

# SHREE KARTHIK PAPERS LIMITED

No. 25, 50 Feet Road,  
Krishnasamy Nagar, Ramanathapuram,  
COIMBATORE - 641 045

Phone : 0422 - 4217174  
Fax : 0422 - 4217178  
E-mail : shreekarthikpapers@yahoo.com  
Website : shreekarthikpapers.in

Factory :  
Puliyangandi, Aliyar Nagar,  
Kottur Village, Anamalai (T.K.)

GST No. : 33AADCS1863K1ZA  
CIN : L21012TZ1991PLC003570

Ref.No.SKPL/BSE/2023-24/

18.08.2023

To,

BSE Ltd.  
Corporate Relationship Department,  
New Trading Wing,  
P.J. Towers, Dalal Street,  
Mumbai-400001.

Sirs,

Security code; 516106

Sub: Compliance of Regulation 34(1) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations 2015-Furnishing of Annual Report for 2023 enclosed.

In compliance of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith the company of Shree Karthik Papers Limited Annual Report for the year 2022-23 for updation of your records.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Shree Karthik Papers Limited,

  
Company Secretary/Compliance Officer.

Encl: Annual Report 2022-23.

# SHREE KARTHIK PAPERS LIMITED



We convert Waste into Wealth to save the  
environment

**32<sup>nd</sup> ANNUAL REPORT  
2022-2023**

# SHREE KARTHIK PAPERS LIMITED

## 32nd ANNUAL REPORT 2022-23

### BOARD OF DIRECTORS

**Sri Vignesh Velu**  
Chairman & Managing Director

### Director

**Smt. Selvambal Sengottu Velu**

**Sri P. Kanagavadivelu**

Independent Director

**Sri P.C. Narendran**

Independent Director

**Sri R. Uma Shankar**

Independent Director

### Company Secretary

**Sri V. Rajan**

### Chief Financial Officer

**Smt. S.Ranisri**

### Statutory Auditors

**M/s.T.M. Jeyachandaran & Co.**  
Chartered Accountants, Chennai

### Secretarial Auditor

**Sri S. Rengasamy**  
Practising Company Secretary, Coimbatore

### Registered Office

CIN: L21012TZ 1991PLC003570  
25, 50 Feet Road, Krishnasamy Nagar  
Ramanathapuram, Coimbatore-641045  
Phone: 0422 4217174 Fax 0422 4217178  
Email id: shreekarthikpapers@yahoo.com

### Registrar and Share Transfer Agents

S.K.D.C.Consultants Limited  
35, May Flower Avenue, Behind Senthil Nagar,  
Sowripalayam Road, Coimbatore-641028  
Phone: 0422 4958995 Fax: 0422 2539837

### Listed Stock Exchange

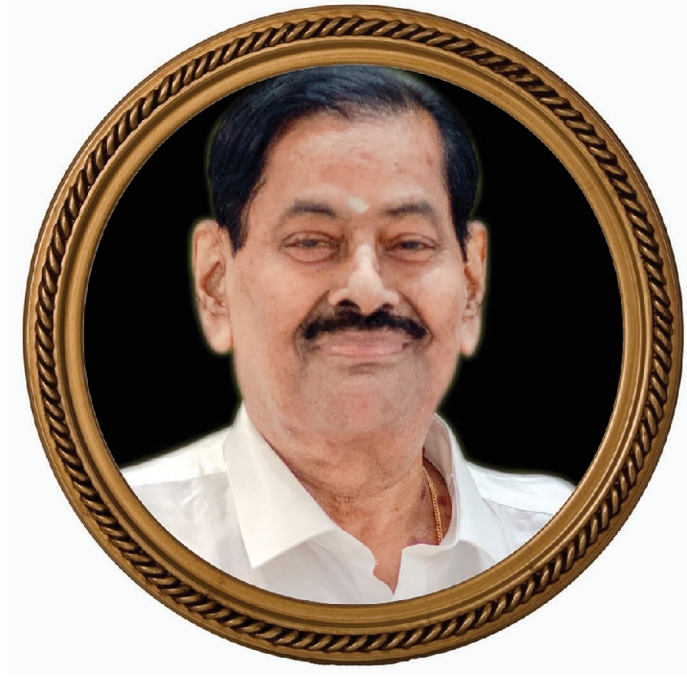
BSE Limited (Bombay Stock Exchange  
Limited) Floor 25 P.J. Towers, Dalal Street,  
Mumbai-400 001

### Bankers

Axis Bank Ltd.,  
Coimbatore.

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**FOUNDER OF  
SHREE KARTHIK PAPERS Limited**

**M.S. VELU**  
**(01.02.1943 - 12.09.2021)**

# SHREE KARTHIK PAPERS LIMITED

CIN: L21012TZ1991PLC003570

Regd. Office: 25, 50 Feet Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore-641045

Email id: shreekarthikpapers@yahoo.com Phone: 0422 4217174 Fax: 0422 4217178

## NOTICE

NOTICE is hereby given that the **THIRTY SECOND** Annual General Meeting of the Members of **SHREE KARTHIK PAPERS LIMITED** will be held on Wednesday, the 20th September 2023 at 4.00 P.M. through Video Conferencing (VC) and Other Audio Visual Means (OAVM) to transact the following business:

### AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements viz. Statement of Profit and Loss Account, Cash Flow Statement for the year ended 31st March 2023, Balance Sheet as on that date, the Reports of the Directors and the Auditors' Report thereon
2. To appoint a Director in place of Smt. Selvambal Sengottu Velu holding DIN No. 01740974 who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 190, 196, 197, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act 2013 and with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Rules made there under including any statutory modifications or re-enactment thereof, for the time being in force, the appointment of Chairman and Managing Director of Sri Vignesh Velu holding DIN 03505424 was approved in the 31st Annual General Meeting held on 26/09/2022 on a remuneration of Rs. 1.00 lakh from 31/03/2022 to 31/08/2024 on such terms and conditions as recommended by the Nomination and Remuneration Committee

with liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration in such manner as may be, subject to the same not exceeding the limits as approved by the shareholders.

**RESOLVED FURTHER THAT** the consent of the company be and is hereby accorded to enhance the salary to Sri Vignesh Velu, Chairman and Managing Director of the company from Rs.1.00 lakh p.m. to Rs.2.00 lakhs p.m. with effect from 01/04/2023 to 31/08/2024 as CTC (inclusive of all perquisites) and there is no change in the terms and conditions as already stipulated therein.

### Terms & Conditions :-

- 1) **Designation: Chairman and Managing Director.**
- 2) **Term: 17 months** with effect from 01/04/2023 to 31/08/2024
- 3) **Salary: Rs.2,00,000 p.m** as CTC (inclusive of all perquisites),

There is no change in the terms and conditions as already stipulated therein.

Resolved further that the Board/ Nomination and Remuneration Committee of Directors of the company be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary desirable or expedient for giving effect to this resolution”.

“Resolved further that the Board of Directors in their meeting held on 31st March 2023 recommend the resolution set out under the Special Business for the approval of the ensuing Annual General Meeting”.

4. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

**Re-Appointment of Independent Directors of the company**

“Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, Sri Palanisamy Kanagavadivelu (holding DIN 01856028), who was appointed as an Independent Director and who holds office as an Independent Director upto March 31, 2024 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, from 01.04.2024 to 31.03.2029”.

- 5 To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

**Re-Appointment of Independent Directors of the company**

“Resolved that pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, Sri Chinna Palanisamy Narendran (holding DIN 00090432), who was appointed as an Independent Director and who holds office as an Independent Director upto March 31, 2024 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years 01.04.2024 to 31.03.2029 .”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

**Re-Appointment of Independent Directors of the company**

“Resolved that pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, Sri R. Uma Shankar (holding DIN 08062869), who was appointed as an Independent Director and who holds office as an Independent Director upto March 31, 2024 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years 01.04.2024 to 31.03.2029.”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

“RESOLVED THAT, the consent of the members be and is hereby accorded in terms of Section 180(1) (a) and other applicable provisions, if any of the Companies Act 2013 to the Board of Directors of the company to pledge, mortgage and/ or charge in all or any part of the movable or immovable properties of the company and the whole or part of the undertaking of the company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the company and the whole of the undertaking of the company together with power to take over the management of the business or concern of the company in certain events to or in favour of Banks, Financial Institutions to secure the amount borrowed by the company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the company or any third party in respect

of such borrowings and to sell or otherwise dispose off the whole or substantially the whole of the undertaking of the company where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s)/ interest on such terms and conditions at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion thinks fit provided that the maximum limit of the obligations secured by such security interest created by the company or such sell or substantial interest/ undertaking does not exceed Rs. 9.21 (Rupees Nine crore and Twenty One lakhs only) at one time.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT the mortgage/ charge created/ to be created/ or agreements/ documents/ executed/ to be executed and all acts done in terms of the above resolution by and with authority of the Board of Directors be and are hereby confirmed and ratified”.

**By Order of the Board**

**Place: Coimbatore**

**V. Rajan**

**Date: 27.05.2023**

**Company Secretary**

#### **NOTES FOR THE MEMBERS' ATTENTION**

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 05th May 2022 and 28th December, 2022 and the Securities and Exchange Board of India vide their circulars dated 12th May, 2020, 15th January, 2021, 13th May 2022 and 5th January, 2023 (collectively referred to as MCA circulars) permitted the holding of the Annual General Meeting (AGM) through VC/OAVM without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI (Listing Regulations) and MCA and SEBI circulars, the AGM of the company is being held at through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance Slip are not annexed to this Notice.
3. In case of joint holders, the Member whose name appears as the first holder in the Order of names as per the Register of Members of the company will be entitled to vote at the AGM.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to : [rengasamy52@gmail.com](mailto:rengasamy52@gmail.com) with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)
5. The International Securities Identification Number given to the company is INE538D01015.
6. Explanatory statement of material facts pursuant to Section 102 of the Companies Act 2013 with respect to the special business set out in the Notice and relevant details pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for item Nos. 3 to 7 of the notice is annexed hereto.
7. The Register of Members and Share Transfer Books of the company will remain closed from 14th September 2023 to 20th September 2023 (both days inclusive) in compliance with Regulation 42 of SEBI (LODR) 2015 and Section 91 of the Companies Act 2013.



8. Members holding shares in electronic form are hereby informed that bank particulars, change of address if any, PAN No. are to be intimated to their respective Depository Participants. The company or its Registrar cannot act on any request directly received from members holding shares in electronic form for any change of bank particulars or address if any.
9. Members holding shares in physical form are requested to send any change in their address, bank details, share transfers/transmissions, duplicate certificate if any, to Registrar and Share Transfer Agent (RTA), SKDC Consultants Limited, Surya, 35 May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028 quoting reference of the Folio No.
10. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members, on request, by the RTA.
11. As per the green initiative taken by the Ministry of Corporate Affairs, Members are advised to register their email address with the Registrar and Share Transfer Agents M/s. S.K.D.C. Consultants Limited, in respect of shares held in physical form and with the concerned depository participant in respect of shares held in demat form to enable the company to serve documents in electronic form.
12. The Members vide resolution dated 23rd September, 2018 had appointed M/s. T.M. Jeyachandran & Co., Chartered Accountants (Firm Registration No.12309S), Chennai as statutory auditors of the Company from the conclusion of 28th Annual General Meeting (2019) till the conclusion of 33rd Annual General Meeting (2024) subject to ratification of such appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirty Second AGM.
13. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
14. Information as required to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with regard to the Directors seeking appointment/re-appointment at the AGM is given to the notice.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.shreekarthikpapers.in](http://www.shreekarthikpapers.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further Amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 3, 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 dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize of the equity shares of the company promptly.
18. The Securities and Exchange Board of India (SEBI) has mandated submission of Income tax Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members

holding shares in physical form should submit the PAN details to the Company or its Registrar and Share Transfer Agents .

A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company's email id shreekarthikpapers@yahoo.com so as to reach him on or before 14th September, 2023. Such queries will be replied to by the Company suitably, during the AGM or through a separate e-mail

19. The cut off date for determining the eligibility to vote by electronic means in the general meeting shall be 13th September 2023.
20. The Board has appointed Sri. S. Rengasamy Practising Company Secretary, Coimbatore 641036 as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

21. The Scrutinizer shall, after scrutinising the votes cast at the AGM and through Remote e-voting not later than 2 (two) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman. The results of the voting on the resolutions shall be announced by the Chairman on 22nd September 2023. The results declared along with the Scrutinizers report shall be placed on the website of www.evotingindia.com and also shall be communicated to BSE Limited.

22. The results of voting shall be declared at the Registered Office of the Company within 2 days of the conclusion of the Annual General Meeting by the chairman of the meeting and displayed on the website of the company.

## ANNEXURE

### Details of Director seeking re-appointment at the 32nd Annual General Meeting vide item nos. 2

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

Name	Smt. Selvambal Sengottu Velu
DIN No.	01740974
Date of Birth	15.07.1950
Date of appointment	18.12.1991
Expertise in functional areas	General Management
No. Of shares held	14229200
Directorship held in other companies	Shree Ganesh Gears Private Limited Shree Vignesh Wind Mill Private Limited
Chairmanships/Memberships of the Committees of the Board of Directors of other companies (As on 31st March, 2023)	None
Number of Board Meetings attended by her during 2022-23	5
Related to the promoters and managerial personnel	Sri. Vignesh Velu

The Board recommends the reappointment of Smt. Selvambal Sengottu Velu as a Director of the Company. She is liable to retire by rotation.

Except Sri. Vignesh Velu, none of the Directors of the Company is concerned or interested, financially or otherwise in the Item No. 2.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### Item No.3

Sri Vignesh Velu holding DIN 03505424 appointed as Chairman and Managing Director of the company for a period 29 months commencing from 31.03.2022 TO 31.08.2024 on such terms and conditions approved in the 31st AGM on 26.09.2022.as recommended by the Nomination and Remuneration Committee and no change in the remuneration payable to him.

Nomination and Remuneration Committee of Directors and the Board were of the opinion, after evaluating the performance, appropriate mix of skills, experience, competency and other attributes, that his continued association would be of immense benefit to the Company and it is desirable to enhance his salary from Rs.1.00 lakh to Rs.2.00 lakhs with effect from 01.04.2023..

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company had approved the remuneration payable to Sri Vignesh Velu for the remaining period from 01.04.2023 to 31.08.2024.

The approval of the members is being sought to appoint Sri Vignesh Velu as Chairman and Managing Director and the terms, conditions and stipulations and the remuneration payable to him.

The terms and conditions proposed are after taking into account of the financial position of the Company and keeping in line with the remuneration package that is necessary to encourage good and experienced professional managers with a sound career record to the important position as that of the Chairman and Managing Director.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Sri. Vignesh Velu and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in Companies Act, 2013 upon receipt of approval of the

Shareholders by means of an Ordinary Resolution. If the Company is not able to earn sufficient profits for payment of remuneration to the Directors in view of extra-ordinary conditions like lock downs etc. approval of the Shareholders is being sought under an Ordinary Resolution, to ensure payment of minimum remuneration to Sri. Vignesh Velu, Chairman and Managing Director.

