



**Date:** September 04, 2023

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai-400001.

**Ref.: GALAXY BEARINGS LIMITED (Scrip Code: 526073; Scrip ID: GALXBRG)**

**Sub.: Annual Report of the Company for the Financial Year ended March 31, 2023**

Dear Sir/Madam,

The 33<sup>rd</sup> Annual General Meeting of the Company will be held on Tuesday, September 26, 2023 at 03:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

In terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company and the Notice of 33<sup>rd</sup> AGM for the Financial Year 2022-23, which is being sent through electronic mode to the Members. The Annual Report containing the Notice of 33<sup>rd</sup> Annual General Meeting is also uploaded on the Company's website at <https://www.galaxybearings.com/investor> and this is also available on the website of Link Intime India private Limited at [instavote.linkintime.co.in](http://instavote.linkintime.co.in).

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,  
For **GALAXY BEARINGS LIMITED**

**Jeel Poshiya**  
Company Secretary and Compliance Officer  
**Mem No.:** A66258

**Encl. – As Above**



**ONE OF THE FINEST LEADING  
BEARING MANUFACTURER IN INDIA  
(MAKE IN INDIA PRODUCT)**

**33<sup>rd</sup> ANNUAL  
REPORT**  
2022 - 2023



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## About Us

Galaxy Bearings started manufacturing Taper Roller Bearings & Cylindrical Roller Bearings in 1990 and so far, we have developed a variety of bearings to cater different market segments. We draw inspiration from the immense power and energy of the Sun. It is our symbol for all the values that we hold - Reliability, Strength, Quality and Energy. And just like the sun provides light and warmth to the universe, we strive to reach our customers, no matter where they are in the world and ensure that they receive highest quality product and services with punctual deliveries and for earning the warmth of business relationship based on high business morals and ethics.

## Mission Statement

To attain global best manufacturing practices and become a world class bearing manufacturer

- To provide affordable & reliable quality products to millions of customers
- To achieve excellence in service quality, reliability and customer care
- To earn the trust and confidence of all customers
- To consistently achieve high growth with the highest levels of productivity

## Vision Statement

“To become a remarkable player in the bearing industries by manufacturing & supplying bearings as per the Indian Standard & customer specific requirements to customers in India & Worldwide.”

## Company Values

- Mutual respect,
- Team work,
- Creativity,
- Excellence,
- Trust worthiness





## “Our landscape view”



*“Our biggest challenge in this new century is to take an idea that seems abstract – sustainable development – and turn it into a reality for all the world’s people”*

On our thirty-third anniversary, we extend heartfelt gratitude to our stakeholders and every member of the Galaxy Bearings Family. Your unwavering support has been instrumental in our journey. This milestone is a testament to our strong partnership and your steadfast belief in us.

The coming year will challenge us, drawing upon the lessons and experience gathered over the past three decades. Our story is one of dedication, resilience, trust, and, above all, the aspiration to run a marathon rather than a sprint.

With the determination to keep pushing forward, we look ahead to the future, inspired by our past and motivated by the endless possibilities that lie ahead.

## Quality Management System

To improve quality management system, we have adopted IATF16949 Quality system since February 2018. Your Company is also ISO 14001 and ISO 45001 Certified Company. By the process of continual improvement, we could achieve improvement in productivity, defect prevention, reduction of variation & waste in supply chain & manufacturing processes. We have set up highly sophisticated plant having SPMs with a Capability to produce Bearings along with in-house Laboratory facility to fulfil the customer's requirements.

Galaxy Bearings Limited is committed in building a quality organization with Customer satisfaction as the core focus. We provide products and services which adequately meet customer requirements thereby ensuring their satisfaction.

## Quality Policy

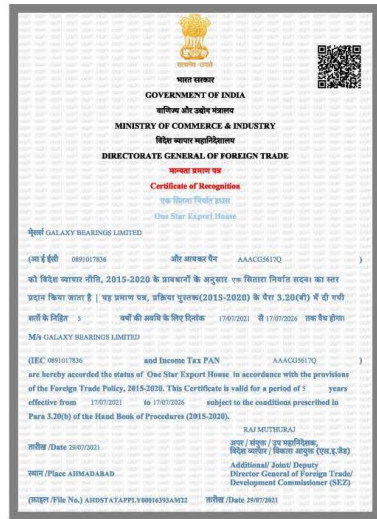
Galaxy Bearings Limited is committed to fulfil the customer's requirement by providing high quality products at the competitive rates with timely delivery.

## Quality Objectives

- To achieve customer's satisfaction.
- To provide in-time delivery.
- To control rejection.
- To control re-work
- To control cost of poor quality

## One Star Export House Certificate

There are various export promotion schemes in foreign trade and “Status Holder Certificate” is one of them. The Objective of the Export House Certificate or Status Holder Certificate is to boost export performance. As per the updates to the Foreign Trade Policy of 2015-2020, exporters are assigned status holder positions by their export performance. On the basis of our export performance, we got “ONE STAR EXPORT HOUSE” certificate.



This document has been digitally signed by PLATO BRJMAN LOBO, FTDORA AHMEDABAD on 26-JUL-2021. Validity unknown

## Product Range





## Letter to Shareholders

**Dear Shareholders,**

Greetings,

I am delighted to present the annual update for Galaxy Bearings Limited, encapsulating a year of resilience, progress, and strategic accomplishments. In the Financial Year 2022-23, your Company Galaxy Bearings Limited demonstrated a strong and resilient performance. Our business is driven by Economic, Social and Responsible practices. Our proactive approach to growth remains unwavering. We've embraced new opportunities, expanded our customer base and fortified our core business. This strategic focus positions us for sustained profitable growth in the future.

Financially, our performance has been commendable. During the Financial Year 2022-23, your Company has earned Profit Before Tax of Rs. 2163.20 Lakhs which was Rs. 1782.60 Lakhs during the financial year 2021-22. And the Profit After Tax for the reported year is Rs. 1594.61 Lakhs as compared to Rs. 1328.57 Lakhs during the financial year 2021-22. I am proud to say that Galaxy Bearings stood firm, leveraging our collective strengths and strategic acumen to overcome hurdles and chart a course towards success.

Central to our growth trajectory has been our steadfast commitment to strategic expansion and diversification. We have diligently pursued new avenues for growth, exploring untapped markets, and forging alliances that position us advantageously for the future. This approach is complemented by our unwavering focus on enhancing customer centricity, a philosophy that has enabled us to not only retain our valued clients but also expand our market share.

At the heart of our accomplishments lies our dedicated workforce, the driving force behind our achievements. Our employees have exhibited unparalleled dedication, embracing change with open arms and navigating uncertainties with unwavering determination.

To our esteemed customers, we extend our heartfelt gratitude for entrusting us with your business. Your partnership has inspired us to innovate and deliver beyond expectations, and we look forward to continued collaboration as we embark on new horizons.

Last but certainly not least, I express my deepest gratitude to you, our esteemed shareholders. Your unshakeable faith in our vision and steadfast support have been instrumental in propelling us forward. It is your trust that fuels our drive to excel and motivates us to pursue excellence in every endeavor.

As we stand on the cusp of the future, we remain resolute in our commitment to sustained growth and innovation. We understand that challenges will continue to arise, but we are confident in our ability to convert these challenges into stepping stones towards even greater accomplishments. With a legacy of achievements behind us and a horizon of opportunities ahead, we are well poised to

navigate the complexities of the business world and build a future that is as promising as it is rewarding.

In closing, I extend my warmest regards and heartfelt gratitude to each one of you. Together, we have created a legacy of success, and together, we will shape an even more remarkable future.

With sincere appreciation,

**Bharkumar Ghodasara**

Whole-Time Director,  
Galaxy Bearings Limited

## Corporate Information

### BOARD OF DIRECTORS

Bharatkumar Ghodasara	Whole-time Director
Jyotsnaben Vachhani	Chairperson & Independent Director
Shetal Gor	Non-Executive Director
Devang Gor	Non-Executive Director
Tuhina Bera	Non-Executive Director
Jitendra Shah	Independent Director
Kartikumar Patel	Additional Independent Director
Deepa Shah	Additional Independent Director
Pradeep Khetani	Independent Director

### CHIEF FINANCIAL OFFICER

Dixit Patel

### COMPANY SECRETARY

Urvashi Gandhi (upto July 08, 2022)  
 Jeel Poshia (w.e.f. August 13, 2022)

### BANKER

State Bank of India

### STATUTORY AUDITORS

M/s. J. T. Shah & Company,  
 Chartered Accountants

### SECRETARIAL AUDITORS

M/s. Jignesh Kotodiya & Co.  
 Practicing Company Secretary

### COST AUDITORS

M/s. Mitesh Suvagiya & Co.  
 Cost Accountants

### REGISTERED OFFICE

A-53/54, 5<sup>th</sup> Floor,  
 Pariseema Complex,  
 C.G. Road, Ellisbridge,  
 Ahmedabad-380006,  
 Gujarat, India.  
 Email: investor.gbl@gmail.com

Website: www.galaxybearings.com  
 Tel.: (079) 29606020

### FACTORY PREMISES

Survey No. 253,  
 National Highway No. 27  
 Shapar, Rajkot - 360024,  
 Gujarat, India.  
 Tel.: (02827) 252401/02

### CORPORATE IDENTITY NUMBER

L29120GJ1990PLC014385

### REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited  
 5<sup>th</sup> Floor, 506 to 508,  
 Amarnath Business Centre-1 (ABC-1),  
 Beside Gala Business Centre,  
 Nr. St. Xavier's College Corner,  
 Off C. G. Road, Navrangpura,  
 Ahmedabad - 380 009  
 Website: www.linkintime.co.in  
 Tel.: (079) 26465179/86/87

### BOARD COMMITTEES

#### Audit Committee

Jyotsna Sudhir Vachhani (Chairperson)  
 Jitendra Vrajlal Shah (Member)  
 Bharatkumar Keshavji Ghodasara (Member)

#### Nomination and Remuneration Committee

Jitendra Vrajlal Shah (Chairperson)  
 Jyotsna Sudhir Vachhani (Member)  
 Devang Maheshchandra Gor (Member)

#### Stakeholders' Relationship Committee

Jyotsna Sudhir Vachhani (Chairperson)  
 Jitendra Vrajlal Shah (Member)  
 Bharatkumar Keshavji Ghodasara (Member)

#### Corporate Social Responsibility Committee

Jyotsna Sudhir Vachhani (Chairperson)  
 Jitendra Vrajlal Shah (Member)  
 Bharatkumar Keshavji Ghodasara (Member)



## Notice

Notice is hereby given that the Thirty-Third Annual General Meeting of the members of Galaxy Bearings Limited (CIN: L29120GJ1990PLC014385) will be held on Tuesday, September 26, 2023 at 03:30 p.m. (IST) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of Board of Directors and Auditor’s thereon.
2. To appoint a director in place of Mr. Devang Maheshchandra Gor (DIN: 08437363), who retires by rotation and being eligible, offers his candidature for re-appointment as director of the Company.

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, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Devang Maheshchandra Gor (DIN: 08437363) as a director, who is liable to retire by rotation.”

### SPECIAL BUSINESS

3. **Appointment of Mr. Kartikkumar Vinodchandra Patel (DIN: 10118898) as an Independent Director:**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Kartikkumar Vinodchandra Patel (DIN: 10118898), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from August 10, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from August 10, 2023 upto August 09, 2028.”

**“RESOLVED FURTHER THAT**, the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

4. **Appointment of Mrs. Deepa Shah (DIN: 10119678) as an Independent Director:**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mrs. Deepa Shah (DIN: 10119678), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from August 10, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from August 10, 2023 upto August 09, 2028.”

**“RESOLVED FURTHER THAT**, the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

5. **Re-appointment of Mr. Bharatkumar Ghodasara (DIN: 00032054) as a Whole-time Director 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 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of shareholders be and is hereby accorded to re-appoint Mr. Bharatkumar Ghodasara (DIN: 00032054) as a Whole Time Director of the Company for a period of 3 (three) years with effect from September 01, 2023 to August 31, 2026, on the terms and conditions including remuneration as stated below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit.”

**(1) Salary:**

Rs. 1,00,000/- per month (Increment in salary per annum will be as per rules of the Company).

**(2) Perquisites:**

The aggregate value of perquisites and other benefits shall not exceed Rs. 5,00,000/- per annum.

**(3) Contribution to Provident Fund, Gratuity, Leave, Bonus etc.:**

As per the rules of the Company.

**(4) Car:** Provision of Company ‘s cars for official purpose.

**(5) Reimbursement of costs, charges, and expenses:**

The Company shall pay to or reimburse the Whole Time Director and he shall be entitled to be paid and/or to be reimbursed by the Company, all cost, charges and expenses that may have been or may be incurred by them for the purpose of or on behalf 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 Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

#### **6. Ratification of Cost Auditor’s Remuneration;**

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 provision of Section 148 of the Companies Act, 2013 (“the Act”) read with the Companies (Cost Records and Audit) Rules, 2014, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, rules or notifications of the Act including any statutory modification(s) or re-enactment thereof, for the time being in force, the board of directors of the company in their meeting held on May 27, 2023 has appointed M/s. Mitesh Suvagiya & Co. (Membership No.: 32559), Cost Accountants, Rajkot, as the Cost auditor of the Company, for the Financial Year 2023-24 and the members of the Company be and hereby ratifies the action of board of directors in respect of remuneration of cost auditor and confirms that a remuneration of Rs. 40,000/- per annum plus applicable tax and out of pocket expenses incurred by them, if any, shall be paid to the Cost Auditors.”

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorized severally to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**Date:** August 21, 2023

**Place:** Ahmedabad

By order of the Board  
**For, Galaxy Bearings Limited**

**Bharatkumar K. Ghodasara**  
Whole-Time Director  
**DIN:** 00032054

#### **Registered Office:**

A-53/54, 5<sup>th</sup> Floor,  
Pariseema Complex,  
C.G. Road, Ellisbridge,  
Ahmedabad 380006  
CIN: L29120GJ1990PLC014385  
Website: [www.galaxybearings.com](http://www.galaxybearings.com)  
E-mail: [investor.gbl@gmail.com](mailto:investor.gbl@gmail.com)  
Tel: (079)29606020

## Notes

1. The Ministry of Corporate Affairs vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 and SEBI vide its circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (MCA Circulars for General Meetings and SEBI Circulars for General Meetings are collectively referred to “MCA and SEBI Circulars for General Meetings”), permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the members at a common venue till September 30, 2023. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), MCA and SEBI Circulars for General Meetings, the AGM of the Company is being held through VC / OAVM.
2. As the AGM is being held pursuant to the MCA and SEBI Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for venue of AGM are not annexed to this Notice. However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
3. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of business under Item No. 03 to 06 is annexed to and forms part of this Notice.
4. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting 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, however, since this AGM is being held pursuant to the earlier mentioned MCA 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 Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorization etc., authorizing its representative to attend the Annual General Meeting through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Company on its Email Id. i.e. investor.gbl@gmail.com and to its RTA at instameet@linkintime.co.in
6. Registration of email ID and Bank Account details:  
In case the shareholder’s Email Id is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, the log in details for e-voting are being sent on the registered email address.  
In case Member(s) have not registered their e-mail addresses with the Company/Depositories/Registrar and Share Transfer Agent (RTA) so far, are requested to register/update their e-mail addresses in the following manner:
  - a. Members holding shares in Demat mode can get their Email ID registered by contacting their respective Depository Participant.
  - b. Members holding shares in Physical form can send request to the Company at investor.gbl@gmail.com or to RTA i.e. Link Intime India Private Limited at ahmedabad@linkintime.co.in by providing necessary details like Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN and AADHAR (self-attested scanned copy), Contact No. for registering email address.

7. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Registrar and Share Transfer Agent of the Company/ Depositories / Depository participant in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website i.e. [www.galaxybearings.com](http://www.galaxybearings.com), on the website of the Stock Exchange; BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of RTA i.e. [www.linkintime.co.in](http://www.linkintime.co.in).
8. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 21, 2023 through email on [investor.gbl@gmail.com](mailto:investor.gbl@gmail.com). The same will be replied by the Company suitably.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. Members of the Company holding shares either in physical form or in Dematerialized forms as on cut-off date i.e. September 19, 2023 will be entitled to vote on the resolutions proposed in the Notice.
13. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
14. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
15. Since the AGM will be held through VC / OAVM, the route map to the venue of AGM is not annexed with this notice.
16. Information and other Instructions relating to e-voting are as under:
  - (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the

business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Link Intime India Private Limited (LI IPL).

- (ii) The voting period begins on Saturday, September 23, 2023 at 09.00 a.m. (IST) and ends on Monday, September 25, 2023 at 5.00 p.m. (IST). The E-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 19, 2023 only shall be entitled to cast their vote either through remote e-voting or through E-voting at the AGM.
- (iii) The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through e-voting.
- (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (v) The Board of Directors of the Company has appointed Mr. Jignesh Kotadiya, Practicing Company Secretary, to scrutinize the entire e-voting process in a fair and transparent manner.
- (vi) The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company and on the website of Link Intime.
- (vii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 19, 2023.

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
1. Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>Existing IDEAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsd.com">https://eservices.nsd.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDEAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
2. Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option</li> </ul>



	<p>where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>3. Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:</p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -                     <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders holding shares in physical form shall provide Event No (230371) + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ul> <p><i>*Shareholders holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p><i>*Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</i></p> <ul style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> </ul> </li> <li>Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> </ol> <p><b>Cast your vote electronically:</b></p>

	<ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select <b>'View'</b> icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option <b>'Favour / Against'</b> (If you wish to view the entire Resolution details, click on the <b>'View Resolution'</b> file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on <b>'Submit'</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>'Yes'</b>, else to change your vote, click on <b>'No'</b> and accordingly modify your vote.</li> </ol>
Guidelines for Institutional shareholders:	Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
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: 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.*

The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company atleast 5 days prior to the date of AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Details of Directors Retiring by Rotation / Seeking Reappointment at the Meeting  
 [Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]**

Name of the Director	Devang Maheshchandra Gor
DIN	08437363
Age	51
Date of first appointment on the Board	August 10, 2019
Qualifications	Masters in Business Administration, M.D.
Experience and Expertise in specific functional areas	Having rich experience in the field of administration and management.
No. of Shares held in the Company as on March 31, 2023	100602
List of Directorships held in other Companies as on March 31, 2023	-
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	-
Remuneration proposed to be paid	-
Remuneration last drawn for FY 2022-2023 (including sitting fees & commission, if any)	-
Terms and Conditions of appointment/reappointment	-
Relationships between Directors inter-se	Spouse of Mrs. Shetal Gor and Brother-in-law of Mrs. Tuhina Bera
Number of Meetings of the Board attended during the year	4

Name of the Director	Bharatkumar Keshavji Ghodasara
DIN	00032054
Age	64
Date of first appointment on the Board	March 28, 1994
Qualifications	Bachelor of Commerce & Bachelor of Laws
Experience and Expertise in specific functional areas	Expertise in Manufacturing, Production, Marketing and Finance
No. of Shares held in the Company as on March 31, 2023	15600
List of Directorships held in other Companies as on March 31, 2023	Avni Dealings Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	-
Remuneration proposed to be paid	As per Item No. 05 in Explanatory Statement to the Notice
Remuneration last drawn for FY 2022-2023 (including sitting fees & commission, if any)	For remuneration details, please refer to the Board's Report.
Terms and Conditions of appointment/reappointment	As per Item No. 05 in Explanatory Statement to the Notice
Relationships between Directors inter-se	-
Number of Meetings of the Board attended during the year	5

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Business at Item No. 03 to 06 mentioned in the accompanying notice, should be taken as forming part of this Notice.

### **ITEM NO. 03 APPOINTMENT OF MR. KARTIKKUMAR VINODCHANDRA PATEL (DIN: 10118898) AS AN INDEPENDENT DIRECTOR**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Kartikkumar Vinodchandra Patel (DIN: 10118898), as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company, with effect from August 10, 2023 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Kartikkumar Vinodchandra Patel is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has also received a declaration of independence from Mr. Kartikkumar Vinodchandra Patel. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Kartikkumar Vinodchandra Patel fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and is thereby eligible for appointment as an Independent Director. Brief profile of Mr. Kartikkumar Vinodchandra Patel is as follows:

Mr. Kartik Kumar Vinodchandra Patel has graduated with specialization in Planning and designing in the field of manufacturing and production and has rich experience of about 27 years in Automobile Industry.

Mr. Kartik Kumar Vinodchandra Patel, being the appointee, is interested in the resolution set out at Item No. 03 of the Notice. None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Kartik Kumar Vinodchandra Patel as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 03 for approval of Members.

### **ITEM NO. 04 APPOINTMENT OF MRS. DEEPA SHAH (DIN: 10119678) AS AN INDEPENDENT DIRECTOR**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Deepa Shah (DIN: 10119678), as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company, with effect from August 10, 2023 under Section 149, 150 and 152 of the Companies Act, 2013.

Mrs. Deepa Shah is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has also received a declaration of independence from Mrs. Deepa Shah. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Deepa Shah fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and is thereby eligible for appointment as an Independent Director. Brief profile of Mrs. Deepa Shah is as follows:

Mrs. Deepa Shah has graduated with specialization in Law and Finance and has an extensive knowledge in the relevant fields.

Mrs. Deepa Shah, being the appointee, is interested in the resolution set out at Item No. 04 of the Notice. None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mrs. Deepa Shah as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 04 for approval of Members.

#### **ITEM NO. 05 RE-APPOINTMENT OF MR. BHARATKUMAR GHODASARA (DIN: 00032054) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

It is proposed to re-appoint Mr. Bharatkumar Ghodasara (DIN: 00032054) as Whole-time Director, Categorized as Executive Director of the Company, for a period of 3 (Three) years. His current appointment as a Whole-time Director of the Company was upto August 31, 2023. The Board of Directors at its Meeting held on August 21, 2023 has, subject to the approval of members, re-appointed Mr. Bharatkumar Ghodasara as Whole-time Director of the Company; not liable to retire by rotation, for a period of 3 (Three) years commencing from September 01, 2023 in accordance with the provisions of Sections 196, 197 and 203 and Schedule V of the Act. The Act also requires approval of the members of the Company for the said appointment and remuneration.

Details of Mr. Bharatkumar Ghodasara as required under the SEBI Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India, have been provided elsewhere in this Notice.

The terms of appointment of Mr. Bharatkumar Ghodasara are as under:

**(1) Salary:**

Rs. 1,00,000/- per month (Increment in salary per annum will be as per rules of the Company).

**(2) Perquisites:**

The aggregate value of perquisites and other benefits shall not exceed Rs. 5,00,000/- per annum.



**(3) Contribution to Provident Fund, Gratuity, Leave, Bonus etc.:**

As per the rules of the Company.

**(4) Car:**

Provision of Company 's cars for official purpose.

**(5) Reimbursement of costs, charges, and expenses:**

The Company shall pay to or reimburse the Whole Time Director and he shall be entitled to be paid and/or to be reimbursed by the Company, all cost, charges and expenses that may have been or may be incurred by them for the purpose of or on behalf of the Company.”

Mr. Bharatkumar Ghodasara (DIN: 00032054) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In view of the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Board recommends to pass ordinary resolution as set out at item no. 5 of the accompanying Notice for the approval of the Members.

Except for Mr. Bharatkumar Ghodasara, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice.

**ITEM NO. 06 RATIFICATION OF COST AUDITOR'S REMUNERATION**

The company is required to audit its cost records under section 148 of the Companies Act, 2013 by a cost accountant in practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of Mitesh Suvagiya & Co. (Firm Registration No. 32559), Cost Accountants, Rajkot, as the Cost Auditors of the Company; to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year 2023-24, at a remuneration of Rs. 40,000/- per annum plus applicable tax and out of pocket expenses that may be incurred, if any.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned with or interested in the said Resolution.

The Board recommends the passing of the resolution as an Ordinary Resolution as set out at Item No. 06 of the Notice.

## DIRECTORS' REPORT

To,  
 The Members of  
**Galaxy Bearings Limited**

Your directors are pleased to present the **THIRTY THIRD (33<sup>rd</sup>) ANNUAL REPORT** of the Company together with the Audited Financial Statements for the year ended March 31, 2023.

