

August 31, 2024

To  
**BSE Limited**  
**Listing Dept. / Dept. of Corporate Services**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Scrip Code: 513709**

Dear Sir / Madam,

**Sub: Submission of Annual Report for the Financial Year 2023-24**

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the financial year 2023-24 along with the Notice of the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Company.

The Annual Report along with the Notice of AGM is also available on the website of the Company viz. [www.shilpgravures.com](http://www.shilpgravures.com)

Kindly take the same on record.

Thanking you,

Yours faithfully,  
**For Shilp Gravures Limited**

\_\_\_\_\_  
**Harsh Hirpara**  
**Company Secretary**



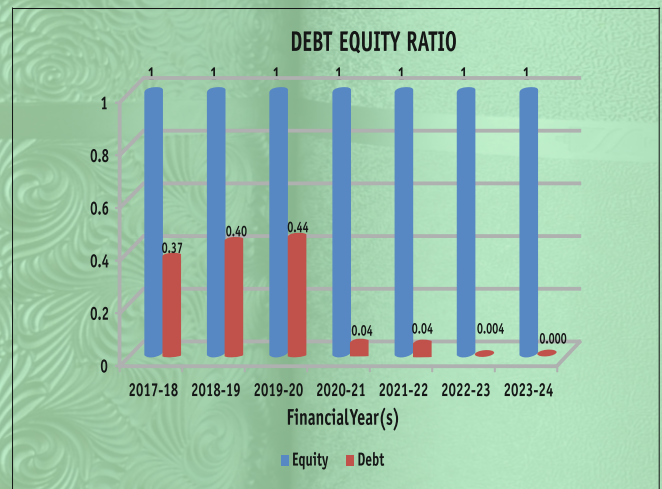
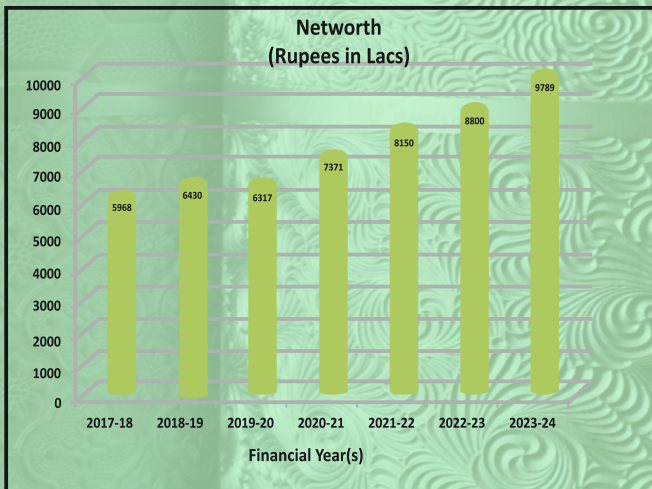
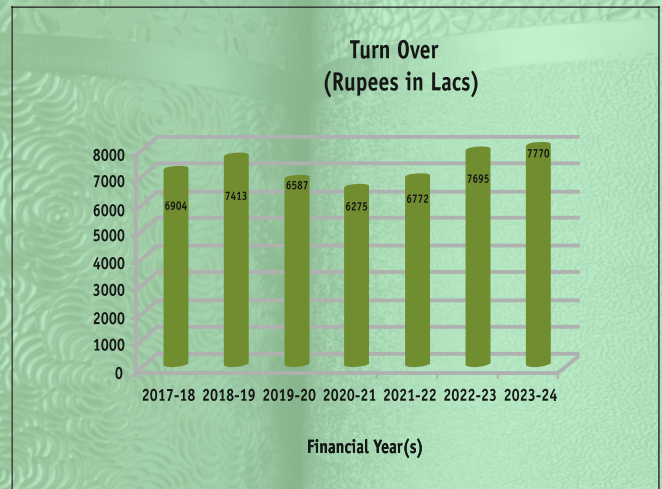
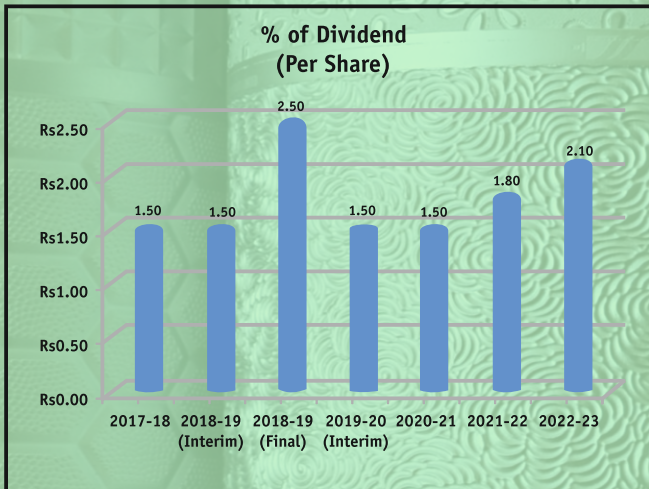
Encl: As above

# 31<sup>st</sup> ANNUAL REPORT 2023-24



**SHILP**®  
GRAVURES  
LIMITED

# FINANCIAL HIGHLIGHTS



**SHILP**<sup>®</sup>  
**GRAVURES**  
**LIMITED**

## CORPORATE INFORMATION

CIN NO. : L27100GJ1993PLC020552

### BOARD OF DIRECTORS:

Mr. Ambar J. Patel (DIN : 00050042)	Managing Director
Mr. Shailesh C. Desai (DIN : 00169595)	Independent Director
Mr. Jainand G. Vyas (DIN : 02656340)	Independent Director
Mr. Nipam R. Shah (DIN : 00093697)	Non - Executive Director (upto 10th February, 2024)
Mr. Kirit Patel (DIN : 00380319)	Independent Director (upto 10th February, 2024)
Mrs. Monica H. Kanuga (DIN : 06919996)	Non - Executive Director
Dr. Baldev Patel (DIN : 00107161)	Non - Executive Director
Mr. Padmin Buch (DIN : 03411816)	Independent Director

### REGISTERED OFFICE & WORKS:

778/6, Pramukh Industrial Estate,  
Sola - Santej Road,  
Village: Rakanpur, Taluka: Kalol,  
District: Gandhinagar - 382 722, Gujarat, India  
Ph. No.: 02764 - 286323, 286324, 286866  
Website: www.shilpgravures.com  
Email: admin@shilpgravures.com

### CORPORATE OFFICE:

7th Floor, 715 to 717, Maple Trade Center,  
Nr. Surdhara Circle, Thaltej,  
Ahmedabad - 380 058, Gujarat, India

### REGISTRAR & SHARE TRANSFER AGENT:

#### Link Intime (India) Pvt. Ltd.

5th Floor, 506 to 508,  
Amarnath Business Centre - 1 (ABC -1),  
Beside Gala Business Centre,  
Nr. St. Xavier's College Corner,  
Off C.G. Road, Navrangpura, Ahmedabad -380009  
Phone: +91-79-26465179  
Email: ahmedabad@linkintime.co.in

### CHIEF EXECUTIVE OFFICER

Mr. Roshan H. Shah

### CHIEF TECHNICAL OFFICER

Mr. Narendra R. Patil

### CHIEF OPERATING OFFICER

Mr. Atul M. Vinchhi

### CHIEF MARKETING OFFICER

Mr. Gajanan V. Bhavsar

### CHIEF FINANCIAL OFFICER

Mr. Rajendra Gandhi

### COMPANY SECRETARY

Mr. Harsh R. Hirpara

### AUDITORS:

Shah & Shah Associates  
Chartered Accountants  
702, Aniket, Nr. Municipal Market,  
Navrangpura,  
Ahmedabad 380 009

### BANKERS:

HDFC Bank

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## NOTICE

**Notice** is hereby given that the **Thirty-First Annual General Meeting** of the members of **SHILP GRAVURES LIMITED** will be held on **Saturday, 21st day of September, 2024, at 1.00 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

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

- To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
- To declare a Final Dividend on Equity Shares for the Financial Year 2023-24, if any.
- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

- To appoint Dr. Baldev Patel (DIN: 00107161) who retires by rotation at this meeting and who will attain the age of 75 (seventy five) years on 29th June, 2025 and being eligible, has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company (Non-Executive, Non-Independent), liable to retire by rotation."

### SPECIAL BUSINESS:

- To approve transaction with Related Party u/s 188 of the Companies Act, 2013**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 188 and other applicable provisions, if any of Companies Act, 2013, consent be and is hereby accorded for entering into Related Party Transaction with Director, Mrs. Monica Kanuga, up to the Maximum limit as appended below:

Sr.	Name of Related Party	Relationship	Nature of Transaction	Duration	Amount
1.	Mrs. Monica Kanuga	Non- Executive Director	Rendering of Professional Services	1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2025	₹ 8.00 Lacs (not exceeding)

**RESOLVED FURTHER THAT** the Board of Directors and/ or any Committee thereof be and is hereby authorised to do all acts, deeds, things, as may be deemed necessary in its absolute discretion to give effect to this resolution."

- To re-appoint Mr. Ambar Patel as Managing Director of the Company for a period of three (3) years.**

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

**"RESOLVED THAT** in accordance with the provisions of sections 178, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, consent of the members of the Company be and hereby accorded to the re-appointment of Mr. Ambar Jayantilal Patel (holding DIN: 00050042) as Managing Director of the Company for a period of three years with effect from 1st July, 2024, on a terms and conditions including remuneration (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the aforesaid period) as set out in the explanatory statement, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Mr. Ambar Jayantilal Patel, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

**RESOLVED FURTHER THAT** Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Mr. Ambar Jayantilal Patel, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) subject to the approval of the Board of Directors without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

- Appointment of Mr. Shailesh Krushnalal Shah as an Independent Director of the Company for a period of five (5) years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time (the "Act") and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), Mr. Shailesh Krushnalal Shah (having DIN: 00349722) who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director with effect from 10th August, 2024 for a period of five (5) consecutive years, pursuant to Section 161(1) of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and pursuant to the

recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 10th August, 2024 to 9th August, 2029 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**7. Appointment of Mr. Shailesh Manilal Patel as an Independent Director of the Company for a period of five (5) years.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time (the "Act") and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), Mr. Shailesh Manilal Patel (having DIN: 01567689) who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director with effect from 10th August, 2024 for a period of five (5) consecutive years, pursuant to Section 161(1) of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 10th August, 2024 to 9th August, 2029 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board  
For Shilp Gravures Limited**

Sd/-

**Harsh Hirpara**  
Company Secretary

**Place: Rakanpur**

**Date: 10th August, 2024**

**Registered Office:**

778/6, Pramukh Industrial Estate,  
Sola Santej Road, Village-Raknapur,  
Ta- Kalol, Dist. Gandhinagar - 382722  
Gujarat, India.

CIN: L27100GJ1993PLC020552

## NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 20/2020, Circular No.10/2022 and Circular No. 09/2023 dated 05 May, 2020, 28 December, 2022 and 25 September, 2023 respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing / Other Audio-Visual Means ("VC/ OAVM") facility. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05 January, 2023, Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2023/167 dated 07 October, 2023 and other relevant circulars ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations, the 31st AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
2. 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. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer at monica@monicacs.in.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 3, Item No. 4, Item No. 5, Item No. 6 and Item No. 7 of the accompanying Notice is annexed hereto.
5. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
7. We request members to support the 'Green Initiative' by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Link Intime India Private Limited at ahmedabad@linkintime.co.in, to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
<b>Physical</b>	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to ahmedabad@linkintime.co.in or by post to, Link Intime (India) Private Limited, 5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Centre - 1, (ABC -1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C.G. Road, Navrangpura, Ahmedabad - 380009, Phone: +91-79-26465179,	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR 1 - available at website of the Company at <a href="https://www.shilpgravures.com/investorsrelations/shareholderinformation">https://www.shilpgravures.com/investorsrelations/shareholderinformation</a>
	Update of signature of securities holder	Form ISR 2 - available at website of the Company at <a href="https://www.shilpgravures.com/investorsrelations/shareholderinformation">https://www.shilpgravures.com/investorsrelations/shareholderinformation</a>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form ISR SH 13 - available at website of the Company at <a href="https://www.shilpgravures.com/investorsrelations/shareholderinformation">https://www.shilpgravures.com/investorsrelations/shareholderinformation</a>
	Declaration to opt out	Form ISR 3 - available at website of the Company at <a href="https://www.shilpgravures.com/investorsrelations/shareholderinformation">https://www.shilpgravures.com/investorsrelations/shareholderinformation</a>
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form ISR 14 - available at website of the Company at <a href="https://www.shilpgravures.com/investorsrelations/shareholderinformation">https://www.shilpgravures.com/investorsrelations/shareholderinformation</a>
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR 4 - available at website of the Company at <a href="https://www.shilpgravures.com/investorsrelations/shareholderinformation">https://www.shilpgravures.com/investorsrelations/shareholderinformation</a>
<b>Demat</b>	Please contact your DP and register/update your email address and bank account details in your demat account, as per the process advised by your DP.	