Accordingly, the Board recommends these resolution as an Ordinary resolution in relation to the remuneration of Sri. Vignesh Velu as Chairman and Managing Director as set out in Item No. 3 of the notice for approval of shareholders

Sri Vignesh Velu, aged about 40 years is having 15 years experience in general management of affairs of the company. He was appointed on the Board of Directors of the company on 01.04.2011 as a Director. He has been appointed as a Whole time Director of the company with effect from 01.08.2016 for a period of five years and fixed the remuneration payable to him as set out in the text of the resolution and re-appointed as Whole time Directors for a period of three years from 01.09.2021 to 31.08.2024. In view of sudden demise of Sri M.S. Velu, he has been appointed as Chairman and Managing Director of the company from 31.03.2022 to 31.08.2024.

He is not a member in Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the company.

He is holding 6100 equity shares of the company.

He attended 5 Board Meetings during the year 2022-23

He is also a Director in Shree Ganesh Gears Private Limited and Sree Vignesh Wind Mills Private Limited.

Smt. Selvambal is related to Sri Vignesh Velu.

None of the Directors or Key Managerial Personnel of the company or their relatives except Smt. Selvambal and their relatives are in any way concerned or interested financially or otherwise in this resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act

2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Item No. 4,5 and 6**

Sri Palanisamy Kanagavadivelu (holding DIN 01856028), Sri Chinna Palanisamy Narendran (holding DIN 00090432), Sri R. Uma Shankar (holding DIN 08062869), were appointed as an Independent Directors of the Company and they hold office as an Independent Directors of the Company up to March 31, 2024 ("first term"). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar as an Independent Directors of the Company for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, it is proposed to re-appoint Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar as an Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Directors.

The Company has also received declarations from Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, fulfils the conditions for Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar fulfils the conditions for appointment as an Independent Directors as specified in the Act and the Listing Regulations. Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are independent of the management.

Details of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are provided in the Notice.

No remuneration is paid by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board.

Copy of draft letter of appointment of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar as Independent Directors setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are interested in the resolution set out at Item No. 4, 5&6 of the Notice with regard to their reappointment. Relatives of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolutions set out at Item No. 4, 5&6 of the Notice for approval by the members.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Item No.7**

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolution for the approval of the members as Special Resolutions. The Company has got credit facilities/loan sanctioned for Rs.9.21 crores (Nine crores and twenty one lakhs only)by bankers. and Created Mortgage /charge in favour of bankers. for expanding business operations of the Company, The Board Proposes to ratify the same.

The Board recommends the resolution as set out at item No. 7 of the notice for your approval.

None of the Directors or Key Managerial Personnel of the company or their relatives are in any way concerned or interested financially or otherwise in this resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

By Order of the Board

Place: Coimbatore

**V. Rajan**

Date : 27.05.2023

Company Secretary

**Statement of information relevant to Sri. Vignesh Velu, Chairman and Managing Director of the Company as per Schedule V of the Companies Act, 2013.**

**I. GENERAL INFORMATION**

1. Nature of Industry : Paper Industry.
2. Date or expected date of commencement of commercial production:  
  
The Company was incorporated on 18th December 1991 and commenced commercial production.
3. In case of new Companies, expected date of

commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators:

(Rs. in Lakhs)

Particulars	2022-23	2021-22
Sales and Other Income	8426.72	4429.15
Profit/(Loss) Before Tax	47.01	7.78
Profit/(Loss) after tax	41.72	3.69
Paid up Equity Capital	955.50	955.50
Other Equity	-747.27	-797.58
Earning Per share	0.22	0.02

5. Foreign Investments and collaboration if any : Nil

**II. INFORMATION ABOUT THE APPOINTEE**

1. Background details of Sri. Vignesh Velu : Refer explanatory statement to item No. 3.
2. Past remuneration: Rs. 12.00 Lakhs P.A.
3. Recognition or awards : Refer explanatory statement to item No. 3.
4. Job profile and his suitability :  
  
He is responsible for performance of all the divisions of the Company. With his vast experience in the Paper industry, both in technical and administrative capacities, he is foundsuitable for the job.
5. Remuneration proposed: Details of proposed remuneration has been disclosed in Item No. 3 of this Notice
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the positionand person (in case of expatriates the relevant details would be with respect to the country of hisorigin) : Taking into consideration of the size of the Company, profile of Sri. Vignesh Velu, responsibilityundertaken by him and the industry standard, the remuneration paid / payable is commensurate with theremuneration packages payable to Managerial Personnel in similar Companies.
7. Pecuniary relationship directly or indirectly

with the Company or relationship with the managerial personnel, if any : Besides the remuneration being received, the Chairman and Managing Director does not have any pecuniary relationship with the Company. He is related to Smt. Selvambal Director of the Company..

### III. OTHER INFORMATION

#### 1. Reasons for Net Profit/ loss or inadequate profits:

As the paper market is highly volatile, the margin due to fluctuation in raw material and selling prices and severe competition may become very thin. In view of this, the company is earned a meagre profit during this year.

#### 2. Steps taken or proposed to be taken for improvement.

The Company has expanded and modernised its Paper unit with new compact systems. In addition, cost control measures have been implemented to meet the stiff competition.

#### 3. Expected increase in productivity and profits in measurable terms.

As per the current year projections, in view of the installation of new compact systems, productivity is expected to improve atleast by 2% and the

operational profits to the extent of 3%.

### IV. DISCLOSURES

The following disclosures shall be mentioned in the 'Board of Directors' report under the heading "Corporate

Governance", if any, attached to the financial statement.

#### 1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. Of all the directors: Details are disclosed in the Corporate Governance Report.

#### 2. Details of fixed component and performance linked incentives along with the performance criteria:

Details are disclosed in the Corporate Governance Report.

#### 3. Service contracts, notice period, severance fees : Details are disclosed in the Corporate Governance Report.

#### 4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: The Company has not issued any Stock option.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI

Name	Sri Vignesh Velu
DIN No.	03505424
Date of Birth	08.01.1983
Date of appointment of the Board	01.04.2011
Date of appointment of Whole time Director	01.09.2016, and 01.09.2021
Date of appointment of Chairman and Managing Director	31.03.2022
Inter- se relationship with Other Directors and Key Managerial Personnel	He is not related to Independent Directors and Key Managerial Personnel except Smt. Selvambal Directors of the company.
Qualification	
Experience/Expertise in functional areas	15 years experience in this field and over all management of the company
No. Of shares held	6100 Equity shares
Board Position held	Chairman and Managing Director
Remuneration, Terms and conditions of appointment	As specified in item No.3 of the Notice
No. Of Board Meetings held	5
Directorship in other Companies	Two Private Limited companies viz. Shree Ganesh Gears Private Limited Sree Vignesh Wind Mills Private Limited

#### **CDSL e-Voting System – Fore-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),

and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include

large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.shreekarthikpapers.in](http://www.shreekarthikpapers.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after

due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

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

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

- (i) The voting period begins on 17.09.2023 at 9.00 A.M. and ends on 19.09.2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on



various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual**

**shareholders holding shares in demat mode.**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the

Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;[shreekarthikpapers@yahoo.com](mailto:shreekarthikpapers@yahoo.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **14 days prior to**

**meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder,

scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

Place: Coimbatore  
Date:27.05.2023

By Order of the Board  
**V. Rajan**  
Company Secretary

**DIRECTORS' REPORT**

Dear Shareholders

The Directors of your company take pleasure in presenting you the **Thirty Second** Annual Report and the Audited Accounts for the year ended 31st March 2023.

**FINANCIAL RESULTS AT A GLANCE****(Rs. In lacs)**

Particulars	2022-23	2021-22
Revenue from operations	8404.65	4415.23
Other Income	27.07	13.92
Total Income	8426.72	4429.15
Profit from operations before Finance cost, Depreciation and Amortization Expenses and Exceptional items	244.74	216.18
Less: Finance Cost	96.94	103.37
Depreciation and Amortization Expenses	100.79	105.04
Profit/(Loss) before Exceptional items and tax	47.01	7.77
Exceptional items	---	--
Profit/(Loss) before Tax	47.01	7.77
Less: current tax	--	--
Deferred Tax	5.29	4.08
Mat	--	--
Earlier years	--	--
Profit/(Loss) after Tax	41.72	3.69

**ACCOUNTING STANDARDS**

The Ministry of Corporate Affairs (MCA) has notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies and Ind AS has replaced the existing Indian GAAP prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 for such class of companies. The company has adopted Ind AS format with effect from April 1, 2016.

In accordance with the provisions of the Companies Act 2013 read with the Companies (Accounts) Rules 2014, applicable accounting standards prescribed by the Institute of Chartered Accountants of India and the provisions of SEBI (LODR) Regulations 2015, the audited financial results are provided in this Annual report

**DIVIDEND**

Your Directors do not recommend to pay a Dividend for the year ended 31st March 2023.

**OPERATIONS**

During the year under review, the company has achieved a turnover of Rs. 8404.65 lakhs as against Rs. 4415.23 lakhs for the previous year.

The Net profit for the year was Rs. 41.72 lakha as against the Net profit of Rs. 3.69 lakhs during the previous year.

During the year under review the turnover has increased by 190.35% over the previous year and the Company' earned a Net Profit of Rs. 41.72 lakhs after tax during the year.

There was no change in the nature of business of the company during the financial year ended 31st March 2023.

**FUTURE OUTLOOK**

1. Newsprint is being imported at "Nil" duty at very low rates due to dumping by foreign manufacturers and this has depressed the demand and prices of newsprint manufactured by Indian Paper Mills,

thereby also affecting the demand of writing and printing paper as newsprint capacities are being diverted to writing and printing paper manufacture.

2. The installed capacity for writing and printing paper has increased significantly in the last four years, thereby affecting the demand as well as prices of the paper manufactured by your company.
3. Measures are being taken to save costs and rationalize operations, they are likely to yield positive results.

#### **TRANSFER TO RESERVES:**

In view of meagre profit during the Financial Year 2022-23, the Board of Directors has decided not to transfer any amount to Reserves during the year under review.

#### **SHARE CAPITAL**

The paid up Equity Share Capital as on 31st March, 2023 was Rs. 9,55,50,000/-. During the year under review, the Company has not issued any further shares.

#### **PUBLIC DEPOSITS**

Your company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules 2014 and hence there are no unpaid/unclaimed deposits nor there is any default in repayment thereof.

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

The Board of Directors met 5 (Four) times during the financial year 2022-23. Details of number of meetings of Board of Directors and committees thereof and the attendance of the Directors in such meetings are provided under the Corporate Governance Report. The provisions of the Companies Act 2013 and listing agreement were adhered to while considering the time gap between two meetings.

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

During the year under review, all recommendations made by the Audit Committee were accepted by the Board. There were no instances where the Board has not accepted any recommendations of the Audit Committee.

Details of Committees of Board of Directors along with their terms of reference, composition and meetings held during the year, are provided separately in the Corporate Governance Report, which forms part of the Annual Report.

#### **BOARD EVALUATION**

Pursuant to the provisions of Sections 134(3)(p), 149(8) and Schedule IV of the Act and Regulation 17(10) of SEBI Listing Regulations and in accordance with the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India, the Board has carried out an annual performance evaluation of its own Performance, the directors individually as well as the evaluation of the working of all Board Committees and the Chairman of the Board. The performance evaluation was carried out on the basis of inputs received from all the Directors/ Members of the Committees, as the case may be. Further the Board's performance was evaluated based on the criteria like structure, Governance, Dynamics, functioning, approval and review of operations, financials, internal control etc. The Independent Directors of the company have also convened a separate meeting for this purpose. All the results of evaluation have been communicated to the Chairman of the Board of Directors.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declaration from all the Independent Directors of the Company in terms of Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that they meet with the criteria of independence as prescribed under sub section(6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

#### **FAMILIARIZATION PROGRAMMES**

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights

and responsibilities as Independent Directors, the working of the Company, nature of the industry in which the Company operates. This same is also available on the Company website at [www.shreekarthikpapers.in](http://www.shreekarthikpapers.in)

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

### **MATERIAL CHANGES**

There is no material change or commitments after closure of the financial year till the date of this report.

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

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status and the company's operations in future.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Company believes that the fundamental objective of Corporate Governance is to enhance the interests of all stakeholders. The Company's Corporate Governance practices emanate from its commitment towards discipline, accountability, transparency and fairness. Key elements of corporate governance are timely and adequate disclosure, establishment of internal controls and high standards of accounting fidelity, product and service quality.

Your Company has adopted appropriate standards for good Corporate Governance. All the mandatory provisions of Corporate Governance as prescribed under the amended Listing Agreements of the Stock Exchange, with which the Company is listed, are complied with. The company complies with Corporate Governance requirements specified in regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

A report on Corporate Governance as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 forms part of this

Annual Report.

### **NOMINATION AND REMUNERATION COMMITTEE POLICY**

Pursuant to Section 178 (3) of the Companies Act, 2013 the Nomination and Remuneration Committee of the Board of the Company has formulated the criteria for Board nominations as well as policy on remuneration for Directors and employees of the Company.

The Remuneration policy provides the framework for remunerating the members of the Board, Key Managerial Personnel and other employees of the Company. This policy is guided by the principles and objectives enumerated in Section 178 (4) of the Companies Act, 2013 and reflects the remuneration philosophy and principles of the company to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company. The policy lays down broad guidelines for payment of remuneration to Executive and Non-Executive Directors within the limits approved by the shareholders. The Company has a policy on directors' appointment and remuneration including criteria for determining qualification, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178.

As per the requirements of the provisions of the Companies Act, 2013, a Nomination and Remuneration Committee of directors was formed by the Board of Directors consisting of: 1. Sri P. Kanagavadivelu, Chairman (Non-Executive – Independent) 2. Sri P. C. Narendran, Member (Non-Executive – Independent) 3. Sri R. Uma Shankar, Member (Non-Executive – Independent) The said committee has been empowered and authorised to exercise widest power as entrusted under the provisions of Section 178 of the Companies Act, 2013.

Remuneration Policy is annexed hereto as Annexure 6 forming part of the report.



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

The required details in accordance with section 134 (3)(m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 are given in Annexure-1 forming part of the report.

## **RISK MANAGEMENT COMMITTEE**

The Company has constituted a Risk Management Committee aligned with the requirements of the Companies Act, 2013 and Listing Regulations. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this Report.

The Company has established a risk management frame work to identify, evaluate the business risks and opportunities. The main object of the framework is to minimise the adverse impact of the risks by taking effective mitigating measures to retain the business advantages. The identified risks and mitigation measures are reviewed by the concerned Heads and all the risks identified and mitigation measures are placed before the Board. Board is of the opinion that there is no risk which affects the existence of the Company

The risk management process of the company is being periodically reviewed for improvement.. None of the identified risk elements have any threat on the sustainability of the business.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

In accordance with the Companies Act 2013 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the details of the Management analysis and data are given in Annexure

## **WEBLINK OF ANNUAL RETURN**

The Annual Return of the Company for the financial year 2021-22 as required under Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 is available on the website of the Company at the link [www.shreekarthikpapers.in](http://www.shreekarthikpapers.in)

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate Internal

Financial Controls with reference to Financial Statements. The Internal Audit objectives, scope, functioning, periodicity and methodology is defined in the Internal Audit Programme. The quarterly Internal Audit Report is placed before the Audit Committee of the Board. The Internal Auditors monitor the adequacy of Internal Control Systems, Accounting Procedures and Policies of the Company and corrective actions based on the observations are taken wherever necessary. During the year, such controls were reviewed and no reportable material weakness in the system or operation was observed by the Audit Committee.

