	7,561.76
b Provisions	17.1	17.22	28.40
c Deferred Tax Liabilities (Net)	31	-	-
<b>Total Non-Current Liabilities</b>		<b>6,263.90</b>	<b>7,590.16</b>
<b>(2) Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.2	500.91	347.58
<b>Trade Payables due to</b>	18		
Micro & Small Enterprises		-	-
Other than Micro & Small Enterprise		1,646.80	2,045.94
Other Financial Liabilities	19	1,643.25	1,643.48
b Other Current Liabilities	20	223.38	215.35
c Provisions	17.2	1.06	6.92
d Current Tax Liabilities (Net)	31	-	-
<b>Total Current Liabilities</b>		<b>4,015.40</b>	<b>4,259.27</b>
<b>Total Equity and Liabilities</b>		<b>12,046.56</b>	<b>8,703.68</b>
<i>The accompanying notes form an integral part of the financial statements.</i>			
<i>As per our report of even date attached</i>		<b>For and on behalf of the Board of Director</b>	
<b>For, ASHOK DHARIWAL &amp; CO.</b>			
Chartered Accountants		<b>Mona Shah</b>	<b>Dipali Shah</b>
Firm Reg. No. 100648W		Director	Director
		DIN - 02343194	DIN - 08845576
<b>CA Ashok Dhariwal</b>			
Partner		<b>Neelesh Bhutara</b>	<b>Hiral Patel</b>
Membership No. 036452		Chief Financial Officer	Company Secretary
UDIN : 23036452BGUSAT7223			
			<b>Viral Shah</b>
			Chief Executive Officer
<b>Place : Ahmedabad</b>		<b>Place : Ahmedabad</b>	
<b>Date : 19-06-2023</b>		<b>Date : 19-06-2023</b>	

**SHAH METACORP LIMITED**  
(Formerly known as GYSCOAL ALLOYS LIMITED)  
CIN: L27209GJ1999PLC036656

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(In ` Lacs)

Particulars		Note No.	For the Year Ended	
			March 31, 2023	March 31, 2022
I	Revenue from Operations	22	3,987.63	2,003.99
II	Other Income	23	700.29	288.39
<b>III</b>	<b>Total Income ( I + II )</b>		<b>4,687.92</b>	<b>2,292.38</b>
<b>IV</b>	<b>Expenses</b>			
a	Cost of Materials Consumed	24	3,813.74	1,901.78
b	Purchase of Stock-in-Trade		-	-
c	Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	25	17.89	(52.84)
e	Employees Benefit Cost	26	103.95	262.48
f	Finance Cost	27	32.61	54.03
g	Depreciation and Amortisation Expenses	28	291.89	366.99
h	Other Expenses	29	456.62	846.15
	<b>Total Expenses</b>		<b>4,716.70</b>	<b>3,378.59</b>
<b>V</b>	<b>(Loss) before exceptional items and tax (III - IV)</b>		<b>(28.76)</b>	<b>(1,086.21)</b>
<b>VI</b>	Exceptional Items (Refer Note no 16.3.1)	16.3	-	1,122.85
<b>VII</b>	<b>Profit before tax (V - VI)</b>		<b>(28.76)</b>	<b>36.64</b>
<b>VIII</b>	<b>Tax Expenses</b>	31		
a	Current Tax		-	-
b	Deferred Tax		194.14	606.16
c	Adjustment of Earlier Year Tax		-	(6.31)
			<b>194.14</b>	<b>599.85</b>
<b>IX</b>	<b>(Loss) after Tax (VII - VIII)</b>		<b>165.38</b>	<b>(563.21)</b>
<b>X</b>	<b>Other Comprehensive Income</b>			
<b>A</b>	<b>Items that will not be reclassified to profit or loss</b>			
	Remeasurement of Defined Benefit Obligations		21.15	15.39
	Income tax on items that will not be reclassified subsequently to profit or loss		-	(3.87)
	<b>Total Comprehensive Income (IX + X)</b>		<b>186.53</b>	<b>(551.69)</b>
	<b>Earning per Equity Share of face value of ` 1/- each</b>			
	Basic	(In `)	0.16	(0.35)
	Diluted	(In `)	0.16	(0.35)

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board of Director

**For, ASHOK DHARIWAL & CO.**

Chartered Accountants  
Firm Reg. No. 100648W

**Mona Shah**  
Director  
DIN - 02343194

**Dipali Shah**  
Director  
DIN - 08845576

**CA Ashok Dhariwal**

Partner  
Membership No. 036452  
UDIN : 23036452BGUSAT7223

**Neelesh Bhutara**  
Chief Financial Officer

**Hiral Patel**  
Company Secretary

**Viral Shah**  
Chief Executive Officer

Place : Ahmedabad  
Date : 19-06-2023

Place : Ahmedabad  
Date : 19-06-2023



**SHAH METACORP LIMITED**  
(Formerly known as GYSCOAL ALLOYS LIMITED)  
CIN: L27209GJ1999PLC036656

**STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2023**

(In ` Lacs)

Particulars	For the Year Ended	
	31.03.2023	31.03.2022
<b>(A) Cash Flow from Operating Activities :</b>		
Net Loss before Tax	(28.76)	(1,086.21)
<b>Adjustments for :</b>		
Depreciation	291.89	366.99
Interest Income	(7.99)	(13.30)
Interest expenses	30.97	47.99
Loss Allowance for Trade Receivables	-	245.35
Investment in Subsidiary Company Written off	-	-
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	21.15	15.39
<b>Operating Profit Before Working Capital Changes</b>	<b>307.27</b>	<b>(423.79)</b>
<b>Adjustments for:</b>		
Non-current/current financial and other assets	(88.17)	51.09
Decrease/(Increase) in Other Financial Assets	10.23	118.10
Decrease/(Increase) in Loans	(1.25)	10.50
Decrease/(Increase) in Other Non-Current Assets	(4.48)	64.33
Decrease/(Increase) in Other Current Assets	(92.66)	(141.83)
Trade Receivables	(556.46)	1,800.95
Inventories	712.99	(296.51)
Non-current/current financial and other liabilities/provisions	(408.38)	(3,258.11)
Increase/(Decrease) in Trade Payables	(399.14)	(455.19)
Increase/(Decrease) in Other Current Liabilities	8.02	(565.01)
Increase/(Decrease) in Other Financial Liabilities	(0.23)	(2,228.85)
Increase/(Decrease) in Short Term Provisions	(17.04)	(9.07)
<b>Cash Generated from/(used in) Operating Activities</b>	<b>(32.75)</b>	<b>(2,126.37)</b>
Direct Taxes Paid (Net)	(0.86)	(6.41)
<b>Net Cash from Operating Activities (A)</b>	<b>(33.61)</b>	<b>(2,132.78)</b>
<b>(B) Cash Flow from Investing Activity :</b>		
Purchase of property, plant and equipments	(671.07)	(1.78)
Interest Received	7.99	13.30
<b>Net Cash form Investing Activities (B)</b>	<b>(663.08)</b>	<b>11.52</b>
<b>(C) Cash Flow from Financial Activities :</b>		
Proceeds from Issue of Equity Share Capital	1,741.03	-
Proceeds from Premium on Issue of Equity Share Capital (Net of Expenses)	2,979.14	-
Proceeds /(Repayment) of Long Term Borrowings (Net)	(1,314.99)	5,022.62
Repayment of Long Term Borrowings	-	-
Proceeds /(Repayment) from Short Term Borrowings (Net)	153.33	(2,836.04)
Interest Paid	(30.97)	(47.99)
<b>Net Cash Flow from/(used in) Financing Activities (C )</b>	<b>3,527.52</b>	<b>2,138.59</b>
<b>Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)</b>	<b>2,830.83</b>	<b>17.32</b>
Add : Opening Cash & Bank Balances	33.28	15.98
<b>Closing Cash &amp; Bank Balances</b>	<b>2,864.11</b>	<b>33.28</b>

As per our report of even date attached

For and on behalf of the Board of Director

**For, ASHOK DHARIWAL & CO.**

Chartered Accountants

Firm Reg. No. 100648W

**Mona Shah**

Director

DIN - 02343194

**Dipali Shah**

Director

DIN - 08845576

**CA Ashok Dhariwal**

Partner

Membership No. 036452

UDIN : 23036452BGUSAT7223

**Neelesh Bhutara**

Chief Financial Officer

**Hiral Patel**

Company Secretary

**Viral Shah**

Chief Executive Officer

Place : Ahmedabad

Date : 19-06-2023

Place : Ahmedabad

Date : 19-06-2023

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

**A Equity Share Capital**

**(In ` Lacs)**

<b>Year to Date</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Balance at the beginning of reporting period	1,582.76	1,582.76
Changes during the year	1,741.03	0.00
<b>Balance at the end of reporting period</b>	<b>3,323.79</b>	<b>1,582.76</b>

**B Other Equity**

**(In ` Lacs)**

<b>Particulars</b>	<b>Reserves and Surplus</b>				<b>Total</b>
	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Other Comprehensive Income</b>	<b>Retained Earnings</b>	
<b>Balance as at April 01, 2022</b>	5,260.14	2,427.69	46.47	(12,462.81)	(4,728.50)
(Loss) for the year	-	-	-	165.38	165.38
Addition During the Year	2,985.45	-	-	-	2,985.45
Items of OCI for the year	-	-	-	-	-
Remeasurement of Defined Benefit Obligations	-	-	21.15	-	21.15
Income tax on items that will not be reclassified subsequently to profit or loss	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	-	-	21.15	165.38	186.53
<b>Balance as at March 31, 2023</b>	<b>8,245.59</b>	<b>2,427.69</b>	<b>67.62</b>	<b>(12,297.43)</b>	<b>(1,556.52)</b>
<b>Balance as at April 01, 2021</b>	5,260.14	7.45	34.96	(11,899.60)	(6,597.05)
(Loss) for the year	-	-	-	(563.21)	(563.21)
Items of OCI for the year	-	2,420.24	-	-	2,420.24
Remeasurement of Defined Benefit Obligations	-	-	15.39	-	15.39
Income tax on items that will not be reclassified subsequently to profit or loss	-	-	(3.87)	-	(3.87)
<b>Total Comprehensive Income for the Year</b>	-	-	11.51	(563.21)	(551.69)
<b>Balance as at March 31, 2022</b>	<b>5,260.14</b>	<b>2,427.69</b>	<b>46.47</b>	<b>(12,462.81)</b>	<b>(4,728.50)</b>

*The accompanying notes form an integral part of the financial statements.*

*As per our audit report of even date attache. For and on behalf of the Board of Director*

**For, ASHOK DHARIWAL & CO.**

*Chartered Accountants  
Firm Reg. No. 100648W*

**Mona Shah**  
*Director  
DIN - 02343194*

**Dipali Shah**  
*Director  
DIN - 08845576*

**CA Ashok Dhariwal**  
*Partner  
Membership No. 036452  
UDIN : 23036452BGUSAT7223*

**Neelesh Bhutara**  
*Chief Financial Officer*

**Hiral Patel**  
*Company Secretary*

**Viral Shah**  
*Chief Executive Officer*

**Place : Ahmedabad  
Date : 19-06-2023**

**Place : Ahmedabad  
Date : 19-06-2023**

## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

### 1 Company Information

Shah Metacorp Limited (Formerly known as Gyscoal Alloys Limited) (the 'Company') is a public limited Company and domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana - 382 830. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The company is engaged in the manufacturing and selling of diverse range of SS products.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2023 and authorised for issue on June 19, 2023.

### 2 Basis of Preparation and Presentation

#### 2.1 Statement of Compliance

##### (i) Compliance with Indian Accounting Standards (Ind AS)

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

##### (ii) Historical Cost Convention

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities
- ii) Defined Benefit Plans - Present value of defined benefit obligations Less Plan Assets

##### (iii) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is :-

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when :-

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

##### (iv) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

### 2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

### 2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

### 2.4 Recent Accounting Pronouncement:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

#### Ind AS 1-Presentation of Financial Statements:

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

#### Ind AS 8-Accounting Policies, Changes in Accounting Estimates and Errors:

This amendment has introduced a definition of accounting estimates' and included amendments to IndAS8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

#### Ind AS 12-Income Taxes:

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and off setting temporary differences.

The effective date for adoption of these amendments is annual periods beginning on or after April1, 2023. The Company has evaluated the above amendments and there is no material impact on its standalone financial statement.

## 3 Significant Accounting Policies

### 3.1 Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

#### 3.1.1 Sale of Goods

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

### 3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the rendering of promised services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

### 3.1.3 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

### 3.1.4 Job Work

Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

### 3.1.5 Other Income

#### a Interest Income

Interest income is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

#### b Dividend income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

#### c Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

#### d All other Incomes are recognised and accounted for on accrual basis

### 3.2 Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 01 April 2016 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

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

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### 3.3 Financial Instruments

#### 3.3.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

#### 3.3.2 Subsequent Measurement

##### a Non-derivative financial instruments

##### i Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**ii Financial assets measured at fair value through other comprehensive income (FVOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**iii Financial assets measured at fair value through profit or loss (FVTPL)**

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

**iv Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**v Investment in subsidiaries, associate and joint ventures**

Investments in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

**b Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

**3.3.3 De-recognition**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

**3.3.4 Off-setting**

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

**3.4 Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

### 3.5 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### 3.5.1 Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### 3.5.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.



## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### 3.6 Impairment

#### 3.6.1 Financial assets other than investments in subsidiary and associates

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss.

#### 3.6.2 Financial assets – investment in subsidiary and associates

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset

Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in statement of profit and loss.

#### 3.6.3 Non financial assets - Tangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### 3.7 Borrowing Costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

### 3.8 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

### 3.9 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

## Notes Forming Part of the Standalone Financial Statements for the Year Ended March 31, 2023

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### 3.10 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

### 3.11 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets are neither recognised nor disclosed in the financial statements.

### 3.12 Foreign Currency

#### a Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

#### b Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

#### c Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

### 3.13 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 3.14 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 3.15 Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

### 3.16 Lease

Effective April 1, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective approach.

The effect of this adoption is insignificant on the profit before tax, profit for the year and earnings per share.

#### (i) As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease’s inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases.

#### (ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### 3.17 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company’s chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

### 3.18 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 3.19 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

#### 4 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive
- Provision for Loss Allowance using Expected Credit Loss Model in respect of Trade Receivables

- 5 The Change in Name of the Company from Gyscoal Alloys Limited to Shah Metacorp Limited approved by the Registrar of Companies, Ahmedabad and accordingly Certificate of Incorporation pursuant to change of name was issued on June 02, 2023 and the name got approved on both the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited with effect from July 03, 2023. Hence, Financials are published with the Shah Metacorp Limited.