### FINANCIAL SUMMARY

(Rs.In lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Total Revenue</b>	12138.21	10569.85
<b>Total Expense</b>	9772.70	8572.60
<b>Profit / (Loss) before Interest and Depreciation</b>	<b>2365.51</b>	<b>1997.25</b>
<b>Less: Finance Cost</b>	28.22	34.22
<b>Profit/(Loss) Before Depreciation</b>	2337.29	1963.03
<b>Less: Depreciation and Amortization Expense</b>	174.09	180.43
<b>Profit / (Loss) Before Tax</b>	2163.20	1782.60
<b>Provision for taxation</b>		
<b>Less: Current Tax</b>	552.00	455.00
<b>Less: Short / (Excess) Provision of Income Tax of earlier years</b>	6.64	(5.07)
<b>Less: Deferred Tax Liability / (Assets)</b>	9.95	4.11
<b>Net Profit / (Loss) After Tax</b>	<b>1594.61</b>	<b>1328.57</b>
<b>Add/(Less): Other Comprehensive income</b>	(10.36)	(2.64)
<b>Total Comprehensive Income for the period</b>	1584.25	1325.93

**\*Footnote:** Previous year figures have been regrouped/re-classified wherever required.

### REVIEW OF OPERATIONS

During the year under review, the total revenue of the Company has increased to Rs. 12138.21 lakhs from Rs. 10569.85 Lakhs in financial year 2021-22 and the Profit After Tax has risen up to Rs. 1584.25 Lakh as against Rs. 1325.93 Lakh in the previous year.

### DIVIDEND

In order to conserve the resources, your directors do not recommend any dividend for the year under review.

### SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2023 was Rs. 318.00 Lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

### AMOUNTS TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to General Reserve of the Company. The Company earned net profit of Rs. 1594.61 Lakhs which has been transferred to surplus in the

statement of profit and loss account. Thus, total reserve and surplus stood Rs. 7127.99 Lakhs at the end of the year.

### **DEPOSITS**

During the year under review your company has not accepted or nor renewed any deposits, within the meaning of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

### **DEMATERIALISATION OF SHARES**

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As per notification issued by SEBI, transfer of shares in physical form has been stopped, with effect from April 01, 2019. The shareholders who continue to hold shares in physical form even after April 01, 2019, will not be able to lodge the shares with company / its RTA for further transfer. Such shareholders have to mandatorily convert their physical shares to demat form in order to give effect of any transfer. Only the requests for transmission and transposition of securities in physical form will be accepted by the Company / RTAs.

### **DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES**

The Company does not have any Subsidiary Company or Joint Venture Company or Associate Company during the year under review. Henceforth, the Company is not required to furnish the details of Section 129(3).

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

#### **Change in Directorate**

During the reporting year, Mr. Navinchandra Mohanlal Patel (DIN: 00016860) retired by rotation at the 32<sup>nd</sup> Annual General Meeting and Mr. Pradeep Kumar Chunilal Khetani (DIN: 01786030) stepped down as Independent Director of the Company and member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee with effect from October 18, 2022.

The Board places on record its appreciation for the leadership and invaluable contribution made by Mr. Navinchandra Mohanlal Patel (DIN: 00016860) and Mr. Pradeep Kumar Chunilal Khetani (DIN: 01786030) during their tenures.

#### **Retirement by rotation and subsequent re-appointment**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devang Maheshchandra Gor (DIN: 08437363), Non-Executive-Non-Independent Director of the Company, who is longest in the office of a director, is retiring by rotation at the ensuing annual general meeting and being eligible have offered his candidature for re-appointment.

As per the provisions of the Act, the Independent Directors are not liable to retire by rotation.

Brief resume, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee membership held in other companies of the Director proposed to be re-appointed, along with his shareholding in the Company, as stipulated under Secretarial Standard-2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing AGM.

## Change in Key Managerial Personnel

During the year, Ms. Urvashi Gandhi, Company Secretary and Compliance Officer resigned from the said position with effect from July 08, 2022. To fill the said vacancy, the Board of Directors at its meeting held on August 13, 2022, based on the recommendation of the Nomination and Remuneration Committee of the Company appointed Ms. Jeel Poshiya as the Company Secretary and Compliance Officer of the company with effect from August 13, 2022.

## INDEPENDENT DIRECTORS

The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Act, read with the Rules made thereunder and Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties with an objective independent judgment and without any external influence. List of key skills, expertise and core competencies of the Board, including the Independent Directors, forms a part of the Corporate Governance Report of this Integrated Annual Report.

## ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, 2015 the Board of Directors has undertaken an annual evaluation of its own performance, performance of its various Committees and individual Directors. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning. Directors were evaluated on aspects such as attendance and contribution at Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

- a) In preparation of the annual accounts for the financial year ended March 31, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;

- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- 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.

#### **NUMBER OF MEETINGS OF THE BOARD**

The details of the number of meetings of the Board held during the Financial Year 2022-23 forms part of the Corporate Governance Report.

#### **COMMITTEES OF THE BOARD**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following statutory Committees constituted by the Board function according to their respective Roles and defined scope:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Corporate Social Responsibility Committee
4. Stakeholders Relationship Committee

The details of the Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

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

The information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as '**Annexure - 1**'.

#### **PARTICULARS OF EMPLOYEES**

The particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, is annexed herewith as '**Annexure - 2**'.

There were no employee(s) in receipt of remuneration of Rs. 1.02 Crores or more per annum or in receipt of remuneration of Rs. 8.50 Lakhs per month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014. The particulars of employees falling under the purview of Section 197 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the afore-mentioned annexure of the Board Report.

#### **COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS**

The Company is in compliance of applicable secretarial standards issued by the Institute of Company Secretaries of India from time to time.

#### **AUDITORS**

##### ➤ **STATUTORY AUDITOR**

In terms of provisions of Section 139 of the Act, M/s. J. T. Shah & Company, Chartered Accountants (Firm Registration No.: 109616W) were re-appointed as Statutory Auditors of the Company at the 32<sup>nd</sup> Annual General Meeting (AGM) to hold office till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company.

The Report given by the Statutory Auditors on the financial statements of the Company is part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, the Auditors have not reported any fraud under Section 143(12) of the Act.

➤ **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Jignesh Kotadiya & Co., Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2022-23.

Secretarial Audit Report for the year ended March 31, 2023 as per Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as '**Annexure-3**'. It does not contain any qualification, reservation or adverse remark except for:

- (i) 100% Promoters' holding of the Company is not in dematerialized mode. As per Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to have entire promoters' holding of the Company in dematerialized mode only.

**MANAGEMENTS' REPLY**

The company has sent multiple reminders to promoters, urging them to convert their shares to dematerialized mode. Despite these warnings, promoters have not taken action. They were also informed that failure to comply may lead to difficulties in trading shares, delayed corporate actions, and limited access to information.

**ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the Company's website is available on the website of Company at [www.galaxybearings.com/investor.html](http://www.galaxybearings.com/investor.html).

**NOMINATION AND REMUNERATION POLICY**

The policy of the Company on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees under Sub section (3) of Section 178 of the Companies Act, 2013, is annexed herewith as '**Annexure - 4**'.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has established a Vigil Mechanism (Whistle Blower Policy) for Directors and Employees to report about unethical behavior, actual or suspected fraud. The mechanism provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company at [www.galaxybearings.com/investor.html](http://www.galaxybearings.com/investor.html)

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees are covered under the above policy. The said policy has been uploaded on

the internal portal of the Company for information of all employees. During the year under review, no complaints were reported to the Board.

#### **REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

#### **CORPORATE GOVERNANCE**

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's auditor confirming compliance forms an integral part of this Report as 'Annexure-5'.

#### **MANAGEMENT DISCUSSION AND ANALYSIS (MDA)**

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of SEBI (LODR) Regulations, 2015 with the Stock Exchanges is presented in a separate section, which forms a part of the Annual Report annexed as 'Annexure-6'.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY**

During the year under review, the company has not given any loans or guarantees or provided security(ies) and has not made any investments as covered under the provisions of section 186 of the Companies Act, 2013.

#### **RELATED PARTY TRANSACTIONS**

The Company has formulated a Policy on Related Party Transactions in accordance with relevant provisions of the Companies Act, 2013, and SEBI guidelines, which can be accessed on the Company's website at: [www.galaxybearings.com/investor.html](http://www.galaxybearings.com/investor.html)

Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis therefore details required to be provided in Form AOC-2 is not applicable to the Company. Necessary disclosures required under the Ind AS-24 have been made in the Notes to Financial Statements.

#### **RISK MANAGEMENT POLICY**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to the Company. The Company's future growth is linked with general economic conditions prevailing in the market. Management has taken appropriate measures for identification of risk elements related to the industry, in which the Company is engaged, and is always trying to reduce the impact of such risks.

#### **CORPORATE SOCIAL RESPONSIBILITY**

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the areas of environment sustainability, Agroforestry, Maintaining quality of soil and water. These projects are in accordance with Schedule VII of the Act and the Company's CSR policy.

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company has constituted a CSR Committee. The Annual Report on CSR activities is annexed to this Report as 'Annexure-7'. The CSR policy is available at the Company's web link i.e. [www.galaxybearings.com/investor.html](http://www.galaxybearings.com/investor.html). Further, the Company promises to continue to support social projects that are consistent with the Policy.



### **MAINTENANCE OF COST RECORDS**

The Directors of the Company to the best of their knowledge and belief state that Company has maintained adequate cost records as required to be maintained by the Company under the provisions of Section 148 of the Companies Act, 2013 read with the relevant rules made framed thereunder.

### **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal control system to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

### **LISTINGS OF SHARES**

The Equity shares of the Company are presently listed with the BSE, i.e. The Bombay Stock Exchange Limited. The Company has paid annual listing fees for the Financial Year 2023-24 to BSE.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

### **ACKNOWLEDGEMENTS**

The Directors thank the Company's employees, customers, vendors, investors and academic partners for their continuous support. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. Your directors also wish to thank its dealers, agents, suppliers, and bankers for their continued support and faith reposed in the Company.

For and on behalf of the Board of Directors  
For **Galaxy Bearings Limited**

**Date:** August 10, 2023

**Place:** Ahmedabad

**Bharatkumar Ghodasara**

Whole-time Director

DIN: 00032054

**Jyotsna Vachhani**

Director

DIN: 00535817

## ANNEXURE- 1

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

Particulars of Conservation of energy, technology absorption and foreign exchange earnings and outgo, as per Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2023.

#### A. CONSERVATION OF ENERGY

(i) the steps taken or impact on conservation of energy:

In line with the Company's commitment towards conservation of energy, Company continues with their efforts aimed at improving energy efficiency practices by:

1. Optimum usage of electricity purchased from Paschim Gujarat Vij Company Limited.
2. Improved efficiency of own generation by usage of diesel generator only for emergencies and as stand by.
3. Natural air ventilation system has been installed on all manufacturing sheds. Apart from saving in energy, a human working comfort has been achieved.
4. Creating awareness of energy saving within the organization to avoid wastage of energy.
5. The company is putting continues efforts to reduce the consumption of energy and maximum possible saving of energy.
6. Planted more trees & increased greenery around the factory sheds to reduce carbon footprint.
7. Intensified vigil on wastage/leakage control.

(ii) the steps taken by the company for utilizing alternate sources of energy: NA

(iii) the capital investment on energy conservation equipment: NA

#### B. TECHNOLOGY ABSORPTION

(i) the efforts made towards technology absorption:

The technology is indigenous and Company has fully absorbed.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:

-NA

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil

(iv) Research & Development:

a) Specific areas in which R&D carried out by the Company:

- Enhancement of in-house product testing facility
- Product enhancement

b) Benefits derived as result of the above R&D

- New Business opportunity
- Addition of esteemed customers

c) Expenditure incurred during the financial year 2022-23 was Rs. 0.49 Lakhs.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

(Rs. In lakhs)

Sr. No.	Particulars	2022-2023	2021-2022
1.	Foreign Exchange Earned	8127.17	5926.98
2.	Outgo of Foreign Exchange (Traveling Exp., Foreign Bank charges and Raw Materials & Parts Import)	165.63	64.31

For and on behalf of the Board of Directors  
 For **Galaxy Bearings Limited**

**Date:** August 10, 2023

**Place:** Ahmedabad

**Bharatkumar Ghodasara**

Whole-time Director

DIN: 00032054

**Jyotsna Vachhani**

Director

DIN: 00535817

## ANNEXURE- 2

### PARTICULARS OF EMPLOYEES

[Information as required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. The Ratio of the Remuneration of Each Director to the Median Remuneration of the Employees of the Company & Percentage Increase in Remuneration of Each Director for the Financial Year 2022-23.

Sr. No.	Director's Name	Designation	Ratio of Remuneration to median remuneration of the employees	Percentage increase in remuneration in fiscal 2023 as compared to fiscal 2022
1.	Mr. Bharatkumar Ghodasara	Whole-time Director	6.46:1	18.18%
2.	Mr. Navinchandra M. Patel	Director	NA	NA
3.	Mrs. Jyotsnaben S. Vachhani	Director	NA	NA
4.	Mr. Jitendra V. Shah	Director	NA	NA
5.	Mr. Pradeep C. Khetani	Director	NA	NA
6.	Mr. Shetal D. Gor	Director	NA	NA
7.	Mr. Tuhina R. Bera	Director	NA	NA
8.	Mr. Devang Gor	Director	NA	NA
9.	Mr. Dixit S. Patel	Chief Financial Officer	6.61:1	13.04%
10.	Ms. Urvashi Gandhi (Upto July 08, 2022)	Company Secretary	0.68:1	NA
11.	Ms. Jeel Poshiya (w.e.f. August 13, 2022)	Company Secretary	1.59:1	NA

A. The Median Remuneration of Employees (MRE) excluding Key Managerial Personnel of the Company was Rs. 1,57,817/- and Rs. 13,000/- in financial year 2022-23 and 2021-22. The increase in MRE in financial year 2022-23, as compared to financial year 2021-22, is 12.13%. For computation of median remuneration of employees, the details of employees serving the Company as on March 31, 2023 has been considered.

B. There were 124 permanent employees on the rolls of the Company as on March 31, 2023.

- C. Average increase in remuneration is 12.13% for employees other than Managerial Personnel and Managerial Personnel.
- D. Affirmation that the Remuneration is as per the Remuneration Policy of the Company:  
We hereby, affirm that remuneration paid to the Employees, Directors & Key Managerial Personnel is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors  
For **Galaxy Bearings Limited**

**Date:** August 10, 2023  
**Place:** Ahmedabad

**Bharatkumar Ghodasara**  
Whole-time Director  
DIN: 00032054

**Jyotsna Vachhani**  
Director  
DIN: 00535817

## ANNEXURE- 3

**FORM NO. MR-3**  
**Secretarial Audit Report**  
**For The Financial Year Ended On 31st March, 2023**

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

To,  
The Members,  
**GALAXY BEARINGS LIMITED**  
A-53/54, 5<sup>th</sup> Floor,  
Pariseema Complex,  
C.G. Road, Ellisbridge,  
Ahmedabad -380006.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Galaxy Bearings Limited having CIN: L29120GJ1990PLC014385 (hereinafter called "the Company") Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 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: -

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of;

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there was no reportable event during the Financial Year under review.
- (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable as the Company has not issued any shares during the year under review;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable as the Company has not issued any shares / options to directors / employees under the said regulations during the Financial Year under review;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable as the Company has not issued and listed debt securities during the Financial Year under review;
- (g) 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;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not Applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchanges during the Financial Year under review;
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable as the Company has not bought back / has proposed to buy-back any of its securities during the Financial Year under review
- (j) Other laws as applicable specifically to the Company broadly covering Product Laws, Pollution Laws, Manufacturing Laws and Safety Laws.

I have also examined compliance with the applicable clauses/Provisions of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has broadly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

- (i) 100% Promoters' holding of the Company is not in dematerialized mode. As per Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to have entire promoters' holding of the Company in dematerialized mode only.

**I further report that,** I rely on Statutory Auditor's Report in relation to the financial statements and accuracy of financial figures for Goods & Services Tax (GST), Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under Financial Statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

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 usually sent 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.

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

As per the records, the Company filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.

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

**I further report that**, during the audit period, there were no specific events/ actions having a major bearing on the affairs of the Company in pursuance of the above refereed laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed as Annexure "A" and forms an integral part of this report.

**Date:** 07<sup>th</sup> August, 2023

**Place:** Ahmedabad

**For, Jignesh Kotadiya & Co.,  
Practicing Company Secretaries**

**Jignesh Kotadiya**

Proprietor

**COP:** 19815

**ACS:** A52121

**UDIN-** A052121E000755637

## **‘Annexure - A’**

(Part of MR-3)

To,  
The Members,  
**GALAXY BEARINGS LIMITED**  
A-53/54, 5<sup>th</sup> Floor,  
Pariseema Complex,  
C.G. Road, Ellisbridge,  
Ahmedabad 380006.

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

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

**For, Jignesh Kotadiya & Co.,**  
Practicing Company Secretaries

**Date:** 07<sup>th</sup> August, 2023

**Place:** Ahmedabad

**Jignesh Kotadiya**  
Proprietor  
**COP:** 19815  
**ACS:** A52121

## ANNEXURE- 4

### NOMINATION AND REMUNERATION POLICY

#### INTRODUCTION

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 to pay equitable remuneration to the Directors, KMPs, SMPs and other employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

#### DEFINITIONS & INTERPRETATIONS

*“Board of Directors”* or *“the Board”* means the Board of Directors of *Galaxy Bearings Limited*, as constituted from time to time.

*“The Company”* wherever occur in the policy shall mean *Galaxy Bearings Limited*

*“Director”* means Director of the Company.

*“Key Managerial Personnel”* in relation to a Company means

- i. the Chief Executive Officer, or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole –time director;
- iv. Chief Financial Officer; and
- v. such other officer as may be prescribed under the Companies Act, 2013

*“Independent Director”* means a director referred to in Section 149(6) of the Companies Act, 2013 and rules framed thereunder.

*“Senior Management Personnel”* means personnel of the company who are members of its core management team excluding the Board of Directors but including Functional Heads.

*“The Committee”* means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and/or regulations.

#### CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the Nomination and Remuneration Committee of the Board. The Board has authority to reconstitute the committee from time to time.

#### ROLE OF THE COMMITTEE

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Make recommendations regarding the composition of the Board, identify independent Directors to be inducted to the Board from time to time and take steps to refresh the composition of the Board from time to time.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director’s performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Devise a policy on Board Diversity.
- Provide guidance and direction in developing and implementing the reward philosophy of the Company.

- Evaluate and approve the appointment and remuneration of senior executives, including the key managerial personnel, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programmes such as succession planning, employment agreements, severance agreements and any other benefits.
- Review progress on the Company leadership development programmes, including for promotion to the Board, employee engagement initiatives and employee surveys.
- Review and recommend to the Board the remuneration and commission to the managing and executive Directors and define the principles, guidelines and process for determining the payment of commission to non-executive Directors of the Company.

#### **REMUNERATION FOR MANAGING DIRECTOR ('MD')/ EXECUTIVE DIRECTORS ('ED')/ KEY MANAGERIAL PERSONNEL ('KMP')**

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders, if required.

- The Board, on the recommendation of the Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components: Basic Pay, Perquisites and Allowances, Stock Options, Commission (Applicable in case of Executive Directors), Retire benefits, Annual Performance Bonus.
- The Annual Plan and Objectives for Executive Directors and Senior Executives shall be reviewed by the Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

#### **REMUNERATION FOR INDEPENDENT DIRECTORS AND NON-INDEPENDENT NON-EXECUTIVE DIRECTORS**

- Independent Directors and non-independent non-executive Directors may be paid sitting fees for attending the Meetings of the Board and of Committees of which they may be members, as recommended by the Nomination and Remuneration Committee and approved by the Board.
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company; taking into consideration the challenges faced by the Company and its future growth imperatives. Remuneration paid should be reflective of the size of the Company, complexity of the sector/industry/Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the Nomination and Remuneration Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.

#### **TO OTHER EMPLOYEES**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition, the Company provides employees with certain perquisites, allowances

and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company provides retirement benefits as applicable.

- The Company may provide performance linked bonus to the rest of the employees. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

#### **APPOINTMENT CRITERIA**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **REMOVAL CRITERIA**

- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

#### **RETIREMENT CRITERIA**

- The Director, KMP and SMP shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### **POLICY REVIEW**

- The Board of Directors on its own and /or as per recommendations of Nomination and Remuneration Committee can amend this policy, as when deemed fit.



## ANNEXURE- 5

### CORPORATE GOVERNANCE REPORT

The Board of Directors present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended for the year ended March 31, 2023.

#### (1) PHILOSOPHY ON CODE OF GOVERNANCE

The Governance Philosophy of Company is embedded with ethical values and professionalism since its existence. Corporate governance is creation and enhancing long-term sustainable value for the stakeholders, through ethically driven business process.

The Company’s Code of Business Conduct, Ethical View Reporting Policy and its well-structured internal control systems which are subjected to regular review for their effectiveness, reinforces accountability and integrity of reporting and ensures transparency and fairness in dealing with the Company’s stakeholder.

The Company ensures that it evolves and follows the corporate governance guidelines and best practices and not defaulting in any trigger point. We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance as well as the leadership and governance of the Company.

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:

The Company believes that the governance process must aim at managing the affairs without undue restraints for efficient conduct of its business, so as to meet the aspirations of shareholders, employees and society at large.

#### (2) BOARD OF DIRECTORS

Composition of Directors:

The composition of the Board with regard to the number of Executive Directors, Non-Executive Directors, Independent Directors and Women Director meets the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has optimum combination of Non-Executive Directors.

#### Composition of the Board as on March 31, 2023

Category	Number of Directors
Non-Executive and Independent Directors (Including one Independent Woman Director)	02
Non-Executive Directors and Non-Independent Director (Including two Promoter Woman Director)	03
Executive Promoter Director	01

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, with regard to corporate governance.

The Company is in compliance of Regulation 26 of the SEBI LODR, i.e. none of the Directors are members in more than 10 (Ten) Committees or act as Chairperson of more than 5 (Five) committees, the committees being, Audit Committee and Stakeholders’ Relationship Committee across all public limited companies, whether listed or not in which he/she is a Director. All the Directors except Independent Directors and Whole-time Director are liable to retire by rotation.

During the year under Review, Mr. Mr. Pradeep Khetani (DIN: 01786030), Non-Executive Independent Director of the Company resigned from such directorship with effect from October 18, 2022 due to his confidential and unavoidable circumstances and there are no other material reasons for his resignation other than the one mentioned in the resignation letter.

#### Attendance of the Directors in Board Meetings and at the last AGM:

Five (5) meetings of the Board of Directors were held during the year on (1) May 21, 2022, (2) August 13, 2022, (3) November 05, 2022, (4) December 31, 2022 and (5) January 27, 2023. The requisite information as per Part A to Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations, 2015”) has been made available to the Board. The Board periodically has reviewed compliance reports of all laws applicable to the Company, and appropriate steps taken by the Company, where applicable.

#### Attendance Record

Sr. No.	Name of Director	DIN No.	Category	No. of Board Meeting entitled to attend and attended during FY 2022-23		Whether attended last AGM held on September 24, 2022	#Committee Chairmanship	#Committee Membership	Directorships in other public Company
				Held	Attended				
1	Jyotsna Vachhani	00535817	C&ID	5	5	No	2	-	-
2	Bharatkumar Ghodasara	00032054	P&WTD	5	5	Yes	-	2*	-
3	Pradeep Khetani	01786030	ID	2	2	Yes	-	1**	1
4	Jitendra Shah	01028713	ID	5	5	No	-	2	-
5	Shetal Gor	07056824	P&NED	5	4	Yes	-	-	-
6	Tuhina Bera	07063420	P&NED	5	2	Yes	-	-	-
7	Navinchandra Patel#	00016860	P&NED	2	0	No	-	-	3
8	Devang Gor	08437363	P&NED	5	4	Yes	-	-	-

*C - Chairman, P - Promoter, ID - Independent Director, WTD - Whole-Time Director and NED - Non-Executive Director # The Committees considered for the above purpose are those as specified in Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Includes memberships / chairmanships of only Audit Committee and Stakeholders’ Relationship Committee of all listed companies.*

# - Mr. Navinchandra Patel retired by rotation at the 32<sup>nd</sup> Annual General Meeting of the Company i.e. w.e.f. September 24, 2022.