## **VIGIL MECHANISM**

In compliance with the provisions of Section 177 of the Companies Act 2013 and Regulation 22 of SEBI Listing Regulations, the company has established a vigil mechanism to provide a frame work to promote responsible and secure whistle blowing and to provide a channel to the employees and Directors for reporting to the management concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct or policy of the company as adopted/framed from time to time. The details of Vigil Mechanism is given in Corporate Governance Report which forms part of this Annual Report. The Whistle Blower Policy is available in the website of the company at [www.shreekarthikpapers.in](http://www.shreekarthikpapers.in)

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any joint venture, subsidiary or associate company.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

In compliance of Section 134 (5) of the Companies Act, 2013, your Directors wish to confirm that –

- i. In the preparation of the annual accounts for the year ended 31st March 2023, the applicable Accounting Standards have been followed and there are no material departures from those standards.
- ii. the Directors have selected 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/(Loss) of the Company for that period.

- iii. The Directors have taken proper and sufficient care as warranted for the maintenance of adequate accounting records in accordance with the provisions of this Act in safeguarding the assets of the Company and for preventing/detecting any incidence of frauds and other irregularities.
- iv. The Annual Accounts have been prepared on a going concern basis.
- v. The Directors had laid down internal financial controls to be followed by the company and that such internal controls are adequate and were operating effectively
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

In terms of the provisions of the Companies Act 2013, Smt. Selvambal Sengottu Velu holding DIN No. 01740974 retire from the Board of Directors of the company by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

The Company has received individual declaration from following Independent Director(s) of the Company stating that they meet the criteria of independence as provided under Sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations:

- 1) Sri P. Kanagavadivelu
- 2) Sri P.C. Narendran and
- 3) Sri R. Uma Shankar

The company has received individual affirmation from all the Directors and Senior Management Personnel of the company stating that they have fully complied with the provisions of the Code of Conduct for the Board of Directors and Senior Management Personnel of the company during the Financial Year ended 31st March 2023.

Sri Vignesh Velu, Chairman and Managing Director and CEO,, Smt.S.Ranisri, Chief Financial Officer and Sri V. Rajan, Company Secretary are the Key Managerial Personnel (KMP) of the company as per section 203 of the Companies Act 2013.

Key Managerial Remuneration details are given in Annexure 5 forming part of the report.

#### **RELATED PARTY TRANSACTIONS**

All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Act and the Listing Agreement. The disclosure is being made as a matter of prudence. All the transactions have been done in the ordinary course of business.

The transactions entered by the company with the related parties during the financial year 2022-23 are in the ordinary course of business and at arm's length basis. The particulars of related party transactions is provided in the Form AOC2 and annexed to the Board's Report as Annexure 3.

#### **AUDITORS**

The Statutory Auditors M/s. T.M. Jeyachandran & Co., Chartered Accountants, Chennai were appointed as Statutory Auditors for a term of five years commencing from the financial year 2019-20 who will retire at the conclusion of the Annual General Meeting to be held in the year 2024 and the shareholders have authorized the Board to fix the remuneration payable to the auditors from time to time.

The first proviso to Section 139 of the Companies Act, 2013, which mandated the ratification of the appointment of Statutory Auditors at every subsequent Annual General Meeting, has been omitted by the Companies (Amendment) Act, 2017 and the same was notified vide notification dated 07th May 2018. Hence ratification of the appointment of Statutory Auditors is not placed to the shareholders.

The Company has received a Certificate from the Statutory Auditors to the effect that their continued appointment as the Statutory Auditors of the Company, would be within the limits prescribed under Section 139 of the Companies Act, 2013.

#### **AUDITOR'S REPORT**

The notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments and explanations. The Auditor's Report does not contain any qualification, reservation or adverse remark.

**NO FRAUDS REPORTED BY THE AUDITORS**

There is no instance of frauds reported by the Statutory Auditors of the company for the Financial Year under review under section 143(12) of the Companies Act 2013.

**SECRETARIAL AUDIT**

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 has appointed Sri S. Rengasamy, Company Secretary in practice to undertake the Secretarial Audit of the company for the year 2022-23. The Report of the Secretarial Audit Report is annexed herewith as Annexure 4.

**STATEMENT ON COMPLIANCE WITH SECRETARIAL STANDARDS**

The Directors have devised proper systems to ensure compliance with the provisions of applicable Secretarial Standards and that such systems are adequate and operating effectively. The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 (12) of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 in respect of the employees of the company is annexed herewith "Annexure 6

None of the employees of the company were in receipt of monthly or yearly remuneration in excess of the limits specified under the Companies Act 2013 and Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Company is not paying any commission to its Directors/Whole time Director and Managing Director of the company.

**LISTING**

Your company's shares are listed in BSE Limited. The listing fee to BSE Limited has been duly paid. The shares are regularly traded in BSE Ltd. and were not suspended at any time during the year.

**CEO/CFO CERTIFICATION**

As required under SEBI (Listing Obligations and Disclosure Requirements) Rules 2015, the Chairman and Managing Director (Chief Executive Officer) and the Chief Financial Officer have furnished necessary certificate to the Board on the financial statements presented.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE**

As per the provisions of the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal act, 2013 no cases of sexual harassment of women at work place were neither reported nor redressed for the relevant year.

**INDUSTRIAL RELATIONS**

Relationship with employees was cordial throughout the financial year.

**ACKNOWLEDGEMENTS**

Your Directors record with a deep sense of gratitude to the working capital bankers for the excellent support and cooperation rendered by them to the company. Your Directors are thankful to its valuable customers, esteemed stakeholders and business associates for their continued support and the confidence reposed in the Company and its Management.

For and on behalf of the Board of Directors

**Vignesh. Velu**

Place : Coimbatore

DIN No. 03505424

Date : 27.05.2023 Chairman and Managing Director

## ANNEXURE – 1

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo [Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]**

### A. Conservation of Energy

#### i. Steps taken for conservation of energy

Conservation of energy continues to receive increased emphasis at all the units of the company. Energy audit is being carried out on a regular basis for taking steps for reduction of the energy consumption.

The company is implementing adequate measures for reduction of consumption of energy.

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

No alternate source of energy initiation was taken by the Company during the year under review. However, the Company sourced alternative energy from Third Parties at concessional rates.

#### iii. Capital investment on energy conservation equipment – Nil

### B. Technology Absorption

i. Efforts made towards technology absorption, adaptation and innovation: The Company has not imported any Technology.

ii. Benefits derived as a result of the above efforts: **Not applicable**

iii. Information of Imported Technology (imported during the last 5 years from the beginning of the Financial Year): **Not applicable**

iv. Expenditure incurred on Research & Development: No expenditure incurred for R & D during the year.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO Rs. in Lakhs

Foreign Exchange earnings	Nil
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Foreign Exchange outgo	Nil
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For and on behalf of the Board of Directors

**Vignesh. Velu**

DIN No. 03505424

Chairman and Managing Director

Place : Coimbatore

Date : 27.05.2023

## Annexure-2

### Management's Discussion and Analysis

#### 1. Industry structure and Developments

Paper industry is one among the high priority industries. It concentrates on accelerating growth for Paper Industry. The continuous demand for increase in paper will require a considerable increase in supply from indigenous producers. Out of total paper mills in India, two thirds of the Mills use waste paper, as their primary fibre source. The non availability of natural resources will automatically increase the demand of product from industries using Recycled/waste paper as their raw material.

#### 2. Opportunities and Threads

The growth rate of recycled paper industry is assumed to increase by 10% per year. There are good growth opportunities and increase in demand. The major raw materials procurement from Mills using waste paper industry is from unrecognized sector. This accounts is for around 95% of total raw materials procurement. This affects continuous supply of raw material to the industry.

#### 3. Outlook

1. Newsprint is being imported at 5% duty at very low rates due to dumping by foreign manufacturers and this has depressed the demand and prices of newsprint manufactured by Indian Paper Mills, thereby also affecting the demand of writing and printing paper as newsprint capacities are being diverted to writing and printing paper manufacture.
2. The installed capacity for writing and printing paper has increased significantly in the last four years, thereby affecting the demand as well as prices of the paper manufactured by your company.
3. Measures are being taken to save costs and rationalize operations, they are likely to yield positive results.

The trend in consumption of papers and notebooks and eco friendly papers are increasing continuously. It will result in good demand for the industrial product.

#### 4. Risk Management

The Company has established a risk management frame work to identify, evaluate the business risks and opportunities. The main object of the framework is to minimise the adverse impact of the risks by taking effective mitigating measures to retain the business advantages. The identified risks and mitigation measures are reviewed by the concerned Heads and all the risks identified and mitigation measures are placed before the Board. Board is of the opinion that there is no risk which affects the existence of the Company.

#### 5. Internal control Systems and Adequacy

The Company has an adequate internal control system commensurate with its size and nature of its business. Management has overall responsibility for the Company's internal control system to safeguard the assets and to ensure reliability of financial records.

Internal audit programme covers all areas of activities and periodical reports are submitted to the Management. Audit Committee reviews all financial statements and ensures adequacy of internal control systems.

Internal control systems are designed to provide adequate financial control and accounting control and to implement accounting standards.

**6. Material Development in Human Resources/ Industrial Relations Front including number of employees employed**

Cordial relations have been maintained in the company. The company had 42 nos. Of employees as on March 2023.

**7. Caution**

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be considered as "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. The factors that might influence the operations of the Company are demand-supply conditions, finished goods prices, raw material costs & availability, change in the government regulations, WTO and natural calamities over which the Company has no control

The Company assumes no responsibility in respect of the 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

**Vignesh. Velu**

DIN No. 03505424

Chairman and Managing Director

Place : Coimbatore

Date : 27.05.2023

**ANNEXURE 3**  
**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

**Not Applicable**

**2. Details of material contracts or arrangement or transactions at arm's length basis**

1. a	Name of the related party and nature of relationship	<b>Shree Vignesh Wind Mill Private Limited</b>
b.	Nature of contracts/ arrangements/transactions.	Electricity (Wind Mill Generation) Purchase of Electricity
c.	Duration of the contracts/ arrangements/ transactions	20 years
d.	Salient terms of the contracts or arrangements or transactions including the value, if any;	<b>Rs.70.10 lakhs</b>
e.	Date(s) of approval by the Board, if any.	--
f.	Amount paid as advances, if any.	<b>Nil</b>
2. a	Name of the related party and nature of relationship	<b>Sree Ganesh Gears Private Limited</b>
b.	Nature of contracts/ arrangements/transactions	Purchase and sale of materials, goods, properties and rendering and availing of services.
c.	Duration of the contracts/ arrangements/ transactions	
d.	Salient terms of the contracts or arrangements or transactions including the value, if any;	<b>Rs.159 lakhs</b>
e.	Date(s) of approval by the Board, if any.	--
f.	Amount paid as advances, if any.	<b>Nil</b>

**ANNEXURE 4****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 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  
Shree Karthik Papes Limited  
25, 50 Feet Road  
Krishnaswamy Nagar, Ramanathapuram  
Coimbatore-641045

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shree Karthik Papers Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Shree Karthik Papers Limited 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 31st 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 Shree Karthik Papers Limited (“the Company”) for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act 2013 (the Act) and the rules made thereunder and the Companies Act 1956 (to the extent applicable)
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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 (Listing Obligations and Disclosure Requirements) Regulations 2015
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) 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.
  - (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations 2018



I further report that, during the year under review, there were no actions/events in pursuant of the following Rules/Regulations requiring compliance thereof by the Company:

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 .
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2014 .
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021 does not arise.
- (f) The Securities and Exchange Board of India (Buy back of securities) Regulations 2018 .
- (j) The Securities and Exchange Board of India (Issue and Listing of Non convertible securities) Regulations 2021

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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

I further report that based on the information provided by the company, its officers and authorized representatives, there are no laws specifically applicable to the company.

I further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labour and environmental laws as applicable.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report that

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. There was no changes in the composition of the Board of Directors during the period under review.

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

Based on the verification of the records and the Minutes, the decisions of the Meetings of the Board/ Committees of the company which were carried out with the consent of all the Directors/ Committee Members and there were no dissenting members as per the Minutes. Further in the Minutes of the General Meeting, the particulars of the members who voted against the resolutions have been properly recorded.

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

We further report that during the period under review, there were no instances of

- Public / Rights / Preferential issue of shares / debentures / sweat equity.
- Redemption / buy-back of securities.
- Major decision taken by the members pursuant to Section 180 of the Companies Act, 2013.
- Merger / amalgamation / reconstruction etc.
- Foreign technical collaborations.

The members are requested to read this report along with my letter of even date annexed to this report

Coimbatore  
27.05.2023

**S. Rengasamy**  
FCS 3871  
COP No.9901  
PR No. 2553/2022  
UDIN No. F003871E000727033

**ANNEXURE TO SECRETARIAL AUDIT REPORT OF EVEN DATE**

To,  
The Members  
Shree Karthik Papes Limited  
25, 50 Feet Road  
Krishnaswamy Nagar, Ramanathapuram  
Coimbatore-641045

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records, devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and ensuring that the systems are adequate and operate effectively are the responsibilities of the management of the company. My responsibility is to express an opinion on these secretarial records, systems, standards and procedures based on 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 the correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management's 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 and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Coimbatore  
27.05.2023

**S. Rengasamy**  
FCS 3871  
COP No.9901  
PR No. 2553/2022  
UDIN No. F003871E000727033

**ANNEXURE 5**

Details as required under section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

1. The percentage increase in remuneration of Director during the Financial Year 2018-19, ratio of the remuneration of Director to the median remuneration of the employees of the company for the financial year 2022-23 are as under:

Sl No.	Name of Director and designation	Remuneration of Director for 2022-23	% increase in Remuneration for FY 2022-23	Ratio of remuneration of Director to median remuneration of employees
1	Sri Vignesh Velu Whole time Director	12,00,000	Nil	Not applicable
2	V. Rajan Company Secretary	3,07,500	Nil	Not applicable
3	S.Ranisri Chief Financial Officer	3,89,500	Nil	Not applicable

2. Percentage increase in the median remuneration of employees in the financial year In the Financial year 2022-23 there was no increase in the median remuneration of employees.
3. Number of permanent employees on the rolls of the company. There were 42 permanent employees on the rolls of the company as on 31st March 2023
4. Affirmation that the remuneration is as per the remuneration policy of the company. It is hereby confirmed that the remuneration paid is as per the remuneration policy of the company.