## 6 Property, Plant and Equipment

(In ` Lacs)

Particulars	Factory Land	Building - Factory	Building - Office	Furniture	Office Equipments	Plant & Machinery	Vehicles	Computers	Total
<b>Gross Carrying Value</b>									
As on April 01, 2020	103.66	940.82	64.89	28.41	32.96	4,494.13	144.73	6.52	5,816.12
Additions during the year	-	-	-	-	1.86	5.09	-	0.64	7.59
Disposals during the year	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2021</b>	<b>103.66</b>	<b>940.82</b>	<b>64.89</b>	<b>28.41</b>	<b>34.82</b>	<b>4,499.22</b>	<b>144.73</b>	<b>7.16</b>	<b>5,823.71</b>
Additions during the year	-	-	-	-	1.21	1,337.89	-	-	1,339.11
Disposals during the year	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2022</b>	<b>103.66</b>	<b>940.82</b>	<b>64.89</b>	<b>28.41</b>	<b>36.03</b>	<b>5,837.11</b>	<b>144.73</b>	<b>7.16</b>	<b>7,162.82</b>
<b>Accumulated Depreciation</b>									
As on April 01, 2021	-	360.94	14.15	20.80	29.71	2,832.80	119.13	5.76	3,383.29
Depreciation charged during the year	-	55.17	2.51	1.72	2.33	301.16	3.66	0.44	366.99
Accumulated Depreciation on disposal	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2022</b>	<b>-</b>	<b>416.11</b>	<b>16.66</b>	<b>22.52</b>	<b>32.04</b>	<b>3,133.96</b>	<b>122.79</b>	<b>6.20</b>	<b>3,750.28</b>
Depreciation charged during the year	-	48.60	2.33	1.17	1.27	902.86	2.24	0.27	958.73
Accumulated Depreciation on disposal	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2023</b>	<b>-</b>	<b>464.71</b>	<b>18.99</b>	<b>23.69</b>	<b>33.31</b>	<b>4,036.82</b>	<b>125.03</b>	<b>6.47</b>	<b>4,709.01</b>
<b>Net Carrying Value</b>									
As on April 01, 2020	103.66	579.88	50.74	7.62	3.24	1,661.32	25.59	0.76	2,432.83
As on March 31, 2021	103.66	524.71	48.24	5.90	2.78	1,365.26	21.94	0.96	2,073.42
<b>As on March 31, 2023</b>	<b>103.66</b>	<b>476.11</b>	<b>45.90</b>	<b>4.72</b>	<b>2.72</b>	<b>1,800.29</b>	<b>19.70</b>	<b>0.69</b>	<b>2,453.81</b>

(In ` Lacs)

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>7</b>	<b>Investments</b>		
	<b>Investments carried at cost</b>		
	<b>In Associate</b>		
	Equity shares - Unquoted		
	Goldman Hotels & Resorts Pvt. Ltd. - fully paid-up (2600 shares of `10/- each)	0.26	0.26
	<b>Total</b>	<b>0.26</b>	<b>0.26</b>
	Aggregate amount of unquoted investments	0.26	0.26
	Aggregate amount of impairment in value of investments	-	-
<b>8</b>	<b>Other Financial Assets</b>		
<b>8.1</b>	<b>Non-Current Other Financial Assets (Unsecured, Considered Good)</b>		
	Security Deposits	133.54	128.45
	Fixed Deposits with the Bank having maturity more than 12 months and given as Security Deposit	111.71	125.97
	<b>Total Non-Current</b>	<b>245.25</b>	<b>254.42</b>
<b>8.2</b>	<b>Current Other Financial Assets (Unsecured, Considered Good)</b>		
	Interest Receivable	2.12	3.17
	Advance for Borrowing to be taken over by ARC	-	0.00
	<b>Total Current</b>	<b>2.12</b>	<b>3.17</b>
	<b>Total Other Financial Assets</b>	<b>247.37</b>	<b>257.59</b>
<b>9</b>	<b>Other Assets</b>		
<b>9.1</b>	<b>Non Current Assets</b>		
	Capital Advances	69.29	64.81
	Unsecure considered Goods		
	<b>Total Non-Current</b>	<b>69.29</b>	<b>64.81</b>
<b>9.2</b>	<b>Current Assets</b>		
	Unsecure considered Goods		
<b>a</b>	<b>Advances other than Capital Advances</b>		
	Prepaid Expenses	1.12	0.52
	Advances to Suppliers and Others	495.96	392.17
<b>b</b>	<b>Others</b>		
	Balance with Revenue Authorities	429.25	440.98
	<b>Total Current</b>	<b>926.33</b>	<b>833.66</b>
	<b>Total Other Assets</b>	<b>995.62</b>	<b>899.47</b>

(In ` Lacs)

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>10 Inventories</b>			
	Raw Material	221.86	916.96
	Finished Goods	559.95	577.84
	<b>Total</b>	<b>781.81</b>	<b>1,494.80</b>
<b>11 Trade Receivables</b>			
	Trade Receivable : Unsecured, Considered Good	2,532.35	1,975.90
	Trade Receivable : Unsecured, Considered Doubtful	6,454.39	6,454.39
	<b>Total</b>	<b>8,986.74</b>	<b>8,430.29</b>
	Less : Allowance for Credit Loss	6,454.39	6,454.39
	<b>Total</b>	<b>2,532.35</b>	<b>1,975.90</b>
	Dues from company where directors are interested (included above)	166.76	240.34
	The Company has used a practical expedient and analysed the recoverable amount of receivables on an individual basis by computing the expected loss allowance for financial assets based on historical credit loss experience and adjustments for forward looking information.		
	The Company has made assessment of Allowance for Credit Loss in respect of Trade Receivables for the first time. The Company has analysed its trade receivables for aging analysis and grouped them accordingly and then applied year wise percentage to calculate the amount of Allowance for Credit Loss in respect of the same. <i>(Also see Note No. 34)</i>		
<b>12 Cash and Cash Equivalents</b>			
a	Balance with Bank In Current Accounts	2,853.85	7.90
b	Cash on Hand	10.26	25.38
	<b>Total</b>	<b>2,864.11</b>	<b>33.27</b>
<b>13 Loans</b>			
	<b>Unsecured, considered good</b>		
	To employees	3.25	2.00
		-	-
	<b>Total</b>	<b>3.25</b>	<b>2.00</b>
<b>14 Equity Share Capital</b>			



(In ` Lacs)

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022

**14.1 Authorised Capital**

50 00 00 000 Equity Shares of `1 each <sup>(1)</sup>	5,000.00	2,700.00
(27 00 00 000 Equity Shares of `1 each) <sup>(2)</sup>		

<sup>(1)</sup> Represents number of shares as at March 31, 2022<sup>(2)</sup> Represents number of shares as at March 31, 2021**Issued, subscribed and fully paid-up equity Shares**

33 23 78 676 Equity shares of ` 1 each <sup>(1)</sup>	3,323.79	1,582.76
( 15 82 75 560 Equity shares of ` 1 each) <sup>(2)</sup>		

<b>3,323.79</b>	<b>1,582.76</b>
-----------------	-----------------

<sup>(1)</sup> Represents number of shares as at March 31, 2022<sup>(2)</sup> Represents number of shares as at March 31, 2021**14.2 Reconciliation of number of shares outstanding**

Particulars	As at	
	March 31, 2023	March 31, 2022
At the beginning of the period	1,582.76	1,582.76
Changes during the year	1,741.03	-
At the end of the year	3,323.79	1,582.76

**14.3 Rights, preferences and restrictions attached to shares**

The Company has only one class of equity shares referred to as equity shares having a par value of ` 1. Each holder of equity share is entitled to one vote per share.

Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**14.4 Details of shareholding of Promoters**

Name of Shareholder	% Change in Holding	March 31, 2023		March 31, 2022	
		No. of Shares held (in Lacs)	% of Holding	No. of Shares held	% of Holding
Viral M. Shah	-23.57%	321.41	9.67%	526.10	33.24%
Giraben K. Solanki	-4.69%	141.57	4.26%	141.57	8.94%
Sampati Securities Limited	3.50%	825.40	24.83%	337.60	21.33%

(In ` Lacs)

Sr. No.	Particulars	As at			
		March 31, 2023		March 31, 2022	
Solanki Zankarsinh Kishorsinh	-0.51%	15.49	0.47%	15.49	0.98%
Mona Viral Shah	-0.03%	5.00	0.15%	2.83	0.18%
Dipali Manish Shah	-0.09%	2.81	0.08%	2.81	0.18%
Viral M Shah Huf	0.04%	1.92	0.06%	0.35	0.02%

#### 14.5 Details of shareholders holding more than 5% shares in the Company:

Name of Shareholder	March 31, 2023		March 31, 2022	
	No. of Shares held (in Lacs)	% of Holding	No. of Shares held	% of Holding
Viral M. Shah	321.41	9.67%	526.10	33.24%
Sampati Securities Limited	825.40	24.83%	337.60	21.33%

#### 15 Other Equity

Securities Premium	8,245.59	5,260.14
General Reserve	2,427.69	2,427.69
Retained Earnings	(12,297.43)	(12,462.81)
Other Comprehensive Income	67.62	46.47
<b>Total</b>	<b>(1,556.53)</b>	<b>(4,728.51)</b>

#### Discription of Reserves

- (a) **Securities Premium** : The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- (b) **General Reserve** : General Reserves are free reserves of the Company which are kept aside out of Company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- (c) **Retained Earnings** : Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

#### 15.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company. The Company's objective for capital management is to maximize shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

(In ` Lacs)

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022

Summary of Quantitative Data is given hereunder:

Particulars	3/31/2023	3/31/2022
Equity	3,323.79	1,582.76
Other Equity	(1,556.52)	(4,728.50)
<b>Total</b>	<b>1,767.27</b>	<b>(3,145.74)</b>

## 16 Borrowings

### 16.1 Non Current Secured

From Others 2,749.89 2,924.89  
(Refer Note 16.2.1 & 16.3.1 below)

#### Unsecured

From Others 267.50 2,565.46  
Loans from Related Parties 3,229.29 2,071.41

**Total Non-Current** **6,246.68** **7,561.76**

#### 16.1.1 Details of securities

loans received from related parties are unsecured.

### 16.2 Current

#### Secured

Working Capital Loan from Banks - 0.00

#### Unsecured

Loan from Related Parties 500.91 347.58

**Total Current** **500.91** **347.58**

**Total Borrowings** **6,747.59** **7,909.34**

### 16.3 One Time Settlement (OTS) & Assignment of Debt

#### Debts due to UCO Bank:

During the FY.2021-22, necessary forms for modification of the charge of M/s Omkara Assets Reconstruction Private Limited ("Omkara ARC") on the assets of the company were filed with Registrar of Companies. Accordingly in the books, necessary entries are passed during the year giving the effect of assignment of debt to Omkara ARC. The Company is also in the process of entering into OTS with M/s Omkara ARC in respect to its debts due to UCO Bank. The company is confident that the OTS would be entered into.

(In ` Lacs)

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022

The company has entered into a One Time Settlement ("OTS") with M/s.Omkara Asset Reconstruction Private Limited ("Omkara ARC") vide letter dated 20.05.2022 for the settlement of dues of UCO Bank. As per the terms of the OTS, the entire dues of Rs.1,775 Lakhs were to be paid by 25.09.2022. The company defaulted in payment of OTS and as per the terms of OTS, the company is liable to pay default interest @ 24% per annum compounded monthly along with penal interest @ 2%. The company has not provided for this interest on default in payment of OTS and to that extent outstanding loan liability is understated and net profit is overstated by Rs.265.36 Lakhs

### 11.1 Trade Receivables Ageing Schedule

March 31,2023

(Rs. in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	-	-	234.84	60.99	3.71	27.84	2,204.98	2,532.35
ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed - credit impaired	-	-	-	-	0.30	628.77	5,825.33	6,454.40
iv) Disputed - considered good	-	-	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed - credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>234.84</b>	<b>60.99</b>	<b>4.01</b>	<b>656.61</b>	<b>8,030.31</b>	<b>8,986.76</b>
Less: Provision for Doubtful Debts	-	-	-	-	-	-	-	(6,454.40)
<b>Total</b>	-	-	<b>234.84</b>	<b>60.99</b>	<b>4.01</b>	<b>656.61</b>	<b>8,030.31</b>	<b>2,532.35</b>

March 31,2022

(Rs. in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	-	-	125.31	284.81	27.55	453.94	1,084.27	1,975.88
ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed - credit impaired	-	-	-	-	0.30	628.77	5,825.33	6,454.40
iv) Disputed - considered good	-	-	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed - credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>125.31</b>	<b>284.81</b>	<b>27.85</b>	<b>1,082.71</b>	<b>6,909.60</b>	<b>8,430.28</b>
Less: Provision for Doubtful Debts	-	-	-	-	-	-	-	(6,454.39)
<b>Total</b>	-	-	<b>125.31</b>	<b>284.81</b>	<b>27.85</b>	<b>1,082.71</b>	<b>6,909.60</b>	<b>1,975.90</b>

### 18.1 Ageing Schedule for MSME and other Trade payables

March 31,2023

(Rs. in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	-	-	-	-	-	-
Other Trade payables	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	62.27	286.07	98.25	323.32	876.89	1,646.80
<b>Total</b>	-	<b>62.27</b>	<b>286.07</b>	<b>98.25</b>	<b>323.32</b>	<b>876.89</b>	<b>1,646.80</b>

March 31,2022

(Rs. in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	-	-	-	-	-	-
Other Trade payables	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	255.64	317.73	602.96	59.51	810.09	2,045.94
<b>Total</b>	-	<b>255.64</b>	<b>317.73</b>	<b>602.96</b>	<b>59.51</b>	<b>810.09</b>	<b>2,045.94</b>

(In ` Lacs)

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>17 Provisions</b>			
<b>17.1 Non current</b>			
	Provision for Employee Bnefits	17.22	28.40
<b>17.2 Total</b>		<b>17.22</b>	<b>28.40</b>
<b>Current</b>			
	Provision for Employee Benefits	1.06	6.92
<b>Total</b>		<b>1.06</b>	<b>6.92</b>
	<b>Total Provisions</b>	<b>18.28</b>	<b>35.32</b>
<b>18 Trade Payables</b>			
	Total outstanding dues of micro and small enterprises *	-	-
	Total outstanding dues of creditors other than micro and small	1,646.80	2,045.94
	<b>Total</b>	<b>1,646.80</b>	<b>2,045.94</b>
*	Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).		
a	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	---	---
b	Interest due to suppliers registered under the MSMED Act and	---	---
c	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
d	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
e	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
f	Interest due and payable towards suppliers registered under MSMED Act, for payments already made		
g	Further interest remaining due and payable for earlier years	---	---

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management, which has been relied up on by the auditors.

(In ` Lacs)

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>19</b>	<b>Other Financial Liabilities</b>		
	Current Maturities of Long-Term Debt	0.00	0.00
	Interest Accrued and Due	1,622.31	1,622.31
	Credit Balance in Bank Account	0.00	0.00
	<b>Total</b>	<b>1,643.25</b>	<b>1,643.48</b>
<b>20</b>	<b>Other Current Liabilities</b>		
	Advance from Customers	193.14	190.00
	Statutory Dues	30.24	25.35
	<b>Total</b>	<b>223.38</b>	<b>215.35</b>

**21****Contingent Liabilities and commitments (To the extent not provided for)**

Contingent Liabilities	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as Debt in respect of :-		
i) Disputed Income Tax matters	203.82	203.82
ii) Disputed VAT and CST matters	16,551.51	16,199.57
<b>Total</b>	<b>16,755.33</b>	<b>16,403.39</b>

**21.1**

It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/ authorities.

**21.2**

The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

		(In ` Lacs)	
Sr. No.	Particulars	2022-23	2021-22
<b>22</b>	<b>Revenue from operations</b>		
	Sale of Products	3,950.83	1,896.19
	Sale of Service	36.12	104.14
	Other Operating Revenues	0.68	3.66
	<b>Total</b>	<b>3,987.63</b>	<b>2,003.99</b>
<b>23</b>	<b>Other Income</b>		
	Interest from Financial Asset measured at Amortised Cost	7.99	13.30
	Other Non-Operating Income	692.30	275.09
	<b>Total</b>	<b>700.29</b>	<b>288.39</b>
<b>24</b>	<b>Cost of Material Consumed</b>		
	Imported	0.00	53.33
	Indigenous	3,813.74	1,848.45
	<b>Total</b>	<b>3,813.74</b>	<b>1,901.78</b>
<b>25</b>	<b>Changes in Inventories of Finished Goods, Stock-in-Process &amp; Stock-in-Trade</b>		
	<b>Finished Goods / Stock-in-Trade</b>		
	Inventories (at commencement)	577.84	525.00
	Inventories (at close)	559.95	577.84
	<b>Net Decrease in Inventories</b>	<b>17.89</b>	<b>(52.84)</b>
<b>26</b>	<b>Employee Benefit Cost</b>		
	Salaries and Wages	102.68	255.25
	Contribution to Provident & Other Funds	0.88	2.76
	Staff Welfare Expenses	0.39	4.47
	<b>Total</b>	<b>103.95</b>	<b>262.48</b>
<b>27</b>	<b>Finance costs</b>		
	Interest Expenses on Financial Liabilities carried at Amortized Co	32.37	48.75
	Other Borrowing Costs	0.24	5.28
	<b>Total</b>	<b>32.61</b>	<b>54.03</b>
<b>28</b>	<b>Depreciation and Amortisation Expenses</b>		
	Depreciation on Property, Plant & Equipment	366.99	366.99
	<b>Total</b>	<b>366.99</b>	<b>366.99</b>



Sr. No.	Particulars	2022-23	2021-22
<b>29</b>	<b>Other Expenses</b>		
	<b>MANUFACTURING EXPENSES</b>		
	Freight & Transportation Expenses	25.31	18.19
	Insurance	0.45	0.00
	Jobwork Charges	38.39	11.38
	Labour Charges	0.05	53.42
	Other Manufacturing Expenses	11.51	15.60
	Power & Fuel	216.61	257.15
	Repairs to Building	1.92	2.27
	Repairs to Machinery	0.91	0.51
	Stores & Spares	11.46	21.54
	<b>SELLING AND DISTRIBUTION EXPENSES</b>		
	Advertisement Expenses	1.14	0.69
	Other Selling & Distribution Expenses	2.41	34.39
	Packing, Clearing & Forwarding Charges	43.09	16.44
	Bad Debt Written Off	-	-
	<b>ESTABLISHMENT EXPENSES</b>		
	Charity & Donations	-	-
	Computer Expenses	0.71	1.09
	Exchange Fluctuation (Net)	-	-
	General Expenses	9.82	10.28
	Legal & Professional Fees	31.91	27.24
	Other Repairs	0.61	0.67
	Payment to Auditors	4.00	4.00
	Power & Fuel - Office	4.66	4.56
	Rate & Taxes	3.85	17.63
	Stationery & Postage Expenses	1.69	1.65
	Telephone Expenses	6.32	4.22
	Travelling Expenses	25.34	5.65
	Vehicle Expenses	10.82	9.34
	Sundry Balances Written Off	3.64	82.89
	Impairment Loss recognized / (reversed) under Expected Credit Loss Model in respect of Trade Receivables	-	245.35
	<b>Total</b>	<b>456.62</b>	<b>846.15</b>

**29.1 Payment to Auditors as :**

Statutory Audit Fees	4.00	3.00
Tax Audit Fees	-	0.50
Certification and Consultation Fees	-	0.50
<b>Total</b>	<b>4.00</b>	<b>4.00</b>

### 30 Employee Benefits

#### 30 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

(Amount in Lacs)

Particulars	2022-23	2021-22
Contribution to Provident Funds	0.76	2.55
Contribution to ESIC	0.11	0.20
<b>Total</b>	<b>0.87</b>	<b>2.75</b>

#### 30 Defined Benefit Plan - Gratuity

##### Information about the characteristics of defined benefit plan

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	15 / 26 × Salary × Past Service Years
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of Rs. 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

30 The company is responsible for the governance of the plan.

#### 30 Risk to the Plan

Following are the risk to which the plan exposes the entity :

Other assumptions would have produced different results eg a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability /expenses and OCI if any .