\* - Mr. Bharatkumar Ghodasara was a member of Stakeholders' Relationship Committee since the beginning of the Financial year. Further, due to re-constitution of the Audit Committee, he was also elected as a member of Audit Committee with effect from November 05, 2022.

\*\* - Mr. Pradeep Khetani was a member of Audit Committee since the beginning of the financial year, however, he ceased to be a member of the said committee as he resigned from the directorship of the Company with effect from October 18, 2022.

#### **Disclosure of relationships between directors inter-se;**

The Board comprises of combination of Independent, Non-Executive and Executive Directors. Mrs. Shetal Gor is spouse of Devang Gor and Mrs. Shetal Gor & Mrs. Tuhina Bera are sisters. None of the other Directors are related to each other.

#### **Number of shares held by non-executive directors**

The numbers of shares held by the Non-Executive Directors as on March 31, 2023 are as below.

<b>Name of the Directors</b>	<b>Number of Shares held as on March 31, 2023</b>
Shetal Gor	357510
Bera Tuhina	138900
Devang Gor	100602
Jyotsna Vachhani	2600
Shah Jitendra	100

Further, the Company has not issued any convertible instruments and hence the disclosure of the same is not applicable.

#### **Details of the Familiarization Programmes**

As required under the Listing Regulations, the Independent Directors held one separate meeting on February 16, 2023. The Independent Directors discussed and reviewed the matters specified in Regulation 25(4) of the Listing Regulations. The Board has framed a Familiarization Program for the Independent Directors of the Company in order to update them with the nature of industry in which the Company operates and business model of the Company in order to familiarize them with their roles, rights, responsibilities, etc. The details of the above-mentioned Familiarization Program are uploaded on the website of the Company [www.galaxybearings.com/investor.html](http://www.galaxybearings.com/investor.html)

#### **Opinion of the Board**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. They have also given declaration under Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA). In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

#### **Skills / Expertise / Competencies of the Board of Directors**

The Board of directors of the Company comprise of eminent qualified professional members from the diverse fields, who have significant skills / expertise / competencies and thus make valuable contributions to the Board.

The collective contribution of the Board of Directors makes an overall impact which reflects in the performance of the Company.

In compliance with the Listing Regulations, the Board of Directors of the Company has identified the list of core skills / expertise / competencies of the Board of Directors in the context of the Company's business and its sector for effective functioning, which are currently available with the Board and they are enumerated as below:

- i) Experience and strong Knowledge of the Company's products, and operations carried out, policies and major risks / threats and potential opportunities and practical and technical knowledge of the industry in which the Company operates.
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- iii) Experience in developing governance practices, protecting and managing all stakeholders' interests in the Company, maintaining management accountability and building long-term effective stakeholder relationships.
- iv) Practical knowledge and experience in finance, accounting, reporting and internal controls including strong ability to assess financial impact of decision making and Management skills
- v) Innovative and new technology implementation
- vi) Technical / Professional skills and specialized knowledge in relation to Company's business
- vii) Knowledge of product, understanding of diverse business environment, changing socio-economic conditions and regulatory framework. Experience in developing long-term strategies considering the product lifecycle, to develop business consistently, profitably, competitively and in a sustainable manner.
- viii) Experience of accomplishing sales, understanding of market & consumers, contemporary marketing strategy, experience of international fashion trends, branding strategies, merchandising strategies and business promotion programmes.

While all the Board members possess the skills identified, their area of core expertise is given below:

<b>Name of Director</b>	<b>Expertise in Specific Functional Area</b>
Bharatkumar Ghodasara	Manufacturing, Bearings industry, Marketing, Management skills
Shetal Gor	Strategic planning, Finance, Control, Management skills
Tuhina Bera	Leadership, Administration, Accounting
Devang Gor	Operations, Management, Administration
Jitendra Shah	Regulatory Legal knowledge, Analytical abilities
Jyotsnaben Vachhani	Finance, Governance, Human Resource Development
Kartikkumar Patel	Planning, Designing, Manufacturing
Deepa Shah	Law, Finance, Accounting

### (3) **AUDIT COMMITTEE**

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Clause 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as applicable. During the year ended March 31, 2023, the Audit Committee met 5 times i.e. on (1) May 21, 2022, (2) August 13, 2022, (3) November 05, 2022, (4) December 23, 2022 and (5) January 27, 2023 under the Chairmanship of Mrs. Jyotsna Vachhani. Apart from the members of the Audit Committee, the Whole-time Director, the Chief Financial Officer, representatives of the statutory and internal audit firm are permanent invitees to the meeting. The composition of the committee and the attendance of its members are given below:

Name of the Directors	Designation	Category	No. of Audit Committee meeting	
			Held	Attended
Jyotsna Vachhani	Chairperson	NE&ID	5	5
Jitendra Shah	Member	NE&ID	5	5
Pradeep Khetani**	Member	NE&ID	2	2
Bharatkumar Ghodasara*	Member	ED	2	2

\* - As a consequence of the reconstitution of the Audit Committee, Mr. Bharatkumar Ghodasara was elected as a member of Audit Committee with effect from November 05, 2022.

\*\* - Mr. Pradeep Khetani was a member of Audit Committee since the beginning of the financial year, however, he ceased to be a member of the said committee as he resigned from the directorship of the Company with effect from October 18, 2022.

#### (4) NOMINATION AND REMUNERATION COMMITTEE

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Clause 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also Section 178 of the Companies Act, 2013 apart from any references made to it by the Board of Directors. During the year ended March 31, 2023 the Committee met 2 times i.e., on May 21, 2022 and August 13, 2022. The composition of the committee and the attendance of its members are given below:

Name of Directors	Designation	Category	No. of NRC meeting	
			Held	Attended
Jitendra Shah	Chairperson	NE&ID	2	2
Jyotsna Vachhani	Member	NE&ID	2	2
Pradeep Khetani**	Member	NE&ID	2	2
Devang Gor*	Member	NE&ID	-	-

\* - As a consequence of the reconstitution of the Nomination and Remuneration Committee, Mr. Devang Gor was elected as a member of Nomination and Remuneration Committee with effect from November 05, 2022.

\*\* - Mr. Pradeep Khetani was a member of Nomination and Remuneration Committee since the beginning of the financial year, however, he ceased to be a member of the said committee as he resigned from the directorship of the Company with effect from October 18, 2022.

#### (5) REMUNERATION OF DIRECTORS

None of the Non-Execute Directors are receiving any remuneration and there is no material pecuniary relationship.

##### Remuneration paid to Executive Directors

During the financial year 2022-23, Mr. Bharatkumar Ghodasara, Whole Time Director of the Company has received remuneration amounting to Rs. 11.41 Lakhs per annum, including Basic Salary, Perquisites and Contribution towards PPF. The Company has not issued stock option for any of the director including Whole-Time Director. The remuneration of Executive Directors given above is fixed components.

**(6) STAKEHOLDERS' GRIEVANCE COMMITTEE**

The Stakeholders' Relationship Committee looks into the redressal of grievances of security holders of the Company. The Company Secretary is the Compliance Officer of the Company in matters relating to shareholders, Stock Exchange, SEBI and other related regulatory matters. During the year, all the complaints received from the shareholder were resolved within due time and as soon as possible. One meeting of the Committee was held during the year on January 31, 2023.

Name of the Directors	Designation	Category	No. of SRC meeting	
			Held	Attended
Jyotsna Vachhani	Chairperson	NE&ID	1	1
Jitendra Shah	Member	NE&ID	1	1
Bharatkumar Ghodasara	Member	ED	1	1

**(7) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Board of Directors constituted a Corporate Social Responsibility Committee (CSR Committee) of the Board in terms of the requirements of Section 135 of the Companies Act, 2013 and Rules framed thereunder. The CSR Committee meetings were held on August 13, 2022 and February 16, 2023 under the Chairmanship of the Mrs. Jyotsnaben Vachhani. The name and category of Directors as Members and their attendance at the CSR Committee Meetings are detailed below:

Name of the Directors	Designation	Category	No. of CSR meeting	
			Held	Attended
Jyotsna Vachhani	Chairperson	NE&ID	2	2
Jitendra Shah	Member	NE&ID	2	2
Pradeep Khetani**	Member	NE&ID	1	1
Bharatkumar Ghodasara*	Member	ED	1	1

\* - As a consequence of the reconstitution of the Corporate Social responsibility Committee, Mr. Bharatkumar Ghodasara was elected as a member of CSR Committee with effect from November 05, 2022.

\*\* - Mr. Pradeep Khetani was a member of Audit Committee since the beginning of the financial year, however, he ceased to be a member of the said committee as he resigned from the directorship of the Company with effect from October 18, 2022.

**(8) GENERAL BODY MEETINGS**

**Location, Time, Venue of Preceding Three Annual General Meetings Held;**

AGM No.	Year	Venue	Date	Time
32 <sup>nd</sup>	2021-22	Meeting conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as per MCA and SEBI Circulars.	September 24, 2022	3:30 p.m. (IST)
31 <sup>st</sup>	2020-21	Meeting conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as per MCA and SEBI Circulars.	September 25, 2021	3:30 p.m. (IST)



30 <sup>th</sup>	2019-20	Meeting conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as per MCA and SEBI Circulars.	September 25, 2020	3:30 p.m. (IST)
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No Extra-Ordinary General Meeting was held during the year.

No special resolutions were passed through postal ballot during the year under review.

The Company has passed the following special resolution in the previous three Annual General Meeting.

Financial Year	Whether Special Resolution passed	Special Resolution
2021-22	No	Nil
2020-21	No	Nil
2019-20	No	Nil

Facility to members attending the AGM to vote through e-voting through poll was also provided. M/s. Jignesh Katodiya & Co., Practicing Company Secretary, Ahmedabad was appointed as the Scrutinizer for the purpose of scrutinizing the entire voting process and ascertaining the results.

#### (9) MEANS OF COMMUNICATION

In compliance with the requirements of Regulation 33 (2) & (3) of Listing Regulations, 2015, the Company regularly intimates unaudited quarterly results as well as audited financial results to the stock exchanges immediately after the same are approved by the Board. Further, coverage is given for the benefit of the shareholders and investors by publication of the financial results in the Western Times (English and Gujarati). The Company's results and intimations to Stock Exchanges are displayed on the Website [www.galaxybearings.com](http://www.galaxybearings.com)

Details relating the quarterly performance are disseminated to the shareholders through earnings presentation on the Company's and BSE websites. The Company has a separate e-mail Id.- [investor.gbl@gmail.com](mailto:investor.gbl@gmail.com) for investors to intimate their grievances, if any.

#### (10) GENERAL SHAREHOLDER INFORMATION

<b>Annual General Meeting</b>	Tuesday, September 26, 2023 at 3.30 PM (IST)
<b>Video Conference, If Yes, Link</b>	Yes, <a href="https://instameet.linkintime.co.in">https://instameet.linkintime.co.in</a>
<b>Financial Year</b>	April 01, 2022 to March 31, 2023
<b>Cut off for E - Voting (if any)</b>	September 19, 2023 (Tuesday)
<b>Dates of Book Closure</b>	September 20, 2023 (Wednesday) to September 26, 2023 (Tuesday)
<b>The name and address of each stock exchange(s) at which the listed entity's securities are listed</b>	BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001.
<b>Stock Code</b>	526073
<b>Demat ISIN Number for NSDL and CDSL</b>	INE020S01012

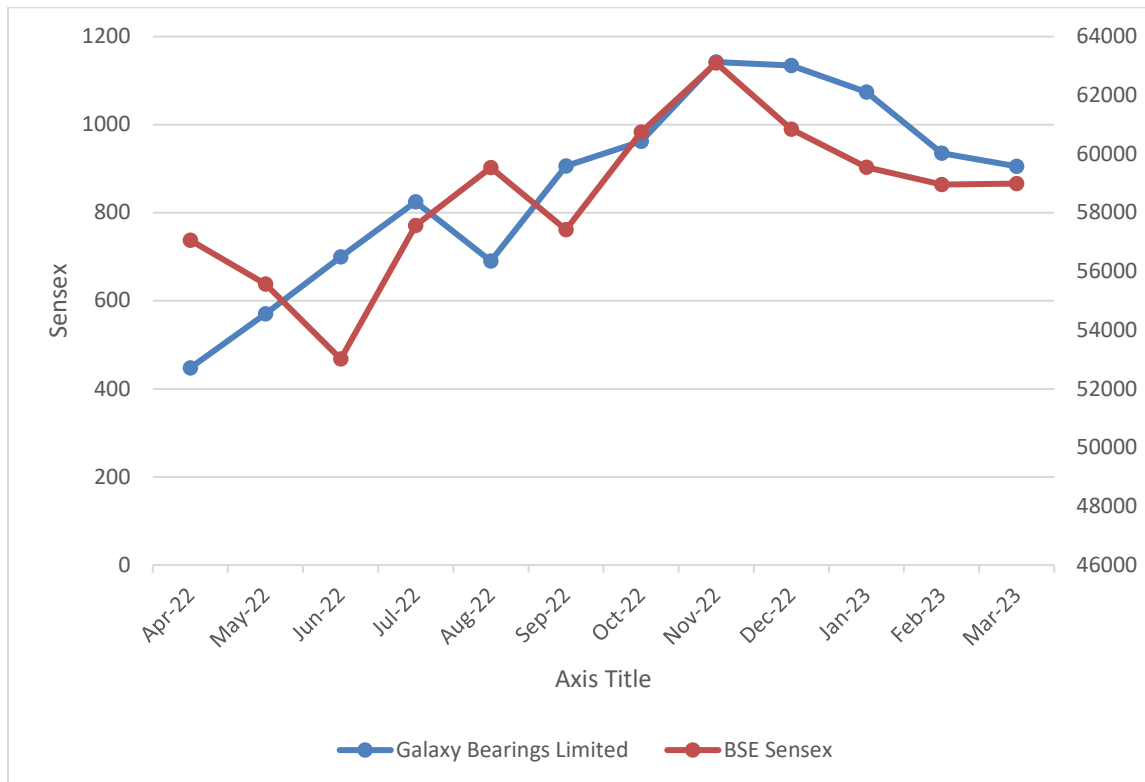
**Confirmation about payment of annual listing fee to each of such stock exchange(s);**

The Company has paid Listing Fees for the FY 2023 - 24 to the Bombay Stock Exchange, where the equity shares of the Company are listed.

**Market price data-high, low during each Month in Last Financial Year**

SR.NO.	Month - Year	High (in Rs.)	Low (in Rs.)
1	April, 2022	473.00	372.90
2	May, 2022	570.25	419.85
3	June, 2022	764.05	554.85
4	July, 2022	921.00	715.00
5	August, 2022	887.00	603.75
6	September, 2022	930.00	700.00
7	October, 2022	1298.00	882.10
8	November, 2022	1337.70	925.55
9	December, 2022	1179.95	954.75
10	January, 2023	1169.85	1052.25
11	February, 2023	1097.90	920.00
12	March, 2023	988.90	868.65

**BSE Sensex Monthly Closing Share vs. Galaxy Bearings Limited Monthly Closing Share Price**



The shares of the Company were not suspended from trading at any time during the year.

**Registrar to an Issue and Share Transfer Agents:** (For both Demat and Physical modes)  
 Link Intime India Pvt. Ltd.  
 C101, 247 Park LBS Marg, Vikroli (W),  
 Mumbai - 400 083.  
 Phone: 022-49186270, Fax: 022- 49186060  
 E-mail: rnt.helpdesk@linkintime.co.in

Link Intime India Pvt. Ltd.  
 5<sup>th</sup> Floor, 506 TO 508,  
 Amarnath Business Centre – 1 (ABC-1),  
 Beside Gala Business Centre, Nr. St. Xavier’s  
 College Corner, Off C G Road, Ellisbridge,  
 Ahmedabad - 380006.  
 Phone: 079 - 2646 5179  
 E-mail: ahmedabad@linkintime.co.in

### Share Transfer System

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within due time from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. Share Transfers are registered and returned within fifteen days from the date of lodgement, if documents are complete in all respects. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

### Distribution of shareholding:

No. of Equity Shares held	No. of Shareholders	Percentage of Shareholders	No. of Shares held	Percentage of total shares
Upto 500	10894	97.9676	877341	27.5893
501-1000	95	0.8543	73417	2.3087
1001-2000	26	0.2338	36109	1.1355
2001-3000	23	0.2068	56094	1.7640
3001-4000	8	0.0719	28823	0.9064
4001-5000	14	0.1259	66767	2.0996
5001-10000	14	0.1259	92989	2.9242
10001 and above	46	0.4137	1948460	61.2723
<b>Total</b>	<b>11120</b>	<b>100.00</b>	<b>3180000</b>	<b>100.00</b>

### Shareholding Pattern as on March 31, 2023

Category	No of equity shares held	Percentage of holding
<b>Promoters (including Foreign Promoters)</b>	1716080	53.96
<b>Public :</b>		
Individuals	1291658	40.61
Hindu Undivided Family	6066	0.19
Non Resident Indians	5973	0.19
Clearing Member	480	0.01
Independent Director	500	0.01
Bodies Corporate	133916	4.21
Institutional Shareholder	11485	0.38
Directors and their relatives (excluding independent Directors and nominee Directors)	12492	0.40
Key Managerial Personnel	1350	0.04
<b>Total</b>	<b>31,80,000</b>	<b>100</b>

**Note:** As per the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017, the number of shareholders mentioned here are consolidated on a PAN basis.

#### Dematerialization of Shares and Liquidity

As on March 31, 2023, No. 19,01,590 Equity Shares of the Company representing 59.79% of the total shares are in dematerialised form. As per agreements of the Company with NSDL and CDSL, the investors have an option to dematerialize their shares with either of the depositories.

Pursuant to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 transfer of shares from December 05, 2018 shall be in dematerialized form. Therefore, ***we are requesting you to kindly dematerialize your shares by opening an account with a Depository Participant (DP).***

It is reiterated that requests for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not directly to the Company. The Company has not issued GDR/ ADR/ Warrants or any convertibles instruments

#### Plant Locations:

Survey No. 253, National Highway No. 27  
 Village-Shapar, Dist. Rajkot - 360 024

#### Address for Correspondence:

A-53/54, 5<sup>th</sup> Floor,  
 Pariseema Complex,  
 C.G. Road, Ellisbridge,  
 Ahmedabad-380006.

**(11) OTHER DISCLOSURES**

- (a) There are no materially significant related party transactions that may have potential conflict with the interests of the Company.
  - (b) There are no instances of non-compliances by the Company. During the year no penalty, strictures etc. were imposed on the Company by M/s. BSE Limited, SEBI or any Statutory Authority relating to the capital markets for the last three years.
  - (c) The Company has a working vigil mechanism and whistle blower policy. No personnel have been denied access to the Audit Committee.
  - (d) The Company has complied with all the mandatory requirements and non-mandatory requirements have been adopted to the extent found feasible.
  - (e) The Company does not have any subsidiary.
  - (f) The policy for transactions with related party formulated by the Board of Directors is disclosed on the Company's website.
  - (g) Disclosure of commodity price risks and commodity hedging activities: Not Applicable
  - (h) The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).
  - (i) The Company has obtained a certificate from Mr. Jignesh Kotadiya, Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
  - (j) The Board of Directors has accepted all recommendations of all committees of the board which is mandatorily required, in the FY 2022-23.
  - (k) The Company has paid Rs. 2.25 lakhs to M/s. J. T. Shah and Company for the year 2022-23 as a total fee for rendering their services as a Statutory Auditor of M/s. Galaxy Bearings Limited. Further the Company does not have any subsidiaries / joint venture.
  - (l) A disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013- The Company has implemented policy for Prevention of Sexual Harassment of Women at Workplace.
    - i. Number of complaints filed during the year. NIL
    - ii. Number of complaints disposed of during the year. NIL
    - iii. Number of complaints pending as on end of financial year. NIL
- (12)** Non-Compliance of any requirement of Corporate Governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed. – NA
- (13)** The Company has complied with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46
- (14)** The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.

- i. After Declaration of quarterly/half-yearly Financials Results, the Company has been actively presenting quarterly, half-yearly financials of the Company to shareholders by submitting to Stock Exchanges and same on website of the Company.
- ii. The Company has moved towards a regime of financial statements with unmodified audit opinion.
- iii. The internal auditor reports directly to the Audit Committee.

**DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**

As required under Regulation 34(3) read with part D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that the members of Board of Directors and Senior Management Personnel of Galaxy Bearings Limited have affirmed compliance with the Code of Conduct of the Company in respect of the year ended March 31, 2023.

For and on behalf of the Board of Directors  
For **Galaxy Bearings Limited**

**Date:** August 10, 2023  
**Place:** Ahmedabad

**Bharkumar Ghodasara**  
Whole-time Director  
DIN: 00032054

**Jyotsna Vachhani**  
Director  
DIN: 00535817



**COMPLIANCE CERTIFICATE BY CHIEF FINANCIAL OFFICER (CFO)**

[As specified in Part B of Schedule II read with Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015]

To,  
The Board of Directors  
Galaxy Bearings Limited,

Dear members of the Board,

I, the undersigned, in my capacity as Chief Financial Officer of Galaxy Bearings Limited (hereinafter referred as “the Company”), to the best of my knowledge and belief certify that:

- A. I have reviewed financial statements for the year ended March 31, 2023 and that to the best of my knowledge and belief, I state that:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company’s affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2023 which is fraudulent, illegal or violative of the Company’s Code of Conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify those deficiencies.
- D. I have indicated, based on the most recent evaluation, wherever applicable, to the Auditors and the Audit Committee that:
- (i) There has not been any significant change in internal control over financial reporting during the financial year ended March 31, 2023;
  - (ii) There has not been significant changes in accounting policies during the financial year ended March 31, 2023, except to the extent, if any, disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having significant role in the Company’s internal control system over financial reporting.

For **Galaxy Bearings Limited**

**Date:** August 10, 2023  
**Place:** Ahmedabad

**Dixit S. Patel**  
Chief Financial Officer

**CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS  
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,  
2015**

To  
the Members of  
**Galaxy Bearings Limited.**

We have examined all relevant records of Galaxy Bearings Limited (the Company) for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended **31<sup>st</sup> March, 2023**. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has duly complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Date:** 03<sup>rd</sup> August, 2023  
**Place:** Ahmedabad

For, **Jignesh Kotadiya & Co.,**  
Practicing Company Secretaries

**Jignesh Kotadiya**  
Proprietor  
**COP:** 19815  
**ACS:** A52121  
**UDIN:** A052121E000736961

### 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,  
**Galaxy Bearings Limited,**  
 A-53/54, 5<sup>th</sup> Floor,  
 Pariseema Complex,  
 C.G. Road, Ellisbridge,  
 Ahmedabad-380006.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Galaxy Bearings Limited having CIN: L29120GJ1990PLC014385 and having registered office at A-53/54,5th Floor, Pariseema Complex, C.G. Road, Ellisbridge, Ahmedabad 380006, (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the 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 and the respective Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended 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.	DIN	Name of Director	Date of appointment in the Company*
1	00032054	Bharatkumar Keshavji Ghodasara	28/03/1994
2	00535817	Jyotsna Sudhir Vachhani	01/10/2014
3	01028713	JitendraVrajlal Shah	01/10/2014
4	07056824	Shetal Devang Gor	08/01/2015
5	07063420	Bera Tuhina Rimal	08/01/2015
6	08437363	Devang Maheshchandra Gor	10/08/2019

\*The date of appointment is the original date of appointment as per the MCA portal.

Ensuring the eligibility 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:** 03<sup>rd</sup> August, 2023  
**Place:** Ahmedabad

For, **Jignesh Kotadiya & Co.,**  
 Practicing Company Secretaries

**Jignesh Kotadiya**  
 Proprietor  
**COP:** 19815  
**ACS:** A52121  
**UDIN:** A052121E000736750

## ANNEXURE- 6

### MANAGEMENT DISCUSSION AND ANALYSIS

#### ECONOMIC OVERVIEW

The global bearing market size was valued at USD 111.59 billion in 2022 and is expected to grow at a compound annual growth rate (CAGR) of 10.6% from 2023 to 2030 by Grand View Research, Inc. The upcoming decade's economic outlook foresees an extended duration of turbulence and uncertainty for businesses.