## ANNEXURE 6

### SALIENT FEATURES OF NOMINATION AND REMUNERATION POLICY

#### Introduction:

Company believes that the human resources are one of the most important valuable assets of the Company. As per the requirement of the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to meet and attract the valuable asset and harmonize the payment to Directors, Key Managerial Personnel and other employees of the Company in line with the mission, vision and values of the Company this policy has been formulated by the Nomination and Remuneration Committee for the Directors, Key Managerial Personnel, Senior Management Personnel and approved by the Board of Directors.

The objective and purpose of this policy are:

- \* To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors and persons who may be appointed in Senior Management and Key Managerial positions.
- \* To lay down guiding principle for remuneration payable to Executive Directors, Non-Executive Directors, Senior Management Personnel and Key Managerial Personnel, retirement and removal.
- \* To recommend remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- \* To provide them reward linking to their effort, performance, dedication and achievement in the Company's operations/performance.
- \* To design suitable remuneration package to attract, retain, motivate and promote best calibre directors and employees, create strong performance orientated environment and reward, achievement of meaningful targets over the short and long-term and create competitive advantage.
- \* Determine the criteria for qualifications, positive attributes and independence of Directors.
- \* Devising criteria for board diversity and evaluation.
- \* Develop succession plan for the Board, Senior Management and Key Managerial Personnel.

Based on the above parameters, the Nomination and Remuneration policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors.

## REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31st MARCH 2023

The Directors present the Corporate Governance report for the year ended 31st March 2023 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

### I. Company's Philosophy on Code of Corporate Governance

Corporate Governance indicates fairness, transparency, accountability and integrity of the Management. It is all about maintaining valuable relationship and trust with all stakeholders.

The Company has established procedures and systems to ensure regular dissemination of information to the Board of Directors to ensure effective oversight of the company's business and activities. Based on the Corporate Governance practices, the Company has always worked towards building trust with the shareholders and employees of the company. Your company through its Board and Committees, endeavours to strike and deliver the highest governing standards for the benefit of its stakeholders.

Actions and decisions of the Board are aligned in the best interest of the company. The Board critically evaluates company's strategic decisions, management policy and its effectiveness. The Board regularly reviews Related Party Transactions, financial reports and evaluates the performance of the business.

### II. Board of Directors

a. The Board of Directors of the company has an optimum combination of Executive and Non-Executive Directors with not less than fifty percent being Non-Executive Independent Directors. The Board also comprises of one women Director. The composition of the company's Board is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

#### b. Number of Board Meetings held during the year

During the year, five meetings of the Board of Directors were held on the following dates:

28th May 2022, 9th August 2022, 14th November 2022, 4th February 2023 and 31st March 2023.

#### c. Category of Directors, Attendance, other Directorship and Committee membership

As mandated by Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, none of the Directors hold any membership in more than 10 Committees of Boards or Chairman of more than 5 Committees in which they are members.

The details of Directorship and Membership/Chairmanship of the Committees of the Board held by the Directors as on 31st March 2023 and their attendance at the meeting during the year are as follows:

Name of Director	DIN	Category	Attendance		No. of Directorship Held in other Companies		No. of Committee Position held in Other companies	
			Board Meeting	Last AGM	Public Co.	Private Co.	Member	Chairman
Sri Vignesh Velu	03505424	Executive Promotor Non-Independent	5	Yes	Nil	2	Nil	Nil
Smt.S.S. Velu	01740974	Non-Executive Promotor Woman Director	5	Yes	Nil	2	Nil	Nil
Sr. P. Kanagavadivelu	01856028	Non-Executive Independent	5	Yes	Nil	Nil	Nil	Nil
Sri P.C. Narendran	00090432	Non-Executive Independent	5	Yes	Nil	Nil	Nil	Nil
Sri R Uma Shankar	08062869	Non-Executive Independent	5	Yes	Nil	Nil	Nil	Nil

Smt. Selvambal Sengottu Velu and Sri Vignesh Velu are related to each other. Smt. Selvambal Sengottu Velu is Sri Vignesh Velu's mother. The Independent Directors are not related to each other.

As on 31st March 2023, the number of Directorship/ Committee membership/ Chairmanship of the Directors is within the limits prescribed under the Companies Act 2013 and that of the SEBI Listing Regulations.

**d. Retirement of Director by rotation and being eligible offer herself for re-appointment**

Smt. Selvambal Sengottu Velu having DIN No. 01740974 is retiring at the ensuing Annual General Meeting and she is eligible, offers herself for re-appointment.

**e. Shareholding of the Non-Executive/ Independent Director of the company for the year ended 31st March 2023 is as as under:**

Sl	Name of Director	No. of shares held as on 31.03.2023
1	Sri P..Kanagavadivelu	Nil
2	Sri P. C. Narendran	6000
3	Sri R. Uma Shankar	Nil

**f. Familirisation Programme for Independent Directors**

The Company has familiarized its Independent Directors with the business model of the Company, nature of the industry in which it operates, processes and policies, their roles, rights, responsibilities in the Company to provide them with better understanding of the business and operations so as to enable them to contribute effectively to the Company. Presentations are regularly made to the Board of Directors and Audit Committee inter-alia, covering the Company's strategy, business model, operations, markets, products, finance, risk management framework, financial performance, budget and control process and for such other areas as may be considered necessary.

**g. Meeting of Independent Director**

As stipulated under the code of Independent Directors under the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a separate meeting of the Independent Directors of the company held on 4th February 2023. The meeting was attended by all the Directors.

**h. Independent Directors confirmation by the Board**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence as specified in section 149(6) of the Companies Act 2013 and Regulation 16(1)(b) of the Listing Regulations.

**i. Performance evaluation criteria for Independent Directors**

Performance of Independent Directors has to be evaluated by the Board of Directors based on the following criteria:

- i. Evaluation criteria laid down under Nomination and Remuneration Policy
- ii. Code of Conduct laid down by the Board
- iii. Code of Independent Directors prescribed in Schedule IV read with Section 149(8) of the Companies Act 2013.

During the year 2022-23 one meeting were held on 4.02.2023.

**III. Committees of the Board**

The Board has constituted the following Committee of Directors to deal with matters referred to it for timely decisions:

- 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee
- 4) Risk Management Committee

**Audit Committee**

The Audit Committee comprises of Sri P. Kanagavadivelu as its Chairman and Sri P. C. Narendran and Sri R. Uma Shankar as its members. The Company Secretary acts as the Secretary of the Committee.

The role, powers and functions of the Audit Committee are as per Section 177 of the Companies Act 2013, and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of this Committee are as required by SEBI - under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee is responsible for reviewing a wide range of financial matters including the quarterly and annual accounts before their submission to the Board and monitoring the controls that are in force to ensure the integrity of the financial information reported to the shareholders. The Audit Committee advises the Board on the appointment of Statutory and Internal Auditors and on their remuneration, both for audit and non-audit work and discusses the nature and scope of their audit. The Committee is also responsible for implementing the recommendations of the Board arising from its review of the internal control and risk assessment report. Thus, the terms of reference of the Audit Committee are wide enough to cover matters specified below:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if, required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the Management, the annual financial statements before submission to the Board for approval with particular reference to



- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134 of the Companies Act 2013.
- b. Changes, if any, in accounting policies and practices and reasons for the same
- c. Major accounting entries involving estimates based on the exercise of judgement by management
- d. Significant adjustments made in the financial statements arising out of audit findings
- e. Compliance with listing and other legal requirements relating to financial statements.
- f. Disclosure of any related party transactions
- g. Qualifications in the draft audit report.
6. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing with the Management, performance of statutory auditors and adequacy of the internal control systems
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. Approval and subsequent modifications of Related Party transactions
10. Scrutiny of Inter Corporate loans and Investments
11. Valuation of undertakings or assets of the company wherever necessary
12. Evaluation of internal financial control and risk management system.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee
14. Reviewing with the management, the statement of uses/application of funds raised through an issue (Public Issue, Rights Issue and Preferential Issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring utilisation of proceeds of Public Issue, Rights Issue and making appropriate recommendations to the Board to take up steps in this matter.
15. To review the functioning of Whistle Blower mechanism
16. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. Of the candidate.
17. Carrying out of any other function as is mentioned in the terms of reference of the Audit Committee, if any

The Audit Committee met 4 times during the year 2022-23 on 28th May 2022, 9th August 2022, 14th November 2022 and 4th February 2023

Attendance of the Directors of the Audit Committee meetings held during the year under review:

<b>Names of Members</b>	<b>Category</b>	<b>No. of meetings attended</b>
Sri P. Kanagavadivelu	Independent Non Executive	4
Sri P.C. Narendran	Independent Non Executive	4
Sri R. Uma Shankar	Independent Non Executive	4

### Nomination and Remuneration Committee

The terms of reference of Nomination and Remuneration Committee inter alia includes the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- ii. Formulation of criteria for evaluation of performance of Independence Directors and the Board of Directors.
- iii. Devising a policy on diversity of Board of Directors
- iv. Identifying persons who are qualified to become a Director and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- v. Whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors
- vi. Such other matters as may be delegated by the Board of Directors of the company

The Nomination and Remuneration Committee comprises three Independent Non-Executive Directors viz. Sri P. Kanagavadivelu as its Chairman, Sri .P.C. Narendran and Sri R. Uma Shankar as its members. The Committee is responsible for recommending the contract terms, remuneration and other benefits for Company's Managing/Whole time Directors. The Company Secretary acts as the Secretary of the Committee.

During the financial year 2022-23, two meetings were held on 28thMay 2022 and 31st March 2023.

### Remuneration Policy

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) to Managing Director. Salary is paid within the range approved by the shareholders. Effective 1st April each year, annual increments as recommended by the Nomination and Remuneration Committee are approved by the Board of Directors.

### Remuneration to Directors, sitting fees, salary and perquisites

No sitting fee was paid to the Non-Executive Independent Directors during the year 2022-23. The company did not have any pecuniary relationship transactions with the Non-Executive Independent Directors of the company.

### Remuneration paid to the Directors

#### Details of remuneration paid to the Directors during the year 2021-22

Name of Director	Sitting fees	Remuneration (Rs.)	Total (Rs.)	No.of shares held on 31.03.2018
Sri Vignesh Velu	Nil	1200000	1200000	6100

### v. Stakeholders Relationship Committee

The terms of reference of Stakeholders Relationship Committee includes the following:

To review transfer/transmission /dematerialisation of equity shares of the company

- ii. To issue duplicate share certificates as and when the requests are received by the company
- iii. To review correspond with the shareholders visa-vis legal cases and take appropriate decisions in this regard

- iv. To authorise affixing common seal from time to time on any deed or other instrument requiring authentication by or on behalf of the company
- v. To consider and resolve the grievances of the security holders including complaints related to transfer of shares , non receipt of annual report etc.
- vi. To review measures taken for effective exercise of voting rights by stake holders
- vii. To review adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar and Share Transfer Agent .
- viii. To do all acts, deeds and things as may be required to be undertaken in terms of the provisions of Companies act 2013 and rules made thereunder:

The Committee comprises of Sri P. Kanagavadielu, is Chairman and Sri P.C. Narednran and Sri R. Uma Shankar as its members. The Company Secretary acts as the Secretary of the Committee.

The Committee met four times during the year 2022-23 on 28th May 2022, 9th August 2022, 14th November 2022 and 4th February 2023

The Composition of the Stakeholders Grievance Committee and details of the meetings attended by the Directors are as under:

Names of Members	Category	No. of meetings attended
Sri P. Kanagavadielu Committee Chairman	Independent Non Executive	4
Sri P.C. Narendran	Independent Non Executive	4
Sri R. Uma Shankar	Independent Non Executive	4

The company obtains half-yearly certificate from the Practising Company Secretary confirming the issue of certificates for transfer, transmission, sub division, consolidation, and submits to Bombay Stock Exchange in terms of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Further Compliance Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 confirming that all activities both physical and electronic facility is maintained by the Registrar and Share Transfer Agent also is submitted to Bombay Stock Exchange on a half-yearly basis.

## VI. Risk Management Committee

The Company has established a risk management frame work to identify, evaluate the business risks and opportunities. The main object of the framework is to minimise the adverse impact of the risks by taking effective mitigating measures to retain the business advantages. The identified risks and mitigation measures are reviewed by the concerned Heads and all the risks identified and mitigation measures are placed before the Board. Board is of the opinion that there is no risk which affects the existence of the Company

Sub-par utilization of capacities may lead to inadequate leverage benefits. The Company is ramping up its marketing efforts towards successful product establishment and market acceptance of its products, exploring development of alternate products and establishing a range of applications.

The Board of Directors is constituted a Risk Management Committee and comprises of Sri Vignesh Velu as the Chairman, Sri P. Kanagavadielu, , Sri P.C. Narednran and Sri R. Uma Shankar as its members. The Company Secretary acts as the Secretary of the Committee.

The risk management process of the company is being periodically reviewed by the Committee for improvement.. None of the identified risk elements have any threat on the sustainability of the business.

## VII. Disclosures

### a. Vigil Mechanism/Whistle Blower Policy

The company has established a Vigil Mechanism/ Whistle Blower Policy to enable the stakeholders of the company to report their genuine concerns and grievances. The policy provides for adequate safeguards against victimization of stakeholders who avail of the Vigil Mechanism and direct access to the Chairman of the Audit Committee of the company in exceptional cases. The protected disclosures, if any reported under this policy will be appropriately and expeditiously investigated by the Chairman.

The company hereby affirms that no stakeholders including Director/employee has been denied access to the Chairman of the Audit Committee and that no complaint was received during the year 2022-23.

### b. Related Party Transactions

The company has no material significant transactions with its related parties which may have a potential conflict with the interest of the company at large. The details of transactions with related parties are given in Notes on Accounts.

### c. Statutory Compliance, Penalties and Structures

The company has complied with requirements of Stock Exchange/SEBI and other statutory authorities to the extent applicable and accordingly no penalties have been levied or structures have been imposed on the company on any matter related to capital markets during the last three years.

### d. Disclosure of Accounting Treatment

The finance statements have been prepared under the historical cost convention on accrual basis and in accordance with Generally Accepted Principles in India (Indian GAAP). The said financial statements comply with the relevant provisions of the Companies Act 2013 and rules made thereof, the mandatory Accounting Standards notified by the Central Government of India under Companies (Accounting Standards) Rules 2006 as amended from time to time.

### e. Code of Conduct

The company has framed and adopted the code of conduct for all its Board Members and Senior Management Personnel. The code of conduct for Board Members and the Senior Management Personnel is displayed on the notice board of the company.

The Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the financial year 2022-23. A declaration to this effect in terms of Regulation 26 of SEBI (LODR) Regulations 2015 forms part of the Annual Report.

## VIII. Management

### a. Management Discussion and Analysis

The Directors Report includes details of Management Discussion and Analysis of business of the company. Internal Control System for financial reporting is enclosed to this report.

### b. Disclosures by the Management to the Board

All details relating to financial and commercial transactions where Directors may have pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor do they vote on such matters.