#### 31 Reconciliation of defined benefit obligations

(Amount in Lacs)

Particulars	2022-23	2021-22
Defined benefit obligations as at beginning of the year	35.32	44.39
Current service cost	1.55	3.10
Interest cost	2.56	3.22
Actuarial Loss/(Gain) due to change in financial assumptions	(0.40)	(0.81)
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-
Actuarial Loss/(Gain) due to experience adjustment for plan liabilities	(20.75)	(14.58)
Benefits Paid	-	-
<b>Defined benefit obligations as at end of the year</b>	<b>18.28</b>	<b>35.32</b>

### 31 Reconciliation of Plan Assets

(Amount in Lacs)

Particulars	2022-23	2021-22
Plan Asset as at beginning of the year	-	-
Interest Income	-	-
Return on plan assets excluding interest income	-	-
Contributions by employer	-	-
Benefits paid	-	-
<b>Plan Asset as at end of the year</b>	<b>-</b>	<b>-</b>

### 31 Funded Status

(Amount in Lacs)

Particulars	As at	
	March 31, 2023	March 31, 2022
Present Value of Benefit Obligation at the end of the Period	(18.28)	(35.32)
Fair Value of Plan Assets at the end of the Period	-	-
<b>Funded Status / (Deficit)</b>	<b>(18.28)</b>	<b>(35.32)</b>

### 31 Net amount Charged to Statement of Profit and Loss for the period

(Amount in Lacs)

Particulars	March 31, 2023	March 31, 2022
Current service cost	1.55	3.10
Net Interest cost	2.56	3.22
<b>Net amount recognized Statement of Profit and Loss</b>	<b>4.11</b>	<b>6.32</b>

### 31 Net amount Recognized to Other Comprehensive Income for the period

(Amount in Lacs)

Particulars	March 31, 2023	March 31, 2022
Actuarial (Gains)/Losses on Obligation For the Period	(21.15)	(15.39)
Return on plan assets excluding interest income	-	-
<b>Amounts recognized in Other Comprehensive Income</b>	<b>(21.15)</b>	<b>(15.39)</b>

### ## Actuarial Assumptions

Particulars	March 31, 2023	March 31, 2022
Discount Rate	7.25%	7.00%
Salary Growth Rate	6.00%	6.00%
Withdrawal Rate	5.00%	5.00%

### ## Sensitivity Analysis for Key Assumption on Defined Benefit Obligation

31.03.2023

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	(Amount in Lacs)	%	(Amount in Lacs)	%
Discount Rate	+/- 1.00%	(1.60)	-9%	1.86	10%
Salary Growth Rate	+/- 1.00%	1.86	10%	(1.64)	-9%
Withdrawal rate	+/- 1.00%	0.17	1%	(0.20)	-1%

## ## Maturity Profile of the Defined Benefit Obligation

Projected Benefits Payable in Future Years From the Date o

For the Year ended on March 31, 2023	(Amount in Lacs)	%
01 Apr 2023 to 31 Mar 2024	1.06	5.80%
01 Apr 2024 to 31 Mar 2025	0.41	2.24%
01 Apr 2025 to 31 Mar 2026	0.41	2.24%
01 Apr 2026 to 31 Mar 2027	2.35	12.86%
01 Apr 2027 to 31 Mar 2028	0.29	1.59%
01 Apr 2028 Onwards	13.75	75.26%
<b>Total</b>	<b>18.27</b>	<b>100.00%</b>

### 31 Income Tax Expense

#### 31.1 Income Tax Expense in the statement of profit and loss comprises of:

(Amount in Lacs)		
Particulars	2022-23	2021-22
Income Tax	-	-
Related to adjustments of earlier year tax	-	(6.31)
<b>Current Income Tax</b>	<b>-</b>	<b>(6.31)</b>
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary difference	194.14	606.16
<b>Total Deferred Tax</b>	<b>194.14</b>	<b>606.16</b>
<b>Income Tax Expense / (Income)</b>	<b>194.14</b>	<b>599.85</b>

#### 31.2 The details of Income Tax Assets and Liabilities and Deferred Tax Liabilities as at March 31, 2023 and March 31, 2022 are as under :

(Amount in Lacs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Income Tax Assets - Current	13.58	6.41
Income Tax Liabilities - Current	-	-
Deferred Tax Assets	2,154.41	1,960.27

#### 31.3 A reconciliation of the Income Tax Provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below :

(Amount in Lacs)		
Particulars	2022-23	2021-22
<b>Accounting Profit Before Tax</b>	(28.76)	(1,086.21)
Normal Tax Rate	25.168%	25.168%
<b>Tax Liability on Accounting Profit</b>	<b>-</b>	<b>-</b>
<b>Current Tax Expenses : (A)</b>	<b>-</b>	<b>-</b>
<b>Relating to adjustments of earlier year taxes : (B)</b>	<b>-</b>	<b>(6.31)</b>
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary difference	194.14	606.16
<b>Deferred Tax Expenses / (Income) : (C)</b>	<b>194.14</b>	<b>606.16</b>
<b>Total Income Tax Expense : (A + B + C)</b>	<b>194.14</b>	<b>599.85</b>

#### 31.4 Details of each type of recognized temporary differences and unused tax credits

(Amount in Lacs)		
Particulars	March 31, 2023	March 31, 2022
<b>Deferred tax liability on</b>		
Property, plant and equipment	(117.07)	81.36
<b>Total Deferred tax liability</b>	<b>(117.07)</b>	<b>81.36</b>
<b>Deferred tax asset on</b>		
Impairment Loss Provision for Debtors as per ECL Model	1,624.44	1,624.44
Interest Accrued and not paid on NPA Borrowings	408.30	408.30
Provision for Gratuity	4.60	8.89
<b>Total Deferred tax asset</b>	<b>2,037.34</b>	<b>2,041.63</b>
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>(2,154.41)</b>	<b>(1,960.27)</b>

### 32 Financial Instruments

#### Disclosure of Financial Instruments by Category

As at March 31, 2023

(In ` Lacs)

Financial Instruments by categories	Referen ce Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
<b>Financial Asset</b>						
Investment	7	-	-	0.26	0.26	0.26
Other Financial Assets	8	-	-	247.37	247.37	247.37
Trade Receivables	11	-	-	2,532.35	2,532.35	2,532.35
Cash and Cash Equivalents	12	-	-	2,864.12	2,864.12	2,864.12
Loans	13	-	-	3.25	3.25	3.25
<b>Total Financial Assets</b>		-	-	<b>5,647.35</b>	<b>5,647.35</b>	<b>5,647.35</b>
<b>Financial liability</b>						
Borrowings	16	-	-	6,747.60	6,747.60	6,747.60
Trade Payables	18	-	-	1,646.80	1,646.80	1,646.80
Other Financial Liabilities	19	-	-	1,643.25	1,643.25	1,643.25
<b>Total Financial Liabilities</b>		-	-	<b>10,037.65</b>	<b>10,037.65</b>	<b>10,037.65</b>

As at March 31, 2022

(In ` Lacs)

Financial Instruments by categories	Referen ce Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
<b>Financial Asset</b>						
Investment	7	-	-	0.26	0.26	0.26
Other Financial Assets	8	-	-	257.59	257.59	257.59
Trade Receivables	11	-	-	1,975.90	1,975.90	1,975.90
Cash and Cash Equivalents	12	-	-	33.28	33.28	33.28
Loans	13	-	-	2.00	2.00	2.00
<b>Total Financial Assets</b>		-	-	<b>2,269.03</b>	<b>2,269.03</b>	<b>2,269.03</b>
<b>Financial liability</b>						
Borrowings	16	-	-	7,909.36	7,909.36	7,909.36
Trade Payables	18	-	-	2,045.94	2,045.94	2,045.94
Other Financial Liabilities	19	-	-	1,643.46	1,643.46	1,643.46
<b>Total Financial Liabilities</b>		-	-	<b>11,598.76</b>	<b>11,598.76</b>	<b>11,598.76</b>

### 33 Fair Value Measurement of Financial Asset and Financial Liabilities

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

### 34 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews

#### A Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

##### i Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

The Company's exposure to interest rate risk is as follows :

(In ` Lacs)

Particulars	March 31, 2023	March 31, 2022
	<b>Liability</b>	
Working Capital Loan - from Banks (Including Interest Accrued thereon)	1,622.31	1,622.31
	<b>1,622.31</b>	<b>1,622.31</b>
Particulars	Impact on Profit and Loss after Tax	
	March 31, 2023	March 31, 2022
Interest Rate increase by 0.50 basis point	6.07	6.07
Interest Rate decrease by 0.50 basis point	(6.07)	(6.07)

##### ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

Particulars	Currency		March 31, 2023	March 31, 2022
<b>Financial Assets</b>				
Trade Receivables	USD	in Lacs	99.03	99.03
	EURO	in Lacs	4.62	4.62
	INR	in Lacs	8,550.98	7,883.84
<b>Financial Liabilities</b>				
Trade Creditors	USD	in Lacs	1.28	1.28
	INR	in Lacs	105.19	96.86
<b>Net Asset/(Liability)</b>				
USD in INR		in Lacs	8,032.97	7,396.54
EURO in INR		in Lacs	412.60	390.20

## Sensitivity Analysis

(In ` Lacs)

Particulars	Impact on profit / loss before tax	
	March 31, 2023	March 31, 2022
INR / USD rate changes favourably by 2%	160.66	147.93
INR / USD rate changes unfavourably by 2%	(160.66)	(147.93)
INR / EURO rate changes favourably by 2%	8.25	7.80
INR / EURO rate changes unfavourably by 2%	(8.25)	(7.80)

### B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.

### The following are the contractual maturities of financial liabilities

(In ` Lacs)

As at March 31, 2023	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	6,747.60	500.91	2,749.89	-	6,246.68
Trade Payables	1,646.80	1,646.80	-	-	-
Other Financial Liabilities	1,643.25	1,643.25	-	-	-
	<b>10,037.65</b>	<b>3,790.96</b>	<b>2,749.89</b>	-	<b>6,246.68</b>

As at March 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,909.36	347.59	2,924.89	-	7,561.76
Trade Payables	2,045.94	2,045.94	-	-	-
Other Financial Liabilities	1,643.46	1,643.46	-	-	-
	<b>11,598.76</b>	<b>4,036.99</b>	<b>2,924.89</b>	-	<b>7,561.76</b>

### C Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.



Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis.

Credit risk arising from cash and cash equivalent and other financial assets is limited as the counterparties are banks and mainly Government companies respectively.

The Company has made assessment of Allowance for Credit Loss in respect of Trade Receivables for the first time. The Company has analysed its trade receivables for aging analysis and grouped them accordingly and then applied year wise percentage to calculate the amount of Allowance for Credit Loss in respect of the same.

**Movement in the expected Allowance for Credit Loss in respect of Trade Receivables**

**(In ` Lacs)**

Particulars	March 31, 2023	March 31, 2022
Balance at beginning of the year	6,454.40	6,454.40
Add: Provided during the year (net)	-	-
Less: Amounts written back	-	-
<b>Balance at the end of the year</b>	<b>6,454.40</b>	<b>6,454.40</b>

The Company has made above provision and the same has been charged to statement of profit and loss under the head of Other Expenses.

The maximum exposure to the credit risk at the reporting date from trade receivables after the provision of Allowance for Credit Loss is as under :

**(In ` Lacs)**

Particulars	March 31, 2023	March 31, 2022
Trade Receivable	2,532.35	1,975.90

### 35 Earning Per Share

Sr. No.	Particulars	Units	2022-23	2021-22
1	Net Profit	` in Lacs	186.53	-551.69
2	Weighted Average of Equity Shares outstanding	Nos. in Lacs	1167.98	1582.76
3	Basic and Diluted Earning Per Share of ` 1 each	`	0.16	-0.35

### 36 Related Parties Disclosure :

#### 36 List of Related Parties & Relationship:

Sr. No.	Particulars	Name of the Related Parties
1	Associate Company	Goldmen Hotels and Resorts Pvt. Ltd. * <sup>(1)</sup>
2	Directors and Key Managerial Personnel	Mona Shah Dipali Shah Mr. Mahendra Kumar Shukla, Executive Director Viral M. Shah (CEO) Sunit J Shah (Resigned on 09-05-2022) Yashree Dixit (Resigned on 09-05-2022) Samir Jani (Resigned on 13-05-2022) Hemang Harshadbhai Shah (Appointed as Independent Director on 13-04-2022) Lakshmi Sikandar Jaiswal (Appointed as Independent Director on 25-05-2022) Neelesh Bhutara (Appointed as CFO on 30-07-2022) Ravi Kumar Thakkar (Appointed as Independent Director on 25-05-2022) Hiral Patel <sup>(2)</sup>
3	Relatives of Key Managerial Personnel	Viral M. Shah  Zankarsinh Solanki  Sarojben M. Shah  Dhara Z. Solanki
4	Enterprises overwhich KMP having significant influence	Sampati Securities Ltd.  Gyscoal Enterprise Pvt. Ltd.  Longview Financial Services Private Limited  General Capital and Holding Co. Pvt. Ltd.  Thalia Hydra Private Limited

## 36 Disclosure of material transactions with Related Party:

(In ` Lacs)

Sr. No.	Particulars	2022-23	2021-22
<b>1</b>	<b>Loan Transactions</b>		
<b>1.1</b>	<b>With KMP</b>		
	<b>Loan Taken from</b>		
	Mona Shah	1632.4 0	5.5 0
		<b>1632.4</b>	<b>5.5</b>
	<b>Loan repaid to</b>		
	Mona Shah	5.7 0	33 0
		<b>5.7</b>	<b>33</b>
<b>1.2</b>	<b>With enterprises overwhich KMP having significant influence</b>		
	<b>Loan taken from</b>		
	Sampati Securities Ltd.	49808	3195.6
		<b>49808</b>	<b>3195.6</b>
	<b>Loan repaid to</b>		
	Sampati Securities Ltd.	5212.56	2104.18
		<b>5212.56</b>	<b>2104.18</b>
<b>2</b>	<b>Expenses</b>		
<b>2.1</b>	<b>Interest Expenses</b>		
	Sampati Securities Ltd.	24.07	23.44
		<b>24.07</b>	<b>23.44</b>
<b>2.2</b>	<b>Directors' Remuneration</b>		
	Mahendra Shukla	1.70	0
	Zankarsinh K. Solanki	0	2.45
		<b>1.70</b>	<b>2.45</b>
<b>2.3</b>	<b>Directors' Sitting Fees</b>		
	Sunit J. Shah	0.3	0.6
	Yashree K. Dixit	0.3	0.6
	Ravikumar Thakkar	0.15	0
	Laxmi Jaiswal	0.15	0
	Hemang Shah	0.15	0
		<b>1.05</b>	<b>1.2</b>
<b>2.4</b>	<b>Employee Benefit Expenses</b>		
	Hiral Patel	4.2	4.2
	Neelesh Bhutara	4.9	0
	Vishal Parikh	1.57	6.12
		<b>10.67</b>	<b>4.2</b>
<b>2.5</b>	<b>Employee Benefit Expenses</b>		
	Mona Shah	0	0
	Giraben Solanki	0	1.85
	Dipali Shah	0	0
	Dhara Z. Solanki	0	0.69
		<b>0</b>	<b>2.54</b>
<b>3</b>	<b>Income</b>		
<b>3.1</b>	<b>Rent Income</b>		
	Gyscoal Enterprise Pvt. Ltd.	1.44	1.56
		<b>1.44</b>	<b>1.56</b>
<b>3.2</b>	<b>Sales Income</b>		
	Gyscoal Enterprise Pvt. Ltd.	416.73	0
		<b>416.73</b>	
	<b>Purchase Expense</b>		
	Gyscoal Enterprise Pvt. Ltd.	492.01	
		<b>492.01</b>	

3	<b>Balance outstanding</b>		
	<b>Loan payable</b>		
	Giraben Solanki	16.93	16.93
	Mona Shah	1647.6	20.9
	Viral M. Shah	0	10.93
	Zankarsinh K. Solanki	298.83	298.83
	Sampati Securities Ltd.	1766.86	2071.41
Gyscoal Enterprise Private Limited	166.76	0	
	<b>3896.98</b>	<b>2419</b>	

### 36 Compensation of Key Managerial Personnel of the Company

(In ` Lacs)

Partiulars	2022-23	2021-22
Short Term Employee Benefits	12.37	6.65
Director's Sitting Fees	1.05	1.2
Post employment benefits	0	0
Termination Benefits	0	0
Share Based Payments	0	0

36 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

37 The related party balances outstanding are routine in nature as per ordinary course of business.

### 37 Segment Informations

The Company identified one Primary reportable segment viz. Manufacturing of S.S. Products. As there is only one reportable segment, the company has not given segment information.