8. In compliance with the Circulars, the Annual Report 2023-24, the Notice of the 31st AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
9. Members may also note that the Notice of the 31st AGM and the Annual Report 2023-24 will also be available on the Company's website, <https://www.shilpgravures.com/investorsrelations/financial/annualreports> and websites of the stock exchange, i.e. BSE at <https://www.bseindia.com>, and on the website of CDSL <https://www.evotingindia.com>.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, 15th day of September, 2024 to the Saturday, 21st day of September, 2024, both days inclusive, for the purpose of Dividend, if declared, at the Annual General Meeting of the Company.
11. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) ("DP"). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
12. Members may note that the Board, at its meeting held on May 18, 2024, has recommended a final dividend of ₹2.10 per share. The record date for the purpose of final dividend for the financial year 2023-24 is 14th September, 2024. The record date for the purpose of final dividend for the financial year 2023-24 is 14th September, 2024. The final dividend, if approved, by the members in the ensuing AGM, will be paid on or after 30th September, 2024 electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
13. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

having valid Permanent Account Number ("PAN")	10%* or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.*

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2023-24 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate for fiscal 2023 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

*\*\*As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.*

The aforementioned documents are required to be uploaded on the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 10th September, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post 10th September, 2024 shall not be considered. Shareholders may write to [purvipatel@shilpgravures.com](mailto:purvipatel@shilpgravures.com) for any clarifications on this subject.

14. Members are requested to address all correspondence, including dividend-related matters, to RTA, Link Intime (India) Private Limited, 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre - 1 (ABC -1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C.G. Road, Navrangpura, Ahmedabad -380009, Phone: +91-79-26465179, Email: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)
15. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at [purvipatel@shilpgravures.com](mailto:purvipatel@shilpgravures.com), [cs@shilpgravures.com](mailto:cs@shilpgravures.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below:

Financial Year	Type of Dividend	% of Dividend	Date of Declaration	Proposed month and year of Transfer to IEPF
2016-2017	Final	15.00%	23rd September, 2017	October, 2024
2017-2018	Final	15.00%	14th July, 2018	August, 2025
2018-2019	Interim	25.00%	12th November, 2018	December, 2025
2018-2019	Final	15.00%	26th August, 2019	September, 2026
2019-2020	Interim	15.00%	17th March, 2020	April, 2027
2020-2021	Final	18.00%	29th September, 2021	October, 2028
2021-2022	Final	18.00%	27th September, 2022	October, 2029
2022-2023	Final	21.00%	26th August, 2023	September, 2030

The Shareholders who have not encashed the aforesaid dividends are requested to make their claim to the Secretarial Department of the Company, at [cs@shilpgravures.com](mailto:cs@shilpgravures.com), [purvipatel@shilpgravures.com](mailto:purvipatel@shilpgravures.com)

16. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). In line with the same, your Company has furnished the information on website of the Company <https://www.shilpgravures.com>. Members are requested to check the particulars and put up their claim for amount lying unclaimed with the Company or the Registrar and Share Transfer Agent.
17. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited ("CDSL"). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice.
18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Link Intime India Private Limited at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in). The forms for updating the same are available at <https://www.shilpgravures.com/investorsrelations/Shareholderinformation>
19. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
20. Since the AGM will be held through VC in accordance with the Circulars, the route map is not attached to this Notice.

## Instructions for e-Voting System

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the General Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting. The facility of participation at the 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 AGM without restriction on account of first come first served basis.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
4. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 14th September, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
5. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. 23rd August, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
6. The Board has appointed Mrs. Monica Kanuga, Practicing Company Secretary, (Membership No. FCS: 3868; CP No: 2125) as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and CDSL, and will also be displayed on the Company's website, [www.shilpgravures.com](http://www.shilpgravures.com).

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

- (i) The voting period begins on Tuesday, 17th September, 2024 (9:00 a.m. IST) and ends on Friday, 20th September, 2024 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th September, 2024 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>	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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	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.nsd.com">https://eservices.nsd.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 & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

For Members holding shares in Demat Form and Physical Form	
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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR 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 as mentioned in instruction (iv).</li> </ul>

- (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 of the Company - SHILP GRAVURES LIMITED on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 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; [cs@shilpgravures.com](mailto:cs@shilpgravures.com)/[purvipatel@shilpgravures.com](mailto:purvipatel@shilpgravures.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@shilpgravures.com](mailto:cs@shilpgravures.com)/[purvipatel@shilpgravures.com](mailto:purvipatel@shilpgravures.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@shilpgravures.com](mailto:cs@shilpgravures.com)/[purvipatel@shilpgravures.com](mailto:purvipatel@shilpgravures.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **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:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (Act)

### Item No.3.

Dr. Baldev Patel (DIN: 00107161) aged 74 (seventy four) years, is the Non-Executive and Non- Independent Director of the Company liable to retire by rotation. He is also one of Promoters of the Company. As per Regulation 17(1A) of the Listing Regulations, with effect from 1st April, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Baldev Patel is a very Senior Practicing Doctor in U.S.A. Apart from his Profession he has rich business experience of 45 years and is well versed with technicalities of Gravure Industry and provides strategic and technological inputs to the Company. Dr. Baldev Patel is associated with the Company since inception and is completely aware of the business affairs of the Company.

Dr. Baldev Patel will attain the age of 75 (seventy five) years on 29th June, 2025 and the continuation of his Directorship will be subject to approval by the shareholders by way of a special resolution. Hence the approval of the Members is sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 75 (seventy five) years. He is also a Promoter Director of the Company.

Dr. Baldev Patel is not debarred from holding office of a Director by virtue of any SEBI Order or Order of any other such authority.

The Board of the Company is of the opinion that Dr. Baldev Patel has been an integral part of the Board, and has provided valuable insights to the Company and his continuation as a Director will be in the interest of the Company notwithstanding Dr. Baldev Patel attaining 75 (seventy five) years of age on 29th June, 2025. Hence the Board recommends the Resolution set out in item No. 3.

The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment/re-appointment at this AGM forms part of the Notice.

Except Dr. Baldev Patel, in his personal capacity, no other Director or Key Managerial Personnel of the Company, or their relatives, are concerned or interested financially or otherwise, in Resolution No. 3 as contained in the Notice.

### Item No.4.

Section 188(1) of the Act read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, inter alia, provides that any contract or arrangement with a related party (as defined under the Act) in respect of certain kinds of transactions require prior approval of the shareholders of the company, by way of ordinary resolution. Such transactions include, inter alia, following:

- (a) Sale, purchase of supply of any goods or materials.
- (b) Selling or otherwise disposing of or buying property of any kind.
- (c) Leasing of property of any kind.
- (d) Availing or rendering of any services
- (e) Appointment of any agent for purchase or sale of goods, materials, services or property.
- (f) Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and
- (g) Underwriting the subscription of any securities or derivatives thereof of the Company.

Whereas, Regulation 23(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, requires all Material Related Party Transactions to be approved by the Shareholders. Now, in our case the appended Related Party Transaction(s) does not fall under the criteria of the aforesaid provisions and the amount of transaction is also not significant. However, the Company wishes to obtain the approval of shareholders for the sake of abundant caution and good corporate governance.

In the light of provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the

Members of the Audit Committee and the Board of Directors of your Company have approved the proposed transactions along with annual limits that your Company may enter into with the said Related Party (as defined under the Companies Act, 2013) for the Financial Year 2023-2024.

All prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below for kind perusal of the members.

Sr.	Name of Related Party	Relationship	Nature of Transaction	Duration	Amount
1.	Mrs. Monica Kanuga	Non- Executive Director	Rendering of Professional Services	1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2025	₹ 8.00 lacs (not exceeding)

- Name of the related party and nature of relationship: As provided in the details above.
- Nature, duration of the contract and particulars of the contract or arrangement:

Mrs. Monica Kanuga is a Practicing Company Secretary. She provides professional and advisory services to the Company since over two decades and has also been the Secretarial Auditor under the provisions of the Companies Act, 2013. The Company proposes to continue with her services at such professional fees which do not exceed ₹ 8.00 Lacs per annum.

Members are hereby informed that pursuant to second proviso of Section 188 (1) of the 2013 Act, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. The Board of Directors of your Company has approved this item in the Board Meeting held on 10th February, 2024 and recommends the Resolution as set out in the accompanying Notice for the approval of the Shareholders as Ordinary Resolution.

No director, key managerial personnel or relatives except Mrs. Monica Kanuga, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 4 of the Notice.

The Board recommends the resolution set forth in Item no. 4 for the approval of members.

#### Item No.5.

Mr. Ambar Jayantilal Patel has a successful track record in the gravures industry for more than 39 years. He leads the Company and has rich experience in handling the overall management affairs of the company. He implemented many best practices of the manufacturing and project implementation in the company.

During his tenure he has continuously contributed in the growth of the Company. Considering several aspects and his increased responsibilities, the Board of Directors has on recommendation of Nomination and Remuneration Committee considered it appropriate and advisable to re-appoint him for a period of 3 years with effect from 1st July, 2024 subject to the approval of the members of the company in general meeting.

In the event of any loss, absence or inadequacy of profits of the Company, the Company could pay remuneration to their managerial personnel as per the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 if the conditions mentioned therein are fulfilled. One of the conditions being that "a special resolution is required to be passed at the general meeting of the company for payment of remuneration for a period not exceeding three years". In view of the above the remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee for a period of 3 years with effect from 1st July, 2024.

Provided that appointment or re-appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person

Detailed justification for continuing the directorship of Mr. Ambar Patel, Managing Director of the company:

Mr. Ambar Patel, 70, is B.E. (Mech.), Diploma in Electrical Engineering. He took charge as Managing Director of the Company in the year 1993 and has taken very pro-active efforts in the operations and management of the company since then. He has now more than 39 years of experience in Printing and Gravure Industry. He ventured into the manufacturing business of electronically engraved cylinder.

Mr. Ambar Patel is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Considering Managing Director's rich experience, subject matter expertise and immense contribution.



Broad particulars of the terms of re-appointment and remuneration payable to Mr. Ambar Patel as Managing Director are as under:-

1.	Period	From 1 <sup>st</sup> July, 2024 to 30 <sup>th</sup> June, 2027
2.	Duties and Power	The Managing Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.
3.	Remuneration	Mr. Ambar Patel shall be entitled to the following remuneration, benefits and perquisites as may be fixed by Board of Directors from time to time, subject to the ceiling limits mentioned herein. However, the aggregate remuneration, including perquisites, allowance or any other payment, shall not exceed Rs. 1,25,00,000/- during the tenure of appointment.
	Basic Salary	Rs. 6 Lacs (Rupees Six lacs Only) per month.
	Perquisites & Allowances	In addition to the salary and bonus payable, Mr. Ambar Patel shall also be entitled to perquisites and allowances such as House Rent Allowance or furnished accommodation in lieu thereof, Education Allowance, Uniform Allowance, Management Allowance, Leave Travel Allowance, Medical Insurance, Contribution to Provident Fund as per rules of the Company or as may be agreed to by the Board and the appointee. He shall also be entitled to Annual Incentive / Annual Pay after taking in to account financial position of the Company, qualification, experience and past performance. The terms and conditions of the said reappointment may be altered, amended, varied and modified from time to time by the Board of Directors or Committee thereof as it may be permissible and if deemed fit in terms of the Companies Act, 2013 or any amendments or modifications or re-enactments made thereto in consultation with Mr. Ambar Patel.
4.	Compensation	If before the expiry of the Agreement, the tenure of his office as Managing Director is terminated, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

#### Other Terms and Conditions:

1. The appointee shall not be liable to retire by rotation.
2. No sitting fees shall be paid to the appointee for attending the meetings of the Board of Directors or Committees thereof.
3. The agreement may be terminated by either party, giving the other party three months' notice in writing of such termination of the Company paying three months' salary in lieu of the notice.

#### Information required under Part II, Section II, of Schedule V of the Companies Act, 2013:

I	General Information		
	Nature of industry	Gravures Industry	
	Date or expected date of commencement of commercial production	The Company is in operation since the year 1995	
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
	Financial performance based on given indications - As per the Audited Financial Statement for the year ended on 31.03.2024	<b>Particulars</b>	
		<b>Rupees in (Lacs)</b>	
		Revenue from Operations (Net of taxes)	7769.87
		Other Income	881.42
		<b>Total Revenue</b>	<b>8651.29</b>
		Cost of Material Consumed	2579.08
		Employees benefit expenses	2721.49
		Manufacturing & Other Expense	1432.5
		Depreciation	436.10
		Finance Cost	25.05
		<b>Total Expenditure</b>	<b>7194.22</b>
		Profit before tax	1457.07
		Current Tax	253.96
		Short provisions for tax relation to prior years	-
	Deferred Tax	82.03	
	Net Profit after Tax	1121.07	
	Other Comprehensive income	(3.19)	
	<b>Total Comprehensive income</b>	<b>1117.88</b>	
	Foreign investment or collaboration	Not applicable	

II	Information about the appointee:									
	Background details	Mr. Ambar Patel is B.E. (Mech.) Diploma in Electric Engineering. He took charge as Managing Director of the Company in the year 1993 and has made very pro-active efforts in the operations and management of the company since then. He has now more than 40 years of experience in Printing and Gravure Industry. He ventured into the manufacturing business of electronically engraved cylinders. Mr. Ambar Patel is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Mr. Ambar Patel has been promoter director providing services at the helm of the operations since inception. His educational background and rich industry experience make him an ideal candidate for the position.								
	Past remuneration	Remuneration immediately preceding three financial years: <table border="1" data-bbox="730 745 1458 936"> <thead> <tr> <th data-bbox="730 745 1091 842">Financial Year</th> <th data-bbox="1091 745 1458 842">Remuneration (Rs. In Lacs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="730 842 1091 875">2020-21</td> <td data-bbox="1091 842 1458 875">87.48</td> </tr> <tr> <td data-bbox="730 875 1091 909">2021-22</td> <td data-bbox="1091 875 1458 909">87.48</td> </tr> <tr> <td data-bbox="730 909 1091 936">2022-23</td> <td data-bbox="1091 909 1458 936">87.48</td> </tr> </tbody> </table>	Financial Year	Remuneration (Rs. In Lacs)	2020-21	87.48	2021-22	87.48	2022-23	87.48
Financial Year	Remuneration (Rs. In Lacs)									
2020-21	87.48									
2021-22	87.48									
2022-23	87.48									
	Job profile and suitability	Mr. Ambar Patel renders services as Managing Director of the Company.								
	Remuneration proposed	As detailed in the explanatory statement of Item No. 5 of this notice. The proposed remuneration is commensurate with the responsibilities of the Appointee.								
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person  (in case of expatriates the relevant details would be with respect to the country of his origin)	In the present challenging business environment, the duties and responsibilities of Mr. Ambar Patel as Managing Director have grown manifold. There is a continuous need for formulation of competitive strategies and periodical review thereof for successful implementation and sustained overall development of the Company, which has necessitated his increased focus and higher involvement in Company's matters. In the future, it is imperative that the Company's growth strategy continues under the continued guidance and leadership of Mr. Ambar Patel with rich experiential background. The Company remains reinforced to strive through the challenging times and on the growth chart. In view of the above, the proposed remuneration package is commensurate to prevailing levels in the industry and thereby is fit and justified for payment. Mr. Ambar Patel is a proven performer of varied attributes and is a perfect combination of technocrat and a leader.								
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Managing Director does not have any pecuniary relationship with the Company.								
<b>III</b>	<b>Other Information</b>									
	Reasons for loss or inadequate profits	The Company is making profit.								
	Steps taken or proposed to be taken for improvement	The Company has strengthened its Balance Sheet by improving working capital management. With the overall improved business scenario and healthy order book position, the Company would grow in the coming years.								
	Expected increase in productivity and profits in measurable terms	Strict steps will be taken to control fixed costs and inventory costs, which will enable the Company to improve its turnover and profits in years to come with normative numbers calculated with reference to good returns from the Industry.								