Bearings play a pivotal role in a myriad of applications that involve movement, serving as the silent heroes that minimize friction between various mechanical components within a plethora of industrial machinery and equipment. From the realm of automobiles to the inner workings of household appliances, from the boundless skies of aerospace engineering to the heart of industrial machinery, bearings find their applications intertwined with machinery and the motor-driven linkages that propel our world forward.

The growth rate of the Indian Bearings Market is 11.3%, with an estimated value of \$3374.39 Million by 2027 (Source: Researchandmarkets.com) The increasing need for specialized bearing solutions and enhanced designs to boost product performance and efficiency is anticipated to drive demand over the next decade.

#### INDUSTRY STRUCTURE AND DEVELOPMENT AND OUTLOOK

The trajectory of the bearing industry's growth is closely intertwined with the fortunes of the automotive and industrial sectors. Notably, a substantial portion of India's bearings market remains unorganized, serving the needs of the budget-conscious replacement market. Numerous key industrial sectors and user segments are poised to drive the production of industrial machinery and automobiles. This surge in production is expected to trigger a corresponding rise in demand for automotive components, machinery, and vehicles, particularly within developing nations.

Positioned advantageously, the Company stands ready to seize emerging opportunities. The Company possesses the tools to confront the future with unwavering determination. This positions it to furnish customers with an all-encompassing product array, underscoring both impeccable quality standards and service support. Through these efforts, the Company is dedicated to bestowing value and fostering sustainable growth.

The growth of the industry can be attributed to various factors such as rising disposable incomes, the availability of credit and financing options, and the increasing population in India. Also, the growth of the passenger transport sector and the increasing demand for commercial vehicles are expected to drive future growth in the automotive sector. Additionally, the demand for electric vehicles is expected to surge significantly in India, particularly in the two-wheeler segment. Experts predict that as many as 9.1 mn electric vehicles may be on the road in India by 2027.

#### RISK & CONCERN

The Company is exposed to external business risk, internal risk and financial risk. External business risks arise out of highly competitive industry, Variations in prices of raw-material etc. Internal risks basically cover operational efficiency and ability to withstand competition. Financial risks are basically in the nature of interest rate variations.

#### OPPORTUNITIES AND THREATS

##### *Opportunities:*

The thriving manufacturing sector, driven by demand from various industries, is fueling India's bearing industry growth. This surge is significantly catalyzing the expansion of India's bearing industry. An interesting

development is the increasing integration of new technologies and digitalization. Manufacturers are actively embracing these trends by gravitating towards customized bearings that cater to their dynamic requirements. This shift is so profound that the escalating demand for specialized bearing solutions tailored to distinct industry needs. Additionally, advancements in industries such as aerospace and defence, shipbuilding, energy, capital goods, and railways are poised to positively impact the ball bearing market in the future.

Automotive component manufacturers are embracing cutting-edge technologies to attain efficiency targets, lower emissions, and enhance fuel economy. Bearings assume a pivotal role in actualizing these aims. Furthermore, the surging interest in electric vehicles is propelling the need for high-performance bearings in transmission and wheel assemblies. Additionally, the government's steadfast policies and initiatives are providing a strong stimulus for the bearing industry's expansion.

**Threats:**

The production of bearings is intricately tied to the accessibility of raw materials at favourable costs. Market fluctuations can exert substantial influence on the bearing industry, directly affecting its profitability. Key among these materials is high-grade steel, a primary component in bearing manufacturing. Consequently, shifts in global steel prices or supply disruptions can trigger price variations, scarcity of materials, and consequent profitability challenges, ultimately impacting bearing production.

Bearing manufacturers confront notable hurdles due to the expanding digitalization of the value chain encompassing design, production, procurement, and maintenance. The integration of novel technologies is uneven due to varying capabilities. The bearing industry contends with dual challenges: counterfeit products and the influx of inexpensive imports. Counterfeit items have far-reaching consequences, eroding brand reputation and presenting safety and financial risks to consumers. Meanwhile, the threat of cheap imports lies in their potential to underutilize resources. Bearings, primarily crafted from high-grade or alloy steel, are susceptible to fluctuations in global steel prices, further complicating the industry landscape.

**SEGMENT-WISE-PERFORMANCE**

Galaxy Bearings is the most trusted supplier in the industry for bearings. It operates in a single segment, namely in "ball and roller bearings", which are used in widespread applications across industries. The Company's world-class manufacturing facilities.

**INTERNAL CONTROL SYSTEMS**

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

**FINANCIAL PERFORMANCE**

During the Financial year 2022-2023, the Company has earnings before interest, depreciation and tax amounting to Rs. 2365.51 Lakhs after providing for finance cost of Rs. 28.22 Lakhs and depreciation of Rs. 174.09 Lakhs, Profit before tax comes to Rs. 2163.20 Lakhs which was Rs. 1782.60 Lakhs during the financial year 2021-2022.

**HUMAN RESOURCES**

Employees serve as the cornerstone of a company's success. Our Human Resource Team assesses their strengths, potential, and dedication to work, recognizing their pivotal role. Fostering an environment where employees are empowered to make decisions and drive initiatives for improvement is paramount. We prioritize cultivating a safe and motivating workspace. Regular appraisals have been ingrained in our approach, acknowledging talent and fostering long-term commitment to the organization.

**CAUTIONARY STATEMENT**

Statements in this report on Management's Discussion and Analysis describing the Company's objectives, projections, estimates, exceptions or predictions may be forward looking statements within the meaning of

applicable security laws or regulations. These statements are based on certain assumptions and exceptions of future events. Actual results could however differ materially from those expressed or implied. The Company assumes no responsibility in respect of forward-looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

For and on behalf of the Board of Directors  
For **Galaxy Bearings Limited**

**Date:** August 10, 2023

**Place:** Ahmedabad

**Bharatkumar Ghodasara**

Whole-time Director

DIN: 00032054

**Jyotsna Vachhani**

Director

DIN: 00535817

## ANNEXURE- 7

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. Brief outline on CSR Policy of the Company:

The Company has framed the CSR policy within the scope as mentioned in Schedule VII of the Companies Act, 2013. The policy can be accessed on the website of the Company via the link mentioned in point no. 3.

2. Composition of CSR Committee and Meetings held during the reporting year:

Name of the Directors	Designation	Category	No. of CSR meeting	
			Held	Attended
Jyotsna Vachhani	Chairperson	NE&ID	2	2
Jitendra Shah	Member	NE&ID	2	2
Pradeep Khetani	Member (upto 05/11/2022)	NE&ID	1	1
Bharatkumar Ghodasara	Member (W.e.f. 05/11/2022)	ED	1	1

3. Web-link where the composition of CSR Committee, CSR Policy on website of the Company: <https://www.galaxybearings.com/pdf/policies/CSR-Policy.pdf>

4. Provide the details of Impact assessment of CSR Projects carried out in pursuance of Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if Applicable;  
**NOT APPLICABLE**

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

6. Average net profit of the Company as per Section 135(5): **Rs. 1156.27 Lakhs**

- Two percent of average net profit of the company as per section 135(5): **Rs. 23.12 Lakhs**
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NA**
- Amount required to be set off for the financial year, if any: **NIL**
- Total CSR obligation for the financial year (7a+7b-7c): **Rs. 23.12 Lakhs**

7. A) CSR amount spent or unspent for the Financial Year

Total amount spent for the Financial Year (Rs. In Lakhs)	Amount Unspent (Rs in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
23.20	NIL	-	NA	NIL	-

a. Details of CSR amount spent against ongoing Projects for the Financial Year:

1)	Sr. No.	NOT APPLICABLE
2)	Name of the Project	



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

b. Details of CSR Amount spent against other than ongoing Projects for the Financial Year:

1	2	3	4	5		6	7	8	
Sr. No	Name of the project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the project		Amount spent for the Project (Rs. In Lakhs)	spent for the Project (Rs. in Lakhs) Mode of implementation – Direct (Yes/ No)	Mode of implementation – Through Implementing Agency	
				State	District			Name	CSR Registration Number*
1.	Animal Welfare	(iv).	Yes	Amreli, Gujarat		23.20	No	Sri Vraj Gau Seva Trust	CSR00000574

- ii. Amount spent in Administrative Overheads: **NOT APPLICABLE**  
 iii. Amount spent on Impact Assessment, if applicable: **NOT APPLICABLE**  
 iv. Total amount spent for the Financial Year: **Rs. 23.20 Lakhs**  
 v. Excess amount for set off, if any

Sr. No	Particular	Amount (Rs. In Lakhs)
1)	2% of average net profit of the Company as per Section 135(5)	NOT APPLICABLE
2)	Total amount spent for the Financial Year	
3)	Excess amount spent for the Financial Year [(ii)-(i)]	
4)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	
5)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

8. (a) Details of Unspent CSR amount for the preceding three Financial Years:

Sr. No.		NOT APPLICABLE
Preceding Financial Year		
Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs. Lakhs)		
Amount spent in the reporting Financial Year (Rs. in Lakhs)		
Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any		

Name of the Fund	Amount (Rs. in Lakhs)	Date of Transfer	
Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			

(b) Details of CSR amount spent in the financial year for ongoing Projects of the preceding Financial Year(s):

Sr. No.		
	Project ID	NOT APPLICABLE
	Name of the Project	
	Financial Year in which the Project was commenced	
	Project duration	
	Total amount allocated for the Project (in Rs. Lakhs)	
	Amount spent on the Project in the reporting Financial Year (in Rs. Lakhs)	
	Cumulative amount spent at the end of the reporting Financial Year (in ` Lakhs)	
	Status of the Project Completed/ Ongoing	

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year.

(i)	Date of creation or acquisition of capital asset(s)	NOT APPLICABLE
(ii)	Amount of CSR spent for creation or acquisition of capital asset	
(iii)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
(iv)	Provide the details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	
(v)	Provide the details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not applicable, as the Company has spent the required amount.**

For and on behalf of the Board of Directors  
 For **Galaxy Bearings Limited**

**Date:** August 10, 2023  
**Place:** Ahmedabad

**Bharatkumar Ghodasara**  
 Whole-time Director  
 DIN: 00032054

**Jyotsna Vachhani**  
 Director  
 DIN: 00535817

# INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**GALAXY BEARINGS LIMITED**  
Ahmedabad

## Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying standalone financial statements of **GALAXY BEARINGS LIMITED** (the 'Company') which comprise the Balance Sheet as at **31<sup>st</sup> March 2023**, the Statement of Profit and Loss (including Other Comprehensive Income) the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at **31<sup>st</sup> March 2023** and its profit (including other comprehensive income) its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

4. 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 statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion, on these matters.
5. Key audit matter identified in our audit is on Recognition of Government Grant (Export Incentives)/as follows:

Key audit matter	Audit Approach
<b>Recognition of Government Grant (Export Incentives)</b>	
<p>The Company receives government grants (Export Incentives Benefits) as per the Ro DTEP Scheme &amp; Duty Drawback Income On Export.</p> <p>During the current financial year, the Company has recognised an amount Rs. 221. 30 Lacs as other Operating Revenue (Refer Note 22). Company has received Rs. 239.87 Lacs during the year under the said scheme including income recognised in earlier years.</p> <p>We considered this to be a matter of most significance to our audit due to the:</p> <ul style="list-style-type: none"> <li>• Significant level of Management Judgement involved in respect of reliable measurement of government grants and its accrual;</li> <li>• The quantum of the Export Incentives Income is 13.88 % of PAT.</li> </ul>	<p>We evaluated the accounting treatment of the government grant in terms of Ind AS -20 “Accounting for Government Grants”. In respect of the same our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• On a sample basis verified the claims lodged by the Company and its approval by the concerned Government Authorities;</li> <li>• In respect of claims pending for approval at the year end, we verified the empirical evidence of the claims lodged vis-à-vis claims approved to satisfy as regards the reliable measurement of government grant receivable.</li> </ul>

### Information other than the Standalone Financial Statement and Auditor’s Report thereon

6. The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statement and our auditor’s report thereon. The Annual Report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the Standalone Financial Statement 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 Statement, 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 Standalone Financial Statement or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and as may be legally advised.

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

7. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standard Rules) 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the Standalone Financial Statement, 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.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Standalone Financial Statement**

10. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statement 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statement.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the Standalone Financial Statement, 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 explaining our opinion on whether the Company has adequate internal financial controls system 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 Statement 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 Statement, including the disclosures, and whether the Standalone Financial Statement represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. 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.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statement 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**

15. As required by the Companies (Auditor’s Report) Order, 2020 (the ‘Order’) issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
16. Further to our comments in Annexure A, 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 financial statements dealt with by this report are in agreement with the books of account;
  - d) in our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standard Rules) 2015, as amended.

- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
- f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31<sup>st</sup> March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report as per Annexure B expressed an unmodified opinion;
- g) The company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- h) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in the standalone financial statements; (Refer Note 39 to the Standalone Financial Statement);
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts , no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities , including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in the 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.  
  
(ii) The management has represented, that to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in the other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(iii) Based on such audit procedures applied by us, nothing has come to our notice that has caused them to believe that the representations made under sub clause (i) and (ii) contain any material misstatement.



- v. The company has not declared any dividend during the year as prescribed under Section 123 of the Companies Act, 2013.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**Place: Ahmedabad**  
**Date: 27<sup>th</sup> May 2023**

**For, J. T. Shah & Co.**  
**Chartered Accountants,**  
**[Firm Regd. No. 109616W]**

**(Naresh C Shah)**  
**Partner**  
**[M. No. 35159]**  
**UDIN: 23035159BGRNXG1414**

## ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 15 of “**Report on Other Legal and Regulatory Requirements**” of our Report of even date to the Members of **GALAXY BEARINGS LIMITED** for the year ended **31<sup>st</sup> March, 2023**.

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

### **1. In respect of Property, Plant and Equipment :**

- a) (i) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipments.  
  
(ii) The Company has maintained proper records showing full particulars of intangible assets.
- b) The property, plant and equipments were physically verified by the Management according to a phased programme at regular interval which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, property, plant and equipments have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- c) The title deeds of all the immovable properties company (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Standalone Financial Statements are held in the name of the Company.
- d) The company has not revalued its Property, Plant & Equipments or intangible assets during the year.
- e) No proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transaction (Prohibition) Act, 1988 and rules made there under.

### **2. In respect of its Inventories :**

- (a) The physical verification of inventories has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by management is appropriate and no material discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.
- (b) The company has been sanctioned working capital limit of Rs. 9.30 Crores in aggregate. Copies of quarterly statement and return, furnished to bank have also been made available for our verification. We have verified the same on random sampling basis and found the same in agreement with books of accounts. Discrepancies noticed during the verification, were reasonably explained by the management.

### **3. In respect of Loans and Advances granted during the year:**

The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, the clauses 3(iii) (a) to (f) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) are not applicable to the company.

**4. Loans, Investments and Guarantees:**

The company has not granted any loans or made any investments or provided any guarantees or security during the year to the parties covered under section 185 and 186 of the companies Act 2013. Therefore, clause 3(iv) of the Order is not applicable to the company.

**5. In respect of Deposits:**

The company has not accepted any deposits or amount which are deemed to be deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company. Accordingly, clause 3(v) of the Order is not applicable.

**6. In Respect of Cost Records:**

We have broadly reviewed the books of account maintained by the Company pursuant to the order of the Central Government for maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

**7. In respect of Statutory Dues :**

(a) The Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs, Cess and any other material statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect statutory dues were outstanding as at 31<sup>st</sup> March, 2023 for a period of more than six months from the date they became payable.

(b) There were no dues of Goods and Service Tax, Provident Fund, Employees State Insurance, Duty of Customs, cess which have not been deposited on account of any dispute except following.

Act	Nature of Dues	F.Y.	Amounts	Forum	Remarks
Gujarat Value Added Tax Act	VAT	2016-17	19.65 Lacs	Dy. Commissioner of Commercial Tax, (2 <sup>nd</sup> Appeal)	

**8. In Respect of Undisclosed Income Discovered in Income tax Assessment:**

There were no transactions that were not recorded in books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Hence, clause 3(viii) of the Order is not applicable to the company.

**9. In respect of Repayment of Loans:**

(a) The Company has not taken any term loan during the year and hence, clause 3 (ix)(a) & (c) of the Order is not applicable to the Company.

(b) The company is not declared as willful defaulter by any bank or financial institution or other lenders.

(c) On an overall examination of the standalone financial statements of the Company, prima facie, the company has not utilized any funds raised on short term basis for long term purpose.

- (d) The company has not taken any funds from any entity or person to meet obligations of its subsidiaries, associates or joint ventures. Hence reporting under clause 3 (ix) (e) of the Order is not applicable to the Company.
- (e) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, clause 3 (ix)(f) of the Order is not applicable to the Company.

**10. In Respect of Public Offerings:**

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3 (x)(a) of the Order is not applicable to the Company.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.

**11. (a) No fraud by the Company or no material fraud on the company has been noticed or reported during the year.**

- (b) No report under sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Auditor and Auditor) Rules 2014 with the Central Government.

(c) No whistle-blower complaints were received during the year by the company.

**12. As the company is not a Nidhi Company, the Nidhi Rules, 2014 are not applicable to it. Accordingly, provisions of clause (xii) (a) to (c) of the Order are not applicable to the Company.**

**13. The company is in compliance with section 177 and 188 of the Companies Act 2013 where applicable, for all transactions with the related parties and the details of related part transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard (Ind AS) 24 "Related Party Disclosure" specified under section 133 of the act.**

**14. In Respect of Internal Audit:**

- (a) The company has an internal audit system commensurate with the size and nature of its business of the company.
- (b) We have considered the report of the internal auditor for the period under audit.

**15. The Company has not entered in to any non-cash transactions with its directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable to the Company.**

**16. In Respect to the Provisions of Reserve Bank Of India Act 1934:**

- (a) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (xvi)(a) of the Order is not applicable to the company.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, clause (xvi)(b) of the Order is not applicable to the company.

- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, clause (xvi)(c) & (d) of the Order is not applicable to the company.
17. The Company has not incurred any cash losses in the financial year under review and immediately preceding financial year. Accordingly, clause (xvii) of the Order is not applicable to the company.
18. During the year, M/s. Samir M Shah & Associates, the erstwhile statutory auditors of the Company have resigned with effect from 24<sup>th</sup> September'2022 consequent to the amended rules/regulations applicable to the Company. As informed, there have been no issues, objections or concerns raised by the said outgoing auditors.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. There were no unspent amount required to be transferred to special account as required by Section 135 of the Companies Act,2013. Accordingly, provisions of sub clause (a) and (b) of clause (xx) of the Order are not applicable to the company.

**For, J. T. Shah & Co.**  
**Chartered Accountants,**  
**[Firm Regd. No. 109616W]**

**Place: Ahmedabad**  
**Date: 27<sup>th</sup> May 2023**

**(Naresh C Shah)**  
**Partner**  
**[M. No. 35159]**  
**UDIN: 23035159BGRNXG1414**

## ANNEXURE “B” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 16 (f) of “**Report on Other Legal and Regulatory Requirements**” of our Report of even date to the Members of **GALAXY BEARING LIMITED** for the year ended **31<sup>st</sup> March, 2023**.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **GALAXY BEARING LIMITED** as of **31<sup>st</sup> March 2023**, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) 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 an 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statement

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, 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.

**For, J. T. Shah & Co.**  
**Chartered Accountants,**  
**[Firm Regd. No. 109616W]**

**Place: Ahmedabad**  
**Date: 27<sup>th</sup> May, 2023**

**(Naresh C Shah)**  
**Partner**  
**[M. No. 35159]**  
**UDIN: 23035159BGRNXG1414**



## Balance Sheet as at March 31, 2023

(Rs. In Lakhs)

Particulars		Note No.	As at 31/03/2023	As at 31/03/2022
A	<b>ASSETS</b>			
1	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment & Intangible Assets			
	(i) Property, Plant and Equipment	3	1,167.32	1,210.87
	(ii) Capital Work-In-Progress	3	1,191.86	42.04
	(iii) Other Intangible Assets	4	2.12	4.83
	(b) Financial Assets			
	(i) Loans	-	Nil	Nil
	(ii) Other Financial Assets	5	54.77	63.75
	(c) Non Current Tax Assets (Net)	6	2.16	4.71
	(c) Other Non-Current Assets	7	127.44	46.08
	<b>Total Non - Current Assets</b>		<b>2,545.67</b>	<b>1,372.28</b>
2	<b>Current Assets</b>			
	(a) Inventories	8	1,827.31	1,826.35
	(b) Financial Assets			
	(i) Investments	9	1,960.53	808.72
	(ii) Trade Receivables	10	2,940.84	3,076.76
	(iii) Cash and Cash Equivalents	11	9.21	7.90
	(c) Other Current Assets	12	413.17	382.85
	<b>Total Current Assets</b>		<b>7,151.06</b>	<b>6,102.58</b>
	<b>Total Assets (1+2)</b>		<b>9,696.73</b>	<b>7,474.86</b>
B	<b>EQUITY AND LIABILITIES</b>			
1	<b>Equity</b>			
	(a) Share Capital	13	318.00	318.00
	(b) Other Equity	14	7,127.99	5,543.75
	<b>Total Equity</b>		<b>7,445.99</b>	<b>5,861.75</b>
2	<b>Non-Current Liabilities</b>			
	(a) Deferred Tax Liabilities (Net)	15	30.25	23.75
	<b>Total Non - Current Liabilities</b>		<b>30.25</b>	<b>23.75</b>
3	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	16	406.03	335.85
	(ii) Trade Payables	17		
	-Total outstanding dues of micro and small enterprises		14.50	18.36
	-Total outstanding dues of creditors other than micro and small enterprises		1,630.34	1,094.54
	(iii) Other Financial Liabilities	18	23.96	20.11
	(b) Other Current Liabilities	19	132.88	48.86
	(d) Current Tax Liabilities (Net)	20	12.78	71.65
	<b>Total Current Liabilities</b>		<b>2,220.49</b>	<b>1,589.36</b>
	<b>Total Equity and Liabilities (1+2+3)</b>		<b>9,696.73</b>	<b>7,474.86</b>
Summary of Significant Accounting Policies		2		
Notes to Accounts		3 to 45		
As per our report of even date attached herewith. For, J. T. Shah & Co Chartered Accountants (Firm Regd.109616W)			<b>"For &amp; on behalf of the Board of Directors" of GALAXY BEARINGS LIMITED</b>	
(N. C. Shah) Partner (M.No. 35159)			(J. S. Vachhani) Director (DIN: 00535817)	(B. K. Ghodasara) Whole Time Director (DIN:00032054)
Place : Ahmedabad Date 27th May 2023			(Dixit S. Patel) (Chief Financial Officer)	(Jeel Poshiya) (Company Secretary) (M.No.: A66258)