#### 37.1. Information about major customers

There are two customers who individually accounted for revenue more than 10% of total revenue of the company.

(In ` Lacs)

Partiulars	2022-23	2021-22
<b>Revenue from such customers</b>		
Customer attributing highest revenue	1067.98	435.2
Customer attributing second highest revenue	732.25	390.59
Customer attributing third highest revenue	0	0

### 38 Details of Loan given, Investment made and Guarantee given–pursuant section 186 (4) of the Companies Act, 2013 :

Loans given and investments made are given under the respective heads. All Loans given are to the employees of the company. There are no corporate guarantees given by the company in respect of loans as at March 31, 2023.

### 39 Corporate Social Responsibility Contribution

As the company is not covered under the provision of Section 135 of the Companies Act, 2013, details of Corporate Social Responsibility (CSR) is not required to be given.

36 Transactions with Related Parties :

(In ` Lacs)

Particulars	KMP		Relatives of KMP		Enterprises over which KMP having significant influence		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
<b>1 Liabilities</b>								
Loan taken	1,632.40	5.50	-	-	49,808.00	3,195.60	51,440.40	3,201.10
Loan Repayment	5.70	33.00	-	-	5,212.56	2,104.18	5,218.26	2,137.18
<b>2 Expenses</b>								
Interest Expense	-	-	-	-	24.07	23.44	24.07	23.44
Directors' Remuneration	1.70	2.45	-	-	-	-	1.70	2.45
Directors' Sitting Fees	1.05	1.20	-	-	-	-	1.05	1.20
Employee Benefit Expense	10.67	4.20	-	2.54	-	-	10.67	6.74
Purchase					492.01		492.01	
<b>3 Income</b>								
Rent	-	-	-	-	0.48	-	0.48	-
Sales Income					416.73		416.73	
<b>4 Outstanding Balances</b>								
<b>Liabilities</b>								
Loans Payable	298.83	309.75	1,664.52	37.83	1,933.62	2,071.41	3,896.96	2,418.99

**40** The balance confirmation from the suppliers, customers as well as to various loans or advances given have been called for, but the same are awaited till date. In view of the same, it is to be stated that the balances of receivables, trade payables as well as loans and advances have been taken as per the books of accounts and are subject to confirmation from the respective parties

**41** Certain balances of debtors ,creditors, loans and advances are non moving Since long however in view of the management same is recoverable / payable and hence no provision for the same is made in the books of accounts.

#### **42 Undisclosed Transactions**

As stated & confirmed by the Board of Directors, The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

#### **43 Benami Transactions**

As stated & confirmed by the Board of Directors ,The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

#### **44 Loan or Investment to Ultimate Beneficiaries**

As stated & Confirmed by the Board of Directors ,The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) 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
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

#### **45 Loan or Investment from Ultimate Beneficiaries**

As stated & Confirmed by the Board of Directors ,The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) 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
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

#### **46 Working Capital**

As stated and confirmed by the Board of Directors, The Company has been not been sanctioned any working capital facilities during the year under review.

#### **47 Willful Defaulter**

As stated & Confirmed by the Board of Directors ,The company has not been declared willful defaulter by the bank during the

#### **48 Transactions with Struck off Companies**

As stated & Confirmed by the Board of Directors ,The company has not under taken any transactions nor has outstanding balance with the company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

#### 49 Satisfaction of Charge

As stated & Confirmed by the Board of Directors ,The compnay does not have any pending registration or satisfaction of charges with ROC beyond the statutory period .

#### 50 Crypto Currency

As stated & Confirmed by the Board of Directors ,The Company has not traded or invested in Crypto Currency or Virtual Currency.

#### 51 Trade Receivables

In respect of Trade Receivables amounting to Rs. 2,532.35 Lakhs, the management have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables, other than specified in Note no. 11.

52 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications/disclosures.

#### Significant Accounting Policies - Note 1 to 4

**Note No. 5 to 52 forming Part of Standalone Financial Statements  
UDIN shouldn't be part of Financials Statements.**

*As per our report of even date attached*      **For and on behalf of the Board of Director**

**For, ASHOK DHARIWAL & CO.**  
*Chartered Accountants*  
Firm Reg. No. 100648W

**Mona Shah**  
*Director*  
DIN - 02343194

**Dipali Shah**  
*Director*  
DIN - 08845576

**CA Ashok Dhariwal**  
*Partner*  
Membership No. 036452  
UDIN : 23036452BGUSAT7223

**Neelesh Bhutara**  
*Chief Financial Officer*

**Hiral Patel**  
*Company Secretary*

**Viral Shah**  
*Chief Executive Officer*

**Place : Ahmedabad**  
**Date : 19-06-2023**

**Place : Ahmedabad**  
**Date : 19-06-2023**

**51 Additional Regulatory Information - Analytical Ratios**

Particulars	Numerator	31st March 2023	31st March 2022	Denominator	31st March 2023	31st March 2022	31st March 2023	31st March 2022	Variation	Reasons
Current Ratio	Current Assets	7,123.54	4,349.21	Current Liabilities	4,015.40	4,259.27	1.77	1.02	73.74%	Improvement in current ratio is due to right issue money.
Debt Equity Ratio	Borrowings	6,747.59	7,909.34	Share Holder's Equity	1,767.26	(3,145.75)	3.82	-2.51	251.86%	Improvement in Debt Equity Ratio due to issue of right shares and enhancement of profit as well.
Return on Equity (ROE):	Net Profit after Taxes	165.38	(563.21)	Average Shareholder's Equity	(689.24)	(4,080.02)	-23.99%	13.80%	-273.82%	The significant variance in ROE is due to profitability of the company and correspondence decrease in negative balance of reserves and surplus.
Inventory Turnover Ratio	Cost of Material Consumed + Changes in WIP/FG	3,831.63	1,848.94	Average Inventory	1,138.31	1,346.55	3.37	1.37	145.14%	As the company has increased the operations, the cost of material consumed is almost twice as compared to last year leading to increase in the ratio.
Trade receivable Turnover Ratio	Revenue from Operations	3,987.63	2,003.99	Average Trade Receivables	2,254.12	2,999.04	1.77	0.67	164.74%	The revenue from operations has increased approx. 200% resulting in improvement in the ratio
Trade Payable Turnover Ratio	Purchases	3,118.64	2,145.42	Average Trade Payables	1,846.37	2,273.53	1.69	0.94	78.99%	Improvement in ratio is due to increase in purchase as well as repayment of trade payable as compared to last year
Net Capital Turnover Ratio	Revenue from Operations	3,987.63	2,003.99	Working Capital	3,108.14	89.94	1.28	22.28	-94.24%	Improvement in working capital as compared to previous year and increase in operations of the company leads to lower net capital turnover ratio
Net Profit Ratio	Net Profit	165.38	(563.21)	Revenue from Operations	3,987.63	2,003.99	4.15%	-28.10%	114.76%	Optimum utilization of manufacturing capacity has lead
Return on Capital Employed	Earning Before Interest and Tax	3.85	(1,032.18)	Capital Employed	8,514.85	4,763.59	0.05%	-21.67%	100.21%	to improvement in the returns of the company
Return on Investment	Income generated from investments	5.64	8.14	Average Investments	119.10	127.13	4.73%	6.40%	-26.12%	The decrease in the ratio is due to realisation of investments



## Independent Auditor's Report

### To the Members of Shah Metacorp Limited

(Formerly known as Gyscoal Alloys Limited)

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### Qualified Opinion

We have audited the Consolidated financial statements of **Shah Metacorp Limited** ("the Parent") and its associates ("the Group") which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated financial statements including 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 Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its net profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Qualified Opinion

1. In respect of Trade Receivables amounting to Rs. 2,532.35 Lakhs, we have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables, other than specified in Note no. 11. In our opinion, the provision made is inadequate and the impact on loss and carrying value of trade receivables could not be ascertained.
2. The company has entered into a One Time Settlement ("OTS") with M.s Omkara Asset Reconstruction Private Limited ("Omkara ARC") vide letter dated 20.05.2022 for the settlement of dues of UCO Bank. As per the terms of the OTS, the entire dues of Rs. 1,775 Lakhs were to be paid by 25.09.2022. The company has defaulted in payment of OTS and as per the terms of OTS, the company is liable to pay default interest @24% per annum compounded monthly along with penal interest @2%. The company has not provided for this interest on default in payment of OTS and to that extent outstanding loan liability is understated and net profit is overstated by Rs. 265.36 Lakhs.

#### Emphasis of Matter

We draw attention to the following matters in the notes to the Consolidated Financial Statements:

- a) Note no. 14.4 in relation to right issue of 17,41,03,116 equity shares at Rs. 2.75 per share during the year.
- b) Note no. 16.3 in relation to the company's inability to utilise the said right issue proceeds to pay to Omkara ARC as the funds so received in escrow account were pending SEBI clearance for further utilisation.

- c) Note no. 5 in relation to the change of name of the company from “Gyscoal Alloys Limited” to “Shah Metacorp Limited” which is approved by SEBI with effect from July 3, 2023.
- d) Note no. 3.3 to the financial statements in respect of Company not recognizing its share of further losses of the associate and did not considering effect of accounting loss reported by the associate.

Our opinion is not modified in respect of these matters.

### Key Audit Matters

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. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How the matter was addressed in our audit
<p><b>I. <u>Revenue Recognition</u></b> As required by Ind AS 115 Revenue from sale of goods is recognized when the control of the goods has transferred to the customer and when there are no longer any unfulfilled obligations to the customer. Revenue is adjusted for estimated sales returns, discounts and other similar allowances</p> <p><b>Sales return estimation</b> As disclosed in Note 3.1 to the financial statements, revenue is recognised net of estimated sales returns. Estimation of sales returns involves significant judgement and estimates since it is dependent on various internal and external factors. Estimation of sales return amount together with the level of judgement involved make its accounting treatment a significant matter for our audit.</p>	<p>Our audit procedure included following:</p> <ul style="list-style-type: none"> <li>• Understanding the process followed by the management for the purpose of identifying and determining the amount of provision of sales returns.</li> <li>• Evaluating the data used by the management for the purpose of calculation of the provision for sales returns and checking of its arithmetical accuracy.</li> <li>• Comparison between the estimate of the provision for sales returns created in the past with subsequent actual sales returns and analysis of the nature of any deviations to corroborate the effectiveness of the management estimation process -               <ul style="list-style-type: none"> <li>- Considering the appropriateness of the Company's accounting policies regarding revenue recognition as they relate to accounting for rebates and scheme allowances.</li> </ul> </li> <li>• Testing the Company's process and controls over the calculation of discounts, rebates and customer incentives.</li> <li>• Selecting a sample on test check basis of revenue transactions and scheme circular to re-check that scheme allowance as at year end were calculated in accordance with the eligibility criteria mentioned in the relevant circulars.</li> </ul>

	<ul style="list-style-type: none"> <li>• Selecting a sample (using statistical sampling) of credit note issued to the customers during the year and verifying the same is in accordance with the scheme.</li> <li>• Evaluating the assumptions and judgements used by the Company in calculating rebates and schemes allowances, including the level of expected claims, by comparing historical trends of claims.</li> </ul>
<p>II. The Group has material uncertain tax positions including matters under dispute relating to direct tax and indirect tax which involves significant judgment to determine the possible outcome of disputes.</p> <p>Assessment of contingent liabilities disclosure requires Management to make judgments and estimates in relation to the issues and exposures. Whether the liability is Inherently uncertain, the amounts involved are potentially significant and the application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.</p>	<p>Our audit procedure included following:</p> <ul style="list-style-type: none"> <li>• We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities.</li> <li>• Obtained details of completed tax assessments and demands for the year ended March 31, 2023 from management.</li> <li>• We used our subject matter experts to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities.</li> <li>• We discussed the status and potential exposures in respect of significant litigation and claims with the Company's Management including their views on the likely outcome of each litigations, claims and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors.</li> <li>• We assessed the adequacy of disclosures made.</li> <li>• We discussed the status in respect of significant provisions with the Company's Management.</li> <li>• We performed retrospective review of management's judgements relating to accounting estimate including in the financial statement of prior year and compared with the outcome.</li> </ul>

### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report

thereon. The above-mentioned reports comprising of other information are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above-mentioned reports comprising other information and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Parent's Management is responsible for the matters stated in section 134(5) the Act with respect to the preparation of these Ind AS Consolidated Financial Statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity statement of the Group in accordance with the Accounting principles generally accepted in India, including the Accountant Standards (Ind AS) referred to in section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 (as amended). This responsibility 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 judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial control that we are operating effectively for ensuring the accuracy and completeness of accounting records relevant to the preparation and presentation of the Ind AS Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Parent's Board of Directors are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes 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 financial statements.

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

- Identify and assess the risks of material misstatement of the Consolidated 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated 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 consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 with reference to consolidated financial statements 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 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 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 purpose 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 Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and Consolidated Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Consolidated Ind AS financial statements comply with the Accounting Standards (Ind AS) referred to in section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
  - f) With respect to the adequacy of the internal finance controls with reference to consolidated financial statements of the Company and the operating effectiveness of such control, refer to our separate Report in "Annexure-B". Our report expresses modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
  - g) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules 2014, as amended in our opinion and to the best of our information and according to explanations given to us by the management, the requirements of the same are duly complied with as under:
    - i. The Group has disclosed the impact of pending litigations on its financial position in its financial statements by way of disclosure in Note no. 21 to the financial statements.
    - ii. Provision has been made in the Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
    - iv.
      - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no. 46 to the accounts, no funds (which are material either individually or in the aggregate) 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 its knowledge and belief, as disclosed in the note no. 47 to accounts, no funds (which are material either individually or in the aggregate) 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 representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Group has not declared or paid any dividend during the year and has not proposed final dividend for the year.
2. 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 according to the information and explanations given to us, the remuneration paid during the current year by the Group to its directors is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director by the Group is not in excess of the limit laid down under section 197 of the Act.

3. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor’s Report) Order, 2020 (“CARO”/ “the Order”) issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of the associate company included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the auditors in the CARO report of the said associate company included in the consolidated financial statements.

**For Ashok Dhariwal & Co.  
Chartered Accountants  
(Registration No. 100648W)**

(CA Ashok Dhariwal)

Partner

Membership No. 36452

UDIN: 23036452BGUSAT7223

**Place: Ahmedabad**

**Date: 19.06.2023**

### **Annexure – A to Independent Auditors’ Report**

Referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date

### **Report on the Internal Financial Controls with reference to Consolidated financial statements under section 143(3)(i) of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to consolidated financial statements of Shah Metacorp Limited (“the Company”) and its Associates (“the group”) as of March 31, 2023 in conjunction with our audit of the Ind AS 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 financial controls with reference to Consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”), issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, 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 Act.