Except Mr. Ambar Patel none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this resolution set out in Item no. 5, as appended above.

The principal terms and conditions of re-appointment of Mr. Ambar Jayantilal Patel, Managing Director are as under :

**1. Period of Re-appointment:**

The period of re-appointment is for the period from 1st July, 2024 to 30th June, 2027.

**2. Remuneration:**

Component	Per annum (Amount in Rs.)
Basic	72,00,000/-
HRA	21,00,000/-
Education Allowance	9,000/-
Uniform Allowance	90,000/-
Management Allowance	4,80,000/-
Other Allowance/Ex-Gratia/Bonus	6,00,000/-
Medical Allowance	36,000/-
<b>Total (A)</b>	<b>1,05,15,000/-</b>
L.T.A.	7,20,000/-
Provident Fund	8,64,000/-
PL	3,00,000/-
<b>Total (B)</b>	<b>18,84,000/-</b>
<b>Total A+B</b>	<b>1,23,99,000/-</b>
Other Perquisites	1,01,000/-
<b>Total CTC per annum</b>	<b>1,25,00,000/-</b>

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost. The Medical Insurance Premium and Accidental Insurance Premium will cover Insurance Policies of Managing Director and his family members.

**Note:**

Family members means the following:

Self, Spouse, Children (whether or not dependent and whether or not married)

**Conveyance facilities:**

The Company shall provide repairs, maintenance and running expenses for cars owned by Managing Director.

**Income Tax:**

Income tax will be deducted at source as per applicable laws / rules.

**Item No.6.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 10th August, 2024, appointed Mr. Shailesh Krushnalal Shah (DIN: 00349722) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 10th August, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Shailesh Krushnalal Shah holds office as an Additional Director till the date of the ensuing 31st Annual General Meeting (AGM) scheduled on 21st September, 2024. Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Shailesh Krushnalal Shah as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 10th August, 2024, recommended the appointment of Mr. Shailesh Krushnalal Shah as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 10th August, 2024 to 9th August, 2029.

Mr. Shailesh Krushnalal Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Shailesh Krushnalal Shah as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance

or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Shailesh Krushnal Shah fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. Shailesh Krushnal Shah possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, Selling and Marketing and General Management. Further, Mr. Shailesh Krushnal Shah possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Shailesh Krushnal Shah as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Shailesh Krushnal Shah as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 10th August, 2024 to 9th August, 2029.

Accordingly, The Board of Directors recommends the resolution set out at Item No. 6 for approval of the members as a Special Resolution.

The copy of the draft letter of appointment of Mr. Shailesh Krushnal Shah setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Except Mr. Shailesh Krushnal Shah and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **Item No.7.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 10th August, 2024, appointed Mr. Shailesh Manilal Patel (DIN: 01567689) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 10th August, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Shailesh Manilal Patel holds office as an Additional Director till the date of the ensuing 31st Annual General Meeting (AGM) scheduled on 21st September, 2024. Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Shailesh Manilal Patel as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 10th August, 2024, recommended the appointment of Mr. Shailesh Manilal Patel as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 10th August, 2024 to 9th August, 2029.

Mr. Shailesh Manilal Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Shailesh Manilal Patel as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Shailesh Manilal Patel fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. Shailesh Manilal Patel possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, Selling and Marketing and General Management. Further, Mr. Shailesh Manilal Patel possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Shailesh Manilal Patel as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Shailesh Manilal Patel as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 10th August, 2024.

Accordingly, The Board of Directors recommends the resolution set out at Item No. 7 for approval of the members as a Special Resolution.

The copy of the draft letter of appointment of Mr. Shailesh Manilal Patel setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Except Mr. Shailesh Manilal Patel and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Name	Dr. Baldev Patel	Mr. Ambar Patel	Mr. Shailesh Shah	Mr. Shailesh Patel
Date of Appointment	26 <sup>th</sup> July, 2014	29 <sup>th</sup> October, 1993	10 <sup>th</sup> August, 2024	10 <sup>th</sup> August, 2024
Date of Birth	7 <sup>th</sup> September, 1968	20 <sup>th</sup> November, 1953	22 <sup>nd</sup> July, 1959	1 <sup>st</sup> March, 1972
Educational Qualification	MBBS, MD (Pediatrician)	B.E (Mech.), Diploma in Electrical Engineering	BE (Mechanical) + Diploma in Marketing and Sales management	BE (Electrical)
Nationality	US Citizen	Indian	Indian	Indian
Expertise in specific Functional Area	Dr. Baldev Patel is a very Senior Practicing Doctor in U.S.A. Apart from his Profession he has rich business experience of 47 years and is well versed with technicalities of Gravure Industry and provides strategic and technological inputs to the Company. Dr. Baldev Patel is associated with the Company since inception and is completely aware of the business affairs of the Company. Dr. Patel being one of the core promoters of the Company has held the office of Directorship from 16/06/1994 to 06/08/2011 and even after that had always actively participated in the company so far..	He took charge as Managing Director of the Company in the year 1993 and has taken very pro-active efforts in the operations and management of the company since then. He has now more than 39 years of experience in Printing and Gravure Industry. He ventured into the manufacturing business of electronically engraved cylinder.  Mr. Ambar Patel is also actively associated with various Professional Bodies, Education, Charitable and other Trusts	He has a successful track record in the Automation Industry for more than 19 years. He leads Re-India Equipment Private Limited and has rich experience in handling the overall management affairs of the company.  He is also having vast experience of 22 years in Sales and Marketing.	He was working as a Partner in Power System (Gujarat), He also worked as administrator in M/s. PSG Transmission Products. He was Asst. Engr. in Reliance Industries Limited, Naroda, Ahmedabad  Apart from working experience he is also associated with social and industrial activities like President of Santej Industrial Area Association at Santej, Executive committee member of GCCI in 2023, Co-chairman MSME Committee in GCCI in 2018-19, 2021-22 & 2022-23, Member of Extension Services Committee in AMA in 2018 to 24, Secretary of Vadsar Industrial Association at Vadsar, Kalol, Gandhinagar, 2010, Gauravvanta Trustee, Sardardham and Member CEO Clubs India.
Directorships held in other public Companies (Excluding foreign and private Companies)	NIL	Harsha International Limited Zodiac Energy Limited C. D. Commodities Limited	NIL	NIL
Committee Memberships/ Chairmanship in other Public Companies including Shilp	NIL	Harsha International Limited Audit Committee – Member Stakeholder Relationship Committee Member	NIL	NIL
Shareholding in Shilp	7,70,756 equity shares	2,46,219 equity shares	NIL	NIL
Details of Board/ Committee Meetings attended by the directors during the year	Please refer to Corporate Governance Report	Please refer to Corporate Governance Report	Please refer to Corporate Governance Report	Please refer to Corporate Governance Report
Disclosure of relationships between director inter-se Directors inter-se	There are no inter-se relationship between the Board Members	There are no inter-se relationship between the	There are no inter-se relationship between the	There are no inter-se relationship between the

**By Order of the Board  
For Shilp Gravures Limited**

**Place: Rakanpur**  
**Date: 10<sup>th</sup> August, 2024**  
**Registered Office:**  
 778/6, Pramukh Industrial Estate,  
 Sola Santej Road, Village-Raknapur,  
 Ta- Kalol, Dist. Gandhinagar - 382722  
 Gujarat, India.  
 CIN: L27100GJ1993PLC020552

Sd/-  
**Harsh Hirpara**  
 Company Secretary

## BOARD'S REPORT

To  
The Members,  
**SHILP GRAVURES LIMITED**

The Board of Directors are pleased to present the Company's 31st Annual Report on business and operations, together with the audited financial statements (standalone as well as consolidated) for the financial year ended March 31, 2024.

### 1. FINANCIAL PERFORMANCE:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	For the year ended on 31 <sup>st</sup> March, 2024	For the year ended on 31 <sup>st</sup> March, 2023	For the year ended on 31 <sup>st</sup> March, 2024	For the year ended on 31 <sup>st</sup> March, 2023
Revenue from Operations	7769.87	7695.24	8747.97	8719.97
Other Income	881.42	164.15	842.90	127.72
<b>Total Revenue</b>	<b>8651.29</b>	<b>7859.39</b>	<b>9590.87</b>	<b>8847.69</b>
Operating expenses	6733.07	6377.67	7587.68	7258.45
Depreciation and Amortisation expenses	436.10	423.68	483.63	479.09
Finance Cost	25.05	26.60	36.40	41.13
<b>Total Expenditure</b>	<b>7194.22</b>	<b>6827.95</b>	<b>8107.71</b>	<b>7778.64</b>
<b>Profit before Tax</b>	<b>1457.07</b>	<b>1031.44</b>	<b>1483.16</b>	<b>1069.23</b>
<b>Tax Expense</b>				
Current tax	253.96	179.17	253.96	179.18
Short provision for tax relating to prior years	-	(2.32)	-	(2.32)
Deferred tax	82.03	97.55	87.36	111.45
<b>Profit for the year</b>	<b>1121.08</b>	<b>757.04</b>	<b>1141.84</b>	<b>780.92</b>
Other Comprehensive Income (net of tax)	(3.19)	4.94	(7.54)	5.27
<b>Total Comprehensive Income</b>	<b>1117.89</b>	<b>761.98</b>	<b>1134.30</b>	<b>786.19</b>
<b>Opening Balance of Retained Earning</b>	<b>6735.70</b>	<b>6109.42</b>	<b>6625.58</b>	<b>5975.09</b>
<b>Amount available for appropriation</b>	<b>7853.59</b>	<b>6871.40</b>	<b>7759.88</b>	<b>6761.27</b>
<b>Appropriations:</b>				
Transfer to General Reserves	-	25.00	-	25.00
Dividend on Equity Shares	129.15	110.70	129.15	110.70
Tax on Dividend	-	-	-	-
<b>Balance Carried to Balance Sheet</b>	<b>7724.44</b>	<b>6735.70</b>	<b>7630.73</b>	<b>6625.57</b>

### 2. REVIEW OF OPERATIONS:

On a consolidated basis, the revenue from operations for FY 2023-24 was Rs. 8747.97 Lacs, increased by 0.32% over the previous year's revenue of Rs.8719.97 lacs. The Profit after tax ("PAT") for FY 2023-24 was Rs.1141.84 Lacs over the previous year's Profit after tax ("PAT") of Rs.780.92 lacs, higher by 46.12%. On a standalone basis, the revenue from operations for FY 2023-24 was Rs.7769.87 Lacs, higher by 0.96% over the previous year's revenue of Rs. 7695.24 Lacs in FY 2023-24. The Profit after tax ("PAT") was Rs.1121.08 Lacs over the previous year's Profit after tax ("PAT") of Rs. 757.40 Lacs, higher by 48.02%.

### 3. DIVIDEND:

The Board of Directors has recommended a payment of dividend at a rate of ₹2.10/- (21%) per equity share for the year ended March 31, 2024 on the face value of ₹10/- per share on 61,49,800 Equity Shares, subject to the approval of the Members at the 31st Annual General Meeting ("AGM"). The Final Dividend on equity shares, if approved by the members, would involve a cash outflow of ₹ 129.14 Lacs.

### 4. TRANSFER TO RESERVES:

Your Company does not propose to transfer any amount from the current year's profits to the General Reserve. (Previous year Rs. 25.00 Lacs)

### 5. PUBLIC DEPOSITS:

The Company has not accepted any deposits falling under the ambit of Section 73 of the Companies Act, 2013 ('the Act') and the Rules framed thereunder during the year under review.

### 6. SHARE CAPITAL:

The Paid-up Equity Share Capital of the Company as on 31st March, 2024 stands at ₹6,14,98,000/- i.e.,61,49,800 Equity Shares of ₹10 each.

### 7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Notes to the Financial Statements.



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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached to this report as **Annexure - A**.

## 9. CORPORATE GOVERNANCE:

During the year under review, the Company complied with the provisions relating to corporate governance as provided under the Listing Regulations. The compliance report together with a certificate from the Company's auditors confirming the compliance is provided in the Separate Report on Corporate Governance, which forms part of the Annual Report.