**IX. General Body Meetings**

Financial Year	Date	Time	Venue
2019-20	28.09.2020	4.00 P.M.	Registered Office at 25, 50 Feet Road, Krishnaswamy Nagar, Ramanathapuram, Coimbatore through Video Conferencing and other Audio Visual Means
2020-21	27,09.2021	4.00 P.M.	Registered Office at 25, 50 Feet Road, Krishnaswamy Nagar, Ramanathapuram, Coimbatore through Video Conferencing and other Audio Visual Means
2021-22	26.09.2022	4.00 P.M.	Registered Office at 25, 50 Feet Road, Krishnaswamy Nagar, Ramanathapuram, Coimbatore through Video Conferencing and other Audio Visual Means

**X. Means of Communication**

The Company is publishing quarterly un-audited financial results in Financial Express ( English ) and Tamil Murasu (Tamil regularly).

**XI.The profile of Directors retiring by rotation eligible for re-appointment**

Smt. Selvambal Sengottu Velu, is a Non-Executive Woman Director of the company. She is having an experience of 21 years in general management of affairs of the company. She was appointed on the Board of Directors of the company on 18.12.1991. Her appointment is liable to retire by rotation and eligible for re-appointment.

She is also a Director in Shree Ganesh Gears Private Limited and Shree Vignesh Wind Mill Private Limited.. She holds 14229200 equity shares in the company.

**XII. General Shareholders information****Details of Annual General Meeting**

Date of Book Closure	14.09.2023 to 20.09.2023 (both days inclusive)
Day and date	20th September 2023
Time	4.00P.M.
Venue	Registered Office of the company at 25, 50 Feet Road, Krishnaswamy Nagar, Ramanathapuram, Coimbatore-45 Through Video Conferencing and Other Audio visual Means.
Listing on Stock Exchanges	The Company is listed on Bombay Stock Exchange Limited. The annual listing fee has been paid upto 2022-23 and 2023-24 and there is no outstanding payment towards the Exchange as on date.
Stock code	Bombay Stock Exchange Ltd. - 516106
Financial Calender (tentative)	
First Quarter results	Second week of August 2023
Second Quarter/Half yearly results	Second week of November 2023
Third Quarter results	Second week of February 2024
Fourth Quarter	Fourth week of May 2024

**XIII. Registrar and Transfer Agents**

M/s. S.K.D.C. Consultants Limited, Kanapathy Towers 3rd Floor, 1391/A1 Sathy Road, Ganapathy, Coimbatore-641006, Tamilnadu. Phones: (0422) 2539835 Fax: (0422) 2539837 email address: info@skdc-consultants.com

**XIV. Share Transfer System**

The share transfers are registered and returned within a period of 15 days from the date of receipt of the documents are in order. The share transfers approved by the Stakeholders Relationship Committee.

**XV. Dematerialization of Shares and Liquidity**

89.68% (1,71,37,550 equity shares) of the Company's paid-up Equity capital has been dematerialized up to 31st March 2023. Trading in Equity Shares is permitted only in dematerialized form as notified by SEBI. The volumes traded in stock exchanges is not high.

**XVI. Shareholding pattern as on 31st March 2023**

Description of Investors	No. of shares held	Percentage of holding
Promoters	14246300	74.52
Mutual Funds and UTI	25900	0.14
Financial Institutions and Banks	2100	0.01
Foreign Institutional Investors	95100	0.50
Directors and Relatives	6400	0.06
Bodies Corporate	495078	2.50
NRI	89125	0.54
Indian Public	4149997	21.73
Total	19110000	100.00

**XVII. BSE Market Price data during the Financial Year 2022-23 in Rs.**

Month	High	Low
April 2021	8.29	6.30
May 2021	7.68	4.90
June 2021	9.07	5.78
July 2021	8.96	6.86
August 2021	10.01	6.89
September 2021	8.78	7.04
October 2021	9.04	7.15
November 2021	8.47	6.70
December 2021	8.50	7.40
January 2022	8.19	7.15
February 2022	8.35	6.80
March 2022	7.79	5.61

**XVIII. Distribution of shareholding as on 31.03.2023**

In Value	No. of share holders	%	No. of shares held	%
Upto -500	6158	87.77	801663	4.19
501 -1000	369	5.26	318662	1.67
1001-2000	182	2.59	283334	1.48
2001-3000	75	1.07	192969	1.01
3001-4000	35	0.49	128394	0.67
4001-5000	59	0.84	283429	1.48
5001-10000	62	0.88	461716	2.42
100001 and above	77	1.10	16639833	87.08
Total	7017	100.00	19110000	100.00

**XIX. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments and their likely impact on equity**

There are no outstanding warrants or any convertible instruments. The Company has not issued GDR/ADR.

**XX. NOMINATION FACILITY**

The Companies Act, 2013 has provided the facility of nomination for the shares of the Company. The nomination form (Form SH-13) along with instructions is provided to the members on request

**XXI. CREDIT RATING**

The Company does not have any Debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds either in India or abroad that requires Credit Rating.

**XXII. Plant location**

Puliyangandi Aliyar Nagar  
Kottur village  
Pollachi Taluk

**XXIII Address for Correspondence**

No.25, 50 Feet Road  
Kirshnasamy Nagar  
Ramanathapuram  
Coimbatore-641045

**XXIV Declaration by the CEO/CFO**

I hereby declare that the

1. Code of conduct adopted by the Board was circulated to the members of the Board and senior management personnel of the company.
2. All members of the Board and Senior Management Personnel of the company have complied with all provisions of the code of conduct applicable to them as laid down by the company in terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the year ended 31st March 2023.
3. The CEO and CFO certification of the financial statements for the year has been submitted to the Board of directors, in its meeting held on 27th May, 2023 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**XXV AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

As required by Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance Certificate from the Auditors' regarding compliance of conditions of Corporate Governance forms part of this Report..

Place: Coimbatore  
Date: 27.05.2023

For and on behalf of the Board  
**Vignesh Velu**  
Chairman & Managing Director



## **Auditors' Certificate on Corporate Governance to the members of Shree Karthik Papers Limited**

### **Auditors' Certificate**

The Members of  
M/s. Shree Karthik Papers Limited  
Coimbatore

We have examined the compliance of conditions of Corporate Governance by SHREE KARTHIK PAPERS LIMITED for the year ended on 31st March 2023 as stipulated in the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Managements' Responsibility**

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.

#### **Auditors' Responsibility**

Our responsibility is limited to examining the procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

We have carried out an examination of the relevant records of the company in accordance with the Guidance note on certificate of Corporate Governance issued by the Institute of Chartered Accountants of India and the Guidance note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India, which requires that we comply with the ethical requirements of the code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information and other Assurance and Related Services Engagements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of representation received from the Registrar and Share Transfer Agents of the Company and on the basis of the records maintained by the Stakeholders Relationship Committee of the Company, we state that no investor grievance is pending for a period exceeding one month.

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

**For T.M. Jeyachandran & Co..**

Chartered Accountants

ICAI Firm Registration No. 012309S

**R. Selvaganesh**

Partner

M.No. 200164

Place: Coimbatore

Date: 27.05.2023

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of Shree Karthik Papers Limited  
25, 50 Feet Road, Krishnaswamy Nagar, Ramanathapuram  
Coimbatore-641045

I have examined the relevant registers, records, forms, returns and disclosures received from the Directorsof SHREE KARTHIK PAPERS LIMITED having CIN L21012TZ1991PLC003570 and having registered office at 25, 50 Feet Road, Krishnaswamy Nagar, Ramanathapuram, Coimbatore-641045 (hereinafter referred to as 'the Company'), produced before meby the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my 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 me by the Company and its officers, I hereby certify that none of the Directors on the Board ofthe Company, for the Financial Year ended on 31st March, 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.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibilityof the management of the Company. My responsibility is to express an opinion on these based on my 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.

Coimbatore  
27.05.2023

**S. RENGASAMY**  
Practising Company Secretary  
Membership No. F3871, Certificate of Practice No.9901  
PR No. 2553/2022  
UDIN : F003871E000727077

## INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2023

To  
The Members of Shree Karthik Papers Limited

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Shree Karthik Papers Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), standalone Statement of Changes in Equity and the standalone Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for opinion

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

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no Key audit matters to be communicated in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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

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

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

### **Management’s Responsibility for the Ind AS Financial Statements**

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 financial statements that give a true and fair view financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor’s Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit. 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial statements.

- g) 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:
1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the order.

Place: Coimbatore

Date : 27.05.2023

UDIN : 23200164BGWJQP5297

**For T.M. Jeyachandran & Co.,**

Chartered Accountants,

FRN 012309S

**R.Selvaganesh**

Partner

M.No.200164

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting 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 Shree Karthik Papers Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal 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 respective 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

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

Place: Coimbatore

Date : 27.05.2023

UDIN : 23200164BGWJQP5297

**For T.M. Jeyachandran & Co.,**

Chartered Accountants,

FRN 012309S

**R.Selvaganesh**

Partner

M.No.200164



## ANNEXURE -B TO THE INDEPENDENT AUDITORS' REPORT

**[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Shree Karthik Papers Limited on the financial statements for the year ended 31.03.2023]**

- i. In respect of Company's Property, Plant and Equipment:
  - a. The company has maintained proper record showing full particulars, including quantitative details and situation of Property, plant and Equipments.
  - b. The Company has a program of verification to cover all the items of Property, Plant and Equipments in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipments were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us, the records examined by us and based on the examination of the records of the company, the title deeds of immovable properties of the company are held in the name of the company.
 

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
  - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year. In our opinion and as informed, the frequency of such verification and procedure and coverage by management were appropriate. No material discrepancies were noticed in the inventory on physical verification carried out during the year.
 

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of Five Crore Rupees, in aggregate, from banks on the basis of security of current assets (Primary security as Current Assets). In our opinion the quarterly returns or statements filed by the company with such banks are in agreement with the books of account of the company.
- iii. According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where the maintenance of cost records has been specified by the Central Government under subsection (1) of

Section 148 of the Act and the rules framed there under and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

vii.

- a. The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it. However, there have been slight delay in few cases / delays in deposit have not been serious.

and

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Income-tax, Duty of Customs, Cess and other material statutory dues applicable to it, were outstanding, as at 31.3.2023, for a period of more than six months from the date they became payable. Employee's State insurance is not applicable for the company

- b. According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the Statute	Amount	Period to which the amount relates	Forum where dispute is pending
CST ACT 1956	Rs.15,12,822 (Tax) Rs.25,64,365(Penalty)	AY 1995-1996	Central sales tax Appellate
CST ACT 1956	Rs.4,44,575 (Tax)	AY 2003-2004	RS Puram East circle, CBE

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

- ix. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution(s), bank(s), government(s). The company has not raised any money against issue of debentures.
- (a) According to the information and explanations given to us by the management, the Company has obtained term loans and repaid the same as per schedule.
- (b) The company has not been declared wilful defaulter by any bank or financial institution or government or government authority.
- (c) The company has availed term loan and repaid the loan appropriately.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any funds from any entity to meet the obligations of its subsidiaries.
- (f) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of term loans during the year for the purposes for which they were raised.

- x. (a) During the year the Company has not raised any money by way of initial public offer or further public offer. Accordingly clause 3(x)(a) of the order is not applicable to the company.
- (b) According to the information and explanation given to us the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(x) (b) of the Order is not applicable to the Company.
- xi. (a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and based on the principles of materiality, to the best of our knowledge and belief and as per the information and explanation given to us and the representations obtained from the management no instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (b) According to the information and explanations given to us, no report U/s. 143 (12) of the Companies Act, 2013 has been filed by the auditors in form ADT – 4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- xii. The Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The Company has not incurred cash losses in the current financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 that the 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.

xx. In our opinion and according to the information and explanations given to us, sub-section (5) of Section 135 of the Companies Act, 2013 is not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Place: Coimbatore

Date : 27.05.2023

UDIN : 23200164BGWJQP5297

**For T.M. Jeyachandran & Co.,**

Chartered Accountants,

FRN 012309S

**R.Selvaganesh**

Partner

M.No.200164

**SHREE KARTHIK PAPERS LIMITED**  
**Balance Sheet as at 31st March 2023**

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	2	161,999,130	162,652,182
(b) Capital work-in-progress		-	-
(c) Financial assets			
(i) Investments	3	648,000	8,500
(ii) Other financial assets	4	10,016,680	2,048,223
(d) Deferred tax assets (net)		-	-
(e) Other non-current assets	5	34,769,197	34,918,337
<b>Total non-current assets</b>		<b>207,433,007</b>	<b>199,627,242</b>
<b>Current assets</b>			
(a) Inventories	6	87,797,351	103,893,434
(b) Financial assets			
(i) Trade receivables	7	99,968,752	32,899,010
(ii) Cash and cash equivalents	8	338,067	256,140
(c) Other current assets	9	22,027,226	26,255,909
<b>Total current assets</b>		<b>210,131,396</b>	<b>163,304,493</b>
<b>Total assets</b>		<b>417,564,403</b>	<b>362,931,735</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	95,550,000	95,550,000
(b) Other Equity	11	(74,727,106)	(79,757,818)
<b>Total equity</b>		<b>20,822,894</b>	<b>15,792,182</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
- Borrowings	12	6,216,050	13,816,686
- Lease Liabilities		-	-
(b) Provisions	13	2,397,916	3,517,030
(c) Deferred Tax Liabilities (net)	20	2,091,180	1,561,848
<b>Total non-current liabilities</b>		<b>10,705,146</b>	<b>18,895,564</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14	257,760,100	248,109,182
(ii) Lease Liabilities		-	-

(iii) Trade payables	15		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		115,549,185	64,507,862
(iv) Other financial liabilities	16	7,966,846	5,177,711
(b) Other current liabilities	17	4,615,385	10,313,947
(c) Provisions	18	144,848	135,287
(d) Current Tax Liabilities (Net)	19	-	-
<b>Total current liabilities</b>		<b>386,036,364</b>	<b>328,243,988</b>
<b>Total liabilities</b>		<b>396,741,510</b>	<b>347,139,553</b>
<b>Total equity and liabilities</b>		<b>417,564,403</b>	<b>362,931,735</b>

Significant Accounting Policies & Notes form an integral part of the financial statements

Vide our report of even date attached

Place : Coimbatore.

Date : 27.05.2023

UDIN : 23200164BGWJQP5297

For and on behalf of the Board of Directors

For T.M.Jeyachandran & Co.

Chartered Accountants

FRN 012309S

**Vignesh Velu**

Chairman & Managing Director

DIN: 0168208

**S.Ranisri**

Chief Financial Officer

**S.S.Velu**

Director

DIN: 01740974

**V.Rajan**

Company Secretary

**R.Selvaganesh**

Partner

M.No.200164

**SHREE KARTHIK PAPERS LIMITED**  
**Statement of Profit & Loss for the year ended 31st March 2023**

(in Rs.)