### **Auditors Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Financial Statement based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to and audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system with reference to consolidated financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining and understanding of internal financial statements, 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 Ind AS 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 with reference to financial statements.



### **Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A Company's internal financial controls with reference to Consolidated Financial Statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that,

- (1) Pertain to the maintenance of records that, in reasonable details, 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 Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization 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 with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements 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 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, except the following:

- Balance Confirmations from the debtors have not been received on the year end date. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables, other than specified in Note no. 11. In our opinion, the provision made is inadequate and the impact on loss and carrying value of trade receivables could not be ascertained.

**For Ashok Dhariwal & Co.  
Chartered Accountants  
(Registration No. 100648W)**

(CA Ashok Dhariwal)  
Partner  
Membership No. 36452  
UDIN: 23036452BGUSAT7223

**Place: Ahmedabad  
Date: 19.06.2023**

## Statement on Impact of Audit Qualifications (*Consolidated*)

### Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

('in Lakhs)

I	Sr. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	3987.64	3987.64
	2	Total Expenditure	4716.69	4982.06
	3	Net Profit/(Loss)	165.37	(99.99)
	4	Earnings Per Share	0.06	(0.02)
	5	Total Assets	12040.26	12040.26
	6	Total Liabilities	12040.26	12040.26
	7	Net Worth	1760.95	1495.58
	8	Any other financial item(s) (as felt appropriate by the management)	NA	NA
II	<b>Audit Qualification (each audit qualification separately):</b>  <b>a. Details of Audit Qualification:</b> 1. In respect of Trade Receivables amounting to Rs. 2,532.35 Lakhs, we have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables. In the absence of confirmations and other corroborative evidence, we are unable to comment on the extent to which such balances are recoverable and the reported Financials may have consequential impact which remains unascertained.  2. The company had entered into a One Time Settlement ("OTS") with M/s Omkara Asset Reconstruction Private Limited ("Omkara ARC") vide letter dated 20.05.2022 for the settlement of dues of UCO Bank. As per the terms of the OTS, the entire dues of Rs. 1,775 Lakhs were to be paid by 25.09.2022. The company defaulted in payment of OTS and as per the terms of OTS, the company is liable to pay default interest @24% per annum compounded monthly along with penal interest @2%. The company has not provided for this interest on default in payment of OTS and to that extent outstanding loan liability is understated and net profit is overstated Rs. 265.36 Lakhs. <b>b. Type of Audit Qualification:</b> Qualified Opinion / Disclaimer of Opinion / Adverse Opinion			

	<p><b>c. Frequency of qualification:</b> Whether appeared first time / <del>repetitive</del> / <del>since how long continuing</del></p> <p><b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></p> <ol style="list-style-type: none"> <li>1. NA</li> <li>2. The company is confident of making payment of the entire dues of Rs. 1,775 Lakhs by 30th September, 2023. As per the understanding of the company and M/s Omkara Asset Reconstruction Private Limited (ARC), there would not be any interest payment on default in payment of OTS.</li> </ol> <p><b>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</b> Not Applicable</p> <p>(i) Management's estimation on the impact of audit qualification:</p> <ol style="list-style-type: none"> <li>1. The Company is in the process of obtaining balance confirmation from Trade Receivables. The entire process would be done before 31st July, 2023.</li> <li>2. NA</li> </ol> <p>(ii) If management is unable to estimate the impact, reasons for the same:</p> <ol style="list-style-type: none"> <li>1. NA</li> <li>2. NA</li> </ol> <p>(iii) Auditors' Comments on (i) or (ii) above: Audit qualification is self explanatory.</p>
III	<p><b>Signatories:</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;"> <p><b>Viral M Shah</b> CEO</p> </div> <div style="text-align: center;"> <p><b>Neelesh Bhutara</b> CFO</p> </div> </div> <div style="display: flex; justify-content: space-between; align-items: center; margin-top: 20px;"> <div style="text-align: center;"> <p><b>Ashok Dhariwal</b> Statutory Auditor</p> </div> <div style="text-align: center;"> <p><b>Ravi Thakkar</b> Audit Committee Chairman</p> </div> </div>

**SHAH METACORP LIMITED**  
(Formerly known as GYSCOAL ALLOYS LIMITED)  
CIN: L27209GJ1999PLC036656  
**CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2023**

(In ` Lacs)

Particulars	Note No.	As at	
		March 31, 2023	March 31, 2022
<b>A ASSETS</b>			
<b>( 1 ) Non-Current Assets</b>			
a Property, Plant and Equipment	6	2,453.81	2,074.72
b Financial Assets			
Investments	7	0.26	0.26
Other Financial Assets	8.1	245.25	254.42
c Deferred Tax Asset (Net)	31	2,154.41	1,960.27
d Other Non Current Assets	9.1	69.29	64.81
<b>Total Non-Current Assets</b>		<b>4,923.02</b>	<b>4,354.48</b>
<b>( 2 ) Current Assets</b>			
a Inventories	10	781.81	1,494.80
b Financial Assets			
Trade Receivables	11	2,532.35	1,975.90
Cash and Cash Equivalents	12	2,864.11	33.28
Loans	13	3.25	2.00
Other Financial Assets	8.2	2.12	3.17
c Income Tax Assets (Net)	31	13.58	6.41
d Other Current Assets	9.2	926.33	833.66
<b>Total Current Assets</b>		<b>7,123.55</b>	<b>4,349.22</b>
<b>Total Assets</b>		<b>12,046.56</b>	<b>8,703.70</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I EQUITY</b>			
a Equity Share Capital	14	3,323.79	1,582.76
b Other Equity	15	(1,556.53)	(4,728.51)
<b>Total Equity</b>		<b>1,767.26</b>	<b>(3,145.75)</b>
<b>II LIABILITIES</b>			
<b>( 1 ) Non-Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.1	6,246.68	7,561.76
b Provisions	17.1	17.22	28.40
c Deferred Tax Liabilities (Net )	31	-	-
<b>Total Non-Current Liabilities</b>		<b>6,263.90</b>	<b>7,590.16</b>
<b>( 2 ) Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.2	500.91	347.58
<b>Trade Payables due to</b>	18		
Micro & Small Enterprises		-	-
Other than Micro & Small Enterprise		1,646.80	2,045.94
Other Financial Liabilities	19	1,643.25	1,643.48
b Other Current Liabilities	20	223.38	215.35
c Provisions	17.2	1.06	6.92
d Current Tax Liabilities (Net)	31	-	-
<b>Total Current Liabilities</b>		<b>4,015.40</b>	<b>4,259.27</b>
<b>Total Equity and Liabilities</b>		<b>12,046.56</b>	<b>8,703.70</b>

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board Directors

**For, ASHOK DHARIWAL & CO.**

Chartered Accountants  
Firm Reg. No. 100648W

**Mona Shah**  
Director  
DIN - 02343194

**Dipali Shah**  
Director  
DIN - 08845576

**CA Ashok Dhariwal**

Partner  
Membership No. 036452  
UDIN : 23036452BGUSAT7223

**Neelesh Bhutara**  
Chief Financial Officer

**Hiral Patel**  
Company Secretary

**Viral Shah**  
Chief Executive Officer

Place : Ahmedabad  
Date : 19.06.2023

Place : Ahmedabad  
Date : 19.06.2023

**SHAH METACORP LIMITED**  
(Formerly known as GYSCOAL ALLOYS LIMITED)  
CIN: L27209GJ1999PLC036656

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(In ` Lacs)

Particulars	Note No.	For the Year Ended	
		March 31, 2023	March 31, 2022
I Revenue from Operations	22	3,987.63	2,003.99
II Other Income	23	700.29	288.39
<b>III Total Income ( I + II )</b>		<b>4,687.92</b>	<b>2,292.38</b>
<b>IV Expenses</b>			
a Cost of Materials Consumed	24	3,813.74	1,901.78
b Purchase of Stock-in-Trade		-	-
c Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	25	17.89	(52.84)
e Employees Benefit Cost	26	103.95	262.48
f Finance Cost	27	32.61	54.03
g Depreciation and Amortisation Expenses	28	291.89	366.99
h Other Expenses	29	456.62	846.15
<b>Total Expenses</b>		<b>4,716.70</b>	<b>3,378.59</b>
<b>V (Loss) before exceptional items and tax (III - IV)</b>		<b>(28.76)</b>	<b>(1,086.21)</b>
VI Exceptional Items (Refer Note no 16.3.1)	16.3.1	-	1,122.85
<b>VII Profit before tax (V - VI)</b>		<b>(28.76)</b>	<b>36.64</b>
<b>VIII Tax Expenses</b>	31		
a Current Tax		-	-
b Deferred Tax		194.14	606.16
c Adjustment of Earlier Year Tax		-	(6.31)
		<b>194.14</b>	<b>599.85</b>
<b>IX (Loss) after Tax (VII - VIII)</b>		<b>165.38</b>	<b>(563.21)</b>
<b>X Other Comprehensive Income</b>			
<b>A Items that will not be reclassified to profit or loss</b>			
Remeasurement of Defined Benefit Obligations		21.15	15.39
Income tax on items that will not be reclassified subsequently to profit or loss		-	(3.87)
<b>Total Comprehensive Income (IX + X)</b>		<b>186.53</b>	<b>(551.69)</b>
<b>Earning per Equity Share of face value of ` 1/- each</b>			
Basic	(In `)	0.16	(0.35)
Diluted	(In `)	0.16	(0.35)

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

**For, ASHOK DHARIWAL & CO.**

Chartered Accountants

Firm Reg. No. 100648W

**CA Ashok Dhariwal**

Partner

Membership No. 036452

UDIN : 23036452BGUSAT7223

Place : Ahmedabad

Date : 19.06.2023

For and on behalf of the Board Directors

**Mona Shah**

Director

DIN - 02343194

**Dipali Shah**

Director

DIN - 08845576

**Neelesh Bhutara**

Chief Financial Officer

**Hiral Patel**

Company Secretary

**Viral Shah**

Chief Executive Officer

Place : Ahmedabad

Date : 19.06.2023

**SHAH METACORP LIMITED**  
(Formerly known as GYSCOAL ALLOYS LIMITED)  
CIN: L27209GJ1999PLC036656

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2023**

(In ` Lacs)

Particulars	For the Year Ended	
	31.03.2023	31.03.2022
<b>(A) Cash Flow from Operating Activities :</b>		
Net Loss before Tax	(28.76)	(1,086.21)
<b>Adjustments for :</b>		
Depreciation	291.89	366.99
Interest Income	(7.99)	(13.30)
Interest expenses	30.97	47.99
Loss Allowance for Trade Receivables	-	245.35
Investment in Subsidiary Company Written off	-	-
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	21.15	15.39
<b>Operating Profit Before Working Capital Changes</b>	<b>307.27</b>	<b>(423.79)</b>
<b>Adjustments for:</b>		
Non-current/current financial and other assets	(88.17)	51.09
Decrease/(Increase) in Other Financial Assets	10.23	118.10
Decrease/(Increase) in Loans	(1.25)	10.50
Decrease/(Increase) in Other Non-Current Assets	(4.48)	64.33
Decrease/(Increase) in Other Current Assets	(92.66)	(141.83)
Trade Receivables	(556.46)	1,800.95
Inventories	712.99	(296.51)
Non-current/current financial and other liabilities/provisions	(408.38)	(3,258.11)
Increase/(Decrease) in Trade Payables	(399.14)	(455.19)
Increase/(Decrease) in Other Current Liabilities	8.02	(565.01)
Increase/(Decrease) in Other Financial Liabilities	(0.23)	(2,228.85)
Increase/(Decrease) in Short Term Provisions	(17.04)	(9.07)
<b>Cash Generated from/(used in) Operating Activities</b>	<b>(32.75)</b>	<b>(2,126.37)</b>
Direct Taxes Paid (Net)	(7.17)	(6.41)
<b>Net Cash from Operating Activities (A)</b>	<b>(39.92)</b>	<b>(2,132.78)</b>
<b>(B) Cash Flow from Investing Activity :</b>		
Purchase of property, plant and equipments	(671.07)	(1.78)
Interest Received	7.99	13.30
<b>Net Cash form Investing Activities (B)</b>	<b>(663.08)</b>	<b>11.52</b>
<b>(C) Cash Flow from Financial Activities :</b>		
Proceeds from Issue of Equity Share Capital	1,741.03	-
Proceeds from Premium on Issue of Equity Share Capital (Net of Expenses)	2,979.14	-
Proceeds /(Repayment) of Long Term Borrowings (Net)	(1,314.99)	5,022.62
Repayment of Long Term Borrowings	-	-
Proceeds /(Repayment) from Short Term Borrowings (Net)	153.33	(2,836.04)
Interest Paid	(30.97)	(47.99)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>3,527.54</b>	<b>2,138.59</b>
<b>Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)</b>	<b>2,824.54</b>	<b>17.32</b>
Add : Opening Cash & Bank Balances	33.28	15.98
<b>Closing Cash &amp; Bank Balances</b>	<b>2,857.80</b>	<b>33.28</b>

As per our report of even date attached

For and on behalf of the Board Directors

**For, ASHOK DHARIWAL & CO.**

Chartered Accountants  
Firm Reg. No. 100648W

**Mona Shah**  
Director  
DIN - 02343194

**Dipali Shah**  
Director  
DIN - 08845576

**CA Ashok Dhariwal**

Partner  
Membership No. 036452  
UDIN : 23036452BGUSAT7223

**Neelesh Bhutara**  
Chief Financial Officer

**Hiral Patel**  
Company Secretary

Place : Ahmedabad  
Date : 19.06.2023

Place : Ahmedabad  
Date : 19.06.2023

**Viral Shah**  
Chief Executive Officer

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

**A Equity Share Capital**

**(In ` Lacs)**

<b>Year to Date</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Balance at the beginning of reporting period	1,582.76	1,582.76
Changes during the year	1,741.03	0.00
<b>Balance at the end of reporting period</b>	<b>3,323.79</b>	<b>1,582.76</b>

**B Other Equity**

**(In ` Lacs)**

<b>Particulars</b>	<b>Reserves and Surplus</b>				<b>Total</b>
	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Other Comprehensive Income</b>	<b>Retained Earnings</b>	
<b>Balance as at April 01, 2022</b>	5,260.14	2,427.69	46.47	(12,462.81)	(4,728.51)
(Loss) for the year	-	-	-	165.38	165.38
Addition During the Year	2,985.45	-	-	-	2,985.45
Items of OCI for the year	-	-	-	-	-
Remeasurement of Defined Benefit Obligations	-	-	21.15	-	21.15
Income tax on items that will not be reclassified subsequently to profit or loss	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	-	-	21.15	165.38	186.53
<b>Balance as at March 31, 2023</b>	<b>8,245.59</b>	<b>2,427.69</b>	<b>67.62</b>	<b>(12,297.43)</b>	<b>(1,556.53)</b>
<b>Balance as at April 01, 2021</b>	5,260.14	7.45	34.96	(11,899.60)	(6,597.05)
(Loss) for the year	-	-	-	(563.21)	(563.21)
Items of OCI for the year	-	2,420.24	-	-	2,420.24
Remeasurement of Defined Benefit Obligations	-	-	15.39	-	15.39
Income tax on items that will not be reclassified subsequently to profit or loss	-	-	(3.87)	-	(3.87)
<b>Total Comprehensive Income for the Year</b>	-	-	11.51	(563.21)	(551.69)
<b>Balance as at March 31, 2022</b>	<b>5,260.14</b>	<b>2,427.69</b>	<b>46.47</b>	<b>(12,462.81)</b>	<b>(4,728.50 )</b>

*The accompanying notes form an integral part of the financial statements.*

*As per our audit report of even date attached*

**For and on behalf of the Board Directors**

**For, ASHOK DHARIWAL & CO.**

*Chartered Accountants  
Firm Reg. No. 100648W*

**Mona Shah**  
*Director*  
DIN - 02343194

**Dipali Shah**  
*Director*  
DIN - 08845576

**CA Ashok Dhariwal**  
*Partner*  
Membership No. 036452  
UDIN : 23036452BGUSAT7223

**Neelesh Bhutara**  
*Chief Financial Officer*

**Hiral Patel**  
*Company Secretary*

**Viral Shah**  
*Chief Executive Officer*

**Place : Ahmedabad  
Date : 19.06.2023**

**Place : Ahmedabad  
Date : 19.06.2023**



## 1 Company Information

**Shah Metacorp Limited** (Formerly known as Gyscoal Alloys Limited) (the 'Company') is a public limited Company and domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana - 382 830. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The company is engaged in the manufacturing and selling of diverse range of SS products.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2022 and authorised for issue on May 11, 2022.