Statement of Profit and Loss for the year ended 31/03/2023			
			(Rs. In Lakhs)
Particulars	Note No.	Year Ended 31/03/2023	Year Ended 31/03/2022
<b>Continuing Operations</b>			
I Revenue from operations	21	11,868.01	10,408.80
II Other Income	22	270.20	161.05
III <b>Total Income (I + II)</b>		<b>12,138.21</b>	<b>10,569.85</b>
IV <b>EXPENSES</b>			
(a) Cost of materials consumed	23	5,765.02	5,151.36
(b) Changes in inventories of finished goods stock-in-trade and work-in-progress	24	146.90	(6.01)
(c) Employee benefit expense	25	560.16	496.32
(d) Finance costs	26	28.22	34.22
(e) Depreciation and amortisation expense	27	174.09	180.43
(f) Other expenses	28	3,300.62	2,930.92
<b>Total Expenses</b>		<b>9,975.01</b>	<b>8,787.25</b>
V Profit/(loss) before tax (III- IV)		<b>2,163.20</b>	<b>1,782.60</b>
VI Tax Expense			
(a) Current tax	29	552.00	455.00
(b) Deferred tax Liability / (assets)	29	9.95	4.11
(c) Short/(Excess) Provision of Income Tax	29	6.64	(5.07)
<b>Total Tax Expense</b>		<b>568.59</b>	<b>454.04</b>
<b>VII Profit/(loss) after tax from continuing operations (V - VI)</b>		<b>1,594.61</b>	<b>1,328.57</b>
<b>VIII Profit/(loss) for the period (VII)</b>		<b>1,594.61</b>	<b>1,328.57</b>
IX Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans Gain /(Loss)	30	(13.84)	(3.52)
(ii) Income tax relating to items that will not be reclassified to profit or loss	30	3.48	0.89
<b>Total of Other Comprehensive Income</b>		<b>(10.36)</b>	<b>(2.64)</b>
<b>X Total comprehensive income for the period (VIII+IX)</b>		<b>1,584.25</b>	<b>1,325.93</b>
XI Basic & diluted earnings per share of face value of Rs.10 each Fully Paid up (not annualised for interim period)			
(a) Basic	31	50.14	41.78
(b) Diluted	31	50.14	41.78
<b>Summary of Significant Accounting Policies</b>	2		
<b>Notes to Accounts</b>	3 to 45		
As per our report of even date attached herewith.			
For, J. T. Shah & Co		“For & on behalf of the Board of Directors” of	
Chartered Accountants		GALAXY BEARINGS LIMITED	
(Firm Regd. No 109616W)			
(N. C. Shah)		(J .S. Vachhani)	(B. K. Ghodasara)
Partner		Director	Whole Time Director
(M.No. 35159)		(DIN: 00535817)	(DIN:00032054)
Place : Ahmedabad		(Dixit S. Patel)	(Jeel Poshiya)
Date : 27th May, 2023		(Chief Financial Officer)	(Company Secretary)
			(M.No.: A66258 )

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2023</b>					
(Rs. In Lakhs)					
	<b>PARTICULARS</b>	<b>2022-23</b>		<b>2021-22</b>	
A:	<b>Cash from Operating Activities :</b>				
	Net Profit before Taxation		<b>2,163.20</b>		<b>1,782.60</b>
	Adjustment For :				
	Depreciation	174.09		180.43	
	Net gain on Financial Assets designated at fair value through profit or loss	(54.64)		(26.40)	
	Net gain on Redumption of Mutual Fund	(6.57)		(7.08)	
	Interest Paid	28.22		34.22	
	Provision for Bad & Doubtful Debts (ECL)	(0.07)		1.69	
	Loss / (Profit) on Sale of Fixed Asset	0.03		(0.04)	
	Interest Income	(1.86)		(2.00)	
			139.19		180.82
	<b>Operating Profit Before Working Capital Changes:</b>		<b>2,302.39</b>		<b>1,963.43</b>
	Adjustment For :				
	Increase/(decrease) in Other Non Current Financial Assets	14.72		0.39	
	Increase/(decrease) in Loan	Nil		3.14	
	Increase/(decrease) in Other Non Current Assets	9.32		(6.86)	
	Decrease/(increase) in inventories	(0.96)		10.19	
	Decrease/(increase) in Trade Receivable	136.00		(1,685.92)	
	Increase/(decrease) in Other Current Assets	(30.31)		270.27	
	Decrease/(increase) in Trade Payable	531.94		78.92	
	Increase / Decrease in Other Current Financial Liabilities	3.85		3.29	
	Increase/(decrease) in Other Current Liabilities	70.18		(10.64)	
			734.74		(1,337.22)
	<b>Cash Generated From Operations</b>		<b>3,037.13</b>		<b>626.21</b>
	Income Tax Paid	(614.95)		(390.35)	
	Interest Paid	(28.22)		(27.22)	
			(643.17)		(417.57)
	<b>Net Cash From Operating Activities (A)</b>		<b>2,393.96</b>		<b>208.64</b>
B:	<b>Cash Flow From Investment Activities :</b>				
	Purchase of Fixed Assets (Including CWIP)	(1,368.50)		(205.73)	
	Purchase of Investment - Mutual Fund	(1,729.07)		(580.00)	
	Sales of Investment - Mutual Fund	638.48		562.34	
	Sale of Property, Plant and Equipments	0.14		0.05	
	Fixed Deposit Matured during the year	5.00		Nil	
	Fixed Deposit Increase during the year	(10.84)		(6.50)	
	Interest Income	1.96		2.21	
	<b>Net Cash from Investment Activities (B)</b>		<b>(2,462.83)</b>		<b>(227.63)</b>
C:	<b>Cash Flow From Financing Activities :</b>				
	Repayment of Short Term Borrowings	Nil		Nil	
	Proceeds from Short Term Borrowings	70.18		19.96	
	<b>Net Cash from Financing Activities (C)</b>		<b>70.18</b>		<b>19.96</b>

PARTICULARS	2022-23		2021-22	
<b>Net Increase in Cash &amp; Cash Equivalents</b>		<b>1.31</b>		<b>0.98</b>
Cash & Cash Equivalents at the Beginning		7.90		6.92
Cash & Cash Equivalents at the End		9.21		7.90
As per our report of even date attached.				
<b>Notes :</b>				
The above Cash Flow Statement has been prepared under the "Indirect Method" set out in the Indian Accounting Standard 7 " Statement of Cash Flow" specified under section 133 of the Companies Act'2013, read with rule 7 of the Companies (Indian Accounting Standard) Rules, 2015.				
<b>As per our report of even date attached herewith.</b> <b>For, J. T. Shah &amp; Co</b> <b>Chartered Accountants</b> <b>(Firm Regd. No. 109616W)</b>		<b>"For &amp; on behalf of the Board of Directors" of</b> <b>GALAXY BEARINGS LIMITED</b>		
<b>(N. C. Shah)</b> <b>Partner</b> <b>(M.No. 35159)</b>		<b>(J. S. Vachhani)</b> <b>Director</b> <b>(DIN: 00535817)</b>	<b>(B. K. Ghodasara)</b> <b>Whole Time Director</b> <b>(DIN:00032054)</b>	
<b>Place : Ahmedabad</b> <b>Date : 27th May, 2023</b>		<b>(Dixit S. Patel)</b> <b>(Chief Financial Officer)</b>	<b>(Jeel Poshiya)</b> <b>Company Secretary</b> <b>(M.No.: A66258 )</b>	

<b>Statement of Changes in Equity for the year ended on 31st March, 2023</b>				
<b>Equity Share Capital</b>				
<b>(Rs. In Lakhs)</b>				
<b>Particulars</b>		<b>Note No.</b>	<b>Rs.</b>	
Balance as on 1st April, 2021		13	318.00	
Changes in Equity Share capital due to prior period Errors			Nil	
Restated Balance at the beginning of the previous reporting period		13	318.00	
Changes in equity share capital during the year			Nil	
Balance as on 31st March, 2022		13	318.00	
Changes in Equity Share capital due to prior period Errors			Nil	
Restated Balance at the beginning of the previous reporting period		13	318.00	
Changes in equity share capital during the year			Nil	
<b>Balance as on 31st March, 2023</b>		<b>13</b>	<b>318.00</b>	
<b>Other Equity</b>				
<b>(Rs. In Lakhs.)</b>				
<b>Particulars</b>	<b>Note No.</b>	<b>Reserves and Surplus</b>		<b>Total Rs.</b>
		<b>Retained Earnings</b>	<b>General Reserve</b>	
<b>Balance as at 1st April, 2021</b>	<b>14</b>	<b>4,200.93</b>	<b>16.89</b>	<b>4,217.82</b>
Profit for the year		1,328.57	Nil	1,328.57
Other comprehensive income for the year (net of Tax)		(2.64)	Nil	(2.64)
<b>Total Comprehensive Income for the year</b>		<b>1,325.93</b>	<b>Nil</b>	<b>1,325.93</b>
<b>Balance as at 31st March, 2022</b>	<b>14</b>	<b>5,526.86</b>	<b>16.89</b>	<b>5,543.75</b>
Profit for the year		1,594.61	Nil	1,594.61
Other comprehensive income for the year (net of Tax)		(10.36)	Nil	(10.36)
<b>Total Comprehensive Income for the year</b>		<b>1,584.25</b>	<b>Nil</b>	<b>1,584.25</b>
<b>Balance as at 31st March, 2023</b>	<b>14</b>	<b>7,111.11</b>	<b>16.89</b>	<b>7,128.00</b>
As per our report of even date attached herewith.				
For, J. T. Shah & Co		"For & on behalf of the Board of Directors" of		
Chartered Accountants		GALAXY BEARINGS LIMITED		
(Firm Regd. No. 109616W)				
		_____ (J. S. Vachhani) Director (DIN: 00535817)	_____ (B. K. Ghodasara) Whole Time Director (DIN:00032054)	
(N. C. Shah) Partner (M.No. 35159)		_____ (Dixit S. Patel) Chief Financial Officer	_____ (Jeel Poshiya) Company Secretary (M.No.: A66258)	
Place : Ahmedabad Date : 27th May2023				

## 1. **Corporate Information**

Galaxy Bearings Limited (referred to as 'the company') is a leading in manufacturing & trading of Ball and Taper Roller Bearing and Steel etc. The company has its registered office at A/53 - 54, Pariseema Complex, C G Road, Ellisbridge, Ahmedabad - 380006, Gujarat, India.

## 2. **Significant Accounting Policies**

### I. **a) Statement of Compliance:**

The financial statements have been prepared with all material aspect with Indian Accounting Standards (Ind As) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

### b) **Basis of Preparation:**

These individual financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values. The Ind AS is prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereto.

The Operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS 1- 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company retains the presentation and classification of items in the financial statements from one period to the next.

### II. **Use of Estimates:**

The preparation and presentation of financial statements are in conformity with the Ind As which required management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note – 2(xvi) Current / Deferred Tax Liabilities
- Note – 2(xiii) Measurement of defined benefit obligations
- Note – 2(vi) Expected credit loss for receivables
- Note – 2(vi) Fair valuation of investments

### **III. Critical Accounting Estimates and Judgement used in application of Accounting Policies**

#### **a. Income Taxes**

Significant judgements are involved in determining the provision for Income Taxes, including amount expected to be paid / recovered for uncertain tax positions. (Also refer Note 16 and 30.)

#### **b. Property, Plant and Equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The life is based on historical experience with similar assets as well as anticipation of future events, which may impact their life such as changes in technology. (Refer Note 3)

#### **c. Impairment of Financial Assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on empirical evidence available without under cost or effort, existing market conditions as well as forward looking estimates at the end of each reporting period. (Refer Note 36).

#### **d. Defined Benefit Plan**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations is determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. (Refer Note 26.1).

#### **e. Fair Value Measurement of Financial Instruments**

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets, where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair values of financial instruments. (Refer Note 35).

### **IV. Property, Plant and Equipment & Depreciation:**

#### **a) Property Plant and Equipment:**



Property, plant and equipment are tangible items that are held for use in the production or supply of goods and services, rental to others or for administrative purposes and are expected to be used during more than one period. The cost of an item of property, plant and equipment is recognised as an asset if and only, if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Freehold land is carried at cost less accumulated impairment losses. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Cost of an item of property, plant and equipment comprises:

- Its purchase price, all costs including financial costs till commencement of commercial production are capitalized to the cost of qualifying assets. CENVAT/Tax credit, if any, are accounted for by reducing the cost of capital goods;
- Any other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.  
All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

**b) Depreciation methods, estimated useful life and residual value:**

Depreciation is provided for property, plant and equipment so as to expense the cost over their estimated useful lives based on evaluation. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment has been provided on straight line method except on Plant & Equipment which is on Written Down Value Method based on the useful life specified in Schedule II to the Companies Act, 2013. However, land is not depreciated.

The useful lives are mentioned below:

<b>Asset Class</b>	<b>Useful life (years)</b>
Building	30
Tube Well	30
Plant & Machinery	15
Furniture and Fixture	10
Vehicle	8
Electric Installation	10
Computer	3

Depreciation is calculated on pro rata basis with reference to the date of addition/disposal. The residual values are not more than 5% of the original cost of asset.

**c) Derecognition of Property, Plant and Equipment:**

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss from the derecognition of an item of property, plant and equipment is recognised in the statement of profit and loss account when the item is derecognized.

## **V. Intangible Assets and Amortisation :**

### **a) Intangible Assets:**

Intangible assets are measured on initial recognition at cost (net of recoverable taxes, if any). Subsequently, intangible assets are carried out at cost less any accumulated amortization and accumulated impairment losses, if any.

### **b) Amortisation methods, estimated useful life and residual value and derecognitions:**

Intangible assets are amortised on a straight line basis over their estimated useful lives based on underlying contracts where applicable. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any change in estimate being accounted for on a prospective basis. The amortisation expense on intangible assets with finite lives is recognised in the statement of Profit & Loss unless such expenditure forms part of carrying value of another asset.

Intangible assets are amortized on a straight-line basis over a period of 5 years.

The Company derecognises an intangible asset on its disposal or when no future economic benefits are expected from its use or disposal and any gain or loss on derecognition is recognised in profit or loss as gain / loss on derecognition of asset.

## **VI. Impairment of non – financial assets**

The Company reviews the carrying amount of its Property, Plant and Equipment, including Capital Work in progress of a “Cash Generating Unit” (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the Cash Generating Unit to which the asset belongs.

Recoverable Amount is determined:

- i) In case of individual asset, at higher of the fair value less cost to sell and value in use; and
- ii) In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit’s fair value less cost to sell and the value in use.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

## **VII. Financial Instruments :**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company classifies financial instruments issued into financial liability and equity based on the substance of the arrangement and the contractual terms. Significant judgement is required to assess whether a particular asset is a financial instrument or otherwise. An asset that represents a contractual right to receive cash that is subject to other than only passage of time or cannot be sold independently of other operating rights have

not been presented as financial assets. Such assets are mainly in the nature of security deposits and investments in equity shares for receiving services from third parties including government-controlled organisations.

### **Financial Assets**

#### a) Recognition, classification, measurements and derecognition of Financial Assets

Financial assets include cash and cash equivalents, trade and other receivables, investments in securities and other eligible current and non-current assets. At initial recognition, all financial assets are measured at fair value except for trade receivable that that initially measured at transaction price (See the policy on revenue from sale of goods and services Note XIII). Financial assets are subsequently classified and measured under one of the following three categories according to the purpose for which they are held and contractual cash flow characteristics.

Financial assets are reclassified only when the purpose for which they are held changes. Financial assets are derecognised when the right to cash flows from the financial asset expires or when the financial asset is transferred resulting in transfer of significant risks and rewards to the buyer. Where significant risks and rewards are retained on transfer of a financial asset, the financial asset is not derecognised, and a financial liability is recognised for the consideration received. Where the transfer of financial asset results in partial transfer of risks and rewards, the asset is derecognised if the buyer obtains the right to sell the asset to third party unilaterally without attaching any conditions else the financial asset continues to be recognised to the extent of continuing involvement

##### i. Financial Assets at amortised cost

The company subsequently measures the following financial assets at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset except for financial assets that are credit-impaired in which case the effective interest rate is applied to the amortised cost (See the policy on interest income in Note XIII).

Financial assets at amortised cost, at the date of initial recognition, are held to collect contractual cash flows and have contractual terms that are consistent with a basic lending arrangement comprising of cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding. The losses arising from impairment are recognised in the profit or loss.

##### ii. Financial asset at Fair Value through Other Comprehensive Income (FVOCI)

Financial asset at FVOCI, at the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). Interest income calculated using the Effective Interest Rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognised in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

##### iii. Financial assets at Fair Value through Profit or Loss (FVPL)

Financial Assets at FVPL, at the date of initial recognition, are held for trading, or which are measured neither at Amortised Cost nor at Fair Value through OCI. Therefore, they

are subsequently measured at each reporting date at fair value, with all fair value movements recognised in the Statement of Profit and Loss.

b) Impairment of financial assets:

At each reporting date, the company assesses, whether a financial assets or group of financial assets is impaired. In accordance of Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. As a practical expedient, the company uses a provision matrix to determine impairment loss on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivables. ECL impairment loss allowances (or reversal) recognized during the period is recognized as an expense / income respectively in the statement of profit and loss. Provision for ECL is presented as deduction from carrying amount of trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

**Financial Liabilities:**

c) Recognition, classification, measurement and derecognition of financial liabilities

Financial liabilities include long-term and short-term loans and borrowings, trade and other payables and other eligible current and non-current liabilities. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and other payables, net of directly attributable transaction costs. The Company derecognises a financial liability when the obligation specified in the contract is discharged, cancelled or expires.

After initial recognition, financial liabilities are classified under one of the following two categories:

i. Financial liabilities at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial liability. The EIR amortisation is included in finance expense in the statement profit or loss.

ii. Financial liabilities at Fair Value through Profit or Loss (FVPL)

Financial Liabilities at FVPL are those which are designated as such on initial recognition, or which are held for trading. Fair value gains / losses attributable to changes in own credit risk is recognised in OCI. These gains /losses are not subsequently transferred to Statement of Profit and Loss. All other changes in fair value of such liabilities are recognised in the Statement of Profit and Loss.

**VIII. Cash and cash equivalents:**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

**IX. Off-setting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**X. 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 under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

**XI. Inventories:**

Inventories are valued at lower of cost and net realizable value. Cost in respect of raw materials is determined on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make sale.

Costs in respect of Finished goods and process stock Inventories are computed on weighted average basis method. Finished goods and process stock include cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

**XII. Borrowing Cost :**

Interest and other costs that the Company incurs in connection with the borrowing of funds are identified as borrowing costs. The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which it is incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. The Company identifies the borrowings into specific borrowings and general borrowings. Specific borrowings are borrowings that are specifically taken for the purpose of obtaining a qualifying asset. General borrowings include all other borrowings except the amount outstanding as on the balance sheet date of specific borrowings. Borrowing cost incurred actually on specific borrowings are capitalised to the cost of the qualifying asset. For general borrowings, the Company determines the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the expenditures on the qualifying asset based on the weighted average of the borrowing costs applicable to general borrowings. The capitalisation on borrowing costs commences

when the Company incurs expenditure for the asset, incurs borrowing cost and undertakes activities that are necessary to prepare the asset for its intended use or sale. The capitalisation of borrowing costs is suspended during extended periods in which active development of a qualifying asset is suspended. The capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

**XIII. Statement of Cash flows:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**XIV. Income recognition:**

**Revenue from Contracts with Customers**

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

The revenue towards satisfaction of performance is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligations. The transaction price of goods sold and service rendered is net of variable consideration on account of various discounts offered by the company as part of contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that amount will not be subject to significant reversal when uncertainty relating to its recognition resolved.

When the consideration is received, before the Company transfers goods to the customer, the Company presents the consideration as a contract liability.

**Sale of Product:**

The performance obligation in case of sale of product is satisfied at a point in time i.e. when the material is shipped to the customer or on delivery to the customers as may be specified in the contract.

**Revenue from Job work service contracts:**

The revenue relating to Job Work service contracts are recognised at point in time as control is transferred to the customer on dispatch of goods to them and the revenue relating to supplies are measured in line with policy set out in “revenue from contract with customer”

**Other Operating Revenue**

**Export Incentives:**

Export entitlements are recognized in the Statement of Profit and Loss when the right to receive credit as per the terms of scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

**Other Income**

**Interest income:**

Interest Income from financial assets is recognised at the effective interest rate applicable on initial recognition.

Other income is recognized on accrual basis except when realization of such income is uncertain.

**XV. Government grants & subsidies**

Grants from the government are measured at amounts receivable from the government which are non-refundable and are recognized as income when there is a reasonable assurance that the Company will comply with all necessary conditions attached to them.

Income from the above grants are presented under Revenue from Operations.

**XVI. Foreign Currency Transactions:**

Functional currency of the Company is Indian rupee. The financial statements have been presented under its functional currency. Any transaction that is denominated in a currency other than the functional currency is regarded as foreign currency transaction. All foreign currency transactions are recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. In case of consideration received or paid in advance, the exchange rate prevailing on the date of receipt or payment of advance is considered when subsequently the related asset is given up or received to the extent of advance consideration.

At the end of the reporting period:

1. foreign currency monetary items are translated using the exchange rate for immediate delivery at the end of the reporting period;
2. non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
3. non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange difference arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

**XVII. Employee Benefits:**

**i. Short term employee benefits:**

Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered . In case of Leave Encashment, the company does not allow carry forward of unavailed leave and hence unavailed leaves are encashed in the current year itself.



ii. **Post employment benefits:**

**a) Defined contribution plan:**

The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Cover employee's salary, Provision for the same is made in the year in which service are render by employee.

**b) Defined benefit plans:**

The Liability for Gratuity to employees, which is a defined benefit plan, as at Balance Sheet date determined on the basis of actuarial Valuation based on Projected Unit Credit method is funded to a Gratuity fund administered by the trustees and managed by Life Insurance Corporation of India and the contribution thereof paid/payable is absorbed in the accounts.

The present value of the defined benefit obligations is determined by discounting the estimated future cash flows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in balance sheet. Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognized immediately in profit or loss as past service cost.

**XVIII. Earnings per Share**

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to the equity holders of the Company by the weighted average number of ordinary shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. (Refer Note 32)

**XIX. Provisions, Contingent Liabilities and Contingent Assets :**

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, 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. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made. Contingent assets are not recognised but disclosed where an inflow of economic benefits is probable.

**XX. Taxes on Income :****a) Current tax:**

Current tax is determined on income for the year chargeable to tax in accordance on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Current tax items are recognised in correlation to the underlying transaction either in profit or loss or OCI or directly in equity. The Company has provided for the tax liability based on the significant judgment that the taxation authority will accept the tax treatment.

**b) Deferred tax:**

Deferred tax is recognised for all the timing differences and is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, unabsorbed losses and tax credits to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and tax credits will be utilised. Other deferred tax assets are recognized if there is reasonable certainty that there will be sufficient future taxable profit available to realise such assets. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**XXI. Segment reporting:**

The Chief Operational Decision Maker (CODM) monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting to the CODM.

Accordingly, the Board of Directors of the Company is CODM for the purpose of segment reporting. Refer Note No. 40 for segment information presented.

**XXII. Leases :**

As a Lessee

At inception of a contract, the company assesses whether a contract is, or contains, a lease. A contract is or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether: (i) the contract involves the use of an identified asset (ii) the company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and (iii) the company has the right to direct the use of the asset.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured as given below:

- (a) increasing the carrying amount to reflect interest on the lease liability;
- (b) reducing the carrying amount to reflect the lease payments made; and
- (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### **Short-term leases and leases of low-value assets**

The Company has elected not to recognise right-to-use assets and lease liabilities for short-term lease that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as expense on straight line basis as per the terms of the lease.

#### **XXIII. Insurance Claims:**

Insurance claims are recognized when there is reasonable certainty regarding the realization of the same at an amount estimated by the management to the extent that it is highly probable that a significant reversal in the amount recognised will not occur at the time of actual receipt of the claim amount. At the end of each reporting period, the estimated amount is updated, if required, to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

#### **XXIV. Standards issued but not yet effective**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2022 vide notification no. G.S.R 255(E) dated 31st March 2023. Given below are the amendment made in brief and their possible impact on the financial statements of the company. The company will be apply the amendments from 1 April 2023 being the effective date of the amendments:

**Ind AS 1 – Presentation of Financial Statements**

Disclosure of Accounting Policies, amended paragraphs 7, 10, 114, 117 and 122, added paragraphs 117A–117E and deleted paragraphs 118, 119 and 121. The amendments to Ind AS 1 are applicable for annual reporting periods beginning on or after 1 April 2023. The amendment seeks to replace significant accounting policies with material accounting policy information and provides guidance on material accounting policy information. The amendment requires complete review of existing disclosure of accounting policies and may involve redrafting, removing some of the accounting policies now being disclosed or adding new accounting policy disclosures. The company is reviewing its accounting policy disclosure to change the same as per the amendments.

**Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

Definition of Accounting Estimates, amended paragraphs 5, 32, 34, 38 and 48 and added paragraphs 32A, 32B and 34A. These amendments are applicable for annual reporting periods beginning on or after 1 April 2023. The amendment replaces the definition of changes in accounting estimates with a new definition of accounting estimates and provides guidance on that definition, what are regarded as changes in accounting estimates and how to apply changes in accounting estimates. The amendments shall be applied to changes in accounting estimates and changes in accounting policies that occur on or after 1 April 2023. Therefore, the amendments have no impact on the financial position, financial performance or the cash flows of the entity in the current and previous year.

**Ind AS 12 – Income Taxes**

Deferred Tax related to Assets and Liabilities arising from a Single Transaction, amended paragraphs 15, 22 and 24 and added paragraph 22A. The amendment clarifies that in case, where at the time of initial recognition, equal amount of taxable and deductible temporary differences arise, the initial recognition exemption does not apply and the company shall recognize deferred tax liability and deferred tax asset on gross basis on that date of initial recognition depending on the applicable tax law. This happens typically when a lease liability and right-of-use asset is recognised initially or when decommissioning obligations are initially recognised and the same is added to the cost of the item of property, plant and equipment. If the application of this requirement results in unequal amount of deferred tax asset and deferred tax liability, the difference shall be recognised in profit or loss. These amendments are to be applied for annual reporting periods beginning on or after 1 April 2023 to transactions that occur on or after the beginning of the 1 April 2022. The amendment also requires deferred tax assets and deferred tax liabilities to be recognised on 1 April 2022 based on the carrying amounts of the lease liability and right-of-use asset as on 1 April 2022 and recognised any difference in opening balance of retained earnings or another component of equity, where appropriate, if the company has applied the initial recognition exemption requirements earlier or had recognised deferred tax assets and deferred tax liabilities on net basis. The same is also required for decommissioning obligations recognised initially and added to the cost of the item of property, plant and equipment. As the company has recognised deferred tax assets and deferred tax liabilities on gross basis on lease liability and right-of use assets, the amendment has no impact of the financial statements. Further, the company requirements relating to decommissioning obligations are not applicable to the company.

**Note 3: Property, Plant and Equipment**

(Rs. In Lakhs)

Particulars	Land	Building	Plant & Machinery, Equipments	Furnitures & Fixtures	Vehicles	Computers	Total
<b>Gross Carrying Value as on 01-04-2021</b>	22.11	412.23	1,268.51	26.81	70.01	13.83	1,813.50
Addition during the year	Nil	27.04	117.03	3.65	Nil	1.92	149.65
Deduction during the year	Nil	Nil	0.15	Nil	Nil	0.13	0.28
<b>Gross Carrying Value as on 31-03-2022</b>	22.11	439.27	1,385.39	30.46	70.01	15.62	1,962.86
Addition during the year	Nil	1.32	110.03	Nil	12.94	3.72	128.01
Deduction during the year	Nil	Nil	0.26	Nil	Nil	0.45	0.71
<b>Gross Carrying Value as on 31-03-2023</b>	22.11	440.59	1,495.15	30.46	82.95	18.89	2,090.16
<b>Accumulated Depreciation as on 01-04-2021</b>	Nil	72.07	464.39	3.19	28.08	6.37	574.10
Addition during the year	Nil	18.00	148.29	2.75	6.31	2.81	178.16
Deduction during the year	Nil	Nil	0.15	Nil	Nil	0.12	0.27
<b>Accumulated Depreciation as on 31-03-2022</b>	Nil	90.07	612.54	5.95	34.39	9.06	752.00
Addition during the year	Nil	18.75	140.26	2.84	6.90	2.63	171.38
Deduction during the year	Nil	Nil	0.11	Nil	Nil	0.43	0.54
<b>Accumulated depreciation as on 31-03-2023</b>	Nil	108.82	752.69	8.79	41.29	11.25	922.84
<b>Net Carrying Value as on 31-03-2022</b>	22.11	349.20	772.85	24.52	35.62	6.57	1,210.87
<b>Net Carrying Value as on 31-03-2023</b>	22.11	331.77	742.46	21.67	41.66	7.64	1,167.32

(a) **Assets pledged as Security** : Immovable properties of the company Secured by Equitable Mortgage of Fixed Assets both Movable & Immovable.

(b) **Capitalised Borrowing Cost** : Borrowing Cost Capitalised on Property, Plant and Equipment during the year Rs.Nil (PY. Rs.Nil).

(c) **Contractual Obligations**: Refer Note.33 for disclosure of Contractual Commitments for the acquisition of property, Plant & Equipment.

(d) Title deeds of immovable property (other than proper taken on lease by duly executed lease agreement) are held in the name of the company.

(e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami transactions (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder.

**Note :3 Work in Process- Capital Goods (CWIP)**

(Rs. In Lakhs)

Particulars	31-03-2023					31-03-2022		
	Factory Building - 2	Factory Building 1	Ring Grinding Section - 2	Electric Installation - 2	Total	Factory Building - 2	Ring Grinding Section - 2	Total
Op. Balance of CWIP	2.78	Nil	39.26	Nil	42.04	2.78	39.26	42.04
Addition during the year	1,048.42	Nil	95.21	6.19	1,149.81	Nil	Nil	Nil
Tr. To Capital assets during the year	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Closing Balance of CWIP</b>	<b>1,051.20</b>	<b>Nil</b>	<b>134.47</b>	<b>6.19</b>	<b>1,191.86</b>	<b>2.78</b>	<b>39.26</b>	<b>42.04</b>
CWIP aging schedule	31.03.2023				31.03.2022			
	Projects in progress	Projects temporarily suspended	Projects temporarily suspended		Projects in progress	Projects temporarily suspended	Projects in progress	
Less than 1 year	1,149.81	Nil	Nil		42.04	Nil	Nil	
1-2 years	42.04	Nil	Nil		Nil	Nil	Nil	
2-3 years	Nil	Nil	Nil		Nil	Nil	Nil	
More than 3 years	Nil	Nil	Nil		Nil	Nil	Nil	
<b>Total</b>	<b>1,191.86</b>	<b>Nil</b>	<b>Nil</b>		<b>42.04</b>	<b>Nil</b>	<b>Nil</b>	

(a) Capitalised Borrowing Cost : Borrowing Cost Capitalised on CWIP Property, Plant and Equipment during the year Rs. 0.39 Lacs (PY. Rs. Nil).

**Note 4 : Other Intangible Assets**

(Rs. In Lakhs)

Particulars	Computer Software	Total
<b>Gross Carrying Value as on 01-04-2021</b>	13.13	13.13
Addition during the year	1.02	1.02
Deduction during the year	Nil	Nil
<b>Gross Carrying Value as on 31-03-2022</b>	<b>14.15</b>	<b>14.15</b>
Addition during the year	Nil	Nil
Deduction during the year	Nil	Nil
<b>Gross Carrying Value as on 31-03-2023</b>	<b>14.15</b>	<b>14.15</b>
<b>Accumulated Amounts of Amortisation as on 01-04-2021</b>	7.05	7.05
Addition during the year	2.27	2.27
Deduction during the year	Nil	Nil
<b>Accumulated Amounts of Amortisation as on 31.03.2022</b>	<b>9.32</b>	<b>9.32</b>
Addition during the year	2.70	2.70
Deduction during the year		
<b>Accumulated amounts of Amortisation as on 31-03-2023</b>	<b>12.02</b>	<b>12.02</b>
Net Carrying Amount As at 31-03-2022	4.83	4.83
Net Carrying Amount As at 31-03-2023	2.12	2.12

5	Other Non-Current Financial Assets	As at	As at
		31/03/2023	31/03/2022
		(Rs. In Lakhs)	(Rs. In Lakhs)
(a)	Fixed Deposits with original maturity of more than 12 months	17.34	11.50
(b)	Interest Receivable on above Fixed Deposits	0.77	0.87
(c)	Security Deposits- Unsecured , considered good	36.66	51.38
<b>Total .....</b>		<b>54.77</b>	<b>63.75</b>
6	Other Non-Current Assets	As at	As at
		31/03/2023	31/03/2022
		(Rs. In Lakhs)	(Rs. In Lakhs)
(a)	Advance Tax & TDS	2.16	270.71
(b)	Provision for Tax	Nil	266.00
<b>Total .....</b>		<b>2.16</b>	<b>4.71</b>
7	Other Non-Current Assets	As at	As at
		31/03/2023	31/03/2022
		(Rs. In Lakhs)	(Rs. In Lakhs)
(a)	Gratuity Fund (Net)	23.74	33.06
(b)	Advance to Supplier for property, plant Equipment	103.70	13.02
<b>Total .....</b>		<b>127.44</b>	<b>46.08</b>
8	Inventories	As at	As at
		31/03/2023	31/03/2022
		(Rs. In Lakhs)	(Rs. In Lakhs)
(a)	Raw materials	608.24	479.55
(b)	Work-in-Process	551.89	575.12
(c)	Finished Goods	580.46	704.13
(d)	Stores & Others	61.36	42.60
(e)	Packing Materials	25.36	24.95
<b>Total .....</b>		<b>1,827.31</b>	<b>1,826.35</b>
8.1	The cost of inventories recognised as an expense during the year was Rs. Nil. (As at March 31, 2022: Rs. Nil)		
8.2	The cost of inventories recognised as an expenses includes Rs. Nil (during 2021-22 Rs.Nil ) in respect of write-down of inventory to net realisable value, and has been reduced by Rs. Nil (during 2021-22 : Rs. Nil) in respect of the reversal of such write-down.		
8.3	Inventory of Raw Material includes Material in Transit as on 31-03-2023 of Rs. Nil (as on 31-03-2022 Rs. Nil).		
8.4	Inventory of Finished Stock Includes Goods in Transit- as on 31-03-2023 Rs. Nil (as on 31-03-2022 Rs. Nil).		



9	Current Investments	As at 31/03/2023 (Rs. In Lakhs)	As at 31/03/2022 (Rs in Lakhs)
	<u>Investments in Mutual Funds - FVTPL</u>		
(a)	SBI Credit Risk Fund Regular Plan Growth of FV Rs. 10/- each (57381.345 units as on 31-03-2023, 57381.345 units as on 31-03-2022)	21.72	20.75
(b)	SBI Magnum Medium Duration Fund - Regular Growth FV Rs.10/- each Nil units as on 31-03-2023 ( 9,74,374.952 units as on 31-03-2022)	Nil	401.34
(c)	SBI Balance Advantage Fund Regular Growth of FV Rs. 10/- each (49997.500 units as on 31-03-2023, (49997.500 units as on 31-03-2022)	5.41	5.15
(d)	SBI - Conservative Hybrid Fund Regular Plan Growth FV Rs.10/- each 93075.42 Units as on 31-03-2023, (93075.42 Units as on 31-03-2022)	52.25	49.53
(e)	SBI - Equity Hybrid Fund Regular Plan Growth FV Rs.10/- each (12230.78 Units as on 31-03-2023, Nil Units as on 31-03-2022)	24.24	Nil
(f)	HDFC Medium Term Debt Fund Direct Plan Growth FV Rs. 10/- each Nil units as on 31-03-2023, (264212.769 units as on 31-03-2022)	Nil	128.30
(g)	HDFC Credit Risk Debt Fund Direct Plan Growth FV Rs. 10/- each Nil units as on 31-03-2023, (373491.793 units as on 31-03-2022)	Nil	77.03
(h)	HDFC - Equity Saving Fund - Regular Plan Growth FV Rs.10/- each 157695.553 Unit as on 31-03-2023 (157695.553 Unit As on 31-03-2022)	79.43	76.13
(i)	HDFC - Hybrid Debt Fund - Regular Plan Growth FV Rs.10/- each (42202.240 Unit as on 31-03-2023 (42202.240 Unit As on 31-03-2022)	26.73	25.25
(j)	HDFC - Balance Advantage Fund Debt Fund - Regular Plan Growth FV Rs.10/- each (147191.297 Unit as on 31-03-2023 (Nil Unit As on 31-03-2022)	475.88	Nil
(k)	HDFC Liquid Fund - Growth Debt Fund - Regular Plan Growth FV Rs.10/- each 1275.764 Unit as on 31-03-2023 ( Nil Unit As on 31-03-2022)	55.93	Nil
(l)	Axis Regular Saver Fund - Regular Growth FV Rs.10/- each Nil Unit as on 31- 03-2023 (103344.19 Unit As on 31-03-2022)	Nil	25.24
(m)	Axis Equity Saver Fund - Regular Growth FV Rs.10/- each (212206.846 Unit as on 31-03-2023 (Nil Unit As on 31-03-2022)	35.57	Nil
(n)	Tata Balanced Advantage Fund - Regular Growth FV Rs.10/- each (173221.10 Unit as on 31-03-2023 Nil Unit As on 31-03-2022)	26.33	Nil
(o)	Tata Multi Asset Opporinutes Fund - Regular Growth FV Rs.10/- each 4652048.96 Unit as on 31-03-2023 ( Nil Unit As on 31-03-2022)	748.39	Nil
(p)	Baroda BNP Paribas Balance Advantage Fund - Regular Growth FV Rs.10/- each 630453.448 Unit as on 31-03-2023 Nil Unit As on 31-03-2022)	104.80	Nil
(q)	Baroda BNP Paribas Multi Asset Fund- Regular Growth FV Rs.10/- each (99985.01 Unit as on 31-03-2023 Nil Unit As on 31-03-2022)	9.99	Nil
(r)	Aditya Birla Sun Life Balanced Advantage Fund FV Rs.10/- each (264081.545 Unit as on 31-03-2023 (Nil Unit As on 31-03-2022)	197.30	Nil
(s)	Aditya Birla Sun Life Equity Hybrid 95 Fund FV Rs.10/- each (973.917 Unit as on 31-03-2023 ( Nil Unit As on 31-03-2022)	9.94	Nil
(t)	Aditya Birla Sun Life Equity Hybrid 95 Fund FV Rs.10/- each (8489.545 Unit as on 31-03-2023 ( Nil Unit As on 31-03-2022)	86.63	Nil
	<b>Total .....</b>	<b>1,960.53</b>	<b>808.72</b>
a.	Aggregate COST of quoted investments	1,899.07	771.87
b.	Aggregate NAV of quoted investments	1,960.53	808.72

10	Trade Receivables	As at			
		31/03/2023 (Rs. In Lakhs)	31/03/2022 (Rs In Lkhs)		
(a)	Trade Receivable Considered Good - Secured	Nil	Nil		
(b)	Trade Receivable Considered Good - Unsecured	2,908.46	3,054.01		
(c)	Trade Receivable which have significant increase in Credit Risk	35.38	25.83		
(d)	Trade Receivables - credit impaired	Nil	Nil		
		2,943.84	3,079.84		
(e)	Less: Allowance for doubtful receivables (Expected Credit Loss)	3.01	3.08		
	<b>Total .....</b>	<b>2,940.84</b>	<b>3,076.76</b>		
10.1	<b>Ageing Details</b>				
	<b>Outstanding as on 31/03/2023</b>				
	Ageing	Disputed Trade Receivables		Undisputed Trade Receivables	
		Considered Good	Considered Doubtful	Considered Good	Considered Doubtful
	Outstanding Less than 6 Months	Nil	Nil	2,908.46	Nil
	Outstanding Less than 6 Months to 1 Years	Nil	Nil	24.41	Nil
	Outstanding between 1 year to 2 Years	Nil	Nil	10.35	Nil
	Outstanding between 2 years to 3 Years	Nil	Nil	Nil	Nil
	Outstanding More than 3 Years	Nil	Nil	0.63	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>2,943.84</b>	<b>Nil</b>
	<b>Outstanding as on 31/03/2022</b>				
	Ageing	Disputed Trade Receivables		Undisputed Trade Receivables	
		Considered Good	Considered Doubtful	Considered Good	Considered Doubtful
	Outstanding Less than 6 Months	Nil	Nil	3,054.01	Nil
	Outstanding Less than 6 Months to 1 Years	Nil	Nil	23.52	Nil
	Outstanding between 1 year to 2 Years	Nil	Nil	1.68	Nil
	Outstanding between 2 years to 3 Years	Nil	Nil	Nil	Nil
	Outstanding More than 3 Years	Nil	Nil	0.63	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>3,079.84</b>	<b>Nil</b>
10.2	The company has entered in to transaction with companies struck off under section 248 of the Companies Act,2013. (Refer note: 41 (f))				
11	<b>Cash &amp; Cash Equivalents</b>	As at		As at	
		31/03/2023		31/03/2022	
		(Rs. In Lakhs)		(Rs In Lakhs)	
(a)	Cash on hand	0.58		1.88	
(b)	Balances with Bank - In Current Account	8.63		6.01	
	<b>Total .....</b>	<b>9.21</b>		<b>7.90</b>	
12	<b>Other Current Assets</b>	As at		As at	
		31/03/2023		31/03/2022	
		(Rs. In Lakhs)		(Rs In Lakhs)	
(a)	Advances recoverable in cash or kind	56.29		22.71	
(b)	Export Incentive Receivable	67.07		95.35	
(c)	Prepaid Expenses	12.84		18.22	
(d)	Imprest to Employees	7.63		4.27	
(e)	Balances with Statutory Authorities	269.33		242.32	
	<b>Total .....</b>	<b>413.17</b>		<b>382.85</b>	

13	Equity Share Capital	As at				
		31/03/2023 (Rs. In Lakhs)	31/03/2022 (Rs In Lakhs)			
(a)	[i] Authorised Share Capital: 50,00,000 Equity shares of Rs.10 each (as at March 31, 2022 : 50,00,000 equity shares of Rs. 10 each)	500.00	500.00			
	[ii] Issued, Subscribed & Paid-up Capital :					
(b)	31,80,000 equity shares of Rs. 10 each fully paid (as at March 31, 2022 : 31,80,000 equity shares of Rs.10 each )	318.00	318.00			
	<b>Total .....</b>	<b>318.00</b>	<b>318.00</b>			
(c)	The company has only one class of shares referred to as Equity shares having face value of Rs. 100/-. Each Holder of equity share is entitled to 1 vote per share.  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 shareholder.					
(d)	Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2023, 31/03/2022 is set out below:-					
		<b>As at 31/03/2023</b>		<b>As at 31/03/2022</b>		
	<b>Particulars</b>	<b>No. of Shares</b>	<b>Amt (Rs.)</b>	<b>No. of Shares</b>	<b>Amt (Rs.)</b>	
	Shares at the beginning	31,80,000	318.00	31,80,000	318.00	
	Addition	Nil	Nil	Nil	Nil	
	Deletion	Nil	Nil	Nil	Nil	
	Shares at the end	31,80,000	318.00	31,80,000	318.00	
(e)	The details of Share holders holding more than 5% shares is set out below.					
	<b>Name of Shareholder</b>	<b>As at 31/03/2023</b>		<b>As at 31/03/2022</b>		<b>% change</b>
		<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>	<b>% of Holding</b>	
1	Indiraben V Kansagara	2,30,850	7.26	2,30,850	7.26	Nil
2	Shetal Devang Gor	3,57,510	11.24	2,06,710	6.50	72.95%
(f)	The details of Share held by Promotors is set out below.					
	<b>Name of Shareholder</b>	<b>As at 31/03/2023</b>		<b>As at 31/03/2022</b>		<b>% change</b>
		<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>	<b>% of Holding</b>	
1	Indiraben Vinodbhai Kansagara	2,30,850	7.26	2,30,850	7.26	0.00%
2	Shetal Devang Gor	3,57,510	11.24	2,06,710	6.50	72.95%
3	Sonal Sanatkumar Patel	1,54,700	4.86	1,54,700	4.86	0.00%
4	Tuhina Rimal Bera	1,38,900	4.37	1,38,900	4.37	0.00%
5	Devang Mahesh Gor	1,00,602	3.16	81,500	2.56	23.44%
6	Kevin Rimal Bera	40,175	1.26	40,175	1.26	0.00%
7	Kishen Rimal Bera	38,576	1.21	38,576	1.21	0.00%
8	Sean Devang Gor	25,626	0.81	-	-	100.00%
9	Ajitbhai Kiran Patel	30,000	0.94	30,000	0.94	0.00%
10	Ankur Ramesh Kantesaria	13,600	0.43	13,600	0.43	0.00%
11	Ashaben Rajeshkumar Patel	12,000	0.38	12,000	0.38	0.00%
12	Atul Nathabhai Patel	2,100	0.07	25,931	0.82	-91.90%
13	Dharmistaben Ramesh Kantesaria	801	0.03	801	0.03	0.00%
14	Dilipkumar Keshavji Ghodasara	11,200	0.35	11,200	0.35	0.00%
15	Dinesh Keshavji Ghodesara	8,700	0.27	8,700	0.27	0.00%
16	Dudhiben Govindlal Patel	70,500	2.22	70,500	2.22	0.00%

17	Gautam Navinchandra Bhalodia	32,000	1.01	32,000	1.01	0.00%
18	Govindlal Jagjivanbhai Patel	30,500	0.96	30,500	0.96	0.00%
19	Hemkuvarben Valjibhai Patel	5,500	0.17	5,500	0.17	0.00%
20	Janakkumar Rasmibhai Bhalodia	2,000	0.06	2,000	0.06	0.00%
21	Jaykumar Rajeshbhai Bhalodia	30,000	0.94	30,000	0.94	0.00%
22	Jaiprakash Jairambhai Patel	500	0.02	500	0.02	0.00%
23	Kiran Valjibhai Patel	35,200	1.11	35,200	1.11	0.00%
24	Mohanlal Jagjivanbhai Patel	26,000	0.82	26,000	0.82	0.00%
25	Mona Atul Patel	14,000	0.44	14,000	0.44	0.00%
26	Pushpaben Rajnikant Bhalodia	25,000	0.79	25,000	0.79	0.00%
27	Rajeshkumar Patel HUF	500	0.02	500	0.02	0.00%
28	Rajnikant Mohanlal Bhalodia	20,000	0.63	20,000	0.63	0.00%
29	Ramesh Jivabhai Kantesaria	21,850	0.69	25,650	0.81	-14.81%
30	Mukeshkumar K. Ghodasara	11,200	0.35	11,200	0.35	0.00%
31	Bharkumar Keshavji Ghodasara	15,600	0.49	15,600	0.49	0.00%
32	Navinchandra Mohanlal Patel	54,860	1.73	47,610	1.50	15.23%
33	Rajesh Govindlal Patel	45,910	1.44	45,910	1.44	0.00%
34	Rashmibhai Valjibhai Bhalodia	60,820	1.91	60,820	1.91	0.00%
35	Nathalal Bhagwanji Delvadia	4,200	0.13	4,200	0.13	0.00%
36	Valjibhai Patel	500	0.02	500	0.02	0.00%
37	Savitaben Mohanlal Patel	30,500	0.96	30,500	0.96	0.00%
38	Shobhna Jaiprakash Patel	800	0.03	800	0.03	0.00%
39	Vanitaben Nathabhai Patel	12,800	0.40	12,800	0.40	0.00%
40	Pooja Ankur Kantesaria	-	0.00	-	0.00	0.00%
	<b>Total</b>	<b>17,16,080</b>	<b>53.96</b>	<b>15,40,933</b>	<b>48.46</b>	<b>1.05</b>
<b>14</b>	<b>Other Equity</b>			<b>As at</b>	<b>As at</b>	
				<b>31/03/2023</b>	<b>31/03/2022</b>	
				<b>(Rs. In Lakhs)</b>	<b>(Rs. In Lakhs)</b>	
(a)	General Reserve					
	Balance as per last financial Statement			16.89	16.89	
	Add : Addition during the year			Nil	Nil	
	Less: Transfer during the year			Nil	Nil	
				<u>16.89</u>	<u>16.89</u>	
(b)	Retained Earnings					
	Balance as per last financial Statement			5,526.86	4,200.93	
	Add : Profit for the year			1,594.61	1,328.57	
	Add / (Less): Other Comprehensive income			(10.36)	(2.64)	
	Net Surplus in the statement of profit and loss			<u>7,111.11</u>	<u>5,526.86</u>	
				<b>Total .....</b>	<b>7,127.99</b>	<b>5,543.75</b>