	Particulars	Note No.	2022-23	2021-22
I.	Revenue from operations	21	840,464,789	441,522,919
II.	Other income	22	2,206,938	1,392,194
III.	Total Income (I + II)		<b>842,671,728</b>	<b>442,915,113</b>
IV.	Expenses:			
	Cost of materials consumed	23	630,605,352	295,825,247
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(7,027,160)	(5,289,250)
	Employee benefits expense	25	15,814,623	12,673,315
	Finance costs	26	9,694,387	10,337,231
	Depreciation and amortization expense	27	10,079,136	10,504,050
	Other expenses	28	178,804,599	118,086,956
	Total Expenses		<b>837,970,937</b>	<b>442,137,549</b>
V	<b>Profit before tax ( III - IV)</b>		<b>4,700,791</b>	<b>777,564</b>
VI	Tax Expense	29		
	(1) Current tax		-	-
	(2) Deferred tax charged /(reversed)		529,331	408,201
	(3) MAT Credit Entitlement for current and earlier years		-	-
	(4) Earlier Year taxes		-	-
VII	<b>Profit for the year ( V - VI)</b>		<b>4,171,459</b>	<b>369,363</b>
VIII	<b>Other comprehensive income</b>			
	<b>Items that will not be reclassified to profit or loss</b>			
i.	Remeasurement of post employment benefit obligations		1,734,342	732,931
	Income tax relating to these items		(450,929)	(190,562)
	<b>Total other comprehensive income</b>		<b>1,283,413</b>	<b>542,369</b>
IX	<b>Exceptional Items</b>		<b>(47,62,344)</b>	<b>(1,29,58,026)</b>
ii	Profit on sale of Jeep		93,948	(99,076)
iii	Impairment of Assets		(969,040)	
	Advance for machinery write off			(5,575,000)
	<b>Total Exceptional Items</b>		<b>(875,092)</b>	<b>(5,674,076)</b>
X	<b>Total comprehensive income (VII+VIII+IX)</b>		<b>4,579,780</b>	<b>(4,762,344)</b>
XI	<b>Earnings per equity share of face value Rs.5 each</b>			
	- Basic & Diluted	30	<b>0.218</b>	<b>0.019</b>

Significant Accounting Policies & Notes form an integral part of the financial statements

Vide our report of even date attached

Place : Coimbatore.

Date : 27.05.2023

UDIN : 23200164BGWJQP5297

For and on behalf of the Board of Directors

**Vignesh Velu**

Chairman & Managing Director

DIN: 0168208

**S.Ranisri**

Chief Financial Officer

**S.S.Velu**

Director

DIN: 01740974

**V.Rajan**

Company Secretary

For T.M.Jeyachandran & Co.

Chartered Accountants

FRN 012309S

**R.Selvaganesh**

Partner

M.No.200164

## SHREE KARTHIK PAPERS LIMITED

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31-03-2023

	Particulars	2022-23		2021-22	
		In Rs.	In Rs.	In Rs.	In Rs.
<b>A</b>	<b>Cash flows from operating activities</b>				
	Profit before tax		4,700,791		777,564
	<b>Adjustments for:</b>				
	Depreciation and amortization expense	10,079,136		10,504,050	
	Finance costs	9,694,387		10,337,231	
	Comprehensive income	1,734,342		750,140	
	Write off			(5,575,000)	
		-	21,507,865		16,016,421
	<b>Operating cash flows before working capital changes</b>		26,208,656		16,793,985
	- (Increase)/decrease in inventories	16,096,083		(42,546,253)	
	- (Increase)/decrease in trade receivables	(67,069,742)		22,314,452	
	- (Increase)/decrease in financial assets and other assets	4,377,823		1,518,147	
	- (Decrease)/increase in trade payables	51,041,323		(8,966,329)	
	- (Decrease)/increase in borrowings, financial liabilities, provisions and other liabilities	5,631,939	10,077,426	34,002,494	6,322,511
	<b>Cash generated from/(used in) operations</b>		36,286,081		23,116,496
	Income taxes refund/(paid)				
	<b>Net cash used in operating activities - (A)</b>		<b>36,286,081</b>		<b>23,116,496</b>
<b>B</b>	<b>Cash flows from investing activities</b>				
	Purchase of Property, Plant & Equipment		(10,556,612)		(2,495,636)
	Sale or Disposal Of Property Plant & Equipment		255,440		34,800
	Purchase of Shares		(639,500)		
	Investment in Security Deposit		(7,968,457)		9,635,624
	<b>Net cash generated from / (used in) investing activities - (B)</b>		<b>(18,909,129)</b>		<b>7,174,788</b>
<b>C</b>	<b>Cash flow from Financing activities</b>				
	Proceeds from non-current borrowings (Net)		(7,600,639)		(19,734,144)
	Interest paid		(9,694,387)		(10,337,231)
	<b>Net cash used in financing activities - (C)</b>		<b>(17,295,026)</b>		<b>(30,071,375)</b>
	<b>Net decrease in cash and cash equivalents (A+B+C)</b>		<b>81,926</b>		<b>219,909</b>
	<b>Cash and bank balances at the beginning of the year</b>		<b>256,141</b>		<b>36,232</b>
	Less: Bank Balances not considered as Cash & Cash equivalents as per Ind AS 7				
	<b>Cash and bank balances at the end of the year</b>		<b>338,067</b>		<b>256,141</b>

The above cash flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) 7- Statement of Cash Flows.

Significant Accounting Policies & Notes form an integral part of the financial statements

Vide our report of even date attached

Place : Coimbatore

Date : 27.05.2023

**VIGNESH VELU**

Chairman & Managing Director



**Statement of Changes in Equity of  
M/s. Shree Karthik Papers Limited for the year ended 2023**

**A. Equity Share Capital**

**1. Current Reporting Period (2022-23)**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
9,55,50,000	-	-	-	9,55,50,000

**2. Previous Reporting period(2021-22)**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
9,55,50,000	-	-	-	9,55,50,000

## B. Other Equity

## 1. Current Reporting Period ( 2022-23)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus										Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)		
Balance at the beginning of the current reporting period	-	-	1,380,000	-	(80,896,350)	-	-	-	-	-	(241,468)	-	-	(79,757,818)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	1,380,000	-	(80,896,350)	-	-	-	-	-	(241,468)	-	-	(79,757,818)
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-	-	-	1,734,344	-	-	1,734,344
Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	3,296,367	-	-	-	-	-	-	-	-	3,296,367
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	1,380,000	-	(77,599,983)	-	-	-	-	-	1,492,876	-	-	(74,727,106)

## 2. Previous Reporting Period (2021-22)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus										Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)		
Balance at the beginning of the current reporting period	-	-	1,380,000	-	(75,591,638)	-	-	-	-	-	(783,837)	-	-	(74,995,474)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	1,380,000	-	(75,591,638)	-	-	-	-	-	(783,837)	-	-	(74,995,474)
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-	-	-	542,369	-	-	542,369
Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	(5,304,713)	-	-	-	-	-	-	-	-	(5,304,713)
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	1,380,000	-	(80,896,350)	-	-	-	-	-	(241,468)	-	-	(79,757,818)

## NOTES TO THE FINANCIAL STATEMENTS

### 1 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies mentioned herein are relating to the standalone financial statements of the Company.

#### a) Brief description of the Company

Shree Karthik Papers Limited having CIN: L21012TZ1991PLC003570 is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. Its shares are listed in a recognised stock exchange in India. The registered office of the Company is located at No-25, 50 Ft Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore, Tamil Nadu, 641045. The Company is primarily engaged in the business of manufacturing of Papers. Its manufacturing facility is situated at SF.NO.387,388,390 and 391 Puliangudi, Kottur Village, Aliyar, Pollachi, Tamil Nadu.

#### b) Basis of preparation

The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements have been prepared on the historical cost convention under accrual basis of accounting except for certain financial assets and liabilities (as per the accounting policy below), which have been measured at fair value and the statements are prepared on Going Concern basis.

#### c) Use of estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future period.

This note provides an overview of the areas that involve a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation for each affected line item in the financial statements where applicable.

#### d) Significant Estimates and judgements

Significant accounting Judgments, estimates and assumptions:

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions that affect the reported balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgments that the management has made in the process of applying the Company's accounting policies:

**1) Recognition of deferred tax assets:**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

**2) Provision and contingent liability:**

On an ongoing basis, the Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies, the likelihood of which is remote, are not disclosed in the financial statements.

**3) Useful lives of depreciable assets:**

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2023 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

**4) Evaluation of indicators for impairment of assets:**

The evaluation of applicable indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**5) Defined benefit obligation:**

Management's estimate of the Defined Benefit obligation is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the obligation amount and the annual defined benefit expenses.

**6) Fair value measurements:**

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

**e) Revenue recognition****1. Sale of goods:**

The Company recognises sale of goods when the significant risks and rewards of ownership are transferred to the buyer.

**2. Interest Income:**

Interest income, including income arising from other financial instruments, is recognised using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in Other income in the statement of profit and loss. The expected cash flows are reassessed on a yearly basis and changes, if any, are accounted prospectively.

**f) Property, Plant and Equipment**

Freehold Land is carried at historical cost. All other items of Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation / amortization and impairment, if any. Cost

includes purchase price, taxes and duties, labour cost and directly attributable overheads incurred up to the date the asset is ready for its intended use. However, cost excludes Goods and Services Tax to the extent credit of the tax is availed of.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when 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. The carrying amount of any component accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss when the asset is disposed off or de recognised.

#### **g) Depreciation and amortization**

Depreciation on Property, Plant and Equipment (PPE) are provided under straight line method as per the useful lives and manner prescribed under Schedule II to the Companies Act, 2013, except for few categories where the company has received technical opinion for adopting higher /lower useful life.

Where the cost of a part of the PPE is significant to the total cost of the PPE and if that part of the PPE has a different useful life than the main PPE, the useful life of that part is determined separately for depreciation.

The Company has used the following useful lives to provide depreciation on its Property, Plant and Equipment:

<b>Class of Assets</b>	<b>Useful Lives</b>
Building	30 years
Furniture and fixtures	10 years
Office equipment's	5 years
Computers	3 years
Plant and machineries	15 years
River pipeline	30 years
Electrical Fittings	10 years

Improvements to Leasehold Buildings are amortized as depreciation over the lease period, which is considered as the estimated useful life by the management.

The depreciation method applied to an asset is reviewed at each financial year-end and if there has been a significant change in the expected pattern of consumption of future economic benefits embodied in the asset, depreciation is charged prospectively to reflect the changed pattern.

Depreciation in respect of tangible assets costing less than Rs. 5,000/- is provided at 100%.

#### **h) Impairment**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for, the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**i) Foreign currency translation**

Functional and presentation currency

The financial statements are presented in Indian Rupee which is also the functional and presentation currency of the Company. All amounts have been rounded-off to the nearest rupee.

No foreign currency transactions were occurred during the year.

**j) Inventories**

All inventories are valued at moving weighted average price. Finished goods and Work in progress is computed based on respective moving weighted average price of procured materials and appropriate share of labour and other manufacturing overheads.

Inventories are valued at cost or net realizable value, whichever is lower. Cost also includes all charges incurred for bringing the inventories to their present location and condition. Excise and customs duty accrued on production or import of goods, as applicable, is included in the valuation of finished goods.

Inventories of stores and spare parts are valued at cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale

**k) Employee benefits**

1. Short Term and other long term employee benefits:

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

Compensated leave absences are encashed by employees at year end and no carry forward of leave is permitted as per the leave policy.

**2. Post-Employment Benefits****a. Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Superannuation Fund. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**b. Defined Benefit Plans**

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in OCI in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment.

**l) Taxes on income**

Tax expense comprises of current and deferred tax.

1. Current income tax: Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in other comprehensive income / equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

3. Minimum Alternate Tax:

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. The carrying amount of MAT is reviewed at each reporting date and asset will be written down to the extent the company's right of adjustment would lapse.

Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

**m) Provisions and contingent liabilities**

1) Provision:

A provision is recorded when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability where time value of money is essential.

The increase in the provision due to the passage of time is recognised as interest expenses.

## 2) Contingent liabilities:

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liabilities. The company does not recognise contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but are disclosed when the inflow of economic benefits are probable

### **o) Cash and Cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **p) Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### **q) Investments and Other financial assets**

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.

#### 1. Financial assets

##### Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

##### Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.



After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

#### **Debt instrument at FVTOCI:**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

#### **Debt instrument at FVTPL:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

#### **De-recognition of Financial Assets:**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

## **2. Financial Liabilities**

### **Initial recognition and measurement**

All financial liabilities are recognized initially at fair value and transaction cost (if any) that is attributable to the acquisition of the financial liabilities is also adjusted.

### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

a. Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

b. Trade and other payables

These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

c. Other financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognized in the profit or loss.

De-recognition of Financial Liabilities:

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or Modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

3. Offsetting of financial instruments

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

4. Compound Financial Instruments:

A financial instrument that comprises of both the liability and equity components are accounted as compound financial instruments. The fair value of the liability component is separated from the compound instrument and is subsequently measured at amortized cost. The residual value is recognized as equity component of other financial instrument and is not re-measured after initial recognition.

The transaction costs related to compound instruments are allocated to the liability and equity components in the proportion to the allocation of gross proceeds. Transaction costs related to equity component is recognized directly in equity and the cost related to liability component is included in the carrying amount of the liability component and amortized using effective interest method.

**r) Borrowing costs**

Borrowing costs directly attributable to acquisition/ construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/sale. All other borrowing costs are charged to statement of profit and loss.

#### **s) Current and Non-current classification**

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.

The entity presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current, when:

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

All other assets are classified as non-current.

A liability is classified as current, when:

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

The entity classifies all other liabilities as non-current.

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



## Schedules Forming Part Of Balance Sheet

Particulars	As at 31st March 2023	As at 31st March 2022
<b>3.Non-Current Investments</b>		
<b>Investment carried at cost - Unquoted</b>		
- Indra Vikas Patra	8,000	8,000
- National Savings Certificate	500	500
- Maris Power	6,100	
- NISO	633,400	
<b>Total</b>	<b>648,000</b>	<b>8,500</b>
<b>Aggregate amount of unquoted investments</b>	<b>648,000</b>	<b>8,500</b>
<b>4. Other Non current financial assets</b>		
<b>Unsecured, considered good</b>		
Security deposits	10,016,680	2,048,223
Bank Deposits with more than 12 months maturity		
<b>Total</b>	<b>10,016,680</b>	<b>2,048,223</b>
<b>5.Deferred tax assets (Net)</b>		
Advance for capital expense	33,346,215	33,495,355
Tax payment pending Adjustments (Net)	1,422,982	1,422,982
<b>Total</b>	<b>34,769,197</b>	<b>34,918,337</b>
<b>6.Inventories</b>		
Raw Material	24,078,149	46,032,242
Work in progress	8,075,490	2,618,745
Finished Goods	42,552,963	40,982,548
Stores and spares	13,090,749	14,259,899
<b>Total</b>	<b>87,797,351</b>	<b>103,893,434</b>
Note: Inventories are valued at cost or net realisable value, whichever is lower.		
<b>7.Trade receivables</b>		
<b>Unsecured, considered good</b>		
Trade receivables	99,968,752	32,899,010
<b>Sub-Total</b>	<b>99,968,752</b>	<b>32,899,010</b>
Allowance for doubtful debts (Refer note below)		
<b>Total</b>	<b>99,968,752</b>	<b>32,899,010</b>

**8.Cash and cash equivalents**

Balance with Banks		
In Current Account	7,371	5,108
Cash on Hand	330,696	251,032
<b>Total</b>	<b>338,067</b>	<b>256,140</b>
Of the above, the balances that meet the definition of Cash and Cash equivalents as per Ind AS 7 " Statement of cash flow" is	<b>338,067</b>	<b>256,140</b>

**9.Other current assets**

<b>Unsecured, considered good</b>		
Advances to Suppliers	10,776,700	15,653,789
Prepaid expenses	195,349	204,595
Balances with statutory/government authorities	10,760,758	10,094,346
Other Receivables	294,419	303,179
<b>Total</b>	<b>22,027,226</b>	<b>26,255,909</b>

Particulars	As at 31st March 2023		As at 31st March 2022	
	In Numbers	in Rs.	In Numbers	in Rs.
<b>Authorised</b>				
Equity shares of Rs.5/- each	20,000,000	100,000,000	20,000,000	100,000,000
<b>Issued, Subscribed and Paid up</b>				
Equity shares of Rs.5/- each	19,110,000	95,550,000	19,110,000	95,550,000
<b>Total</b>	<b>19,110,000</b>	<b>95,550,000</b>	<b>19,110,000</b>	<b>95,550,000</b>

**a) Terms/Rights attached to equity shares :**

The company has only one class of equity shares having a par value of Rs.5 per share. Each equity shareholder is entitled to one vote per share.