## 10. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming part of the Annual Report. Certain statement of the said report may be forward looking. Many factors may affect the actual results, which could be different from what the directors envisage in terms of performance and outlook.

## 11. LISTING OF SHARES:

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 513709. The Company confirms that the annual listing fees to stock exchanges for the financial year 2023-24 have been paid.

## 12. DIRECTORS & KEY MANAGERIAL PERSONNEL:

### 12.1. Director liable to Retire by Rotation

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company, Dr. Baldev Patel (DIN: 00107161) is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board recommends his appointment as Director of the Company retiring by rotation.

Brief resume and other details of the Director(s) being appointed/re-appointed at the ensuing AGM as stipulated under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (LODR) Regulations, is separately disclosed in the Notice of the 31st Annual General Meeting of the Company.

### 12.2. Declaration by Independent Directors

The Company's Independent Directors have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and there has been no change in the circumstances, which may affect their status as Independent Director during the year. Also, your Company has received annual declarations from all the Independent Directors of the Company confirming that they have already registered their names with the data bank maintained by the Indian Institute of Corporate Affairs ["IICA"] as prescribed by the Ministry of Corporate Affairs. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of manufacturing, finance, strategy, auditing, tax and risk advisory services; and they hold high standards of integrity.

The Independent Directors met on March 19, 2024, without the attendance of Non-Independent Directors and members of the Management.

### 12.3 Key Managerial Personnel

As on the date of this report, the following are Key Managerial Personnel ("KMPs") of the Company as per Sections 2(51) and 203 of the Act:

1. Mr. Ambar Patel - Managing Director
2. Mr. Roshan Shah - Chief Executive Officer
3. Mr. Rajendra Gandhi - Chief Financial Officer
4. Mr. Harsh Hirpara - Company Secretary

## 13. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) that in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies have been applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024, and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a going concern basis;
- e) that the internal financial controls followed by the Company are adequate and has been operating effectively; and
- f) that proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and were operating effectively.

## 14. NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES:

During the year, four (4) Board Meetings were convened and held, the details of which are given in the Report on Corporate Governance, which forms part of the Annual Report. The Company has the three (3) Board-level Committees viz Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, which have been established in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Committee meetings were held during the year, including Audit Committee four (4) and Stakeholders' Relationship Committee (2) and Nomination and Remuneration Committee (2) during the year. The details with respect to the composition, terms of reference, number of meetings held, etc. of the Board and Committees are included in the Report on Corporate Governance, which forms part of the Annual Report. The intervening gap between the meetings was within the period prescribed under the provisions of Section 173 of the Act and SEBI (LODR) Regulations.

**15. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURE:**

The Company has a Wholly Owned Subsidiary in the name of "Etone India Private Limited" (hereinafter referred as WOS) and same was a material subsidiary of the Company, as per Listing Regulations. The Secretarial Audit Report of material subsidiary is also annexed to this annual report as per regulation 24A of the Listing Regulations. Pursuant to the provisions of Section 129 (3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary in Form AOC-1 is given in **Annexure-B**.

The Company is in compliance with Regulation 24 of the Listing Regulations. The Policy of material subsidiary has been uploaded on the Company's website and can be accessed at <https://www.shilpgravures.com/Investorsrelations/policies>.

The Company does not have any Associate or Joint Venture within the meaning of Section 2(6) of Companies Act, 2013 ("ACT").

**16. CONSOLIDATED FINANCIAL STATEMENT:**

The Consolidated Financial Statements of your Company prepared in accordance with the provisions of the Companies Act, 2013, SEBI (Listing obligations and Disclosure Requirement) Regulations 2015 and applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 form part of this annual report. The audited Consolidated Financial Statements together with the Auditors' Report thereon form part of the Annual Report.

Further, pursuant to the provisions of Section 136 of the Companies Act, 2013 the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiary, are available on the website of the company. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

**17. WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the Audit Committee. During the year under review, there was no case of whistle blowing. The provisions of this policy are in line with the provisions of Section 177(9) of the Companies Act, 2013 and as per the Regulation 22 read with Regulation 4(d)(iv) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has formulated whistle blower policy which is available on Company's website at <https://www.shilpgravures.com/Investorsrelations/policies>.

**18. CORPORATE SOCIAL RESPONSIBILITY:**

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company as adopted by the Board and the initiatives undertaken by the Company on CSR activities during the year and under review are set out in Annual Report on CSR Activities as Annexure C of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended. In compliance with requirements of Section 135 of the Act, the Company has laid down a CSR Policy and the same is uploaded on the website of the Company and can be accessed at <https://www.shilpgravures.com/Investorsrelations/policies>.

**19. NOMINATION AND REMUNERATION POLICY:**

To comply with the provisions of Section 178 of the Act and Rules made thereunder and Regulation 19 of SEBI (Listing obligations and Disclosure Requirement) Regulations 2015, the Company's Remuneration Policy for Directors, Key Managerial Personnel (KMP), Senior Management and other Employees of the Company is uploaded on website of the Company and can be accessed at <https://www.shilpgravures.com/Investorsrelations/policies>. The Policy includes, inter alia, the criteria for appointment and remuneration of Directors, KMPs, Senior Management Personnel and other employees of the Company.

**20. FORMAL ANNUAL EVALUATION:**

To comply with the provisions of Section 134(3)(p) of the Act and Rules made thereunder and Regulation 17(10) of SEBI (Listing obligations and Disclosure Requirement) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees. The manner in which the annual performance evaluation has been carried out is explained in the Corporate Governance Report which forms part of this report.

**21. ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the draft of the Annual Return of the Company for the financial year March 31, 2024 is uploaded on the website of the Company and can be accessed at <https://www.shilpgravures.com/investorsrelations/financials/annualreturn>.

**22. RELATED PARTY TRANSACTIONS:**

The Company has a well-defined process of identification of related parties and transactions with related parties, its approval and review process. The Policy on Related Party Transactions as formulated by the Audit Committee and the Board is hosted on the Company's website at <https://www.shilpgravures.com/Investorsrelations/policies>. As required under Regulation 23 of the Listing Regulations, the Audit Committee has defined the material modification and has been included in the said Policy.

All contracts, arrangements and transactions entered by the Company with related parties during FY 2023-24 (including any material modification thereof), were in the ordinary course of business and on an arm's length basis and were carried out with prior approval of the Audit Committee. All related party transactions that were approved by the Audit Committee were periodically reported to the Audit



Committee. Prior approval of the Audit Committee was obtained periodically for the transactions which were planned and/or repetitive in nature and omnibus approvals were also taken as per the policy laid down for unforeseen transactions.

None of the contracts, arrangements and transactions with related parties, required approval of the Board/Shareholders under Section 188(1) of the Act and Regulation 23(4) of the Listing Regulations.

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 does not apply to the Company for FY 2023-24 and hence the same is not provided. The details of the transactions with related parties during FY 2023-24 are provided in the accompanying financial statements.

**23. INTERNAL FINANCIAL CONTROLS:**

The Company's internal financial controls are commensurate with the scale and complexity of its operations. The Directors had laid down internal financial controls to be followed by your Company and such policies and procedures adopted by your Company for ensuring the orderly and efficient conduct of its business, including adherence to your 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. The Audit Committee evaluates the internal financial control system periodically. The Statutory Auditors have provided their report on internal financial control which is annexed hereafter.

**24. RISK MANAGEMENT:**

The Risk Management Committee as per Regulation 21(5) of the SEBI (LODR) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 1000 listed Companies on the basis of market capitalization. However, your Company has an elaborate Risk Management procedure covering Business Risk, Operational Controls Assessment etc. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis from time to time by the Board of Directors.

**25. BUSINESS RESPONSIBILITY REPORT:**

The Business Responsibility Report as per Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 1000 listed Companies on the basis of market capitalization.

**26. DIVIDEND DISTRIBUTION POLICY:**

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 1000 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company is not required to formulate the Dividend Distribution Policy.

**27. INDIAN ACCOUNTING STANDARDS (IND AS):**

The Company has followed the relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements.

**28. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING:**

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards (SS) issued by the ICSI (SS1 and SS2), respectively relating to Meetings of the Board and its Committees.

**29. TRANSFER OF EQUITY SHARES UNPAID/UNCLAIMED DIVIDEND TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

In line with the statutory requirements, the Company has transferred to the credit of the Investor Education and Protection Fund set up by the Government of India, equity shares in respect of which dividend had remained unpaid/unclaimed for a period of seven consecutive years within the timelines laid down by the Ministry of Corporate Affairs. Unpaid/unclaimed dividend for seven years or more has also been transferred to the IEPF pursuant to the requirements under the Act.

The details are available on Company's website at <https://www.shilpgravures.com/investorsrelations/shareholderinformation>.

**30. EQUAL OPPORTUNITY EMPLOYER:**

The Company is an equal opportunity provider and continuously strives to build a work culture which promotes the respect and dignity of all employees across the Organization. In order to provide women employees a safe working environment at workplace and also in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated a well-defined policy on prevention, prohibition and redressal of complaints relating to sexual harassment of women at the workplace. No complaints pertaining to sexual harassment of women employees from any of the Company's locations were received during the year ended March 31, 2024.

**31. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as Annexure-D.

**32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

**33. CHANGE IN NATURE OF BUSINESS:**

There has been no change in nature of business of the Company during the financial year 2023-24.

#### 34. COST RECORDS:

The Company has duly prepared and maintained the cost records of the business activities carried out by the Company during the financial year 2023-24 as required pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014. However, the appointment of Cost Auditor for undertaking audit of the cost records of the company is not applicable to your Company.

#### 35. AUDITORS:

##### 35.1 Statutory Auditors:

At the thirtieth AGM held on 26th August, 2023 the Members approved appointment of M/s. Shah & Shah Associates, Chartered Accountants (Firm Registration No-113742W), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-fifth (35th) 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 ensuing AGM and a note in respect of same has been included in the Notice for this AGM. There has been no qualification, reservation or adverse remark or disclaimer in their Report. The Auditors' Report is enclosed with the financial statements in this Annual Report.

##### 35.2 Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed Mrs. Monica Kanuga, Practicing Company Secretary (FCS.:3868, CP No. 2125) as Secretarial Auditors to conduct Secretarial Audit of the Company for the Financial Year ended March 31, 2024. The Secretarial Audit Report for financial year 2023-24 in Form MR-3 is annexed, which forms part of this report, as Annexure-E. There were no qualifications, reservation or adverse remarks given by the Secretarial Auditor of the Company in the Secretarial Audit Report of the Company.

##### 35.3 Internal Auditors:

The Board of Directors appointed M/s. K. J. Patel & Associates, Chartered Accountants, as Internal Auditors of the Company for the F. Y. 2023-24.

##### 35.4 Reporting of frauds by auditors:

During the year under review, neither the statutory auditors nor the secretarial auditor have reported to the Audit Committee of the Board, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report.

#### 36. Proceedings Pending under the Insolvency and Bankruptcy Code ("IBC")

There is no such proceeding or appeal pending under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year and at the end of the financial year even upto the date of this report.

#### 37. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions

No such instance of One-time settlement or valuation was done while taking or discharging loans from the Banks/ Financial institutions occurred during the year.

#### 38. INSURANCE:

All the insurable interests of the Company including Inventories, Buildings, Plant & Machinery and Liabilities under legislative enactments are adequately insured.

#### 39. ACKNOWLEDGMENTS:

Your Company has maintained healthy, cordial and harmonious relations at all levels throughout the year. Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilization of the Company's resources for sustainable and profitable growth.

Your Directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from various Government Authorities, Banks / Financial Institutions and other stakeholders such as members, customers and suppliers, among others. Your Directors also commend the continuing commitment and dedication of employees at all levels, which has been vital for the Company's success. Your Directors look forward to their continued support in future.

For and on the behalf of the Board of Directors of  
Shilp Gravures Limited

**Ambar Patel**  
(Managing Director)  
(DIN: 00050042)

**Shailesh Desai**  
(Director)  
(DIN: 00169595)

Place: Rakanpur  
Date: 10th August, 2024

## Annexure - A

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year ended 31<sup>st</sup> March, 2024:

### (1) Conservation of Energy

1. The steps taken or impact on **Conservation of Energy:**

The Company has installed (Solar-3) - Solar Photovoltaic Power Plant having capacity of 2 MW (2000 KW - Ground Mounted) at Village - Gadhada, in Sabarkantha district of Gujarat, in the Months of February, 2022. The said plant has started generation of power from 18<sup>th</sup> February, 2022. The total unit generated till 31<sup>st</sup> March, 2024 about 4,26,420 Kwh Units which may generate a substantial saving in electricity consumption of the Company. Now, the Company has total three solar power generation plant having total installed capacity of 2424.66 KW, which may approximate generate 35,00,000 Kwh unit per year, which helps the Company in substantial saving in cost of electricity power consumption. The power generated has been continuously used in Plant and Machinery for production purpose.

2. The Company has five (5) windmills having total installed capacity of 2.8MW which approximately generate 36,50,000 Kwh units per year, which also helps the Company in substantial saving in cost of electricity power consumption.
3. The Company has Installed new Chiller at existing AC Plant through renovation of old chiller plant and it has been shifted at new place in the factory premises of the Company.
4. The Company has Installed Inverter Base Electronic MIG Welding Machines for shafted M.S. Cylinder Fabrication Plant which consumes less power i.e., 19.6 Kwh as compared to old conventional welding machine which consumes 29.6 Kwh. Thus, saving of 10Kwh units per day i.e., 3120 Kwh units yearly approx.