	<p><b>Retained earnings:</b> The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013.</p> <p><b>General Reserve:</b> General Reserve is created from time to time by transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.</p> <p><b>Other Comprehensive Income:</b> The remeasurement gain / (loss) on net defined benefit plans is recognised in Other Comprehensive Income net of tax.</p>					
<b>15</b>	<b>Deferred Tax Liabilities / (Assets) (Net)</b>		<b>As at 31/03/2023 (Rs. In Lakhs)</b>	<b>As at 31/03/2022 (Rs. In Lakhs)</b>		
	<b>Deferred Tax Liabilities</b>					
a	Temporary Difference of Depreciation as per Income Tax Provisions and Companies Act, 2013.		19.76	21.23		
b	Deferred Tax Liability recognised in Gain on Investment at fair Value		13.75	6.64		
			<b>33.52</b>	<b>27.87</b>		
	<b>Deferred Tax Assets</b>					
c	Deferred Tax Assets of Actuarial Gain recognised through OCI		(3.48)	(0.89)		
d	Provision for Expenses allowable in subsequent years		6.03	4.23		
e	Provision for Doubtful Debts- Trade Receivables		0.76	0.78		
			<b>3.30</b>	<b>4.12</b>		
	<b>Net Deferred Tax Liability</b>		<b>30.25</b>	<b>23.75</b>		
	<b>Movements in Deferred Tax Liabilities / (Assets)</b>	<b>Gain on Investment Fair Value</b>	<b>Provision for Bonus</b>	<b>Property, Plant and Equipment</b>	<b>Defined benefit obligations</b>	<b>Provision for doubtful debts - trade receivables</b>
	At April 01, 2021	4.07	(3.46)	20.95	(0.72)	(0.32)
	Charged/(credited):	Nil	Nil	Nil	Nil	Nil
	- to profit or loss	2.57	(0.77)	0.27	2.49	(0.46)
	- to other comprehensive income	Nil	Nil	Nil	(0.89)	Nil
	<b>At 31st March, 2022</b>	<b>6.64</b>	<b>(4.23)</b>	<b>21.23</b>	<b>0.89</b>	<b>(0.78)</b>
	Charged/(credited):					
	to profit or loss	7.11	(1.80)	(1.46)	6.08	0.02
	to other comprehensive income		Nil	Nil	(3.48)	Nil
	<b>Net Deferred Tax Liability / (Assets)- 31.03.23</b>	<b>13.75</b>	<b>(6.03)</b>	<b>19.76</b>	<b>3.48</b>	<b>(0.76)</b>
<b>16</b>	<b>Current Borrowings</b>		<b>As at 31/03/2023 (Rs. In Lakhs)</b>	<b>As at 31/03/2022 (Rs. In Lakhs)</b>		
	<b>Secured Borrowing</b>					
(a)	Cash Credit from Bank -Repayable on Demand		406.03	335.85		
			<b>406.03</b>	<b>335.85</b>		
	Security :					
16.1	Note : Working Capital facilities from State Bank of India is Primary Secured against hypothecation of stocks, Receivables, Plant & Machinery, all other current assets & Collateral Security against Equitable Mortgage of existing Factory land and Building and charge over Plant & Machinery at Plot No.253/p N.H.8B, Village Shapar, Dist.Rajkot			Interest Rate @ 9.90% pa		



17	Trade Payables	As at 31/03/2023 (Rs. In Lakhs)		As at 31/03/2022 (Rs. In Lakhs)	
(a)	Total outstanding dues of micro enterprises and small enterprises	14.50		18.36	
(b)	Total outstanding dues of creditors other than micro enterprises and small enterprises	1,630.34		1,094.54	
	<b>Total .....</b>	<b>1,644.84</b>		<b>1,112.90</b>	
17.1	<b>Ageing Details</b>				
	<b>AS on 31.3.2023</b>	<b>MSME Trade Payables</b>		<b>Other than MSME Trade Payables</b>	
		<b>Disputed</b>	<b>Undisputed</b>	<b>Disputed</b>	<b>Undisputed</b>
	Outstanding Less than 1 Years	Nil	14.50	Nil	1,630.34
	Outstanding between 1 year to 2 Years	Nil	Nil	Nil	Nil
	Outstanding between 2 year to 3 Years	Nil	Nil	Nil	Nil
	Outstanding More than 3 Years	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>14.50</b>	<b>Nil</b>	<b>1,630.34</b>
	<b>AS on 31.3.2022</b>	<b>MSME Trade Payables</b>		<b>Other than MSME Trade Payables</b>	
		<b>Disputed</b>	<b>Undisputed</b>	<b>Disputed</b>	<b>Undisputed</b>
	Outstanding Less than 1 Years	Nil	18.36	Nil	1,091.51
	Outstanding between 1 year to 2 Years	Nil	Nil	Nil	2.48
	Outstanding between 2 year to 3 Years	Nil	Nil	Nil	Nil
	Outstanding More than 3 Years	Nil	Nil	Nil	0.56
	<b>Total</b>	<b>Nil</b>	<b>18.36</b>	<b>Nil</b>	<b>1,094.54</b>
17.2	The company has not entered in to any transaction with companies struck off under section 248 of the Companies Act,2013.				
17.3	Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came in to force from 02.10.2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below and this has been relied upon by the Auditor.:				
	<b>Particulars</b>	<b>As at 31/03/2023 (Rs. In Lakhs)</b>		<b>As at 31/03/2022 (Rs. In Lakhs)</b>	
	The Principal amount remaining unpaid to any supplier as at the year end	14.50		18.36	
	Interest due thereon	Nil		0.01	
	Amount of interest paid by the Company in terms of section 16 of MSMED Act.	Nil		Nil	
	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED 2006.	Nil		0.02	
	Amount of interest accrued and remaining unpaid at the end of accounting year	Nil		0.02	
	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprise Development Act, 2006.	Nil		Nil	
	Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company and the same has been relied by the Auditor.				

<b>18</b>	<b>Other Current Financial Liabilities</b>	<b>As at 31/03/2023 (Rs. In Lakhs)</b>	<b>As at 31/03/2022 (Rs. In Lakhs)</b>
	<u>Unsecured</u> Employee Benefits Payable	23.96	20.11
	<b>Total .....</b>	<b>23.96</b>	<b>20.11</b>
<b>19</b>	<b>Other Current Liabilities</b>	<b>As at 31/03/2023 (Rs. In Lakhs)</b>	<b>As at 31/03/2022 (Rs. In Lakhs)</b>
(a)	Other Statutory dues	24.59	14.83
(b)	Advance received from customers	28.42	0.29
(c)	Creditors for Expenses	54.81	30.85
(d)	Other Payables	25.06	2.89
	<b>Total .....</b>	<b>132.88</b>	<b>48.86</b>
<b>20</b>	<b>Current Tax Liabilities (Net)</b>	<b>As at 31/03/2023 (Rs. In Lakhs)</b>	<b>As at 31/03/2022 (Rs. In Lakhs)</b>
(a)	Provision For Income Tax	558.30	462.00
(b)	Less: Advance Payment of Income Tax & TDS	545.52	390.35
	<b>Total .....</b>	<b>12.78</b>	<b>71.65</b>



<b>21</b>	<b>Revenue from operation</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
	Revenue from Contracts with Customers		
	<u>Sale of Product</u>		
(a)	Finished Goods	11,483.74	10,079.04
	<u>Other Operating Revenue</u>		
(b)	Export Incentive	221.30	195.86
(c)	Job Work Income	115.50	86.80
(d)	Scrap Sales	47.46	47.10
		384.27	329.76
	<b>Total .....</b>	<b>11,868.01</b>	<b>10,408.80</b>
21.1	Revenue from Contracts with Customers is after providing discounts related to Sale of products		
	<u>Sale of Product</u>		
(a)	<u>Finished Goods</u>	11,483.74	10,107.09
	Less: Discount / Rate Difference	Nil	28.05
		11,483.74	10,079.04
(b)	Scrap Sales	47.46	47.10
	Total Sale of Product	11,531.20	10,126.14
	<u>Details of products sold</u>		
(a)	Finished Goods Sold		
	Ball & Roller Bearing	11,483.74	10,079.04
	<b>Total .....</b>	<b>11,483.74</b>	<b>10,079.04</b>
(b)	<u>Details of Services Provided</u>		
	Job Work Income	115.50	86.80
	<b>Total .....</b>	<b>115.50</b>	<b>86.80</b>
<b>22</b>	<b>Other Income</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
(a)	Interest Income	1.86	2.00
(b)	Net gain on Current Investment designated at fair value through	54.64	26.40
(c)	Profit on redumption of Investments	6.57	7.08
(d)	Net gain on sale of Property, Plant & Equipment	(0.03)	0.04
(e)	Gain/ (Loss) on Exchange Fluctuation (net)	189.90	93.09
(f)	Misc. Income	17.26	32.45
	<b>Total .....</b>	<b>270.20</b>	<b>161.05</b>
<b>23</b>	<b>Cost of Materials Consumed</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
(a)	Inventory at the beginning of the year	479.55	486.38
(b)	Add: Purchase	5,893.72	5,144.53
(c)	Less: Inventory at the end of the year	608.24	479.55
(d)	<b>Cost of Materials Consumed</b>	<b>Total..... 5,765.02</b>	<b>5,151.36</b>

24	<b>Change In Inventories Of Finished Goods, Work In Progress And Stock In Trade</b>	Year ended 31/03/2023 (Rs. In Lakhs)	Year ended 31/03/2022 (Rs. In Lakhs)
	<u>Inventory at the beginning of the year</u>		
(a)	Work-in-process	575.12	399.32
(b)	Finished Goods	704.13	873.92
		1,279.25	1,273.24
	<u>Inventory at the end of the year</u>		
(a)	Work-in-process	551.89	575.12
(b)	Finished Goods	580.46	704.13
		1,132.35	1,279.25
	<b>Decretion / (Accretion) to Stock</b>	<b>146.90</b>	<b>(6.01)</b>
	<u>Details of Inventory</u>		
(a)	<u>Work In Progress</u>		
	Taper Roller Bearing Ring (OR)	194.16	194.16
	Taper Roller Bearing Ring (IR)	357.73	380.96
		551.89	575.12
	<u>Finished Goods</u>		
(b)	Taper Roller Bearing Ring	580.46	704.13
		580.46	704.13
25	<b>Employee Benefit Expense</b>	Year ended 31/03/2023 (Rs. In Lakhs)	Year ended 31/03/2022 (Rs. In Lakhs)
(a)	Salary, Wages & Bonus	494.21	435.93
(b)	Directors Remuneration & Perquisite Charges	11.41	9.66
(c)	Contribution to Provident Fund & Other Funds	50.18	43.44
(d)	Staff welfare Expenses	4.36	7.30
	<b>Total .....</b>	<b>560.16</b>	<b>496.32</b>
25.1	Ind AS 19 the Company has recognized in the financial statements in respects of Employee Benefits Schemes As per Actuarial Valuation as on 31st March, 2023.		
	Amount of Defined Benefit Obligation in respect of Gratuity liability is regonised in the balance sheet as Follows:		
	Particulars	Project Unit Credit Method	
	<b>Period Covered</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
<b>A</b>	<b>Asset and Liability (Balance Sheet Position)</b>	<b>Nil</b>	<b>Nil</b>
	Present Value of Defined Benefit obligation	108.35	86.57
	Fair Value of Plan Asset	(132.10)	(119.64)
	Net Defined Belefit Liability / (Assets)	(23.74)	(33.06)
<b>B</b>	<b>Bifurcation of Net Liability</b>		
	Current Liability	(23.74)	(19.59)
	Non Current Liability	Nil	(13.47)
	Net Defined Benefit Liability/(Asset)	(23.74)	(33.06)
<b>C</b>	<b>Income/ Expenses recogized During the Period</b>	<b>Nil</b>	<b>Nil</b>
	Employee Beniefit Expenses	11.59	10.72
	Other Comprehensive Income	13.84	3.52

<b>D</b>	<b>Funded Status of the Plan</b>		
	Present Value of Unfunded Obligations	Nil	Nil
	Present Value of Funded Obligations	108.35	86.57
	Fail Value of Plan Assets	(132.10)	(119.64)
	Net Defined Benefit Liability/(Asset)	(23.74)	(33.06)
<b>E</b>	<b>Profit and Loss account for the period</b>		
	Service Cost :	Nil	Nil
	Current Service Cost	14.36	12.59
	Past Service Cost	Nil	Nil
	Loss/(Gain) on curtailments and settlement	Nil	Nil
	Net Interest Cost	(2.77)	(1.87)
	Total Included in 'Employee Benefit Expenses'	11.59	10.72
<b>F</b>	<b>Other Comprehensive Income for the Period</b>		
	Components of actuarial gain/losses on obligations :	Nil	Nil
	Due to Changes in financial assumptions	4.80	(2.22)
	Due to Changes in Demographic assumptions	4.13	Nil
	Due to Experience adjustments	5.17	6.27
	Return on plan assets excluding amounts included in interest Income	(0.25)	(0.52)
	Amounts Recognized in other Comprehensive (Income) / Expenses	13.84	3.52
<b>G</b>	<b>Reconciliation of defined benefit Obligation</b>	Nil	Nil
	Opening Defined Benefit Obligation	86.57	67.97
	Transfer In / (Out)	Nil	Nil
	Current Service Cost	14.36	12.59
	Interest Cost	5.26	4.02
	Components of actuarial gain/losses on obligation :	Nil	Nil
	Due to change in financial assumption	4.80	(2.22)
	due to changes in demographic assumption	4.13	Nil
	Due to experience adjustments	5.17	6.27
	Past Service Cost	Nil	Nil
	Loss (gain) on curtailments	Nil	Nil
	Liabilities extinguished on settlements	Nil	Nil
	Liabilities extinguished on settlements	Nil	Nil
	Liabilities assumed in an amalgamation in the nature of purchase	Nil	Nil
	Exchange difference on foreign plans	Nil	Nil
	Benefit paid from Fund	(11.93)	(2.05)
	Benefit paid by Company	Nil	Nil
	Closing Defined Benefit obligation	108.35	86.57
<b>H</b>	<b>Reconciliation of Plan Assets</b>		
	Opening Value of Plan Assets	119.64	90.42
	Transfer in /out Plan Assets	Nil	Nil
	Expenses deducted from Asset	Nil	Nil
	Interest Income	8.03	5.89
	Return on plan assets excluding amounts included in interest income	0.25	0.52
	Assets distributed on settlements	Nil	Nil
	Contributions by employer	16.12	24.86
	Assets acquired in an amalgamation in the nature of purchase	Nil	Nil
	Exchange difference on foreign plans	Nil	Nil
	Benefit paid	(11.93)	(2.05)
	Closing Value of Plan Assets	132.10	119.64
<b>I</b>	<b>Reconciliation of Asset Ceiling</b>	Nil	Nil
	Opening value of Asset Ceiling	Nil	Nil
	Interest on opening value of asset ceiling	Nil	Nil
	Loss/ (Gain) on asset due to surplus / deficit	Nil	Nil
	Closing Value of Plan asset ceiling	Nil	Nil

<b>J</b>	<b>Composition of Plan Assets</b>		
	Government of India Securities	Nil	Nil
	State Government Securities	Nil	Nil
	High Quality Corporate Bonds	Nil	Nil
	Equity Shares of Listed Companies	Nil	Nil
	Property	Nil	Nil
	Special Deposit Scheme	Nil	Nil
	Policy of Insurance	100%	100%
	Bank Balance	Nil	Nil
	Other Investments	Nil	Nil
	<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>K</b>	<b>Reconciliation of net defined benefit liability</b>	<b>Nil</b>	<b>Nil</b>
	Net Opening Provision in books of accounts	<b>(33.06)</b>	<b>(22.45)</b>
	Transfer in/(out) obligation	<b>Nil</b>	<b>Nil</b>
	Transfer in/(out) Assets	<b>Nil</b>	<b>Nil</b>
	Employee Benefit Expenses as per Annexure 2	<b>11.59</b>	<b>10.72</b>
	Amounts recognized in other comprehensive Income	<b>13.84</b>	<b>3.52</b>
		<b>(7.63)</b>	<b>(8.20)</b>
	Benefit paid by the Company	Nil	Nil
	Contributions to plan Assets	(16.12)	(24.86)
	Closing Provision in Books of Accounts	<b>(23.75)</b>	<b>(33.06)</b>
<b>L</b>	<b>Principle Actuarial Assumptions</b>		
	Discount Rate	7.30% p.a	6.5% p.a.
	Salary Growth Rate	7% p.a	5% p.a.
		Age 25 & Below	30% p.a.
		Age 25 to 35	25% p.a.
		Age 35 to 45	20% p.a.
		Age 45 to 55	15% p.a.
		Age 55 & Above	10% p.a.
	Withdrawal Rates		
		Age 25 & Below	3% p.a.
		Age 25 to 35	2.5% p.a.
		Age 35 to 45	2% p.a.
		Age 45 to 55	1.5% p.a.
		Age 55 & Above	1% p.a.
<b>M</b>	<b>Sensitivity to Key Assumptions</b>		
	<u>Discount Rate Sensivity</u>	<b>Nil</b>	<b>Nil</b>
	Increase by 0.5%	<b>106.47</b>	<b>83.10</b>
	(% Changes)	-1.74%	-4.20%
	Decrease by 0.5%	<b>110.31</b>	<b>90.34</b>
	(% Changes)	1.81%	4.48%
	<u>Salary Growth Rate Sensivity</u>		
	Increase by 0.5%	<b>110.02</b>	<b>89.79</b>
	(% Changes)	1.54%	4.48%
	Decrease by 0.5%	<b>106.67</b>	<b>83.39</b>
	(% Changes)	-1.56%	-3.93%
	<u>Withdrawal Rate (W.R.) Sensivity</u>		
	W.R. x 110%	<b>107.93</b>	<b>86.72</b>
	(% Changes)	-0.39%	0.16%
	W.R. x 90%	<b>108.77</b>	<b>86.43</b>
	(% Changes)	0.38%	-0.17%

<b>N</b>	<b>Expected Future Cashflow (Undiscounted)</b>		
1	Year 1	<b>33.02</b>	<b>19.59</b>
	Distribution (%)	22.50%	10.30%
2	Year 2	<b>17.78</b>	<b>1.50</b>
	Distribution (%)	12.10%	3.10%
3	Year 3	<b>12.69</b>	<b>6.37</b>
	Distribution (%)	8.60%	1.20%
4	Year 4	<b>11.78</b>	<b>3.70</b>
	Distribution (%)	8.00%	4.30%
5	Year 5	<b>8.86</b>	<b>3.86</b>
	Distribution (%)	6.00%	2.10%
6	Year 6 to Year 10 Cash flow	<b>42.07</b>	<b>40.79</b>
	Distribution (%)	28.60%	21.30%
<b>O</b>	Expected contribution for the next year is Rs. 15.38 Lakhs		
<b>26</b>	<b>Finance Costs</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
(a)	Interest on Working Capital Loans	11.49	16.48
(b)	Interest to Others	6.90	7.41
(c)	Other Borrowing Cost	9.83	10.33
	<b>Total .....</b>	<b>28.22</b>	<b>34.22</b>
<b>27</b>	<b>Depreciation And Amortisation Expense</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
(a)	Depreciation of Property, Plant & Equipment	171.38	178.16
(b)	Amortisation of Intangible Assets	2.70	2.27
	<b>Total .....</b>	<b>174.09</b>	<b>180.43</b>
<b>28</b>	<b>Other Expenses</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
(a)	Stores & Spares consumed	673.78	412.56
(b)	Packing Material Consumed	244.94	329.91
(c)	Labour Expenses	1,227.87	1,237.63
(d)	Electricity, Fuel Charges	167.37	139.10
(e)	Repairs To:		
-	Building	1.27	8.60
-	Plant & Machinery	287.65	224.98
-	Other	4.82	7.95
	<b>Total .....</b>	<b>293.74</b>	<b>241.54</b>
(f)	Insurance	34.13	30.81
(g)	Rent, Rates & Taxes	20.55	15.01
(h)	Stationery & Printing Expense	5.41	4.44
(i)	Communication Expense	6.21	12.56
(j)	Advertisement Expense	2.19	1.12
(k)	Traveling & Conveyance Expense	56.34	17.80
(l)	Legal & Professional Expenses	82.77	32.59
(m)	Freight & Delivery charges	257.85	296.14
(n)	Auditor's Remuneration:	Nil	Nil
-	Audit Fees	2.25	2.25
-	Tax Audit Fees	0.75	Nil
-	For Certification	0.12	0.10
	<b>Total .....</b>	<b>3.12</b>	<b>2.35</b>

(p)	Sales Promotion Expense	30.81	6.34
(q)	Sales Commission Expense	126.96	67.77
(r)	Bank Charges	15.00	10.09
(s)	Impairment Loss (Expected Credit Loss- Refer Note 35 (I)(ii))	(0.07)	1.69
(t)	CSR Expenses	23.20	18.00
(u)	General Charges (including Watch & Ward Charges , Canteen Expenses, Membership Fees, Security Expenses, House Keeping Charges & Misc. Expenses)	28.45	53.48
	<b>Total .....</b>	<b>3,300.62</b>	<b>2,930.92</b>
<b>29</b>	<b>Income tax recognised in profit or loss</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
	Current tax		
(a)	In respect of the current year	552.00	455.00
(b)	In respect of the prior year	6.64	(5.07)
		558.64	449.93
	Deferred tax		
(a)	In respect of the current year	9.95	4.11
		9.95	4.11
	<b>Total .....</b>	<b>568.59</b>	<b>454.04</b>
	Income tax reconciliation		
	<b>Particulars</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
(a)	Profit before tax	2,163.20	1,782.60
(b)	Tax expenses reported during the year	568.59	454.04
(c)	Income tax expenses calculated (C.Y. @ 25.17)	544.48	448.68
	<b>Difference</b>	<b>24.11</b>	<b>5.36</b>
(a)	Permanent disallowances	10.17	8.87
(b)	Prior Year Tax	6.64	(5.07)
(c)	Other item	7.31	1.56
	<b>Total .....</b>	<b>24.11</b>	<b>5.36</b>
<b>30</b>	<b>Statement of Other Comprehensive Income</b>	<b>Year ended 31/03/2023 (Rs. In Lakhs)</b>	<b>Year ended 31/03/2022 (Rs. In Lakhs)</b>
(a)	(i) Items that will not be reclassified to profit and loss		
	Remeasurement of defined benefit plans		
	Actuarial gain/(loss)	(13.84)	(3.52)
(b)	(ii) Income tax relating to these items that will not be reclassified to profit and		
	Deferred tax impact on actuarial gain/(loss)	3.48	0.89
	<b>Total .....</b>	<b>(10.36)</b>	<b>(2.64)</b>

31	Earning Per Share		Year ended 31/03/2023 (Rs. In Lakhs)	Year ended 31/03/2022 (Rs. In Lakhs)
	Profit Attributable to Share Holders from Continuing Operations (Profit after Tax)	Rs.	1,594.61	1,328.57
	Weighted average No. of shares used as denominator for calculating Basic and Diluted earning per share	No. of Shares	31,80,000	31,80,000
	Nominal Value of Share	Rs.	10	10
	Basic and Diluted Earnings per Share	Rs.	50.14	41.78

32 Details in respect of Analytical Ratios of the Company											
Sr. No.	Particulars	Numerator Description	Denominator Description	For the Year 2022-23			For the Year 2021-22			% of Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year.
				Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
1	Current Ratio	Current Assets	Current Liabilities	7,151.06	2,220.49	3.22	6,102.58	1,589.36	3.84	-16.13%	-
2	Debt - Equity Ratio	Total Debts	Shareholders Equity	406.03	7,445.99	0.05	335.85	5,861.75	0.06	-4.83%	-
3	Debt Service Coverage Ratio	Earning available for Debt services	Debt Service	1,796.87	406.03	4.43	1,543.26	335.85	4.60	-3.69%	-
4	Return on Equity Ratio	PAT Less Preference Dividend	Average of Shareholder Funds	1,594.61	6,653.87	0.24	1,328.57	5,198.79	0.26	-6.22%	-
5	Inventory turnover Ratio	COGS	Average Inventory	5,911.92	1,826.83	3.24	5,145.35	1,831.45	2.81	15.19%	-
6	Trade Receivables turnover Ratio	Net Credit Sales	Average Trade Receivables	11,483.74	3,008.80	3.82	10,079.04	2,234.64	4.51	-15.38%	-
7	Trade payables turnover Ratio	Net Credit Purchase	Average Trade Creditors	6,812.44	1,378.87	4.94	5,887.01	1,073.44	5.48	-9.91%	-
8	Net Capital turnover Ratio	Net Sales	Working Capital	11,483.74	4,930.58	2.33	10,079.04	4,513.22	2.23	4.29%	-
9	Net Profit Ratio	Net Profit	Net Sales	1,594.61	11,483.74	0.14	1,328.57	10,079.04	0.13	5.34%	-
10	Return on Capital employed	PBIT	Capital Employed	2,197.72	7,445.99	0.30	1,809.83	5,861.75	0.31	-4.40%	-
11	Return on investment (Capital Gain Method on Face Value)	Income Generated from Investment	Average Investments	61.22	1,384.63	0.04	33.48	783.15	0.04	3.43%	-