**b) Details of Shareholders holding more than 5% shares in the company :**

Particulars	Equity Shares			
	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
MS Velu	-	0.00%	-	0.00%
Selvambal Velu	14,229,200	74.46%	14,229,200	74.46%
	<b>14,229,200</b>	<b>74.46%</b>	<b>14,229,200</b>	<b>74.46%</b>

## 10. Equity Share Capital

### c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

Particulars	Equity Shares			
	As at 31st March 2023		As at 31st March 2022	
	In Numbers	in Rs.	In Numbers	in Rs.
Shares outstanding at the beginning/ end of the year	19,110,000	95,550,000	19,110,000	95,550,000

d) There are no shares which have been allotted for consideration other than cash, bonus shares and shares bought back in the preceding 5 years.

e) Shares held by the Holding Company : NIL

f) Shareholding of Promoters :

Shares held by promoters at the end of the year

S. No	Promoter name	No. of Shares	%of total shares	% Change during the year
1	MS Velu	-	0.00%	0.00%
2	Selvambal Velu	14,229,200	74.46%	0.00%
<b>Total</b>		<b>14,229,200</b>	<b>74.46%</b>	

## 11. Other Equity (Refer 'Statement of changes in equity')

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
Capital Reserve	1,380,000	1,380,000
Retained earnings	(77,599,981)	(80,896,350)
Other comprehensive income	1,492,874	(241,468)
<b>Total</b>	<b>(74,727,106)</b>	<b>(79,757,818)</b>

## 12. Non-Current Financial Liabilities - Borrowings

Particulars	As at 31st March 2022		As at 31st March 2021	
	Non Current	Current	Non Current	Current
	in Rs.	in Rs.	in Rs.	in Rs.
<b>Secured Loans</b>				
Term Loans	4,830,027	10,306,272	13,926,078	12,565,200
Vehicle Loans	1,436,165	812,424	-	521,756
<b>Unsecured Loans</b>				
Term Loans	-	-	-	-
Interest free sales tax loan	-	-	-	3,497,263
	6,266,192	11,118,696	13,926,078	16,584,219
Unamortised portion of upfront processing fee	(50,142)	(59,250)	(109,392)	(63,028)
<b>Total</b>	<b>6,216,050</b>	<b>11,059,446</b>	<b>13,816,686</b>	<b>16,521,191</b>

**1. Term Loans from Axis Bank Limited:****Term Loan -1**

Company has availed fresh loans from Axis Bank Limited during 2019-20 and the proceeds of the loan is utilised in settling the existing term loans availed from Kotak Mahindra Bank to the tune of Rs.4,11,58,111/-. Amount outstanding as on 31.3.2023 is Rs.93,30,751/- Including Rs.66,39,600/- current maturities Classified under current financial liabilities and the loan is repayable in 60 monthly instalments from the period of availing the loan.

**The rate of interest is 9.8% p.a**

Security: The above term loans are secured by way of Hypothecation of entire movable fixed assets of the company other than those financed by other banks/Fl.

Collateral Security: Residential Land and Building situated in coimbatore standing in the name of Late Mr. M.S. Velu And Land to the extent of 30 acres and factory building constructed in pollachi standing in the name of Shree Karthik Papers Ltd.

**Term Loan -2**

ECLGS loan is obtained from Axis bank to manage the liquidity mismatch arising out of pandemic situation. The loan amount was Rs.1,10,00,000/- and was sanctioned on 29.10.2020 in parts. Rs.92,00,000/- received in FY 2020-21. Balance Rs.18,00,000/- received during 2021-22. The amount is repayable in 48 instalments . Rate of interest is 9.25%.

Amount outstanding as on 31.3.2023 is Rs.58,05,548/- Including Rs.36,66,672 /- current maturities Classified under current financial liabilities

**2. Vehicle loan from HDFC Bank:**

The Company obtained loan from HDFC bank for purchase of MG Electric Car. Loan amount is Rs.23 lacs. Loan was sanctioned on 01/02/2023. Amount outstanding against this is Rs. 22.48 lakhs . The loan is secured by way of hypothecation of vehicle purchased out of the loan.

Said loan is repayable in monthly instalments from the date of sanction. At present 1 monthly instalment is paid. Rate of interest on the loan is % P.a.

**13.Provisions (Non-Current)**

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
Provision for Gratuity (Unfunded)	2,397,916	3,517,030
Rent Payable	-	-
<b>Total</b>	<b>2,397,916</b>	<b>3,517,030</b>



**14. Current Financial Liabilities - Borrowings**

Particulars	As at 31st March 2022 in Rs.	As at 31st March 2021 in Rs.
<b>Secured</b>		
- Working capital loan from banks	74,821,309	63,098,919
<b>Unsecured</b>		
- Loan from Director	171,879,346	168,489,072
<b>Current maturities of Long Term borrowings</b>	11,059,446	16,521,191
<b>Total</b>	<b>257,760,100</b>	<b>248,109,182</b>

Note:

- 1) Working capital loan from Bank is secured by way of :
  - i) First Charge on current assets by way of hypothecation of present and future current assets including stock, book debts and receivables. The loan is repayable on demand.
  - ii) The above working capital facility is collaterally secured by property of the Director.
  - iii) The Rate of Interest is in the range of 9.55% to 10.35% p.a
- 2) Loan from director is interest free and the loan is repayable on demand.

**15. Trade payables**

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises		-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	115,549,185	64,507,862
<b>Total</b>	<b>115,549,185</b>	<b>64,507,862</b>

Note:

1. Company undertook the process of seeking information from the suppliers about their status of registration under MSME Act. NO confirmation has come forth till the date of the balance sheet and hence company is unable to identify such suppliers.
2. In the absense of information the amount payable to such suppliers is taken to be NIL.
3. Interest payable if any will be provided for as and when the liability arises.

**Note : Trade Payables ageing schedule**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					
(ii) Others	115,525,896	23,289	-	-	115,549,185
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					

**16. Other current financial liabilities**

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
Accrued Employee Benefits	1,845,006	1,830,547
Other payables and accruals*	6,121,840	3,347,164
<b>Total</b>	<b>7,966,846</b>	<b>5,177,711</b>

\* Other payables and accruals represents accrued expenses

**17. Other current liabilities**

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
Statutory dues payable	4,375,385	4,685,718
Audit Fees Payable	200,000	200,000
Advances from customers	40,000	5,428,229
<b>Total</b>	<b>4,615,385</b>	<b>10,313,947</b>

**18. Provisions**

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
Provision for Gratuity (Unfunded) - (Refer note no.31)	144,848	135,287
<b>Total</b>	<b>144,848</b>	<b>135,287</b>

**19. Current tax liabilities (net)**

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
Provision for taxation (net)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**20. Deferred tax Liability (Net)**

Particulars	As at 31st March 2023 in Rs.	As at 31st March 2022 in Rs.
<b>Deferred tax liability</b>		
- On PPE and intangible assets	1,944,375	1,469,528
- On other Comprehensive Income	641,491	190,562
<b>A</b>	<b>2,585,866</b>	<b>1,660,090</b>
<b>Deferred tax assets</b>		
- On disallowances under the Income tax Act	494,687	98,242
<b>B</b>	<b>494,687</b>	<b>98,242</b>
<b>Sub-total - (A-B)</b>	<b>2,091,180</b>	<b>1,561,848</b>
<b>Minimum Alternate Credit (MAT) Credit Entitlement - C</b>		
<b>Net deferred tax liability/(asset) - A - B - C</b>	<b>2,091,180</b>	<b>1,561,848</b>

## Schedules Forming Part Of Profit And Loss Account

Particulars	As at 31st March 2023	As at 31st March 2022
<b>21. Revenue from operations</b>		
<b>Sale of products</b>		
Paper	840,464,789	441,522,919
<b>Total</b>	<b>840,464,789</b>	<b>441,522,919</b>
<b>22. Other income</b>		
Creditors Written back	4,869	1,084,844
Scrap sales	265,420	141,180
Insurance charges	1,094,433	114,701
Interest received	55,880	
Discount Received	25,048	7,576
Insurance Claim received	761,131	
Other Income	158	43,893
<b>Total</b>	<b>2,206,938</b>	<b>1,392,194</b>
<b>23. Cost of materials consumed</b>		
Opening stock	46,032,242	14,514,492
Add: Purchases	597,926,161	327,342,997
Labour Charges	10,725,098	
	654,683,501	341,857,489
Less: Closing stock	24,078,149	46,032,242
<b>Total</b>	<b>630,605,352</b>	<b>295,825,247</b>
<b>24. Change in inventories of finished goods, stock-in-trade and work-in-progress</b>		
Opening stock		
Work-in-progress	2,618,745	2,779,488
Finished goods	40,982,548	35,532,555
	43,601,293	38,312,043
<b>Closing stock</b>		
Work-in-progress	8,075,490	2,618,745
Finished goods	42,552,963	40,982,548
	50,628,453	43,601,293
<b>(Increase)/Decrease in inventories</b>	<b>(7,027,160)</b>	<b>(5,289,250)</b>
<b>25. Employee benefits expense</b>		
Salaries & Wages	14,260,443	11,256,302
Contribution to PF and Other Funds	1,163,241	1,066,869
Staff Welfare Expenses	390,939	350,144
<b>Total</b>	<b>15,814,623</b>	<b>12,673,315</b>

<b>26. Finance cost</b>		
Interest Expense	9,391,096	9,670,897
Interest Expenses (fair valuation)	63,028	119,421
Other Borrowing Cost	240,263	546,913
<b>Total</b>	<b>9,694,387</b>	<b>10,337,231</b>
<b>27. Depreciation and amortization expense</b>		
- Depreciation on Property, Plant and Equipment	10,079,136	10,504,050
<b>Total</b>	<b>10,079,136</b>	<b>10,504,050</b>
<b>28. Other expenses</b>		
Power, fuel and water charges	109,867,377	64,994,739
Consumption of stores and spares	18,414,916	7,859,486
Machinery Maintenance	17,753,487	10,667,779
Building Maintenance	1,056,442	9,157,012
Office Equipment Maintenance	409,280	1,298,751
Electrical Maintenance	1,116,262	5,683,687
Vehicle Maintenance ,Travelling and conveyance	3,142,508	1,998,755
Rent	816,000	1,086,000
Insurance	1,269,823	343,728
Rates and Taxes	818,753	610,092
Professional Charges	1,224,430	857,630
Rebate, Commission and Discount	2,507,346	4,102,062
Packing and Forwarding	7,283,200	3,901,703
Freight Charges	6,601,035	3,753,135
Bad debts	1,815,741	-
Remuneration to Auditors	200,000	200,000
Printing and stationery	194,390	78,958
Advertisement	195,480	56,160
Postages, Telegrams and Telephone	160,635	111,975
Other Adminstrative Expenses	3,957,495	1,325,304
	<b>178,804,599</b>	<b>118,086,956</b>
<b>28.1 Remuneration to auditors (excluding service tax/GST)</b>		
a. for Statutory Audit	200,000	200,000
b. for Taxation Matters		-
c. for Other services		-
	<b>200,000</b>	<b>200,000</b>
<b>29. Tax expense</b>		
A. Current Tax		
Current tax on profit for the year	-	-
Earlier year Taxes		
<b>TOTAL (A)</b>		-
B. Deferred Tax		
Deferred tax	529,331	399,153
MAT Entitlement	-	
<b>TOTAL (B)</b>	<b>529,331</b>	<b>399,153</b>
<b>Tax expense recognized in Statement of Profit and Loss</b>	<b>529,331</b>	<b>399,153</b>
<b>TOTAL (A)+(B)</b>		
<b>Tax expense recognized in Other Comprehensive Income (c)</b>	<b>450,929</b>	<b>190,562</b>
<b>Total Tax Expense</b>	<b>980,260</b>	<b>589,715</b>

<b>30. Earnings per share</b>		
Profit after tax	4,171,459	369,363
No. of Equity shares outstanding	19,110,000	19,110,000
Weighted Average no. of equity shares outstanding during the year	19,110,000	19,110,000
Basic Earnings Per Share (in `)	0.22	0.02
Diluted Earnings Per Share (in `)	0.22	0.02

### 31 Employee benefits

The details of various employee benefits provided to employees are as under:

#### A A. Defined contribution plans:

Particulars	31.03.2023	31.03.2022
Employer's Contribution to PF	553,687	592,987
<b>Total</b>	<b>553,687</b>	<b>592,987</b>

#### B Defined benefit plans:

Gratuity liability is provided in accordance with the provisions of the Payment of Gratuity Act, 1972 based on actuarial valuation. The plan provides a lump sum gratuity payment to eligible employee at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company. The most recent actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

These plans typically expose the Company to actuarial risks such as: interest rate risk , salary risk and longevity risk.