Year	Units	UGVCL Units Consumption	Wind Turbine Generation	Solar Generation	Khedbrambha Solar-3 Generation	D.G. Set units Generation	PNG Gas Units SCM
2022-23	Kwh	44,29,638	24,57,677	6,01,248	29,06,228	26,050	35,510 SCM
	Amt. (In. ₹)	3,72,75,520	1,92,55,211	48,09,984	1,32,77,970	14,57,154	4,89,830 Ltrs Water Treated
	Diesel					15797 Ltrs	28,70,009
	₹ per Kwh	8.41	7.83	8.0			13.80 SCM Per Ltrs. Improved
2023-24	Kwh	43,78,455	31,16,275	5,72,094	30,84,810	18,440	37,893 SCM
	Amt. (In. ₹)	4,02,42,944	2,23,20,821	46,33,961	1,43,72,978	--	5,08,890 L. Water Treated
	Diesel					12400 Ltrs	
	₹ per Kwh	9.19	8.52	8.20	5.15	1.49 Units per Liters of Diesel	13.80 SCM Per Ltrs. Improved

5. The capital investment on solar energy conservation equipment: Approx. ₹653.96 Lacs.

### 2. Technology Absorption

- (i) The efforts made towards technology absorption: None
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: None
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): None
- (iv) The expenditure incurred on Research and Development: During the year under review, no new specific Research & Development activities were carried out.

### 3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars regarding Foreign Exchange Earnings and Outgo are given in the Notes to Financial Statements.

For and on the behalf of the Board of Directors of  
Shilp Gravures Limited

**Ambar Patel**  
(Managing Director)  
(DIN: 00050042)

**Shailesh Desai**  
(Director)  
(DIN: 00169595)

Place: Rakanpur  
Date: 10th August, 2024

## Annexure – B

### FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

#### PART "A" : Subsidiaries

Sr. No	Particulars	Details
1	Name of Subsidiary	Etone India Private Limited CIN:U28910WB2002PTC094734
2	The date since when subsidiary was acquired	09-08-2019
3	Reporting period	2023-2024
4	Reporting currency	INR (₹ in Lacs)
5	Share Capital	105.88
6	Other Equity	111.74
7	Total Assets	945.55
8	Total Liabilities	727.93
9	Investments	-
10	Turnover	1154.19
11	Profit before taxation	23.92
12	Other comprehensive Income	(4.35)
13	Profit after taxation	18.59
14	Total comprehensive income	14.24
15	Proposed Dividend	-
16	% of Shareholding	100%

#### PART B :- Associates and Joint Ventures

The Company does not have any associate company and joint venture, therefore Part B relating to associate companies and joint ventures is not applicable.

For and on the behalf of the Board of Directors of  
Shilp Gravures Limited

**Ambar Patel**  
(Managing Director)  
(DIN: 00050042)

**Shailesh Desai**  
(Director)  
(DIN: 00169595)

Place: Rakanpur  
Date: 10th August, 2024

## Annexure – C

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2023 - 2024

<b>1.</b>	<b>A brief outline of the Company's CSR Policy:</b>									
	The Company's CSR Policy is in adherence to the provisions of Section 135 of the Act read with rules framed thereunder and provides for carrying out CSR activities in the area of Education, Environment, Health Care & Welfare, Rural Development, Social and Women Empowerment, Sports & Culture / Heritage, Infrastructure and various other social matters by way of donation to a reliable and respectable corpus, trust, society or institution or organization.									
<b>2.</b>	<b>The Composition of CSR Committee:</b> The Company has dissolved the Corporate Social Responsibility (CSR) Committees with effect from May 18, 2021, pursuant to the amendment in provisions of Section 135(9) effective from January 22, 2021. Pursuant to amendment, where the amount to be spent by a company under sub-section 135(5) does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such Company. The functions of CSR Committee provided under this section have been discharged by the Board of Directors of the Company									
<b>3.</b>	<b>Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:</b> <a href="https://www.shilpgravures.com/investorsrelations/policies">https://www.shilpgravures.com/investorsrelations/policies</a>									
<b>4.</b>	<b>Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:</b> Not applicable									
<b>5.</b>	<b>Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:</b> 0.03 Lacs.									
							(Rs. In Lacs)			
<b>6.</b>	<b>Average net profit of the Company as per section 135(5):</b>						839.98			
<b>7.</b>	<b>(a)</b>	<b>Two percent of average net profit of the Company as per section 135(5):</b>					16.80			
	<b>(b)</b>	<b>Surplus arising out of the CSR projects or programmes or activities of the previous financial years:</b>					Nil			
	<b>(c)</b>	<b>Amount required to be set off for the financial year, if any:</b>					0.03			
	<b>(d)</b>	<b>Total CSR obligation for the financial year (7a+7b- 7c):</b>					16.77			
<b>8.</b>	<b>CSR amount spent or unspent for the financial year:</b>									
	<b>(a)</b>	<b>Total amount Spent for the Financial Year (Rs.in Lacs)</b>	<b>Amount unspent in (Rs. In lacs)</b>							
			<b>Total Amount transferred to Unspent CSR Account as per section 135(6)</b>		<b>Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)</b>					
		16.81	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer			
			Nil	-	-	Nil	-			
	<b>(b)</b>	<b>Details of CSR amount spent against ongoing projects for the financial year:</b> Not Applicable								
	<b>(c)</b>	<b>Details of CSR amount spent against other than ongoing projects for the financial year:</b>								
	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>		<b>6</b>	<b>7</b>	<b>8</b>	
	<b>Sr.</b>	<b>Name of Project</b>	<b>Item from the list of activities in schedule VII to the Act</b>	<b>Local area (Yes/ No)</b>	<b>Location of the project</b>		<b>Amount spent for the project (Rs.In lacs)</b>	<b>Mode of implementation - Direct (Yes/ No)</b>	<b>Mode of implementation - Through implementing agency</b>	
					<b>State</b>	<b>District</b>			<b>Name</b>	<b>CSR Registration No</b>
	1.	Contribution for promoting healthcare	(i)	Yes	Gujarat	Ahmedabad	2.00	No	Darionu Rahat Fund	CSR000 05410
	2.	Contribution towards Educational activities	(i)	Yes	Gujarat	Ahmedabad	7.51	No	Kadva Patidar Betalis Samaj Education Trust	CSR000 11324
	3.	Contribution for Promoting health care including preventive health care	(i)	Yes	Gujarat	Ahmedabad	0.25	No	India Renal Foundation	CSR000 10203
	4.	Contribution towards services for the mentally challenged adults	(i)	Yes	Gujarat	Ahmedabad	3.00	No	Aashtha Charitable Trust	CSR000 02020
	5.	Contribution for countering malnutrition and supporting the right to education of socio-economically disadvantaged children	(i) & (ii)	Yes	Gujarat	Ahmedabad	0.30	No	The Akshaypatra Foudation	CSR000 00286

6.	Contribution towards Educational activities	(ii)	Yes	Gujarat	Ahmedabad	1.00	No	Apang Manav Mandal	CSR000 04112
7.	Contribution for providing basic medical needs, healthcare and Socio-economic development	(i)	Yes	Gujarat	Gandhinagar	1.75	No	The Gujarat Cancer Society	CSR000 00688
8.	Contribution for providing basic medical needs, healthcare and Socio-economic development		Yes	Gujarat	Ahmedabad	1.00	No	Blind People Association (India)	CSR000 00936
<b>Total</b>						<b>16.81</b>			
<b>(d)</b>	<b>Amount spent in Administrative Overheads (including capital assets for administrative purpose):</b> NIL								
<b>(e)</b>	<b>Amount spent on Impact Assessment, if applicable:</b> Nil								
<b>(f)</b>	<b>Total amount spent for the Financial Year (8b+8c+8d+8e):</b> 16.81 Lacs								
<b>(g)</b>	<b>Excess amount for set off, if any:</b>								
<b>Sr.</b>	<b>Particulars</b>								<b>(Rs. In lacs)</b>
<b>i. (a)</b>	Two percent of average net profit of the company as per section 135(5)								16.80
<b>(b)</b>	Amount available for set off for FY 2022-23								0.03
	CSR obligation for the FY 2023-24 (a-b)								16.77
<b>ii.</b>	Total amount spent for the Financial Year								16.81
<b>iii.</b>	Excess amount spent for the financial year [(ii)-(i)]								0.04
<b>iv.</b>	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any								0.00
<b>v.</b>	Amount available for set off in succeeding financial years [(iii)-(iv)]								0.04
<b>9 (a)</b>	<b>Details of Unspent CSR amount for the preceding three financial years:</b>								
<b>Sr.</b>	<b>Preceding Financial Year</b>	<b>Amount transferred to Unspent CSR Account under section 135(6)</b>	<b>Amount spent in the reporting Financial Year</b>	<b>Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.</b>			<b>Amount remaining to be spent in succeeding financial years</b>		
				<b>Name of the Fund</b>	<b>Amount</b>	<b>Date of transfer</b>			
<b>1.</b>	2022-23	-	-	-	-	-	-		
<b>2.</b>	2021-22	-	-	-	-	-	-		
<b>3.</b>	2020-21	-	-	-	-	-	-		
<b>Total</b>		-	-	-	-	-	-		
<b>(b)</b>	<b>Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):</b> Not Applicable								
<b>10</b>	<b>In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):</b>								
<b>(a)</b>	<b>Date of creation or acquisition of the capital asset(s):</b> Not applicable								
<b>(b)</b>	<b>Amount of CSR spent for creation or acquisition of capital asset:</b> NIL								
<b>(c)</b>	<b>Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:</b> Not applicable								
<b>(d)</b>	<b>Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):</b> Not applicable								
<b>11</b>	<b>Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):</b> Not Applicable								

For and on the behalf of the Board of Directors of  
Shilp Gravures Limited

**Ambar Patel**  
(Managing Director)  
(DIN: 00050042)

**Shailesh Desai**  
(Director)  
(DIN: 00169595)

Place: Rakanpur  
Date: 10<sup>th</sup> August, 2024

## ANNEXURE - D

Information required under the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-

1.	Ratio of the Remuneration of each Director to the median remuneration of the employees of the Company for the financial year	
	<b>Name of Director</b>	<b>Ratio of remuneration</b>
	Mr. Ambar Patel	0.00
	Percentage increase in the Remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	
	<b>Name of the KMP</b>	<b>% Increase</b>
	Mr. Ambar Patel – Managing Director	0.00
	Mr. Roshan Shah –Chief Executive Officer	0.00
	Mr. Rajendra Gandhi – Chief Financial Officer	14.69
	Mr. Harsh Hirpara – Company Secretary	3.66
2.	Percentage increase in the median remuneration of the employees in the financial year	32.97%
3.	No. of permanent employees on the rolls of the Company	274 employees
4.	The Average percentile increase in salaries of employees other than managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	During the financial year 2023-24, the average percentile increases in salaries of employees other than managerial personnel is 32.37%. Increase in remuneration of Managerial Personnel is disclosed in point no. (2) above. There was no exceptional circumstances for increase in the managerial remuneration.
5.	We affirm that the remuneration paid to the Managerial and Non-Managerial Personnel is as per the remuneration policy of the Company	

**Note:**

- 1) Median Remuneration for the financial year 2023-24 is Rs. 5,63,094 and financial year 2022-23 is 4,23,487/-
- 2) The aforesaid details are calculated on the basis of the gross remuneration received by the employees for the financial years 2022-23 & 2023-24.

**For and on the behalf of the Board of Directors of  
Shilp Gravures Limited**

<b>Ambar Patel</b> <b>(Managing Director)</b> (DIN: 00050042)	<b>Shailesh Desai</b> <b>(Director)</b> (DIN: 00169595)
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Place: Rakanpur  
Date: 10<sup>th</sup> August, 2024

## ANNEXURE – E

### FORM No. MR - 3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

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

To,  
The Members,  
Shilp Gravures Limited  
778/6, Pramukh Industrial Estate,  
Sola-Santej Road,  
Village: Rakanpur, Taluka : Kalol,  
District : Gandhinagar - 382722

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shilp Gravures Limited (CIN: L27100GJ1993PLC020552) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has generally, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) No specific laws are applicable to the industry in which the Company operates. The same has also been confirmed by the Management.

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

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

During the period under review, provisions of the following regulations were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2021;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (v) 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.

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

#### **I further report that:**

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



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

All decisions at the meeting of the Board of Directors / Committees of the Board were taken unanimously as recorded in the minutes of the meetings and no dissenting views have been 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.

**I further report that** during the audit period, there was no other event / action having major bearing on the Company's Affairs.

UDIN : F003868F000367352

Place : Ahmedabad

Date : 18th May, 2024

Name of PCS : **Monica Kanuga**

FCS No. : 3868

C P No. : 2125

To,  
The Members,  
Shilp Gravures Limited  
778/6, Pramukh Industrial Estate,  
Sola-Santej Road,  
Village: Rakanpur, Taluka : Kalol,  
District : Gandhinagar - 382722

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

**1. Management's Responsibility**

Management is responsible for the maintenance of the Secretarial records and for the preparation and filing of forms, returns, documents for compliances and to ensure that they are free from material non compliance, whether due to fraud or error.

**2. Secretarial Auditor's Responsibility**

Secretarial Audit is a process of verification of records and documents on sample or test basis. My responsibility is to express an opinion on the secretarial compliances of certain laws by the Company on the basis of my audit. The audit practices and processes have been followed as deemed appropriate to provide reasonable assurance about the correctness of the records and the confirmation of compliance. My audit process has involved verification of records and dependence on Management representation and my opinion is based thereupon.

**3. Conduct of Company's Affairs**

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.