**33 Related Party Transaction**

<b>A.</b>	<b>List of Related Parties</b>																																					
	Related Party relationship are as identified by the management and relied upon by the auditors.																																					
	<table border="1"> <thead> <tr> <th><u>Key Management Personnel</u></th> <th><u>Designation</u></th> </tr> </thead> <tbody> <tr> <td>Devang Gor</td> <td>Director</td> </tr> <tr> <td>Tuhina R. Bera</td> <td>Director</td> </tr> <tr> <td>Shetal D. Gor</td> <td>Director</td> </tr> <tr> <td>Bharatbhai K. Ghodasara</td> <td>Whole Time Director</td> </tr> <tr> <td>Dixit S. Patel</td> <td>Chief Financial Officer (CFO)</td> </tr> <tr> <td>Urvashi Gandhi</td> <td>Company Secretary (CS) (Upto 08/07/2022)</td> </tr> <tr> <td>Jeel Poshiya</td> <td>Company Secretary (CS) (From 01/09/2022)</td> </tr> </tbody> </table>		<u>Key Management Personnel</u>	<u>Designation</u>	Devang Gor	Director	Tuhina R. Bera	Director	Shetal D. Gor	Director	Bharatbhai K. Ghodasara	Whole Time Director	Dixit S. Patel	Chief Financial Officer (CFO)	Urvashi Gandhi	Company Secretary (CS) (Upto 08/07/2022)	Jeel Poshiya	Company Secretary (CS) (From 01/09/2022)																				
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Related Party	Remuneration & Perquisites		Rent																																			
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<b>C.</b>	<b>Outstanding</b>																																					
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Nil	Nil	Nil	Nil	Nil																																		

34 Fair Value Measurements									
Financial instrument by category and their fair value. (Rs. In Lakhs)									
As at 31st March, 2023	Note Ref. No.	Carrying Amount				Fair Value			
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>									
Investments	9	1,960.53	Nil	Nil	1,960.53	1,960.53	Nil	Nil	1,960.53
Trade Receivables	10	Nil	Nil	2,940.84	2,940.84	Nil	Nil	2,940.84	2,940.84
Cash and Cash Equivalents	11	Nil	Nil	9.21	9.21	Nil	Nil	9.21	9.21
Loans	5	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Other Non Current Financial Assets	6	Nil	Nil	54.77	54.77	Nil	Nil	54.77	54.77
<b>Total Financial Assets</b>		<b>1,960.53</b>	<b>Nil</b>	<b>3,004.82</b>	<b>4,965.35</b>	<b>1,960.53</b>	<b>Nil</b>	<b>3,004.82</b>	<b>4,965.35</b>
<b>Financial Liabilities</b>									
Borrowings									
Current	17	Nil	Nil	406.03	406.03	Nil	Nil	406.03	406.03
Other Current Financial Liabilities	19	Nil	Nil	23.96	23.96	Nil	Nil	23.96	23.96
Trade Payables	18	Nil	Nil	1,644.84	1,644.84	Nil	Nil	1,644.84	1,644.84
<b>Total Financial Liabilities</b>		<b>Nil</b>	<b>Nil</b>	<b>2,074.84</b>	<b>2,074.84</b>	<b>Nil</b>	<b>Nil</b>	<b>2,074.84</b>	<b>2,074.84</b>
As at 31st March, 2022									
As at 31st March, 2022	Note Ref. No.	Carrying Amount				Fair Value			
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>									
Investments	9	808.72	Nil	Nil	808.72	808.72	Nil	Nil	808.72
Trade Receivables	10	Nil	Nil	3,076.76	3,076.76	Nil	Nil	3,076.76	3,076.76
Cash and Cash Equivalents	11	Nil	Nil	7.90	7.90	Nil	Nil	7.90	7.90
Loans	5	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Other Non Current Financial Assets	6	Nil	Nil	63.75	63.75	Nil	Nil	63.75	63.75
<b>Total Financial Assets</b>		<b>808.72</b>	<b>Nil</b>	<b>3,148.40</b>	<b>3,957.13</b>	<b>808.72</b>	<b>Nil</b>	<b>3,148.40</b>	<b>3,957.13</b>
<b>Financial Liabilities</b>									
Borrowings									
Current	17	Nil	Nil	335.85	335.85	Nil	Nil	335.85	335.85
Other Current Financial Liabilities	19	Nil	Nil	48.86	48.86	Nil	Nil	48.86	48.86
Trade Payables	18	Nil	Nil	1,112.90	1,112.90	Nil	Nil	1,112.90	1,112.90
<b>Total Financial Liabilities</b>		<b>Nil</b>	<b>Nil</b>	<b>1,497.60</b>	<b>1,497.60</b>	<b>Nil</b>	<b>Nil</b>	<b>1,497.60</b>	<b>1,497.60</b>

<p>The above fair value hierarchy explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost for which fair values are disclosed in the financial statements. To provide the indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments in to three levels prescribed is as under:</p> <p>Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities</p> <p>Level 2 - Inputs 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 from prices)</p> <p>Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)</p> <p>There were no transfers between the levels during the year</p> <p><b>Valuation process</b></p> <p>The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. The fair valuation of level 1 and level 2 classified assets and liabilities are readily available from the quoted prices in the open market and rates available in secondary market respectively. The valuation method applied for various financial assets and liabilities are as follows -</p> <ol style="list-style-type: none"> <li>1. Quoted price in the primary market (NAV) considered for the fair valuation of the current investment i.e Mutual fund. Gain / (loss) on fair valuation is recognised in profit and loss.</li> <li>2. The carrying amount of trade receivable, trade pable, cash and bank balances, short term loans and advances, statutory/ receivable, short term borrowing, employee dues are considered to be the same as their fair value due to their short-term nature.</li> </ol>
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<b>35</b>	<b>Financial risk management</b>		
	The Company has exposure to the following risks arising from financial instruments:		
	I Credit Risk		
	II Liquid Risk		
	III Market Risk		
	<b>Risk Management Framework</b>		
	The Company's risk management is governed by policies and approved by the board of directors. Company identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The company has policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.		
	The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.		
	<b>I Credit Risk</b>		
	Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to credit risk at the reporting date is primarily from trade receivables and loans to related parties. Credit risk has always been 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. On account of the adoption of Ind AS 109, the company uses ECL model to assess the impairment loss or gain. The company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the company's experience for customers. The company has assessed that credit risk on loans given is insignificant based on the empirical data. The credit risk on cash and bank balances and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.		
	<b>i) Ageing of Account Receivables</b>	<b>As at</b>	<b>As at</b>
		<b>31/03/2023</b>	<b>31/03/2022</b>
		<b>Rs.</b>	<b>Rs.</b>
	Within the credit period	Nil	Nil
	1-30 days past due	2,908.46	1,509.39
	31-90 days past due	24.41	1,066.58
	91-180 days past due	10.35	478.05
	More than 180 days past due	0.63	25.83
	<b>Total .....</b>	<b>2,943.84</b>	<b>3,079.84</b>
	The Company reviews trade receivables on periodic basis and makes provision for doubtful debts if collection is doubtful. The Company also calculates the expected credit loss (ECL) for non-collection of receivables. The Company makes additional provision if the ECL amount is higher than the provision made for doubtful debts. In case the ECL amount is lower than the provision made for doubtful debts, the Company retains the provision made for doubtful debts without any adjustment.		
	The provision for doubtful debts including ECL allowances for non-collection of receivables and delay in collection, on a combined basis, was Rs. (0.07) Lacs as at March, 2023 and Rs. 1.69 Lacs as at March 31, 2022. The movement in allowances for doubtful accounts comprising provision for both non-collection of receivables and delay in collection is as follows:		
	<b>ii) Movement in provision of doubtful debts</b>	<b>As at</b>	<b>As at</b>
		<b>31/03/2023</b>	<b>31/03/2022</b>
		<b>Rs.</b>	<b>Rs.</b>
	Balance at the beginning	3.08	1.39
	Impairment loss recognised	1.44	1.69
	Impairment loss reversed	(1.51)	0.00
	Amount written off	Nil	Nil
	<b>Balance at the end</b>	<b>3.01</b>	<b>3.08</b>
	The percentage of revenue from its top five customers is 55.74% for 2022-23 (58.91 % for 2021-22).		

<b>II</b>	<b>Liquid Risk</b>						
	<p>Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.</p> <p>Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and liabilities including debt financing plans and maintenance of balance sheet liquidity ratios are considered while reviewing the liquidity position.</p> <p>The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.</p>						
	<b>31-03-2023</b>	<b>Carrying Amount</b>	<b>Contractual Cash Flows</b>				
			<b>&lt; 1 year</b>	<b>1-2 year</b>	<b>3-5 years</b>	<b>5 years and Above</b>	<b>Total</b>
	<b>Financial Liabilities</b>						
	Non Current Borrowings (Note-17)	Nil	Nil	Nil	Nil	Nil	Nil
	Current Borrowings (Note-17)	406.03	406.03	Nil	Nil	Nil	<b>406.03</b>
	Trade Payables (Note - 18)	1,644.84	1,644.84	Nil	Nil	Nil	<b>1,644.84</b>
	Current financial liabilities (Note - 19)	23.96	23.96	Nil	Nil	Nil	<b>23.96</b>
	<b>31-03-2023</b>	<b>Carrying Amount</b>	<b>Contractual Cash Flows</b>				
			<b>&lt; 1 year</b>	<b>1-2 year</b>	<b>3-5 years</b>	<b>5 years and Above</b>	<b>Total</b>
	<b>Financial Liabilities</b>						
	Non Current Borrowings (Note-17)	Nil	Nil	Nil	Nil	Nil	Nil
	Current Borrowings (Note-17)	335.85	335.85	Nil	Nil	Nil	<b>335.85</b>
	Trade Payables (Note - 18)	1,112.90	1,112.90	Nil	Nil	Nil	<b>1,112.90</b>
	Current financial liabilities (Note - 19)	20.11	20.11	Nil	Nil	Nil	<b>20.11</b>
<b>III</b>	<b>Market Risk</b>						
	<p>Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market factors. Market risk comprises three type of risks:</p> <p>a) Currency Risk                      b) Interest Risk                      c) Price Risk</p> <p>a) <b>Currency Risk</b>                      The functional currency of the Company is Indian Rupee. The Company is exposed to currency risk on account of payables and receivables in foreign currency. Company is exposed to currency risk on account of payables and receivables in foreign currency. The average exports account for 73.36 % (P.Y. 70.92%) of total sales which perceived to be a major risk. The imports Purchase is Rs. 87.06 Lacs (P.Y. Rs. 73.67 Lacs).                      Company does not use derivative financial instruments for trading or speculative purposes.</p>						

i) Particulars of unhedged foreign currency exposures at the reporting date				
Particulars	Currency	As at		
		31/03/2023 (Rs. In Lakhs)	31/03/2022 (Rs in Lakhs)	
a) Trade Receivables (Against Export)	USD	17.48	15.71	
	INR	1,429.99	1,175.04	
	EURO	9.78	9.48	
	INR	845.36	789.09	
b) Advance Received from Customers (Against Export)	USD	0.28	Nil	
	INR	22.88	Nil	
	EURO	0.00	0.00	
	INR	0.29	0.29	
	Rubal	5.00	Nil	
	INR	5.31	Nil	
c) Trade Payables (Against import - including capital import)	USD	0.02	Nil	
	INR	1.64	Nil	
	EURO	Nil	Nil	
	INR	Nil	Nil	
d) Advance Paid to Vendors (Against import - including capital import)	USD	0.55	Nil	
	INR	45.20	Nil	
	EURO	Nil	Nil	
	INR	Nil	Nil	
Net Statement of Financial Exposure	USD	17.74	15.71	
	INR	1,450.66	1,175.04	
	EURO	9.78	9.47	
	INR	845.08	788.80	
	Rubal	5.00	Nil	
	INR	5.31	Nil	
ii) Foreign Currency Risk Sensitivity				
A change of 5% in Foreign currency would have following Impact on profit before tax				
Particulars	2022-23		2021-22	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	0.89	(0.89)	0.79	(0.79)
EURO	0.49	(0.49)	0.47	(0.47)
RUBAL	0.25	(0.25)	-	-
b) Interest Risk				
<p>Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.</p> <p>According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.</p>				

<b>i) Exposure to interest rate risk</b>				
<b>Particulars</b>				
	<b>Note No.</b>	<b>As at 31/03/2023 (Rs. In Lakhs)</b>	<b>As at 31/03/2022 (Rs In Lakhs)</b>	
<b>Fixed Rate Instruments</b>				
Financial liabilities		Nil	Nil	
<b>Total .....</b>		Nil	Nil	
<b>Variable Rate Instruments</b>				
Financial liabilities				
- Current	16	406.03	335.85	
- Non -Current		Nil	Nil	
<b>Total .....</b>		<b>406.03</b>	<b>335.85</b>	
Total Borrowings		100.00	100.00	
% of Borrowings out of above bearing variable rate of interest		406.03	335.85	
<b>ii) Interest Rate Sensitivity</b>				
<b>A change of 50 bps in interest rates would have following Impact on profit before tax</b>				
<b>Particulars</b>		<b>2022-23</b>	<b>2021-22</b>	
50bp increase would decrease the profit before tax by		2.03	1.68	
50bp decrease would increase the profit before tax by		(2.03)	(1.68)	
<b>c) Price Risk</b>				
The company's exposure to price risk arises from investments in mutual funds. The company has not undertaken any risk mitigation measures to reduce the price risk. The table below summarises the impact of increases / decreases of share price of the investments and profit for the period. The analysis is based on the assumption that the market price of those investments in Mutual Funds move by 5% point on either side with all other variables held constant.				
<b>(Rs. In Lakhs)</b>				
<b>Investments :Year Ended</b>	<b>Note</b>	<b>Fair Value</b>	<b>% Change in Fair Value</b>	<b>Effect on Profit before Tax</b>
March 31, 2023	9	1,960.53	5.00%	98.03
			-5.00%	(98.03)
March 31, 2022	9	808.72	5.00%	40.44
			-5.00%	(40.44)
<b>36 Capital management</b>				
The Company's capital management is intended to maximise the return to shareholders and benefits for other stakeholders for meeting the long-term and short-term goals of the Company; and reduce the cost of capital through the optimization of the capital structure i.e. the debt and equity balance.				
The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.				
<b>The gearing ratio at the end of the reporting period was as follows:</b>				
<b>(Rs. In Lakhs)</b>				
<b>Particulars</b>	<b>Note No.</b>	<b>As at 31/03/2023</b>	<b>As at 31/03/2022</b>	
Debt	16	406.03	335.85	
Cash and bank balances	11	9.21	7.90	
Net debt		396.81	327.95	
Equity	14 & 15	7,445.99	5,861.75	
Net debt to equity ratio		5.33%	5.59%	



<b>37</b>	<b>Asset Pledge as security</b>			
	The carrying amount of assets pledged as security for current and non-current borrowings are:	<b>(Rs. In Lakhs)</b>		
	<b>Particulars</b>	<b>Note No.</b>	<b>31/03/2023</b>	<b>31/03/2022</b>
I	<b>Current Financial Assets</b>			
	First Charge/ Floating Charge			
	Trade Receivables	10	2,940.84	3,076.76
II	<b>Current Assets</b>			
	First Charge/ Floating Charge			
	Inventories	9	1,827.31	1,826.35
	Other Current Assets	10 & 13	2,373.70	1,191.58
	<b>Total current assets pledged as security</b>		<b>7,141.85</b>	<b>6,094.69</b>
III	<b>Non Current Assets</b>			
	First Charge			
	Freehold land	3	22.11	22.11
	Buidling	3	331.77	349.20
	Plant & Machinery, Equipments & Electrci Installation	3	742.46	772.85
	Other items of Proprty, Plant & Equipments	3	93.08	88.82

<b>38</b>	<b>Contingent liabilities</b>				
--	Estimated amount of contract to be executed on Capital Account of Rs. Rs. 371.44 Lacs (P.Y. Rs. 53.11 Lacs) (Against which the Company has paid Rs. 103.70 Lacs (P.Y.Rs. 13.02 Lacs).				
--	Disputed Demand for VAT of Rs. 19.65 Lacs (P.Y. 19.65) under Gujarat Value Added Tax Act.				
<b>39</b>	<b>Segment Reporting</b>				
	The Company's management, consisting of the chief executive officer, the chief financial officer and the manager for corporate planning, monitors the operating results of the below business segments separately for the purpose of making decisions about resource allocation and performance assessment and accordingly, based on the principles for determination of segments given in Indian Accounting Standard 108 "Operating Segments "and in the opinion of management the Co. is primarily engaged in the business of Ball & Roller Bearings. All other activities of the Co. revolve around the main business and as such there is no separate reportable business segment.				
	The operations of the company are confined to India as well as outside India with export contributing to 73.36 % (P.Y. 70.92%) of annual turnover. Hence in view of the management India and exports market represents different geographical segment.				
	Secondary segment information for the year ended 31st March, 2023.				
		<b>Particulars</b>	<b>India</b>	<b>Outside India</b>	<b>Total (Rs. In Lakhs)</b>
	Revenue by Geographical Market		<b>3,161.83</b>	<b>8,706.18</b>	<b>11,868.01</b>
			3,026.47	7,382.33	10,408.80
	Carrying Amount of Segment of Non Current Assets		<b>127.44</b>	<b>Nil</b>	<b>127.44</b>
			46.08	Nil	46.08
	Details of customer contributing 10% or more of total revenue:				
		<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>	
	No. of customers contributing 10% or more of total revenue (individually)		2	2	
	Amount of revenue <b>(Rs. in Lakhs)</b>		5,092.89	3,602.16	
	% of total revenue		42.91%	34.61%	
<b>40</b>	The Company has entered into certain operating lease agreements and an amount of Rs. 12.00 Lakhs /- (P.Y Rs.10.08 Lakhs) paid under such agreements has been charged to the Statement of Profit & Loss. These lease are generally non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.				
<b>41</b>	The board has recommended dividend of Rs. Nil per share which is subject to approval of shareholders in the ensuing Annual General Meeting.				
<b>42</b>	The financial statement are recommended for issue by the Audit Committee as at its meeting on 27th May' 2023 and approved by the Board of Directors on 27th May ,2023.				



<b>43</b>	<b>Additional Disclosure (Other than IND AS Disclosure)</b>		
a.	there were no transactions that were not recorded in books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.		
b.	During the year under Consideration the company has not traded or invested in crypto currency or virtual currency.		
c.	There is not change which are pending for satisfaction with registrar of companies beyond the statutory period.		
d.	The company has been not declared as willful defaulter by Reserve Bank of India till 31/03/2023.		
e.	The borrowing from the banks has been used for the specific purpose for which it was taken at the balance sheet date.		
f.	Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII there of : 1. Gross amount required to be spent by the Company during the year. Rs. 23.13 lacs (P.Y. 17.73 lacs). 2. Amount spent during the year on :		
			(Rs. In Lakhs)
	<b>Nature</b>	<b>In Cash</b>	<b>Yet to be paid in cash</b>
			<b>Total</b>
	Construction/Acquisition of any asset	Nil	Nil
		(Nil)	(Nil)
	On purposes other than (i) above	<b>23.20</b>	<b>Nil</b>
		<b>(18.00)</b>	<b>(18.00)</b>
	(P.Y. figures are disclosed in brecket)		
g.	The company has entered in to transaction with with following companies which are struck off under section 248 of the Companies Act,2013.		
	<b>Name of struck off Company</b>	<b>Nature of transactions with struckoff Company</b>	<b>Balance outstanding 31.3.2023 &amp; (31.3.2022)</b>
			<b>Relationship with the Struck off company, if any, to be disclosed</b>
	Dana India Pvt Ltd, Village : Bhamboli, Khed, Pune	Investments in securities	Nil
		Receivables	Nil
		Payables	(Rs. 2.21 Lacs)
		Shares held by stuck off company	Nil
		Other outstanding balances (to be specified)	Nil

h.	Details in respect of Difference in respect of Current assets as per books and details as provided in quarterly returns filed by the company, the details of the same are as under			
				(Rs. In Lakhs)
<b>Qtr</b>	<b>Particulars of Security provided to SBI</b>	<b>Amounts as per Books of Accounts</b>	<b>Amounts as reported in Quarterly Statement provided to bank</b>	<b>Amount of Difference</b>
June' 22	Inventories	2,359.88	2,350.70	9.18
	Debtors	1,963.71	1,927.45	36.26
	Creditors	1,015.42	1,079.76	(64.34)
Sept' 22	Inventories	2,175.03	2,175.03	Nil
	Debtors	2,585.39	2,550.90	34.49
	Creditors	1,079.91	1,264.93	(185.02)
Dec' 22	Inventories	2,236.66	2,206.66	30.00
	Debtors	1,546.69	1,531.43	15.26
	Creditors	1,372.23	1,390.19	(17.95)
Mar.' 23	Inventories	1,827.31	1,817.47	9.84
	Debtors	2,940.84	2,940.93	(0.09)
	Creditors	1,644.84	1,682.12	(37.27)
	Reason for material Variance : Details given to Bank are based on unaudited books of accounts immediately after the end of each quarter, hence due to clerical mistake there are difference occurred.			
<b>Qtr</b>	<b>Particulars of Security provided to SBI</b>	<b>Amounts as per Books of Accounts</b>	<b>Amounts as reported in Quarterly Statement provided to bank</b>	<b>Amount of Difference</b>
June' 21	Inventories	833.53	618.46	215.07
	Debtors	1,550.57	1,552.76	(2.18)
	Creditors	758.24	735.22	23.02
Sept' 21	Inventories	765.16	1,065.16	(300.00)
	Debtors	1,983.31	1,985.20	(1.89)
	Creditors	1,109.96	1,073.16	36.80
Dec' 21	Inventories	815.14	781.15	34.00
	Debtors	2,256.65	2,214.76	41.89
	Creditors	1,244.75	1,255.09	(10.34)
Mar.' 22	Inventories	704.13	552.46	151.67
	Debtors	3,076.76	3,061.54	15.22
	Creditors	1,115.82	1,134.95	(19.13)
	Reason for material Variance : Details given to Bank are based on unaudited books of accounts immediately after the end of each quarter, hence due to clerical mistake there are difference occurred.			

44	Borrowing cost attributable to the acquisition or construction of Qualifying Assets amounting to Rs. 0.39 Lacs (Previous Year Rs. Nil) is capitalized by the company.
45	Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.
<p>As per our report of even date attached herewith.</p> <p>For, J. T. Shah &amp; Co. Chartered Accountants (Firm Regd. No.109616W)</p>	
<p>“For &amp; on behalf of the Board of Directors” of GALAXY BEARINGS LIMITED</p>	
<p>(N. C. Shah) Partner (M.No. 35159)</p> <p>Place : Ahmedabad Date : 27th May 2023</p>	<p>_____ (J. S. Vachhani) Director (DIN: 00535817)</p> <p>_____ (Dixit S. Patel) Chief Financial Officer</p>
	<p>_____ (B. K. Ghodasara) Whole Time Director (DIN:00032054)</p> <p>_____ (Jeel Poshiya) Company Secretary (M.No.: A66258)</p>



**Galaxy Bearings Limited**

**Registered Office:**

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Ahmedabad 380006

**CIN: L29120GJ1990PLC014385**