**Interest risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

**Salary risk:**The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**Longevity risk:**The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### Principal actuarial assumptions :

Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:

Particulars	31.03.2023	31.03.2022
Discount Rate	7.47%	7.13%
Expected Return on Assets	0.00%	0.00%
Salary Escalation	6%	6%
Attrition Rate	2%	2%
Mortality	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

## Amount recognized in Profit and Loss for the year

Particulars	31.03.2023	31.03.2022
Current Service Cost	117,293	187,247
Net Interest on Defined Benefit Obligations	276,855	286,628
<b>Expenses recognized in the statement of profit and loss</b>	<b>394,148</b>	<b>473,875</b>
<b>Recognized in Other Comprehensive Income (OCI) for the year</b>		
Particulars	31.03.2023	31.03.2022
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(59,795)	(57,296)
Actuarial (gains)/losses arising from experience adjustments	(1,674,547)	(675,635)
<b>Amount recognized in OCI for the current period</b>	<b>(1,734,342)</b>	<b>(732,931)</b>
<b>Change in present value of defined benefit obligation</b>		
Particulars	31.03.2023	31.03.2022
Present value of obligations as at the beginning of the year	3,882,958	4,142,014
Current Service Cost	117,293	187,247
Interest on Defined Benefit Obligations	276,855	286,628
Actuarial (gain)/loss on plan obligation	(1,734,342)	(732,931)
Benefits paid		-
Liability transfer		-
<b>Present value of obligations as at the end of the year</b>	<b>2,542,764</b>	<b>3,882,958</b>
<b>Net (Asset)/ Liability recognized in Balance Sheet</b>		
Particulars	31.03.2023	31.03.2022
Present value of obligations	2,542,764	3,882,958
Fair Value of Plan Assets	-	-
<b>Amount recognized</b>	<b>2,542,764</b>	<b>3,882,958</b>

## Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

Particulars	31.03.2023		31.03.2022	
	Increase	Decrease	Increase	Decrease
Discount rate by 1%	4,198,492	3,605,495	4,198,492	3,605,495
Salary Escalation rate by 1%	4,199,249	3,600,042	4,199,249	3,600,042
Attrition rate by 1%	3,888,402	3,877,531	3,888,402	3,877,531
Mortality rate by 10%	3,882,846	-	3,882,846	-

Bifurcation of Current and Non Current for PVO	31.03.2023	31.03.2022
Current	144,848	135,287
Non Current	2,397,916	3,747,670

**32. Contingent Liability:**

The Company creates a provision when there is present obligation as a result of past event that probably requires an outflow of resources/financial asset and a reliable estimate can be made of the amount of the obligation. The disclosure of 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. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statements.

(in Rs.)

Particulars	2022-23	2021-22
Disputed statutory liabilities not provided for	5,470,971	5,470,971
Disputed Contigent liability	-	-

**33. Segment Information:**

- The company is in the business of manufacturing of paper which is the only reportable operating segment. Hence, separate disclosure requirements of Ind AS -108 " Segment Reporting" are not applicable.

**34. The Company is not covered by ESI Regulation.****35. Additional information**

a) Expenditure in foreign currency - Nil

b) Earnings in foreign currency - Nil

**36. Fair value measurements**

i. Financial instruments by category

The carrying value of financial instruments by categories as at 31 March 2023 were as follows:

(in Rs.)

Particulars	Note	FVTOCI	FVTPL	Amortised cost	Total Carrying value	Total Fair value
<b>Financial Assets</b>						
Investments	3	-	-	648,000	648,000	648,000
Trade Receivables	7	-	-	99,968,752	99,968,752	99,968,752
Cash and Cash equivalents	8	-	-	338,067	338,067	338,067
Other financial assets	4	-	-	10,016,680	10,016,680	10,016,680
<b>Financial Liabilities</b>						
Borrowings	12,14	-	-	263,976,151	263,976,151	263,976,151
Trade payables	15			115,549,185	115,549,185	115,549,185
Other financial liabilities	16	-	-	7,966,846	7,966,846	7,966,846

The carrying value of financial instruments by categories as at 31 March 2022 were as follows: (in Rs.)

Particulars	Note	FVTOCI	FVTPL	Amortised cost	Total Carrying value	Total Fair value
<b>Financial Assets</b>						
Investments	3	-	-	8,500	8,500	8,500
Trade Receivables	7	-	-	32,899,010	32,899,010	32,899,010
Cash and Cash equivalents	8	-	-	256,140	256,140	256,140
Other financial assets	4	-	-	2,048,223	2,048,223	2,048,223
<b>Financial Liabilities</b>						
Borrowings	12,14	-	-	261,925,868	261,925,868	261,925,868
Trade payables	15			64,507,862	64,507,862	64,507,862
Other financial liabilities	16	-	-	5,177,711	5,177,711	5,177,711

## ii. Fair Value Hierarchy

Assets and Liabilities that are disclosed at Amortised Cost for which Fair values are disclosed are classified as Level 3.

If one or more of the significant inputs is not based on observable market data, the respective assets and liabilities are considered under Level 3.

## ii. Fair Value Hierarchy

The Company has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

(ii) 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).

(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2023 (in Rs.)

Particulars	Note	Level 1	Level 2	Level 3	Carrying Values
<b>Financial Assets</b>					
At amortised costs					
Investments	3	-	648,000		648,000
Trade Receivables	7	-			99,968,752
Cash and Cash equivalents	8	-			338,067
Other financial assets	4	-			10,016,680
<b>Financial Liabilities</b>					
At amortised costs					
Borrowings	12,14	-	263,976,151		263,976,151
Trade payables	15	-			115,549,185
Other financial liabilities	16	-			7,966,846



Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2022

(in Rs.)

Particulars	Note	Level 1	Level 2	Level 3	Carrying Values
<b>Financial Assets</b>					
At amortised costs					
Investments	3	-	8,500		8,500
Trade Receivables	7	-			32,899,010
Cash and Cash equivalents	8	-			256,140
Other financial assets	4	-			2,048,223
					-
<b>Financial Liabilities</b>					-
At amortised costs					261,925,868
Borrowings	12,14	-	261,925,868		64,507,862
Trade payables	15	-			5,177,711
Other financial liabilities	16	-			

The carrying amounts of trade receivables, cash and cash equivalents, other financial assets, current borrowings, trade payables and other current financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

### iii. Valuation technique used to determine fair value

The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The carrying amounts of trade receivables, cash and cash equivalents, other financial assets, current borrowings, trade payables and other current financial liabilities are a reasonable approximation of their fair values.

The estimated fair value amounts as at March 31, 2023 have been measured as at that date. As such, the fair values of these financial instruments subsequent to reporting date may be different than the amounts reported at each year-end.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

## 37. Financial Risk Management

The Company's activities expose it to credit risk, liquidity risk and market risk - interest rate risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis, Credit ratings
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts
Market risk – Interest rate risk	Long-term borrowings at variable rates	Cash flow forecasting, Sensitivity analysis

#### a. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

The company's credit risk generally arises from Cash and cash equivalents, trade receivables, and other financial assets.

#### Credit risk management

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

Assets Group	Description of category	Particulars	Provision for expected credit loss *
Low credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil.	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
Moderate credit risk	Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong.	Nil	12 month expected credit loss/life time expected credit loss
High credit risk	Assets where there is a high probability of default.	Nil	12 month expected credit loss/life time expected credit loss/fully provided for

\* Based on the past experience, there have not been any write off of trade receivables and hence no allowance is made for expected credit loss on trade receivables.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and

historical economic conditions. Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

**Classification of Financial assets among risk categories:**

(in Rs.)

Credit rating	Particulars	31-Mar-23	31-Mar-22
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets (Refundable deposits)	110,971,499	35,211,873
Moderate credit risk	Nil		
High credit risk	Nil		

**b. Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the business, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

**Maturities of Financial Liabilities as at 31 Mar 2023 are as follows:**

(in Rs.)

	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	257,760,100	6,216,050	-	263,976,151
Trade payables	-	-	-	-
Other Financial liabilities	7,966,846	-	-	7,966,846
<b>Total</b>	<b>265,726,946</b>	<b>6,216,050</b>	<b>-</b>	<b>271,942,997</b>

**Maturities of Financial Liabilities as at 31 Mar 2022 are as follows:**

(in Rs.)

	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	248,109,182	13,816,686	-	261,925,868
Trade payables	-	-	-	-
Other Financial liabilities	5,177,711	-	-	5,177,711
<b>Total</b>	<b>253,286,893</b>	<b>13,816,686</b>	<b>-</b>	<b>267,103,579</b>

**Market Risk**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates etc. could affect the Company's income or the value of its holdings of financial instruments including cash flow. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximising the return.

**Interest rate Risks**

The Company uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day-to-day operations. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument

will fluctuate because of changes in market interest rates. The borrowings are fixed rate borrowings and are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

The Company does not have any variable rate borrowing which is subject to interest rate risk.

(in Rs.)

Particulars	31/03/2023	31/03/2022
Fixed Rate Borrowings	92,096,805	93,436,796

### 38. Capital Management

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year.

The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements.

The Company monitors capital on the basis of the gearing ratio which is net debt divided by total capital (equity plus net debt).

Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

The following table summarizes the capital of the Company:

(in Rs.)

Particulars	31-Mar-23	31-Mar-22
Non-Current Borrowings (Refer Note : 12)	6,216,050	13,816,686
Current Maturities of Long term Debt (Refer Note : 12 )	11,059,446	16,521,191
<b>Total Borrowings (a)</b>	<b>17,275,496</b>	<b>30,337,878</b>
Cash and Cash equivalents (Refer Note : 8 )	338,067	256,140
<b>Total Cash (b)</b>	<b>338,067</b>	<b>256,140</b>
<b>Net Debt (c) = (a)-(b)</b>	<b>16,937,430</b>	<b>30,081,738</b>
Share Capital (Refer note no.10)	95,550,000	95,550,000
Other Equity (Refer note no.11)	-74,727,106	-79,757,818
<b>Total Equity (d)</b>	<b>20,822,894</b>	<b>15,792,182</b>
<b>Total Capital (e) = (c) + (d)</b>	<b>37,760,323</b>	<b>45,873,920</b>
<b>Gearing Ratio = (c)/(e)</b>	<b>0.45</b>	<b>0.66</b>

### 39. Related Party Disclosures:

(i) List of related parties with whom transactions have taken place during the year 2022-23 and relationship:

(a) Key Management Personnel: - Mr. Vignesh Velu, Chairman & Managing Director  
- Mrs. S.S. Velu, Director

(b) Others: (Enterprise over which key management personnel are able to exercise significant influence)

- Sree Ganesh Gears Private Limited
- Shree Vignesh Windmill Private Limited

**(ii) Related Party Transactions:**

(in Rs.)

Particulars	Key Management Personnel	
	2022-23	2021-22
Remuneration	1,200,000	1,200,000
Purchase Of Wind Energy		
Payable for Maintenance expenses		
Other Payable /(Receivable)		
Loan from Directors (Op Bal)	168,489,072	135,207,373
Add: Received / (Repaid) during the year (Net)	3,390,274	33,281,699
Loan From directors (CL bal)	171,879,346	168,489,072
Amount Payable	-	-
Amount Receivable		

**Shree Ganesh Gears Pvt Ltd**

Particulars	Key Management Personnel	
	2022-23	2021-22
Remuneration	-	-
Purchase Of Wind Energy	-	-
Payable for Maintenance expenses	25,960	82,779
Other Payable /(Receivable)	10,876,764	(4,600,000)
Loan from Directors (Op Bal)	-	-
Add: Received / (Repaid) during the year (Net)	-	-
Loan From directors (CL bal)	-	-
Amount Payable	6,385,503	-
Amount Receivable	-	4,517,221

**Shree Vignesh Wind Mill P Ltd**

Particulars	Key Management Personnel	
	2022-23	2021-22
Remuneration	-	-
Purchase Of Wind Energy	-	-
Payable for Maintenance expenses	2,292,315	1,159,776
Other Payable /(Receivable)	2,310,160	(1,125,000)
Loan from Directors (Op Bal)	-	-
Add: Received / (Repaid) during the year (Net)	-	-
Loan From directors (CL bal)	-	-
Amount Payable	7,460,669	7,478,514
Amount Receivable	-	-

**40. Previous years figures have been regrouped, reclassified and rearranged wherever necessary to conform to the current years classification.**

**41. Material Changes & Commitments:**

Based on the company's experience and the current trend, company as on the date of approval of the financial statements has used internal and external sources to assess and form an opinion and judgement on the future performance of the company. Based on current estimates the company expects the carrying amounts of these assets to be realised as stated in the financial statements.

**42. Other Regulatory requirement details asper Schedule III requirements**

- a. The company does not have immovable property , that are not held in the name of the company
- b. Company has not granted any loan or advance to the Directors, KMP's during the year
- c. There are no proceedings initiated or are pending against the company for holding any benami property under Benami Transactions (Prohibition) Act , 1988
- d. The Company is not declared as wilful defaulter by any bank or financial institution or other lenders
- e. The company did not have any transactions with companies struck off under sec 248 of Companies Act,2013 or Sec 560 of companies Act,1956 considering the information available with the company.
- f. Clause 87 of Section 2 of the Companies Act read with Companies(Restriction on number of layers) Rules,2017 is not applicable to the company.
- g. Analytical Ratios :

	<b>Ratios</b>	<b>2022-23</b>	<b>2021-22</b>	<b>Variation</b>
**	Current Ratio (Current assets/Current Liabilities)	0.54	0.50	9.41%
**	Debt Equity Ratio (Total Liabilities/Total shareholders Equity)	19.05	21.98	-13.32%
**	Debt Service Coverage ratio (Earnings available for debt service/Debt Service) (Debt service = Interest & Lease Payments + Principal Repayments)	1.07	0.97	10.76%
	Inventory Turnover ratio (Cost of goods sold/inventory)	7.10	2.80	153.98%
	Debtors Turnover ratio (Credit sales/avg Accounts receivable)	12.65	10.02	26.24%
	Net Profit ratio (Net Profit/Total income) (Net profit shall be after tax)	0.54%	-1.08%	150.52%
	Return on Capital Employed (EBIT/Capital employed)	0.447	0.301	48.39%
	Trade Payables Turnover Ratio (Direct Cost / Average Trade payable)	6.93	4.21	64.48%
	Net Capital Turnover Ratio (Net Revenue from Operations/Average Working Capital)	-4.93	-2.68	-84.19%
	Return On Investment (Net Profit after Tax/Average Total Assets)	0.01	-0.01	189.29%

**Reasons for variation in Ratios:**

1	Inventory Turnover Ratio	The variation has occurred due to considerable increase in Turnover during the year and better utilisation of the inventory.
2	Debtors Turnover Ratio	Company's Turnover almost doubled on YOY comparison and this resulted in the variation
3	Net Profit Ratio	Due to increase in turnover company posted better profit for the year and this resulted in increase in the Net Profit Ratio
4	Return On capital Employed Ratio	Increased turnover resulted in better earnings in comparison to past year. This increased earnings contributed to the variation
5	Return On capital employed	It is increased due to increase in profits of business post covid
6	Net Capital Turnover Ratio	It is increased due to increase in volume of business
7	Return On Investment	Return is increased due to considerable improvement in business

h There are no scheme of arrangements approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act,2013 during the year.

i The Company has not advanced or loaned or invested funds to any other persons or entities , including foreign entities with the understanding (whether recorded in writing or otherwise) that the intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or

(ii) provide any guarantee , security or the like to or on behalf of the Ultimate beneficiaries.

The Company has also not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee , Security or the like on behalf of the Ultimate Beneficiaries.

j The company do not have any transaction which are not recorded in books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

k During the year the company has not invested any money in Crypto Currency or Virtual Money.

**43. Figures have been rounded off to the nearest rupee.**

Place : Coimbatore.

Date : 27.05.2023

UDIN : 23200164BGWJQP5297

For and on behalf of the Board of Directors

**Vignesh Velu**

Chairman & Managing Director

DIN: 0168208

**S.Ranisri**

Chief Financial Officer

**S.S.Velu**

Director

DIN: 01740974

**V.Rajan**

Company Secretary

**For T.M.Jeyachandran & Co.**

**Chartered Accountants**

**FRN 012309S**

**R.Selvaganesh**

Partner

M.No.200164