UDIN : F003868F000367352

Place : Ahmedabad

Date : 18<sup>th</sup> May, 2024

Name of PCS : **Monica Kanuga**

FCS No. : 3868

C P No. : 2125

**FORM No. MR - 3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

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

To,  
The Members,  
Etone India Private Limited  
Bally-Durgapur, NH-2, PO: Sambaypally  
J.L.No. 14, Mouza: Bally P.S: Nischinda  
Howrah, West Bengal - 711205

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shilp Gravures Limited (CIN: L27100GJ1993PLC020552) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has generally, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024, 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 returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) No specific laws are applicable to the industry in which the Company operates. The same has also been confirmed by the Management.

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

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

During the period under review, provisions of the following regulations were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2021;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
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- (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (v) 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.
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) No specific laws are applicable to the industry in which the Company operates. The same has also been confirmed by the Management.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.

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

**I further report that:**

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

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

All decisions at the meeting of the Board of Directors / Committees of the Board were taken unanimously as recorded in the minutes of the meetings and no dissenting views have been 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.

**I further report that** during the audit period, there was no other event / action having major bearing on the Company's Affairs.

UDIN : F003868F000367407

Place : Ahmedabad

Date : 18<sup>th</sup> May, 2024

Name of PCS : **Monica Kanuga**

FCS No. : 3868

C P No. : 2125

To,  
The Members,  
Etone India Private Limited  
Bally-Durgapur, NH-2, PO: Sambaypally  
J.L.No. 14, Mouza: Bally P.S: Nischinda  
Howrah, West Bengal - 711205

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

**1. Management's Responsibility**

Management is responsible for the maintenance of the Secretarial records and for the preparation and filing of forms, returns, documents for compliances and to ensure that they are free from material non compliance, whether due to fraud or error.

**2. Secretarial Auditor's Responsibility**

Secretarial Audit is a process of verification of records and documents on sample or test basis. My responsibility is to express an opinion on the secretarial compliances of certain laws by the Company on the basis of my audit. The audit practices and processes have been followed as deemed appropriate to provide reasonable assurance about the correctness of the records and the confirmation of compliance. My audit process has involved verification of records and dependence on Management representation and my opinion is based thereupon.

**3. Conduct of Company's Affairs**

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.

UDIN : F003868F000367407

Place : Ahmedabad

Date : 18<sup>th</sup> May, 2024

Name of PCS : **Monica Kanuga**

FCS No. : 3868

C P No. : 2125

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company emphasizes the need for complete transparency and accountability in all its dealings, in order to protect the interests of all its stakeholders. The Company aims to conduct its business efficiently, by following professionally acknowledged good governance policies, thus meeting its obligations to all stakeholders in a balanced and accountable manner. The Company has adopted a Code of Conduct for its Senior Management and employees including the Managing Director and Non-Executive Directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act").

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

### 2. BOARD OF DIRECTORS:

#### 2.1 Composition of Board of Directors:

As at 31st March, 2024, in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company's Board of Directors comprised eight directors, out of which one is executive director, four directors are Independent Non-Executive Directors and three non-executive directors, including one women director. None of the directors holds directorship in more than eight listed entities. None of the Independent Directors of the Company serves as Independent Director in more than seven listed companies and where any Independent Director is serving as whole-time director in any listed company, such director is not serving as Independent Director in more than three listed companies. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

#### 2.2. Category of Directors, attendance of each Director at the Board Meetings and the last Annual General Meeting, number of other Board of Directors or Committees in which a Director is a member or chairperson:

Name of the Director	Category	Number of Board Meetings attended during the FY 2023-24	Whether attended last AGM held on August 26, 2023	*Number of Directorships in other Public Companies	**Number of Committee positions held in other Public Companies			Directorship in other listed entity (Category of Directorship)
					Chairmanship	Audit Committee	Stakeholders' Relationship Committee	
Mr. Ambar Patel	Managing Director	4 out of 4	Yes	3	1	1	1	Zodiac Energy Limited – Independent Director  Harsha Engineers International Limited – Independent Director
Mr. Shailesh Desai	Independent Non-Executive Director	4 out of 4	Yes	-	-	-	-	-
Mr. Jainand Vyas	Independent Non-Executive Director	4 out of 4	Yes	-	-	-	-	-
Mr. Nipam Shah <sup>1</sup>	Non-Executive Director	3 out of 4	Yes	-	-	-	-	-
Mr. Kirit Patel <sup>2</sup>	Independent Non-Executive Director	3 out of 4	Yes	2	-	-	-	-
Mrs. Monica Kanuga	Non-Executive Director	4 out of 4	Yes	-	-	-	-	-
Dr. Baldev Patel	Non-Executive Director	2 out of 4	No	-	-	-	-	-
Mr. Padmin Buch	Independent Non-Executive Director	4 out of 4	Yes	2	-	2	2	Bhagwati Autocast Limited –Independent Director

\*Excludes Directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies

\*\*Committees considered are Audit Committee & Stakeholders' Relationship Committee.

1 and 2 Mr. Nipam Shah and Mr. Kirit Patel have resigned from the directorship w.e.f. 10th February, 2024

### 2.3 Number of Board Meetings held and the dates of the Board Meetings

During the year, the Board met four times on 13th May, 2023, 5th August, 2023, 8th November, 2023, and 10th February, 2024. The maximum gap between any two Board Meetings was less than one hundred and twenty days. All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of sub regulation 7 of Regulation 17 of the Listing Regulations.

### 2.4 During the year, a separate meeting of the Independent Directors was held on 19<sup>th</sup> March, 2024, without the attendance of non-independent directors and members of the management, inter alia, to:

- Review of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review of the performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors;
- Assessment of the quality, content and timelines for the flow of information between the Management and the Board, which is necessary for the Board to effectively and reasonably perform its duties;

All Independent Directors attended the said meeting.

### 2.5 Disclosure of relationships between Directors inter-se. - None of the Directors are related to each other.

### 2.6 Number of shares held by Directors as on March 31, 2024 are given below.

Name	Category	Number of equity shares
Mr. Ambar Patel	Executive Director	246219
Mr. Shailesh Desai	Independent, Non-Executive Director	-
Mr. Jainand Vyas	Independent, Non-Executive Director	1100
Mr. Nipam Shah	Non-Independent, Non-Executive	-
Mr. Kirit Patel	Independent, Non-Executive Director	-
Mrs. Monica Kanuga	Non-Independent, Non-Executive Director	-
Dr. Baldev Patel	Non-Independent, Non-Executive Director	770756
Mr. Padmin Buch	Independent, Non-Executive Director	-

### 2.7 The Company has familiarisation programme for all new Independent Directors regarding their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The details of familiarisation programme are available on the website of the Company <https://www.shilpgravures.com/investorsrelations/policies>.

### 2.8 Skills/expertise and competencies of the Board of Directors:

The skills / competencies identified by the Board of Directors as required in Company's business and that the said skills are available within the Board Members as per following:

Business Leadership and Industry Knowledge	Leadership experience including in areas of business development, strategic planning, succession planning, driving change and long-term growth and guiding the Company and its senior management towards its vision and values.
Financial Expertise	Knowledge and skills in accounting, finance, treasury management, tax and financial management of large corporations with understanding of capital allocation, funding and financial reporting processes.
Risk Management	Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.
Corporate Governance and Compliance	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for the company and protecting stakeholder's interest.
Technology and Innovation	Experience and technical knowledge of emerging areas of technology in the printing and packaging industry
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person having knowledge about a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business.

These skills/expertise are broad-based, and it may vary from person to person and it is not necessary that all Directors possess such skills and expertise. Each director may possess varied combinations of skills/expertise within the described set of parameters.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and are independent of the management.

No Independent Director has resigned before the expiry of their tenure during the year; therefore there is no requirement to make any disclosure in the said matter.

## 2.9 Annual Evaluation of the Board, Committees, and Individual Directors:

The evaluation framework for assessing the performance of Board including the individual directors is based on the following key measures. A structured questionnaire was prepared after taking into consideration, inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

- The Board makes the best use of the skills, experience, and competences of its members.
- Attendance and participation in the Meetings and timely inputs on the minutes of the meetings.
- Board meetings create an environment for open and honest expression of views/constructive challenge.
- Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings - Interpersonal relations with other directors and management.
- Safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information.
- Directors have sufficient knowledge of the Company's business to enable them to fulfil their duties and obligations.
- Adherence to ethical standards & code of conduct of Company and disclosure of non - independence, as and when it exists and disclosure of interest.

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

## 2.10 Compliance with Code of Conduct:

The Company has adopted the Code of Conduct. The Code is available on the website of the Company <https://www.shilpgravures.com/investorsrelations/policies>. The members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code during the year 2024.

## 2.11 Prevention of Insider Trading Code:

Pursuant to SEBI Listing Regulations, the Company has formulated the "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (Shilp) which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares by the Directors, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's shares is closed. The Board of Directors, designated employees and connected persons have affirmed compliance with the Shilp Code. In line with the amendments introduced recently by SEBI, the above Code has been amended suitably to align it with the amendments which are effective from April 1, 2019.

## 3. COMMITTEES OF THE BOARD:

### (A) Audit Committee:

The Audit Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act.

#### (i) Extract of Terms of Reference;

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 18(3) read with Clause A and Clause B of Part C of Schedule II of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('LODR Regulations') and in pursuance of recent amendments in the LODR Regulations regarding the Role of the Audit Committee and information to be reviewed by the Audit Committee for approval of Related Party Transactions (RPTs) read with Regulation 23 of LODR Regulations, the present terms of reference of Audit Committee needs to be broadened which shall inter-alia include the following:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of subsection 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;

- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of intercorporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as postaudit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditors;
- Review of Management discussion and analysis of financial condition and results of operations;
- Review of Internal audit reports relating to internal control weaknesses;
- Review of appointment, removal and terms of remuneration of the Chief internal auditor;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders;
- Review of the following statement of deviations:
  - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1);
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7);
- Approval of all Related Party Transactions and subsequent material modifications of transactions of the company with related parties;
- Review of the information provided by the company for approval of proposed Related Party Transactions;
- Review of the status of long-term (more than one year) or recurring Related Party Transactions on an annual basis; and
- Carrying out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provisions under the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable laws.

Mr. Shailesh Desai, Independent Non-Executive Director, is the Chairman of the Audit Committee. Mr. Nipam Shah, Non-Executive Director, Mr. Jainand Vyas, Independent Non-Executive Director and Mr. Kirit Patel Independent Non-Executive Director are other members of the Committee. All members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comparable experience and background.

The Company Secretary acts as the Secretary to the Committee. The Chief Financial Officer, Head of Accounting and Statutory Auditors and Internal Auditors are invitees to the Meetings of the Audit Committee.

During the year, the Audit Committee met four times on 13th May, 2023, 5th August, 2023, 8th November, 2023, and 10th February, 2024. The maximum gap between any two meetings was less than one hundred and twenty days. The necessary quorum was present for all the meetings.

**(ii) The attendance of each Members of the Audit Committee is given below:**

Name	Position	Number of meetings during the year 2023-24	
		Held	Attended
Mr. Shailesh Desai	Chairman	4	4
Mr. Nipam Shah*	Member	4	3
Mr. Jainand Vyas	Member	4	4
Mr. Kirit Patel*	Member	4	3
Mr. Padmin Buch**	Member	4	0

\* Resigned w.e.f. 10th February, 2024

\*\* Appointed in the Committee w.e.f. 21st February, 2024

**(B) Nomination & Remuneration Committee:**

The Nomination and Remuneration Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act.

**(i) Extract of Terms of Reference;**

- 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;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
- For identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 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.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

Such other matters as the Board may from time to time request the Nomination & Remuneration Committee to examine and recommend/ approve.

Mr. Shailesh Desai, Independent Non-Executive Director, is the Chairman of the Committee and Mr. Nipam Shah, Non-Executive Director and Mr. Kirit Patel, Independent Non-Executive Director are other members of the Committee. The Company Secretary acts as the Secretary to the Committee.

During the year, the Nomination and Remuneration Committee held on 13th May, 2023 and 8th November, 2023. The necessary quorum was present for the meeting.

**(ii) Meetings and attendance during the year:**

Name	Position	Number of meetings during the year 2022-23	
		Held	Attended
Mr. Shailesh Desai	Chairman	2	2
Mr. Nipam Shah*	Member	2	2
Mr. Kirit Patel*	Member	2	2
Mrs. Monica Kanuga**	Member	2	0
Mr. Padmin Buch**	Member	2	0



\* Resigned w.e.f. 10th February, 2024

\*\* Appointed in the Committee w.e.f. 21st February, 2024

**(iii) Performance evaluation criteria for Independent Directors:**

Independent Directors are appointed and their performance is evaluated based on the criteria such as knowledge, qualification, experience, expertise in any area, integrity, level of independence from the Board and the Company, number of meetings attended, familiarisation program attended, time devoted, etc.

**(iv) Details of Remuneration for the year ended March 31, 2024 are given below:**

Name of the Director	Sitting Fee	Remuneration and Allowances	Perquisites and Retirement benefits	Commission	Total
<b>Executive Director :</b>					
Mr. Ambar Patel	-	92.97	2.40	-	95.37
<b>Non-Executive Directors:</b>					
Mrs. Monica Kanuga #	0.80	3.20	-	-	4.00
Mr. Nipam Shah #	1.10	6.70	-	-	7.80
Dr. Baldev Patel	0.30	-	-	-	0.30
<b>Independent Directors:</b>					
Mr. Kirit Patel	1.10	-	-	-	1.10
Mr. Shailesh Desai	1.70	-	-	-	1.70
Mr. Jainand Vyas	1.50	-	-	-	1.50
Mr. Padmin Buch	0.70	-	-	-	0.70

# paid as professional consultancy fees

- 1) Notice period for Executive Directors is 3 months. The Company enters into service contracts with executive director for a period of 3 years
- 2) The Company has not issued any stock options to the Directors.
- 3) During the year 2023-24, the Company has paid sitting fees of Rs.15,000 per meeting to its Non-Executive Directors for attending Meetings of the Board of Directors and Audit Committee meetings whereas Rs.10,000 per Meeting were paid for attending the Meetings of Stakeholders' Relationship Committee and Nomination & Remuneration Committee of the Company and Independent Directors Meeting.
- 4) Non - Executive Directors does not have any material pecuniary relationship or transactions except those mentioned under Related Party Transactions.