## 2 Basis of Preparation and Presentation

### 2.1 Statement of Compliance

#### (i) Compliance with Indian Accounting Standards (Ind AS)

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

#### (ii) Historical Cost Convention

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities
- ii) Defined Benefit Plans - Present value of defined benefit obligations Less Plan Assets

#### (iii) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is :-

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when :-

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### (iv) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### 2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

### 2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

## 2.4 Recent Accounting Pronouncement:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies

### Ind AS 1-Presentation of Financial Statements:

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

### Ind AS 8-Accounting Policies, Changes in Accounting Estimates and Errors:

This amendment has introduced a definition of accounting estimates' and included amendments to IndAS8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

### Ind AS 12-Income Taxes:

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and off setting temporary differences.

The effective date for adoption of these amendments is annual periods beginning on or after April 1, 2023. The Group has evaluated the above amendments and there is no material impact on its standalone financial statement.

## 3 Significant Accounting Policies

### 3.1 Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

#### 3.1.1 Sale of Goods

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

#### 3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the rendering of promised services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

### 3.1.3 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

### 3.1.4 Job Work

Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

#### a Interest Income

Interest income is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

#### c Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

#### d All other Incomes are recognised and accounted for on accrual basis

## 3.2 Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 01 April 2016 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital

work-in-progress”.

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

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **3.3 Financial Instruments**

#### **3.3.1 Initial recognition**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

#### **3.3.2 Subsequent Measurement**

##### **a Non-derivative financial instruments**

##### **i Financial assets measured at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **ii Financial assets measured at fair value through other comprehensive income (FVOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **iii Financial assets measured at fair value through profit or loss (FVTPL)**

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

**iv Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. . For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**v Investment in subsidiaries, associate and joint ventures**

Investments in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

**b Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

**3.3.3 De-recognition**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

**3.3.4 Off-setting**

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

**3.4 Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

### 3.5.1 Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### 3.5.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **3.6 Impairment**

#### **3.6.1 Financial assets other than investments in subsidiary and associates**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss.

#### **3.6.2 Financial assets – investment in subsidiary and associates**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset

Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in statement of profit and loss.

#### **3.6.3 Non financial assets - Tangible assets**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### **3.7 Borrowing Costs**

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

### **3.8 Employee Benefits**

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

### **3.9 Provisions**

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### **3.10 Contingent Liability**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets are neither recognised nor disclosed in the financial statements.



### 3.12 Foreign Currency

#### a Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

#### b Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

#### c Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

### 3.13 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 3.14 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 3.15 Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

### 3.16 Lease

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective approach.

The effect of this adoption is insignificant on the profit before tax, profit for the year and earnings per share.

#### (i) As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**As a lessor**

- (ii) Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**3.17 Segment Reporting**

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

**3.18 Cash Flow Statement**

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**3.19 Events after reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

#### **4 Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive
- Provision for Loss Allowance using Expected Credit Loss Model in respect of Trade Receivables

- 5** The Change in Name of the Company from Gyscoal Alloys Limited to Shah Metacorp Limited approved by the Registrar of Companies, Ahmedabad and accordingly Certificate of Incorporation pursuant to change of name was issued on June 02, 2023 and the name got approved on both the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited with effect from July 03, 2023. Hence, Financials are published with the Shah Metacorp Limited.

**Notes Forming Part of the Consolidated Financial Statements for the Year Ended March 31, 2023**

**6 Property, Plant and Equipment**

**6.1 Property Plant and Equipment consist of :**

	(In ` Lacs)								
Particulars	Factory Land	Building - Factory	Building - Office	Furniture	Office Equipments	Plant & Machinery	Vehicles	Computers	Total
<b>Gross Carring Value</b>									
As on April 01, 2020	103.66	940.82	64.89	28.41	32.96	4,494.13	144.73	6.52	5,816.12
Additions during the year	-	-	-	-	1.86	5.09	-	0.64	7.59
Disposals during the year	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2021</b>	<b>103.66</b>	<b>940.82</b>	<b>64.89</b>	<b>28.41</b>	<b>34.82</b>	<b>4,499.22</b>	<b>144.73</b>	<b>7.16</b>	<b>5,823.71</b>
Additions during the year	-	-	-	-	1.21	1,337.89	-	-	1,339.11
Disposals during the year	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2022</b>	<b>103.66</b>	<b>940.82</b>	<b>64.89</b>	<b>28.41</b>	<b>36.03</b>	<b>5,837.11</b>	<b>144.73</b>	<b>7.16</b>	<b>7,162.82</b>
<b>Accumulated Depreciation</b>									
As on April 01, 2021	-	360.94	14.15	20.80	29.71	2,832.80	119.13	5.76	3,383.29
Depreciation charged during the year	-	55.17	2.51	1.72	2.33	301.16	3.66	0.44	366.99
Accumulated Depreciation on disposal	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2022</b>	<b>-</b>	<b>416.11</b>	<b>16.66</b>	<b>22.52</b>	<b>32.04</b>	<b>3,133.96</b>	<b>122.79</b>	<b>6.20</b>	<b>3,750.28</b>
Depreciation charged during the year	-	48.60	2.33	1.17	1.27	902.86	2.24	0.27	958.73
Accumulated Depreciation on disposal	-	-	-	-	-	-	-	-	-
<b>As on March 31, 2023</b>	<b>-</b>	<b>464.71</b>	<b>18.99</b>	<b>23.69</b>	<b>33.31</b>	<b>4,036.82</b>	<b>125.03</b>	<b>6.47</b>	<b>4,709.01</b>
<b>Net Carring Value</b>									
As on April 01, 2020	103.66	579.88	50.74	7.62	3.24	1,661.32	25.59	0.76	2,432.83
As on March 31, 2021	103.66	524.71	48.24	5.90	2.78	1,365.26	21.94	0.96	2,073.42
<b>As on March 31, 2023</b>	<b>103.66</b>	<b>476.11</b>	<b>45.90</b>	<b>4.72</b>	<b>2.72</b>	<b>1,800.29</b>	<b>19.70</b>	<b>0.69</b>	<b>2,453.81</b>

**6.1** The Company has elected to measure all its property, plant and equipment at the IGAAP carrying amount i.e. March 31, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. April 01, 2016.

**6.2** The Title deeds of Immovable Properties are in the name of the Company.

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>7</b>	<b>Investments</b>		
	<b>Investments carried at cost</b>		
	<b>In Subsidiary Company</b>		
	Equity shares - Unquoted		
	<b>In Associate</b>		
	Equity shares - Unquoted		
	Goldman Hotels & Resorts Pvt. Ltd. - fully paid-up (2600 shares of `10/- each)	0.26	0.26
	<b>Total</b>	<b>0.26</b>	<b>0.26</b>
	Aggregate amount of unquoted investments	0.26	0.26
	Aggregate amount of impairment in value of investments	-	-
	Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved in last year as it did not have operation since last many years. The total financial impact of liquidation of the said subsidiary company is `566.74 lacs		
<b>8.1</b>	<b>Non-Current Other Financial Assets (Unsecured, Considered Good)</b>		
	Security Deposits	133.54	128.45
	Fixed Deposits with the Bank having maturity more than 12 months and given as Security Deposit	111.71	125.97
	<b>Total Non-Current</b>	<b>245.25</b>	<b>254.42</b>
<b>8.2</b>	<b>Current Other Financial Assets (Unsecured, Considered Good)</b>		
	Interest Receivable	2.12	3.17
	Advance for Borrowing to be taken over by ARC	-	0.00
	<b>Total Current</b>	<b>2.12</b>	<b>3.17</b>
	<b>Total Other Financial Assets</b>	<b>247.37</b>	<b>257.59</b>
<b>9</b>	<b>Other Assets</b>		
<b>9.1</b>	<b>Non Current Assets</b>		
	Capital Advances	69.29	64.81
	<b>Unsecured consider goods</b>		
	<b>Total Non-Current</b>	<b>69.29</b>	<b>64.81</b>
<b>9.2</b>	<b>Current Assets</b>		
	<b>Unsecured consider goods</b>		
<b>a</b>	<b>Advances other than Capital Advances</b>		
	Prepaid Expenses	1.12	0.52
	Advances to Suppliers and Others	495.96	392.17
<b>b</b>	<b>Others</b>		
	Balance with Revenue Authorities	429.25	440.98
	<b>Total Current</b>	<b>926.33</b>	<b>833.66</b>
	<b>Total Other Assets</b>	<b>995.62</b>	<b>899.47</b>

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>10 Inventories</b>			
	Raw Material	221.86	916.96
	Finished Goods	559.95	577.84
	<b>Total</b>	<b>781.81</b>	<b>1,494.80</b>
<b>11 Trade Receivables</b>			
	Trade Receivable : Unsecured, Considered Good	2,532.35	1,975.90
	Trade Receivable : Unsecured, Considered Doubtful	6,454.39	6,454.39
	<b>Total</b>	<b>8,986.74</b>	<b>8,430.29</b>
	Less : Allowance for Credit Loss	6,454.39	6,454.39
	<b>Total</b>	<b>2,532.35</b>	<b>1,975.90</b>
	Dues from company where directors are interested (included above)	166.76	240.34
	The Company has used a practical expedient and analysed the recoverable amount of receivables on an individual basis by computing the expected loss allowance for financial assets based on historical credit loss experience and adjustments for forward looking information.		
	The Company has made assessment of Allowance for Credit Loss in respect of Trade Receivables for the first time. The Company has analysed its trade receivables for aging analysis and grouped them accordingly and then applied year wise percentage to calculate the amount of Allowance for Credit Loss in respect of the same. <i>(Also see Note No. 34)</i>		
<b>12 Cash and Cash Equivalents</b>			
a	Balance with Bank In Current Accounts	2,853.85	7.90
b	Cash on Hand	10.26	25.38
	<b>Total</b>	<b>2,864.11</b>	<b>33.28</b>
<b>13 Loans</b>			
	<b>Unsecured, considered good</b>		
	To employees	3.25	2.00
		-	-
	<b>Total</b>	<b>3.25</b>	<b>2.00</b>
<b>14 Equity Share Capital</b>			
<b>14.1 Authorised Capital</b>			
	50 00 00 000 Equity Shares of `1 each <sup>(1)</sup> (27 00 00 000 Equity Shares of `1 each) <sup>(2)</sup>	5,000.00	2,700.00
	<sup>(1)</sup> Represents number of shares as at March 31, 2022		
	<sup>(2)</sup> Represents number of shares as at March 31, 2021		
	<b>Issued, subscribed and fully paid-up equity Shares</b>		
	15 82 75 560 Equity shares of ` 1 each <sup>(1)</sup> ( 15 82 75 560 Equity shares of ` 1 each) <sup>(2)</sup>	3,323.79	1,582.76

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
		<b>3,323.79</b>	<b>1,582.76</b>

<sup>(1)</sup> Represents number of shares as at March 31, 2022

<sup>(2)</sup> Represents number of shares as at March 31, 2021

#### 14.2 Reconciliation of number of shares outstanding

Particulars	As at	
	March 31, 2023	March 31, 2022
At the beginning of the period	1,582.76	1,582.76
Changes during the year	1,741.03	-
At the end of the year	3,323.79	1,582.76

<sup>(1)</sup> Pursuant to shareholders' approval dated September 29, 2016, the company has sub-divided face value of equity shares of ` 10/- each into ten equity shares of ` 1/- each w.e.f. October 14, 2016 and hence the number of shares have been increased.

The Company has only one class of equity shares referred to as equity shares having a par value of ` 1. Each holder of

Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### 14.4 Details of shareholding of Promoters

Name of Shareholder	% Change in Holding	March 31, 2023		March 31, 2022	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
Viral M. Shah	-23.57%	321.41	9.67%	526.10	33.24%
Giraben K. Solanki	-4.69%	141.57	4.26%	141.57	8.94%
Sampati Securities Limited	3.50%	825.40	24.83%	337.60	21.33%
Solanki Zankarsinh Kishorsinh	-0.51%	15.49	0.47%	15.49	0.98%
Mona Viral Shah	-0.03%	5.00	0.15%	2.83	0.18%
Dipali Manish Shah	-0.09%	2.81	0.08%	2.81	0.18%
Viral M Shah Huf	0.04%	1.92	0.06%	0.35	0.02%

#### 14.5 Details of shareholders holding more than 5% shares in the Company:

Name of Shareholder	March 31, 2023		March 31, 2022	
	No. of Shares held (in Lacs)	% of Holding	No. of Shares held	% of Holding
Viral M. Shah	321.41	9.67%	526.10	33.24%
Giraben K. Solanki	141.57	4.26%	141.57	8.94%
Sampati Securities Limited	825.40	24.83%	337.60	21.33%

#### 15 Other Equity

Securities Premium	8,245.59	5,260.14
General Reserve	2,427.69	2,427.69
Retained Earnings	(12,297.43)	(12,462.81)
Other Comprehensive Income	67.62	46.47

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
	<b>Total</b>	<b>(1,556.53)</b>	<b>(4,728.51)</b>

**Discription of Reserves**

- (a) **Securities Premium** : The amount received in excess of face value of the equity shares is recognised in Securities  
(b) **General Reserve** : General Reserves are free reserves of the Company which are kept aside out of Company's profits to  
(c) **Retained Earnings** : Retained earnings are the accumulated profits earned by the Company till date, less transfer to

**15.1 Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all

Summary of Quantitative Data is given hereunder:

Particulars	31-03-2023	31-03-2022
Equity	3,323.79	1,582.76
Other Equity	(1,556.53)	(4,728.50)
<b>Total</b>	<b>1,767.26</b>	<b>(3,145.74)</b>

**16 Borrowings**

**16.1 Non Current Secured**

From Banks	-	-
From Others (Refer Note 16.2.1 & 16.3.1 below)	2,749.89	2,924.89
From Others	267.50	2,565.46
Loans from Related Parties	3,229.29	2,071.41
<b>Total Non-Current</b>	<b>6,246.68</b>	<b>7,561.76</b>

**16.1.1 Details of securities**

loans received from related parties are unsecured.

**16.1.2 Terms of repayment**

1 to 2 year	2,749.89	2,924.89
2 to 3 year	-	-
3 to 5 year	-	-
More than 5 years	6,246.68	7,561.76

**16.2 Current**

**Secured**

Working Capital Loan from Banks
 - | 0.00 |

**Unsecured**

Loan from Related Parties
 500.91 | 347.58 |

Deposits
 0.00 | 0.00 |

<b>Total Current</b>	<b>500.91</b>	<b>347.58</b>
<b>Total Borrowings</b>	<b>6,747.59</b>	<b>7,909.34</b>

**16.3.1 One Time Settlement (OTS) & Assignment of Debt**

**Debts due to UCO Bank:**

During the FY.2021-22, necessary forms for modification of the charge of M/s Omkara Assets Reconstruction Private



Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>17.1 Non current</b>			
	Provision for Employee Benefits	17.22	28.40
	<b>Total</b>	<b>17.22</b>	<b>28.40</b>
<b>17.2 Current</b>			
	Provision for Employee Benefits	1.06	6.92
	<b>Total</b>	<b>1.06</b>	<b>6.92</b>
	<b>Total Provisions</b>	<b>18.28</b>	<b>35.32</b>

## 18 Trade Payables

	Total outstanding dues of micro and small enterprises *	-	-
	Total outstanding dues of creditors other than micro and small	1,646.80	2,045.94
	<b>Total</b>	<b>1,646.80</b>	<b>2,045.94</b>

\* Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

a	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	---	---
b	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	---	---
c	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
d	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
e	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
f	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	---	---
g	Further interest remaining due and payable for earlier years	---	---

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. The information regarding Micro or Small

## 19 Other Financial Liabilities

	Current Maturities of Long-Term Debt	0.00	0.00
	Interest Accrued and Due	1,622.31	1,622.31
	Payables for Property Plant and Equipment	20.94	21.17
	<b>Total</b>	<b>1,643.25</b>	<b>1,643.48</b>

Sr. No.	Particulars	As at	
		March 31, 2023	March 31, 2022
<b>20</b>	<b>Other Current Liabilities</b>		
	Advance from Customers	193.14	190.00
	Statutory Dues	30.24	25.35
	<b>Total</b>	<b>223.38</b>	<b>215.35</b>

**21 Contingent Liabilities and commitments (To the extent not provided for)**

Contingent Liabilities	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as Debt in respect of :-		
i) Disputed Income Tax matters	203.82	203.82
ii) Disputed VAT and CST matters	16,551.17	16,199.57
<b>Total</b>	<b>16,755.53</b>	<b>16,403.39</b>