**(C) Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.

**(i) Extract of Terms of Reference;**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Mrs. Monica Kanuga, Non-Executive Director is the Chairperson of the Committee and Mr. Shailesh Desai, Independent Non-Executive Director and Mr. Jainand Vyas, Independent Non-Executive Director are other Members of the Committee. Mr. Harsh Hirpara, Company Secretary acts as the Compliance Officer to the Committee meeting.

The Committee met two times during the year on 13th May, 2023 and 8th November, 2023. The necessary quorum was present for all the meetings.

Details of Investors' complaints received and redressed during the year 2023-24 are as follows:

No. of Shareholders' complaints received: Nil

No. not solved to the satisfaction of shareholders: Nil

No. of pending complaints: Nil

**(ii) Meetings and attendance during the year**

Name	Position	Number of meetings during the year 2023-24	
		Held	Attended
Mrs. Monica Kanuga	Chairman	2	2
Mr. Jainand Vyas	Member	2	2
Mr. Shailesh Desai	Member	2	2

**(D) CSR Committee:**

The Company has dissolved the Corporate Social Responsibility (CSR) Committees with effect from May 18, 2021. The functions of CSR Committee provided under this section have been discharged by the Board of Directors of the Company.

The Company has CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act. Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy and monitor the CSR Policy.

**(E) INFORMATION RELATING TO GENERAL BODY MEETINGS:**

**a. Annual General Meeting**

Financial Year	Date	Time	Venue
2022-2023	26th August, 2023	04.00 P.M	Through Video Conferencing ("VC")
2021-2022	27 <sup>th</sup> September, 2022	04.00 P.M	Through Video Conferencing ("VC")
2020-2021	29 <sup>th</sup> September, 2021	04.00 P.M	Through Video Conferencing ("VC")

**(b) Extra Ordinary General Meeting:** No Extra - Ordinary General Meeting of the members was held during the year 2023-24.

- i) Postal Ballot: No Special Resolution was passed through Postal Ballot during the year 2023-24.
- ii) The following Special Resolutions were passed in last three Annual General Meetings:

Date of Meeting	Resolutions
26th August, 2023	- Continuation of Directorship of Mr. Ambar Patel as a Managing Director after attending the age of 70 years.
27th September, 2022	- No Special Resolution was passed
29th September, 2021	- Re-appointment of Mr. Ambar Patel as a Managing Director

**(c) Means of communication:**

i.	Quarterly results :	: The quarterly, half yearly and annual results of the Company are published in leading newspapers in India and are displayed on the website of the Company.
ii.	Newspapers wherein results are normally published	: "Indian Express" in English "Financial Express" in local language, i.e. Gujarati editions
iii.	Website, where displayed :	: <a href="https://www.shilpgravures.com">https://www.shilpgravures.com</a>
iv.	Displays official news releases :	: Yes
v.	The presentations made to institutional investors or to the analysts	: No

**(d) General shareholder information:**

1.	Annual General Meeting:	Saturday 21st September, 2024 at 1:00 P.M., The AGM will be held through Video Conferencing.
2.	Financial Year:	2023-2024
3.	Dividend Payment Date:	On or after 30th September, 2024
4.	Listing on Stock Exchanges:	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
5.	Stock Code/ Symbol:	Stock Code - 513709, Stock Symbol - SHILGRAVQ, ISIN - INE960A01017
6.	Market price data - high, low during each month in last financial year:	Please see Annexure 'A'
7.	Share Performance of the Company in comparison to BSE Sensex:	Please see Annexure 'B'
8.	In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not applicable

9.	Registrar and Share Transfer Agent:	M/s. Link Intime (India) Private Limited 5th Floor, 506 to 508, Amarnath Business Centre - 1 (ABC -1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C.G. Road, Navrangpura, Ahmedabad -380009 Email: ahmedabad@linkintime.co.in Website: <a href="https://www.linkintime.co.in">https:// www.linkintime.co.in</a>
10.	Share Transfer System:	In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI has fixed March 31, 2022 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.
11.	Distribution of shareholding as on March 31, 2024:	Please see Annexure 'C'
12.	Dematerialization of Shares and Liquidity:	As on 31st March, 2024, 60,01,200 shares (97.58%) are held in dematerialized
13.	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:	Not applicable
14.	Commodity price risk or foreign exchange risk and hedging activities:	Not applicable
15.	Plant Location	Shilp Gravures Limited: Factory & Registered Office: 778/6, Pramukh Industrial Estate, Sola - Santej Road, Village Rakanpur, Taluka Kalol, Dist. Gandhinagar - 382 722, Gujarat, India.
16.	Address of Correspondence:	Shilp Gravures Limited:  778/6 Pramukh Industrial Estate, Sola - Santej Road, Village Rakanpur, Tal. Kalol, Dist. Gandhinagar - 382 722, Gujarat, India, Tel. No.: +91 2764 286323, Fax No. : +91 2764 286335 E-mail address for Investor Services: purvipatel@shilpgravures.com Website: <a href="https://www.shilpgravures.com">https://www.shilpgravures.com</a>
17.	List of Credit Rating obtained by the entity during financial year	The Company has not obtained any credit rating during financial year

#### 4. OTHER DISCLOSURES:

- i. During the financial year ended March 31, 2024, the Company had no materially significant related party transaction, which is considered to have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Notes to the Annual Financial Statements.
- ii. The equity shares of the Company are listed on BSE Limited, Mumbai and the Company has complied with all the applicable Regulations of capital markets and no penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- iii. The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a vigil mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee. The Whistle Blower Policy is placed on the website of the Company <https://www.shilpgravures.com/investorsrelations/policies>.
- iv. The policy for determining material subsidiary available on the website of the Company <https://www.shilpgravures.com/investorsrelations/policies>.
- v. The police for dealing with related party transaction available on the website of the Company <https://www.shilpgravures.com/investorsrelations/policies>.
- vi. The Company is not carrying on any Commodity Business and has also not undertaken any hedging activities, hence same are not applicable to the Company.

- vii. The Company has not raised any funds through preferential allotment or qualified institution placement during the financial year ended March 31, 2024.
- viii. A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to Corporate Governance Report.
- ix. There has been no such incident where the board has not accepted any recommendation of any committee of the board during the year under review.
- x. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor given in Notes to the financial Statement.
- xi. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr.	Particulars	No.
1	Number of complaints on Sexual harassment received during the year	NIL
2	Number of Complaints disposed off during the year	NIL
3	Number of cases pending as on end of the Financial Year	NIL

- xii. Disclosure in relation listed and its subsidiaries of "Loans and Advances in the nature of loans to firms/Companies in which directors are interested given in Notes to the financial Statement.
- xiii. Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund: Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").  
Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to an unpaid dividend account shall also be transferred to IEPF Authority. In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends /shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website (<https://www.shilpgravures.com/investorsrelations/shareholdersinformation/unclaimeddividend>).
- xiv. The Company has one (1) wholly owned material subsidiary (WOS) Company. The Subsidiary's Financial statements, in particular investments made by unlisted subsidiary, if any, are reviewed quarterly by the Audit Committee, Minutes of subsidiary are placed before the Board regularly and a statement of significant transactions and arrangements, if any, entered into by the Company's subsidiary is presented to the Board at its meetings.

5. The Company has complied with the requirements of Schedule V Corporate Governance Report sub paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Details of compliance with mandatory requirements and adoption of Discretionary Requirements.

- (a) The Board - The Company does not have a regular Chairperson.
- (b) Shareholder Rights- Half-yearly and other quarterly financial statements are published in newspapers and uploaded on Company's website [www.shilpgravures.com](http://www.shilpgravures.com)
- (c) Modified opinion(s) in audit report - The Company has a regime of unqualified financial statements. Auditors have raised no qualification on the financial statements. But auditors have made a remark regarding audit trail - During the year under review, the company has used accounting software for maintaining its books of accounts, which does not have the feature of recording an audit trail of each and every transaction and creating an edit log of each change made in books of accounts along with the date when such changes were made. Consequently, the Board of Directors has clarified that due to some software glitch there was a problem with creating an edit log during the year 2023-2024. The problem was solved and now the software is recording an audit trail of each and every transaction and creating an edit log of each change made in the books of accounts along with the date when such changes were made.
- (d) Separate post of Chairperson and the Managing Director or the Chief Executive Officer - The Company does not have a regular chairperson. The Company has the separate post of Managing director and Chief Executive Officer.
- (e) Reporting of Internal Auditor- The Internal Auditor of the Company reports to the Audit Committee.

7. The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 - The Company has complied with and disclosed all the mandatory corporate governance requirements mentioned under Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

#### 8. CEO and CFO Certification

The Chief Executive Office and Chief Financial Officer of the Company have certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the year ended 31<sup>st</sup> March, 2024 is enclosed to Corporate Governance Report.

9. Declaration signed by Chief Executive Officer stating that members of the Board of directors and senior management personnel have affirmed with the compliance with code of conduct of board of directors and senior management is enclosed to corporate governance report.

10. Compliance certificate from statutory auditors regarding compliance of condition of corporate governance is enclosed to corporate governance report.

**11. Fees paid to Statutory Auditors and network firm/entities**

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Shah & Shah Associates, Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part is as under:

Fees paid to	Amount (in Lacs)
Statutory Auditors Fees including Subsidiary Auditors (includes Audit fee, certification fees and reimbursement of expenses)	11.89
Other network entities	NIL

**ANNEXURE – A**

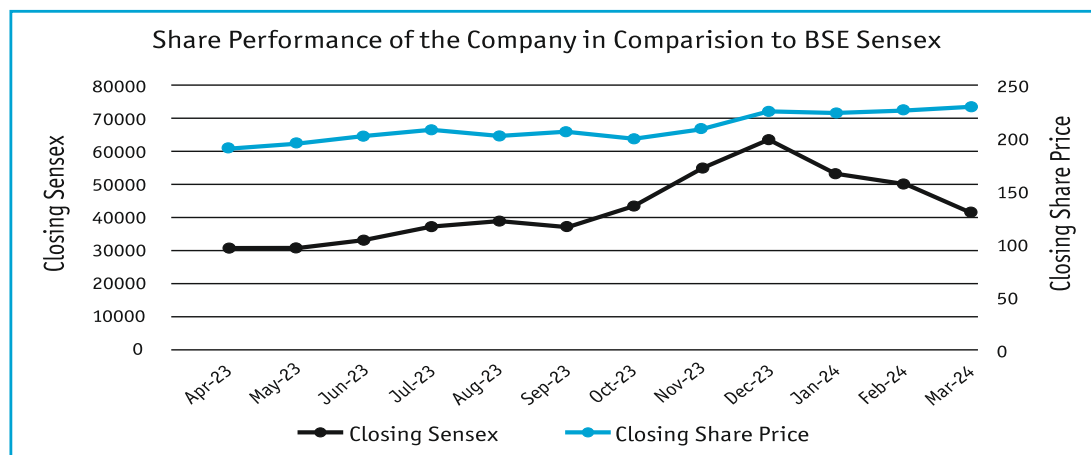
**Market price data of the Company's shares traded on BSE Limited (BSE) during the financial year 2023-24**

Monthly High and Low (based on daily closing prices) of the Company's Equity shares traded at BSE Limited and its performance in comparison to BSE SENSEX for the financial year ended 31<sup>st</sup> March, 2024 is given below:

Month	SGL (High)	SGL (Low)	BSE (High)	BSE (Low)
April - 2023	100.95	89.5	61209.46	58793.08
May - 2023	109.75	93.01	63036.12	61002.17
June - 2023	112	90.71	64768.58	62359.14
July - 2023	131.7	101.25	67619.17	64836.16
August - 2023	140	111.05	66658.12	64723.63
September - 2023	127.5	113.5	67927.23	64818.37
October - 2023	154.05	114.5	66592.16	63092.98
November - 2023	207	132.05	67069.89	63550.46
December - 2023	208	167.4	72484.34	67149.07
January - 2024	206	160.2	73427.59	70001.6
February - 2024	189.8	157.15	73413.93	70809.84
March - 2024	155	128.1	74245.17	71674.42

**ANNEXURE – B**

**Share Performance of the Company in comparison to BSE Sensex:**



**ANNEXURE – C**

**The distribution of shareholdings as on 31<sup>st</sup> March, 2024 is as under:**

Sr.	Shares Range	Number of Shareholders	% of Total Shareholders	Shares	% of Total Share Capital
1	1-500	5600	88.70	657098	10.68
2	501-1000	331	5.24	269915	4.38
3	1001-2000	173	2.74	257260	4.18
4	2001-3000	79	1.25	201306	3.27
5	3001-4000	30	0.47	106574	1.73
6	4001-5000	26	0.41	122553	1.99
7	5001-10000	34	0.53	240023	3.90
8	10001-above	40	0.63	4295071	69.84
<b>Total</b>		<b>6313</b>	<b>100.00</b>	<b>6149800</b>	<b>100.00</b>

### Shareholding pattern as on 31<sup>st</sup> March, 2024:

Category	No. of Shares	(%) of total capital
Other Bodies Corporate	47503	0.77
Foreign Promoters	1770440	28.78
Hindu Undivided Family	90868	1.47
Non Resident Indians	84337	1.37
Non Resident (Non Repatriable)	20897	0.33
Public	2062614	33.53
Promoters	1969867	32.03
Relatives Of Director	1100	0.01
Trusts	561	0.00
Body Corporate - Ltd Liability Partnership	6700	0.10
Investor Education And Protection Fund	94913	1.54
<b>Grand Total</b>	<b>6149800</b>	<b>100.00</b>

### Chief Executive Officer and Chief Financial Officer Certification

To,  
The Board of Directors  
Shilp Gravures Limited

We, Mr. Roshan Shah, Chief Executive Officer and Mr. Rajendra Gandhi, Chief Financial Officer of the Company, hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the audit committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Shilp Gravures Limited**

**Mr. Roshan Shah**  
Chief Executive Officer

Place: Rakanpur  
Date: May 18, 2024

**For Shilp Gravures Limited**

**Mr. Rajendra Gandhi**  
Chief Financial Officer

Place: Rakanpur  
Date: May 18, 2024

## DECLARATION BY CHIEF EXECUTIVE OFFICER

As provided under Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2024.