**21.1** It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending

**21.2** The Group's pending litigations comprise of claims against the Group pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

**Notes Forming Part of the Consolidated Financial Statements for the Year Ended March 31, 2023**

**11.1 Trade Receivables Ageing Schedule**

**March 31,2023**

**(Rs. in Lakhs)**

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	-	-	234.84	60.99	3.71	27.84	2,204.98	2,532.35
ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed - credit impaired	-	-	-	-	0.30	628.77	5,825.33	6,454.40
iv) Disputed - considered good	-	-	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed - credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>234.84</b>	<b>60.99</b>	<b>4.01</b>	<b>656.61</b>	<b>8,030.31</b>	<b>8,986.76</b>
Less: Provision for Doubtful Debts	-	-	-	-	-	-	-	(6,454.40)
<b>Total</b>	-	-	<b>234.84</b>	<b>60.99</b>	<b>4.01</b>	<b>656.61</b>	<b>8,030.31</b>	<b>2,532.35</b>

**March 31,2022**

**(Rs. in Lakhs)**

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	-	-	125.31	284.81	27.55	453.94	1,084.27	1,975.90
ii) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed - credit impaired	-	-	-	-	0.30	628.77	5,825.33	6,454.40
iv) Disputed - considered good	-	-	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed - credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>125.31</b>	<b>284.81</b>	<b>27.85</b>	<b>1,082.71</b>	<b>6,909.60</b>	<b>8,430.28</b>
Less: Provision for Doubtful Debts	-	-	-	-	-	-	-	(6,454.40)
<b>Total</b>	-	-	<b>125.31</b>	<b>284.81</b>	<b>27.85</b>	<b>1,082.71</b>	<b>6,909.60</b>	<b>1,975.90</b>

**Notes Forming Part of the Consolidated Financial Statements for the Year Ended March 31, 2023**

**18.1 Ageing Schedule for MSME and other Trade payables**

**March 31,2023**

**(Rs. in Lakhs)**

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	-	-	-	-	-	-
Other Trade payables	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	62.27	286.07	98.25	323.32	876.89	1,646.80
<b>Total</b>	-	<b>62.27</b>	<b>286.07</b>	<b>98.25</b>	<b>323.32</b>	<b>876.89</b>	<b>1,646.80</b>

**March 31,2022**

**(Rs. in Lakhs)**

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	-	-	-	-	-	-
Other Trade payables	-	-	-	-	-	-	-
- Disputed Dues	-	-	-	-	-	-	-
- Undisputed Dues	-	255.64	317.73	602.96	59.51	810.09	2,045.94
<b>Total</b>	-	<b>255.64</b>	<b>317.73</b>	<b>602.96</b>	<b>59.51</b>	<b>810.09</b>	<b>2,045.94</b>

**Notes Forming Part of the Consolidated Financial Statements for the Year Ended March 31, 2023**

**(In ` Lacs)**

Sr. No.	Particulars	2022-23	2021-22
<b>22</b>	<b>Revenue from operations</b>		
	Sale of Products	3,950.83	1,896.19
	Sale of Service	36.12	104.14
	Other Operating Revenues	0.68	3.66
	<b>Total</b>	<b>3,987.63</b>	<b>2,003.99</b>
<b>23</b>	<b>Other Income</b>		
	Interest from Financial Asset measured at Amortised Cost	7.99	13.30
	Interest from Financial Asset measured at FVOCI	0.00	0.00
	Dividend Income	0.00	0.00
	<b>Total</b>	<b>700.29</b>	<b>288.39</b>
<b>24</b>	<b>Cost of Material Consumed</b>		
	Imported	0.00	53.33
	Indigenous	3,813.74	1,848.45
	<b>Total</b>	<b>3,813.74</b>	<b>1,901.78</b>
<b>25</b>	<b>Changes in Inventories of Finished Goods, Stock-in-Process &amp; Stock-in-Trade</b>		
	<b>Finished Goods / Stock-in-Trade</b>		
	Inventories (at commencement)	577.84	525.00
	Inventories (at close)	559.95	577.84
	<b>Net Decrease in Inventories</b>	<b>17.89</b>	<b>(52.84)</b>
<b>26</b>	<b>Employee Benefit Cost</b>		
	Salaries and Wages	102.68	255.25
	Contribution to Provident & Other Funds	0.88	2.76
	Staff Welfare Expenses	0.39	4.47
	<b>Total</b>	<b>103.95</b>	<b>262.48</b>
<b>27</b>	<b>Finance costs</b>		
	Interest Expenses on Financial Liabilities carried at Amortized Cost	32.37	48.75
	Other Borrowing Costs	0.24	5.28
	<b>Total</b>	<b>32.61</b>	<b>54.03</b>
<b>28</b>	<b>Depreciation and Amortisation Expenses</b>		
	Depreciation on Property, Plant & Equipment	366.99	366.99
	Amortisation on Intangible Assets	0.00	0.00

Sr. No.	Particulars	2022-23	2021-22
<b>29</b>	<b>Other Expenses</b>		
	<b>MANUFACTURING EXPENSES</b>		
	Freight & Transportation Expenses	25.31	18.19
	Insurance	0.45	0.00
	Jobwork Charges	38.39	11.38
	Labour Charges	0.05	53.42
	Other Manufacturing Expenses	11.51	15.60
	Power & Fuel	216.61	257.15
	Repairs to Building	1.92	2.27
	Repairs to Machinery	0.91	0.51
	Stores & Spares	11.46	21.54
	<b>SELLING AND DISTRIBUTION EXPENSES</b>		
	Advertisement Expenses	1.14	0.69
	Other Selling & Distribution Expenses	2.41	34.39
	Packing, Clearing & Forwarding Charges	43.09	16.44
	Bad Debt Written Off	-	-
	<b>ESTABLISHMENT EXPENSES</b>		
	Charity & Donations	-	-
	Computer Expenses	0.71	1.09
	Exchange Fluctuation (Net)	-	-
	General Expenses	9.82	10.28
	Legal & Professional Fees	31.91	27.24
	Other Repairs	0.61	0.67
	Payment to Auditors	4.00	4.00
	Power & Fuel - Office	4.66	4.56
	Rate & Taxes	3.85	17.63
	Stationery & Postage Expenses	1.69	1.65
	Telephone Expenses	6.32	4.22
	Travelling Expenses	25.34	5.65
	Vehicle Expenses	10.82	9.34
	Sundry Balances Written Off	3.64	82.89
	Impairment Loss recognized / (reversed) under Expected Credit Loss Model in respect of Trade Receivables	-	245.35
	<b>Total</b>	<b>456.62</b>	<b>846.15</b>

**29.1 Payment to Auditors as :**

Statutory Audit Fees	4.00	3.00
Tax Audit Fees	-	0.50
Certification and Consultation Fees	-	0.50
<b>Total</b>	<b>4.00</b>	<b>4.00</b>

**30 Employee Benefits****30.1 Defined Contribution Plans**

Details of amount recognized as expenses during the year for the defined contribution plans.

(In ` Lacs)

Particulars	2022-23	2021-22
Contribution to Provident Funds	0.76	2.55
Contribution to ESIC	0.11	0.20
<b>Total</b>	<b>0.87</b>	<b>2.75</b>

**30.2 Defined Benefit Plan - Gratuity****Information about the characteristics of defined benefit plan**

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	15 / 26 × Salary × Past Service Years
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of Rs. 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

30.3 The company is responsible for the governance of the plan.

**30.4 Risk to the Plan**

Following are the risk to which the plan exposes the entity :

Other assumptions would have produced different results eg a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability /expenses and OCI if any .

**30.5 Reconciliation of defined benefit obligations**

(In ` Lacs)

Particulars	2022-23	2021-22
Defined benefit obligations as at beginning of the year	35.32	44.39
Current service cost	1.55	3.10
Interest cost	2.56	3.22
Actuarial Loss/(Gain) due to change in financial assumptions	(0.40)	(0.81)
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-
Actuarial Loss/(Gain) due to experience adjustment for plan liability	(20.75)	(14.58)
Benefits Paid	-	-
<b>Defined benefit obligations as at end of the year</b>	<b>18.28</b>	<b>35.32</b>

**30.6 Reconciliation of Plan Assets**

(In ` Lacs)

Particulars	2022-23	2021-22
Plan Asset as at beginning of the year	-	-
Interest Income	-	-
Return on plan assets excluding interest income	-	-
Contributions by employer	-	-
Benefits paid	-	-

**30 Employee Benefits**

Plan Asset as at end of the year	-	-
----------------------------------	---	---

**30.7 Funded Status****(In ` Lacs)**

Particulars	As at	
	March 31, 2023	March 31, 2022
Present Value of Benefit Obligation at the end of the Period	(18.28)	(35.32)
Fair Value of Plan Assets at the end of the Period	-	-
<b>Funded Status / (Deficit)</b>	<b>(18.28)</b>	<b>(35.32)</b>

**30.8 Net amount Charged to Statement of Profit and Loss for the period****(In ` Lacs)**

Particulars	March 31, 2023	March 31, 2022
Current service cost	1.55	3.10
Net Interest cost	2.56	3.22
<b>Net amount recognized Statement of Profit and Loss</b>	<b>4.11</b>	<b>6.32</b>

**30.9 Net amount Recognized to Other Comprehensive Income for the period****(In ` Lacs)**

Particulars	March 31, 2023	March 31, 2022
Actuarial (Gains)/Losses on Obligation For the Period	(21.15)	(15.39)
Return on plan assets excluding interest income	-	-
<b>Amounts recognized in Other Comprehensive Income</b>	<b>(21.15)</b>	<b>(15.39)</b>

**30.10 Actuarial Assumptions**

Particulars	March 31, 2023	March 31, 2022
Discount Rate	7.25%	7.00%
Salary Growth Rate	6.00%	6.00%
Withdrawal Rate	5.00%	5.00%



**30.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation**

31.03.2022

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	(In ` Lacs)	%	(In ` Lacs)	%
Discount Rate	+/- 1.00%	(1.60)	-9%	1.86	10%
Salary Growth Rate	+/- 1.00%	1.86	10%	(1.64)	-9%
Withdrawal rate	+/- 1.00%	0.17	1%	(0.20)	-1%

**30.12 Maturity Profile of the Defined Benefit Obligation**

Projected Benefits Payable in Future Years From the Date of

For the Year ended on March 31, 2022	(In ` Lacs)	%
01 Apr 2022 to 31 Mar 2023	1.06	5.80%
01 Apr 2023 to 31 Mar 2024	0.41	2.24%
01 Apr 2024 to 31 Mar 2025	0.41	2.24%
01 Apr 2025 to 31 Mar 2026	2.35	12.86%
01 Apr 2026 to 31 Mar 2027	0.29	1.59%
01 Apr 2027 Onwards	13.75	75.26%
	<b>18.27</b>	<b>100.00%</b>

**31 Income Tax Expense**

**31.1 Income Tax Expense in the statement of profit and loss comprises of:**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Income Tax	-	-
Related to adjustments of earlier year tax	-	(6.31)
<b>Current Income Tax</b>	<b>-</b>	<b>(6.31)</b>
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary difference	194.14	606.16
Reversal of deferred tax liability due to error in calculation of deferred tax in ICAAP	-	-
<b>Total Deferred Tax</b>	<b>194.14</b>	<b>606.16</b>
<b>Income Tax Expense / (Income)</b>	<b>194.14</b>	<b>599.85</b>

**31.2** The details of Income Tax Assets and Liabilities and Deferred Tax Liabilities as at March 31, 2023 and March 31, 2022 are as under :

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Income Tax Assets - Current	13.58	6.41
Income Tax Liabilities - Current	-	-
Deferred Tax Assets	2,154.41	1,960.27
Deferred Tax Liabilities	0.00	0.00

A reconciliation of the Income Tax Provision to the amount computed by applying the statutory income tax rate to the

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Accounting Profit Before Tax</b>	<b>(28.76)</b>	<b>(1,086.21)</b>
Normal Tax Rate	25.168%	25.168%
<b>Tax Liability on Accounting Profit</b>	<b>-</b>	<b>-</b>
<b>Current Tax Expenses : (A)</b>	<b>-</b>	<b>-</b>
<b>Relating to adjustments of earlier year taxes : (B)</b>	<b>-</b>	<b>(6.31)</b>
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary difference	194.14	606.16
Reversal of deferred tax liability due to error in calculation of deferred tax in IGAAP	0.00	-
<b>Deferred Tax Expenses / (Income) : (C)</b>	<b>194.14</b>	<b>606.16</b>
<b>Total Income Tax Expense : (A + B + C)</b>	<b>194.14</b>	<b>599.85</b>

**31 Income Tax Expense**

**31.4 Details of each type of recognized temporary differences and unused tax credits**

**(In ` Lacs)**

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>Deferred tax liability on</b>		
Property, plant and equipment	(117.07)	81.36
<b>Total Deferred tax liability</b>	<b>(117.07)</b>	<b>81.36</b>
<b>Deferred tax asset on</b>		
Impairment Loss Provision for Debtors as per ECL Model	1,624.44	1,624.44
Interest Accrued and not paid on NPA Borrowings	408.30	408.30
Provision for Gratuity	8.89	8.89
<b>Total Deferred tax asset</b>	<b>2,041.63</b>	<b>2,041.63</b>
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>(2,158.70)</b>	<b>(1,960.27)</b>

### 32 Financial Instruments

#### Disclosure of Financial Instruments by Category

As at March 31, 2023

(In ` Lacs)

Financial Instruments by categories	Referen ce Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
<b>Financial Asset</b>						
Investment	7	-	-	0.26	0.26	0.26
Other Financial Assets	8	-	-	247.37	247.37	247.37
Trade Receivables	11	-	-	2,532.35	2,532.35	2,532.35
Cash and Cash Equivalents	12	-	-	2,864.12	2,864.12	2,864.12
Loans	13	-	-	3.25	3.25	3.25
<b>Total Financial Assets</b>		-	-	<b>5,647.35</b>	<b>5,647.35</b>	<b>5,647.35</b>
<b>Financial liability</b>						
Borrowings	16	-	-	6,747.60	6,747.60	6,747.60
Trade Payables	18	-	-	1,646.80	1,646.80	1,646.80
Other Financial Liabilities	19	-	-	1,643.25	1,643.25	1,643.25
<b>Total Financial Liabilities</b>		-	-	<b>10,037.65</b>	<b>10,037.65</b>	<b>10,037.65</b>

As at March 31, 2022

(In ` Lacs)

Financial Instruments by	Referen	FVTPL	FVTOCI	Amortized	Total	Fair Value
<b>Financial Asset</b>						
Investment	7	-	-	0.26	0.26	0.26
Other Financial Assets	8	-	-	257.59	257.59	257.59
Trade Receivables	11	-	-	1,975.90	1,975.90	1,975.90
Cash and Cash Equivalents	12	-	-	33.28	33.28	33.28
Loans	13	-	-	2.00	2.00	2.00
<b>Total Financial Assets</b>		-	-	<b>2,269.03</b>	<b>2,269.03</b>	<b>2,269.03</b>
<b>Financial liability</b>						
Borrowings	16	-	-	7,909.36	7,909.36	7,909.36
Trade Payables	18	-	-	2,045.94	2,045.94	2,045.94
Other Financial Liabilities	19	-	-	1,643.46	1,643.46	1,643.46
<b>Total Financial Liabilities</b>		-	-	<b>11,598.76</b>	<b>11,598.76</b>	<b>11,598.76</b>

### 33 Fair Value Measurement of Financial Asset and Financial Liabilities

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

### 34 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

#### A Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

##### i Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

The Company's exposure to interest rate risk is as follows :

Particulars	(In ` Lacs)	
	March 31, 2023	March 31, 2022
<b>Liability</b>		
Working Capital Loan - from Banks (Including Interest Accrued thereon)	1,622.31	1,622.31
	<b>1,622.31</b>	<b>1,622.31</b>
Particulars	Impact on Profit and Loss after Tax	
	March 31, 2023	March 31, 2022
Interest Rate increase by 0.50 basis point	6.07	5.61
Interest Rate decrease by 0.50 basis point	(6.07)	(5.61)

##### ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

Particulars	Currency		March 31, 2023	March 31, 2022
<b>Financial Assets</b>				
Trade Receivables	USD	in Lacs	99.03	99.03
	EURO	in Lacs	4.62	4.62
	INR	in Lacs	8,550.98	7,883.84
<b>Financial Liabilities</b>				
Trade Creditors	USD	in Lacs	1.28	1.28
	INR	in Lacs	105.19	96.86
<b>Net Asset/(Liability)</b>				
USD in INR		in Lacs	8,032.97	7,396.54
EURO in INR		in Lacs	412.60	390.20

34 Financial Risk Management

Sensitivity Analysis

Particulars	Impact on profit / loss before tax	
	March 31, 2023	March 31, 2022
INR / USD rate changes favourably by 2%	160.66	191.09
INR / USD rate changes unfavourably by 2%	(160.66)	(191.09)
INR / EURO rate changes favourably by 2%	8.25	9.18
INR / EURO rate changes unfavourably by 2%	(8.25)	(9.18)

**B Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.

The following are the contractual maturities of financial liabilities

(In ` Lacs)					
As at March 31, 2023	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	6,747.60	500.91	2,749.89	-	6,246.68
Trade Payables	1,646.80	1,646.80	-	-	-
Other Financial Liabiliti	1,643.25	1,643.25	-	-	-
	<b>10,037.65</b>	<b>3,790.96</b>	<b>2,749.89</b>	<b>-</b>	<b>6,246.68</b>

As at March 31, 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,909.36	347.59	2,924.89	-	7,561.76
Trade Payables	2,045.94	2,045.94	-	-	-
Other Financial Liabiliti	1,643.46	1,643.46	-	-	-
	<b>11,598.76</b>	<b>4,036.99</b>	<b>2,924.89</b>	<b>-</b>	<b>7,561.76</b>

As at April 01, 2016	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
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### 34 Financial Risk Management

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis.

Credit risk arising from cash and cash equivalent and other financial assets is limited as the counterparties are banks and mainly Government companies respectively.

The Company has made assessment of Allowance for Credit Loss in respect of Trade Receivables for the first time. The Company has analysed its trade receivables for aging analysis and grouped them accordingly and then applied year wise percentage to calculate the amount of Allowance for Credit Loss in

#### **Movement in the expected Allowance for Credit Loss in respect of Trade Receivables**

(In ` Lacs)

Particulars	March 31, 2023	March 31, 2022
Balance at beginning of the year	6,454.40	6,454.40
Add: Provided during the year (net)	-	-
Less: Amounts written back	-	-

The Company has made above provision and the same has been charged to statement of profit and loss under the head of Other Expenses.

The maximum exposure to the credit risk at the reporting date from trade receivables after the provision of Allowance for Credit Loss is as under :

(In ` Lacs)

Particulars	March 31, 2023	March 31, 2022
Trade Receivable	2,532.35	1,975.90

**Notes Forming Part of the Consolidated Financial Statements for the Year Ended March 31, 2023**

**36 Transactions with Related Parties :**

Particulars	(In ` Lacs)							
	KMP		Relatives of KMP		Enterprises over which		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
<b>1 Liabilities</b>								
Loan taken	1,632.40	5.50	-	-	49,808.00	3,195.60	51,440.40	3,201.10
Loan Repayment	5.70	33.00	-	-	5,212.56	2,104.18	5,218.26	2,137.18
<b>2 Assets</b>								
Loan Given	-	-	-	-	-	-	-	-
Directors' Remuneration	1.70	2.45	-	-	-	-	1.70	2.45
Directors' Sitting Fees	1.05	1.20	-	-	-	-	1.05	1.20
Employee Benefit Expense	10.67	10.32	-	2.54	-	-	10.67	10.32
Godown Rent	-	-	-	1.56	-	-	-	1.56
Professional fess Payment	-	-	-	-	-	-	-	-
<b>3 Income</b>								
Rent	-	-	-	-	0.48	-	0.48	-
Sales					416.73		416.73	
<b>4 Outstanding Balances</b>								
<b>Liabilities</b>								
Security Deposit	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00



**35 Earning Per Share**

Sr. No.	Particulars	Units	2022-23	2021-22
1	Net Profit	` in Lacs	186.53	(551.69)
2	Weighted Average of Equity Shares outstanding	Nos. in Lacs	1,167.98	1,582.76
3	Basic and Diluted Earning Per Share of ` 1 each	`	0.16	(0.35)

**36 Related Parties Disclosure :**

**36 List of Related Parties & Relationship:**

Sr. No.	Particulars	Name of the Related Parties
1	Associate Company	Goldmen Hotels and Resorts Pvt. Ltd. * <sup>(1)</sup>
2	Key Managerial Personnel (KMP)	Mona Shah Dipali Shah Viral M Shah (CEO) Mr. Mahendra Shukla, Executive Director (Appointed on 11.02.2023) Sunit J Shah (Resigned on 09-05-2022) Yashree Dixit (Resigned on 09-05-2022) Samir Jani (Resigned on 13-05-2022) Hemang Harshadbhai Shah (Appointed as Independent Director on 13-04-2022) Lakshmi Sikandar Jaiswal (Appointed as Independent Director on 25-05-2022) Neelesh Bhutara (Appointed as CFO on 30-07-2022) Ravi Kumar Thakkar (Appointed as Independent Director on 25-05-2022) Hiral Patel
3	Relatives of Key Managerial Personnel	Viral M. Shah Zankarsinh Solanki Sarojben M. Shah Dhara Z. Solanki
4	Enterprises over which KMP having significant influence	Sampati Securities Ltd. Gyscoal Enterprise Pvt. Ltd. Longview Financial Services Private Limited General Capital and Holding Co. Pvt. Ltd. Thalia Hydra Private Limited

**36 Disclosure of material transactions with Related Party:**

35 Earning Per Share

(In ` Lacs)

Sr. No.	Particulars	2022-23	2021-22
<b>1</b>	<b>Loan Transactions</b>		
<b>1.1</b>	<b>With KMP</b>		
	<b>Loan Taken from</b>		
	Mona Shah	1,632.40	5.50
		-	-
		<b>1,632.40</b>	<b>5.50</b>
	<b>Loan repaid to</b>		
	Mona Shah	5.70	33.00
		-	-
		<b>5.70</b>	<b>33.00</b>
<b>1.2</b>	<b>With relatives of KMP</b>		
	<b>Loan taken from</b>		
	Sampati Securities Ltd.	49,808.00	3,195.60
		<b>49,808.00</b>	<b>3,195.60</b>
	<b>Loan repaid to</b>		
	Sampati Securities Ltd.	5,212.56	2,104.18
		<b>5,212.56</b>	<b>2,104.18</b>
<b>2</b>	<b>Expenses</b>		
<b>2.1</b>	<b>Interest Expenses</b>		
	Sampati Securities Ltd.	24.07	23.44
		<b>24.07</b>	<b>23.44</b>
<b>2.2</b>	<b>Directors' Remuneration</b>		
	Mahendra Shukla	1.70	-
	Zankarsinh K. Solanki	-	2.45
		<b>1.70</b>	<b>2.45</b>
<b>2.3</b>	<b>Directors' Sitting Fees</b>		
	Sunit J. Shah	0.30	0.60
	Yashree K. Dixit	0.30	0.60
	Ravikumar Thakkar	0.15	-
	Laxmi Jaiswal	0.15	-
	Hemang Shah	0.15	-
		<b>1.05</b>	<b>1.20</b>
<b>2.4</b>	<b>Employee Benefit Expenses</b>		
	Hiral Patel	4.20	4.20
	Neelesh Bhutara	4.90	-
	Vishal Parikh	1.57	6.12
		<b>10.67</b>	<b>10.32</b>
<b>2.5</b>	<b>Employee Benefit Expenses</b>		
	Mona Shah	-	-
	Giraben Solanki	-	1.85
	Dipali Shah	-	-
	Dhara Z. Solanki	-	0.69
		<b>-</b>	<b>2.54</b>
<b>3</b>	<b>Income</b>		
<b>3.1</b>	<b>Rent Income</b>		
	Gyscoal Enterprise Pvt. Ltd.	1.44	1.56
		<b>1.44</b>	<b>1.56</b>

3.2	<b>Sales Income</b>		
	Gyscoal Enterprise Pvt. Ltd.	416.73	-
		<b>416.73</b>	
	<b>Purchase</b>		
	Gyscoal Enterprise Pvt. Ltd.	492.01	-
		<b>492.01</b>	
3	<b>Balance outstanding</b>		
	<b>Loan payable</b>		
	Giraben Solanki	16.93	16.93
	Mona Shah	1,647.60	20.90
	Viral M. Shah	-	10.93
	Zankarsinh K. Solanki	298.83	298.83
	Sampati Securities Ltd.	1,766.86	2,071.41
	Gyscoal Enterprise Pvt. Ltd.	166.76	-
	<b>3,896.98</b>	<b>2,419.00</b>	

### 36 Compensation of Key Managerial Personnel of the Company

Partiuculars	(In ` Lacs)	
	2022-23	2021-22
Short Term Employee Benefits	12.37	12.77
Director's Sitting Fees	1.05	1.20
Post employment benefits	-	-
Termination Benefits	-	-
Share Based Payments	-	-

36 The transactions with related parties are made on terms equivalent to those that prevail in arm's length

37 The related party balances outstanding are routine in nature as per ordinary course of business.

### 37 Segment Informations

37 The Company identified one Primary reportable segment viz. Manufacturing of S.S. Products. As there is only one reportable segment, the company has not given segment information.

### 37 Information about major customers

There are two customers who individually accounted for revenue more than 10% of total

Partiuculars	(In ` Lacs)	
	2022-23	2021-22
<b>Revenue from such customers</b>		
Customer attributing highest revenue	1,067.98	435.20
Customer attributing second highest revenue	732.25	390.59
Customer attributing third highest revenue	-	-
Customer attributing fourth highest revenue	0.00	0.00

### 38 Exceptional Items - Investment in Subsidiary Written off

Loans given and investments made are given under the respective heads. All Loans given ar to the employees of the company. There are no corporate guarantees given by the company in respect of loans as at March 31, 2022.

### 39 Corporate Social Responsibility Contribution

As the company is not covered under the provision of Section 135 of the Companies Act, 2013, details of Corporate Social Responsibility (CSR) is not required to be given.

40 The balance confirmation from the suppliers, customers as well as to various loans or advances given have been called for, but the same are awaited till date. In view of the same, it is to be stated that the balances of receivables, trade payables as well as loans and advances have been taken as per the books of accounts and are subject to confirmation from the respective parties.

**41** No information has been received from the Suppliers regarding their status under The Micro, Small & Medium Enterprises Development Act, 2006. Hence, disclosures, if any relating to amounts unpaid as at the balance sheet date together with interest paid or payable as per the requirement under the said Act, have not been made. However, on prima facie scrutiny, no interest has been paid to suppliers.

**42** Certain balances of debtors ,creditors, loans and advances are non moving Since long however in view of the management same is recoverable / payable and hence no provision for the same is made in the books of accounts.

**43** The Company has elected to exercise the option permitted u/s 115BAA of the Income- tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. The Company has accordingly recognized Provision for Income tax for the year ended 31st March, 2022 and re-measured its net Deferred Tax Assets and Liabilities basis the rate prescribed in the said section. The impact of this change has been recognized in the Statement of Profit and Loss for the year ended 31st March, 2022.

#### **44 Undisclosed Transactions**

As stated & confirmed by the Board of Directors, The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

#### **45 Benami Transactions**

As stated & confirmed by the Board of Directors ,The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

#### **46 Loan or Investment to Ultimate Beneficiaries**

As stated & Confirmed by the Board of Directors ,The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

#### **47 Loan or Investment from Ultimate Beneficiaries**

As stated & Confirmed by the Board of Directors ,The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

#### **Working Capital**

**48** As stated and confirmed by the Board of Directors, The Company has been not been sanctioned any working capital facilities during the year under review.

#### **Willful Defaulter**

**49** As stated & Confirmed by the Board of Directors ,The company has not been declerated willful defaulter by the bank during the year under review.

#### **Transactions with Struck off Companies**

**50** As stated & Confirmed by the Board of Directors ,The company has not under taken any transactions nor has outstanding balance with the company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

**51 Satisfaction of Charge**

As stated & Confirmed by the Board of Directors ,The compnay does not have any pending registration or satisfaction of charges with ROC beyond the statutory period .

**52 Crypto Currency**

As stated & Confirmed by the Board of Directors ,The Company has not traded or invested in Crypto Currency or Virtual Currency.

**54 Inventories**

In respect of Inventories, during the reporting period, the management has not undertaken physical verification of Inventories at periodic intervals and has not obtained any technical /market/commercial evaluation for the inventories.

**55 Trade Receivables**

In respect of Trade Receivables amounting to Rs. 8,430.29 Lakhs, the management have not received balance confirmations from the debtors. The realisability of these amounts is doubtful and company has not made any provision for Bad and Doubtful debts in respect of these receivables, other than specified in Note no. 11.

**56 The Code on Social Security, 2020**

During the previous year ended 31st March, 2021 the Central Government has published The Code on Social Security, 2020 and Industrial Relations Code, 2020 (“the Codes”) in the Gazette of India, inter alia, subsuming various existing labour and industrial laws which deals with employees related benefits including post-employment. The effective date of the code and the rules are yet to be notified. The impact of the legislative changes, if any, will be assessed and recognised post notification of the relevant provisions.

**57** Previous year’s figures have been regrouped/reclassified wherever necessary to correspond with the current year’s classifications/disclosures and to conform with the requirements of the amended Schedule III to the Companies Act, 2013 effective from 1st April 2021.

<b>Significant Accounting Policies - Note 1 to 57</b>		
<b>Note No. 6 to 57 forming Part of Consolidated Financial Statements</b>		
<i>As per our report of even date attached</i> <b>For and on behalf of the Board Directors</b>		
<b>For, ASHOK DHARIWAL &amp; CO.</b> Chartered Accountants Firm Reg. No. 100648W	<b>Mona Shah</b> Director DIN - 02343194	<b>Dipali Shah</b> Director DIN - 08845576
<b>CA Ashok Dhariwal</b> Partner Membership No. 036452 UDIN : 23036452BGUSAT7223	<b>Neelesh Bhutara</b> Chief Financial Officer	<b>Hiral Patel</b> Company Secretary
<b>Place : Ahmedabad</b> <b>Date : 19.06.2023</b>	<b>Place : Ahmedabad</b> <b>Date : 19.06.2023</b>	<b>Viral Shah</b> Chief Executive Officer

**53 Additional Regulatory Information - Analytical Ratios**

Particulars	Numerator	31st March 2023	31st March 2022	Denominator	31st March 2023	31st March 2022	31st March 2023	31st March 2022	Variation	Reasons
Current Ratio	Current Assets	7,123.55	4,349.22	Current Liabilities	4,015.40	4,259.27	1.77	1.02	73.74%	Improvement in Working Capital due to settlement of borrowings
Debt Equity Ratio	Borrowings	6,747.59	7,909.34	Share Holder's Equity	1,767.26	(3,145.75)	3.82	-2.51	-251.86%	Improvement in Debt Equity Ratio due to settlement of borrowings
Return on Equity (ROE):	Net Profit after Taxes	165.38	(563.21)	Average Shareholder's Equity	(689.24)	(4,080.02)	-23.99%	13.80%	-273.82%	Operating at a Lower capacity and high provisions as per ECL method
Inventory Turnover Ratio	Cost of Material Consumed + Changes in WIP/FG	3,831.63	1,848.94	Average Inventory	1,138.31	1,346.55	3.37	1.37	145.14%	As the company has increased the operations, the cost of material consumed is almost twice as compared to last year leading to increase in the ratio.
Trade receivable Turnover Ratio	Revenue from Operations	3,987.63	2,003.99	Average Trade Receivables	2,254.12	2,999.04	1.77	0.67	164.74%	Improvement in recovery from customers
Trade Payable Turnover Ratio	Purchases	3,675.57	2,933.83	Average Trade Payables	1,846.37	2,273.53	1.99	1.29	54.27%	Improvement in Working Capital
Net Capital Turnover Ratio	Revenue from Operations	3,987.63	2,003.99	Working Capital	3,108.15	89.95	1.28	22.28	-94.24%	Improvement in working capital
Net Profit Ratio	Net Profit	165.38	(563.21)	Revenue from Operations	3,987.63	2,003.99	4.15%	-28.10%	-114.76%	Insufficient utilization of manufacturing capacity and high extra-ordinary items
Return on Capital Employed	Earning Before Interest and Tax	3.85	(1,032.18)	Capital Employed	8,514.85	4,763.59	0.05%	-21.67%	-100.21%	
Return on Investment	Income generated from investments	5.64	8.14	Average Investments	119.10	127.13	4.73%	6.40%	-26.12%	-

Note i: Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

Note ii: The Company has only unsecured loans, which do not have a predetermined Principal and Interest repayment schedule, accordingly Debt Service Coverage Ratio is not applicable.



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