For Shilp Gravures Limited

**Mr. Roshan Shah**  
Chief Executive Officer

Place: Rakanpur  
Date: May 18, 2024

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of  
**SHILP GRAVURES LIMITED**

We have examined the compliance of conditions of corporate governance by SHILP GRAVURES LIMITED ('the Company') for the year ended on 31<sup>st</sup> March 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

### Management's Responsibility

The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

### Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31<sup>st</sup> March 2024.

We 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.

### Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For SHAH & SHAH ASSOCIATES  
Chartered Accountants  
(FRN: 113742W)

Place: Ahmedabad  
Date: May 18, 2024

**SUNIL K. DAVE**  
PARTNER  
(Membership No. 047236)  
(UDIN : 24047236BJXDA926)

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS OF SHILP GRAVURES LIMITED

(CIN: L27100GJ1993PLC020552)

[Pursuant to clause (i) of Point (10) of Para C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members of

**Shilp Gravures Limited**

778/6, Pramukh Industrial Estate, Sola-Santej Road,  
Village: Rakanpur, Taluka: Kalol, Gandhinagar-382722  
Gujarat, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shilp Gravures Limited (CIN: L27100GJ1993PLC020552) and having registered office at 778/6, Pramukh Industrial Estate, Sola-Santej Road, Village: Rakanpur, Taluka: Kalol, Gandhinagar-382722, Gujarat, India (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In 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) 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 of the Company as stated below for the Financial year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr.No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Ambar J. Patel	00050042	29.10.1993
2.	Mr. Shailesh C. Desai	00169595	2.12.2003
3.	Mr. Jainand G. Vyas	02656340	8.8.2009
4.	Mrs. Monica H. Kanuga	06919996	26.7.2014
5.	Dr. Baldev Patel	00107161	31.1.2020
6.	Mr. Padmin Buch	03411816	31.1.2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of 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.

Place : Ahmedabad

Date: May 18, 2024

Name of PCS : **Monica Kanuga**

FCS No. : 3868

C P No. : 2125

UDIN : F003868F000367275



**ECONOMIC SCENARIO AND OUTLOOK :****GLOBAL**

Global growth proved surprisingly resilient in 2023, with lower energy prices and fading supply chain pressures helping inflation to decline more quickly than anticipated. However, recent indicators point to some moderation of growth. In the absence of further adverse supply shocks, cooling demand pressures should allow headline and core inflation to fall further in most economies. By the end of 2025, inflation is projected to be back to target in most G20 countries. Geopolitical risks remain high, particularly concerning the ongoing conflict in the Middle East. Further upside surprises in inflation could lead to sharp corrections in financial asset prices, as the market may anticipate higher treasury yields for extended periods. According to the IMF, global growth is projected at 3.2% in 2024 and 3.2% in 2025.

**INDIA:**

The Indian economy underwent significant structural reforms during the period 2014-2024, boosting its macroeconomic foundations. These measures propelled India to become the fastest-growing economy among G20 nations. Further, efficient handling of the COVID-19 pandemic and recent geopolitical challenges has ensured that the Indian economy outperforms its global peers. Current estimates suggest a growth of 8.2% in 2023-24, building on the impressive 9.1% (FY22) and 7.2% (FY23) growth in the preceding two years. It is commendable that India is expected to post a GDP growth rate of over 7.0% for the third year in a row.

**OUTLOOK:**

According to the International Monetary Fund, Indian economy is projected to deliver robust growth of 6.8% for 2024, highest amongst the emerging economies, driven by strong domestic demand and healthy consumption growth supported by an improvement in labour market conditions, increasing consumer confidence, an expected recovery in rural demand and higher purchasing power with moderating of inflation. In the Union Budget for FY2023-24, the government announced a 33% increase in capex allocation to INR 10 trillion, which is expected to boost private investments. The Budget has also targeted a lower fiscal deficit in FY2023-24 at 5.9% and the government has committed to bring it down to below 4.5% by FY2025-26.

Risks to the outlook remain with weakness in the global economy impacting exports, volatility in food and crude oil prices, slowdown in private consumption and aggressive monetary tightening by global central banks to moderate inflation.

**INDUSTRY STRUCTURE AND DEVELOPMENT****PACKAGING INDUSTRY:**

The global packaging industry continues to grow mainly driven by an increasing demand from the FMCG, Food and Beverage, Retail, Tobacco, E-Commerce, and Healthcare industries.

Over the past few years, India has maintained its position as one of the fastest growing economies in the world, and consequently consumption of packaging products has also grown. Given the environmental impact of packaging materials and the plastic waste crisis, consumers world-wide are demanding the use of eco-friendly / recyclable packaging. Accordingly, all manufacturers are looking towards opportunities to innovate and manufacture more sustainable packaging products, and the organisations who will be capable of such offerings will win.

The India Packaging Market size is estimated at USD 84.37 billion in 2024, and is expected to reach USD 142.56 billion by 2029, growing at a CAGR of 11.06% during the forecast period (2024-2029)<sup>1</sup>. The demand for packaging in India has expanded drastically, spurred by the rapid growth in consumer markets, especially in processed food, personal care, and pharmaceutical end-user industries. Packaging is India's one of the fastest growing sectors. Over the last few years, the industry has been a key driver of technology and innovation, contributing to various manufacturing sectors, including agriculture and the fast-moving consumer goods (FMCG) sectors. The packaging industry is driven by the factors such as rising population, increasing income levels, and changing lifestyles are anticipated to drive consumption across various industries leading to higher demand for packaging product solutions. Moreover, demand from the rural sector for packaged products is fueled by the growing media penetration through the internet and television.

The rise of the Indian middle class, the rapid expansion of organized retail, the growth of exports, and India's rising e-commerce sector is further facilitating growth.

1 Source: <https://www.mordorintelligence.com/industry-reports/packaging-industry-in-india>.

**Key Market Trends**

The retail industry in India is one of the fastest-growing in the world. The retail industry is developing in tier1 and tier-2 cities, in addition to major cities and metros in the country. Factors such as transforming demographic profiles, rising disposable incomes, growing urbanization, and changing consumer tastes and preferences are driving the growth of the organized retail market in India.

The primary factor boosting the growth of the market is the shift of consumers, especially millennials, from traditional retail to online channels.

In addition, increasing consumer awareness about FMCG products and the regular launch of new products by manufacturers is the major factor expected to drive the growth of the FMCG market. Furthermore, the increasing trend of online shopping and expansion of the FMCG network in rural areas of developing countries are expected growth opportunities for the FMCG market. Therefore, the growing retail sector in India will increase the demand for flexible packaging, thereby, driving the growth of the India flexible packaging market.

Globally, the packaging industry sector has positioned itself as one of the fastest growing industry across all countries. The industry is worth over \$ 917 billion (in 2019), growing at CAGR 2.8% to reach to \$ 1.05 trillion by 2024. Packaging is an emerging science, an emerging engineering discipline, and a successful contributor to major industries such as pharmaceutical, FMCG and electronics. Packaging is the world's third largest industry following the food industry (1st) and energy (2nd) and the only industry that has to do with every single product produced in an economy.

With advancement in technology and general awareness, the packaging sector in India is well poised as most of the raw materials for packaging are abundantly available in the country. Moreover, the per capita spending has increased tremendously, leading to changing rural markets and a growing middle class who demand the best of products. Various upgraded technologies are being used in industry such as aseptic packaging, retort packaging and biodegradable packaging to enhance the life of food product. The paper packaging industry stands at 7.6 million tons. The packaging industry is poised to grow rapidly led by the increasing use of innovative packaging equipment and the rising flexible packaging market.

#### **GRAVURE INDUSTRY:**

Gravure is used for labels, cartons, packaging, gift-wrap, wall and floor coverings, and a variety of precision coating applications. In the face of uncertain economic times, the gravure market is striving to maintain margins and market share while focusing on technological advances to drive growth.

Gravure printing is characterized by excellent print quality and high printing speed. Its further advantages are that it involves a simple printing process, accurate ink use, and the flexibility of printing machine structures. Gravure printing, due to several technological innovations, now belongs to innovative technologies. The market of packaging materials is the largest segment of gravure printing, and a further increase is forecast. In this chapter, the bases of gravure printing process (ink transfer, drying, gravure cylinder, doctor blade, impression cylinder, characteristics of the prints) and the characteristics of gravure printing inks are presented. The up-to-date methods of gravure cylinder production and the characteristics of the structure of gravure printing machines are touched on, and finally the areas of the development of gravure printing are dealt with.

Your Company serves complete cross-section of the gravure industry such as: Flexible Packaging, Anilox Rollers, PVC Flooring, Decorative Laminates, Specialty Coatings, Artificial Leather, Gift Wrapper, Security printing and Transfer printing etc. India has an advantage of large volume consumption of consumer products and therefore gravure is the most preferred technology to handle such volumes due to economy of scale, availability of skilled manpower and high quality printing.

Your company continues to cater the Indian Packaging Industry with its dedicated endeavors which in turn stimulates the growth of the Company in the future. Your company has been investing in training the manpower and upgrading the technology from time to time to keep the pace with the changing trends.

#### **FLEXO PRINTING INDUSTRY:**

The global flexographic printing market size was estimated at USD 8.84 billion in 2023 and is expected to grow at a CAGR of 4.1% from 2024 to 2030. Flexographic printing, also known as flexo printing, is a versatile and widely used printing method that has been gaining increasing popularity due to several key advantages it offers over other printing techniques. Flexographic printing presses can operate at high speeds, making them suitable for producing large quantities of printed material quickly. This is crucial for industries that require rapid turnaround times, such as packaging and labeling. Additionally, flexographic printing uses inks that are formulated for high-speed drying, which contributes to faster production times and lower energy consumption.

Technological advancement is a key trend gaining popularity in the flexographic printing market. Major companies operating in the flexographic printing sector are focused on developing new technological solutions to meet consumer demand and strengthen their position.

#### **Key Highlights:**

Flexographic printing continues to be one of the fastest growing print processor and is no longer reserved for printing specialty items. The ability of flexography to print on a variety of substrates allows the process to be used for a wide range of printed products. Food packaging is an important market because of the ability of flexography to print on non-porous substrates.

This ability makes it useful for printing on plastic bags, as well. The process is ideal for publishing packaging, wallpaper, calendars, books, laminated tetra packs, and food packaging. The material that receives the print, known as the substrate, can be paper, card, polymers, textiles, and even metalized films (polymers coated with a thin layer of metal).

### **Flexographic Printing Market Trends:**

Flexographic printing is quick drying and able to use non-toxic inks. These factors make flexographic printing accessible in the printing of food packaging for food packaging as well. It can primarily be used on packaging like milk cartons, food containers, beverage containers, and disposable cups and containers.

The rising consumer demand for packaged products due to changing eating habits and lifestyles may significantly impact the market for flexographic printing of folding cartons in food packaging. Due to high barrier properties, shelf life, and consumer safety, a rise in per capita disposable income and a growing population will aid in product demand. Printing used on a variety of packaging materials. Direct printing is possible on plastic, paper, board, and cork.

Flexographic printing has been used to print folding cartons for many years, but it has only been in the last few years that the industry has begun to use central impression presses for this application. Pizza cartons are an example of the type of work that was originally relegated to the flexoprocess. The ability to print multi colors in close registers on the wide web, on the other hand, has made the process more appealing to other point of purchase folding carton applications.

### **OPPORTUNITIES, THREATS AND CONCERNS:**

The volatility in raw material prices is a major challenge impeding market growth.

The different types of packaging materials used for the packaging of food include plastic, glass, metals, and paper. For example, the cartons used in food packaging are produced either from recycled fiber or virgin fiber. The prices of both recycled fiber and virgin fiber fluctuate constantly, which is a major concern for end-users such as carton producers. The instability in the price of raw materials will result in increased production cost and reduced profit margins.

The prices of packaging raw materials such as paper and paper products that are used to manufacture corrugated packaging solutions are also expected to fluctuate. In addition, aluminum, a key raw material used in manufacturing food cans, is also exhibiting continuous price fluctuations. Hence, the above-mentioned factors are expected to hinder the growth of the India flexible packaging market in focus.

However, despite the challenges often presented by flexible packaging in terms of consistent recycling channels, the format remains a preferred choice for brands, retailers and consumers. In coming years, the Indian packaging industry will see substantial growth. The increasing awareness regarding clean water, safe food, and pharmaceuticals along with adoption of next gen digital technologies will aggressively penetrate and drive the Indian packaging industry".

### **The next decade:**

In the coming decade, India will focus on transitioning this industry towards sustainability. The implementation of single-use plastic ban policy along with a focus on recycling and biodegradability will bring about a major transformation in this sector. Currently, the Indian packaging industry consumes more polymers compared to the global average. This creates a unique opportunity for India to drive this industry towards sustainability, bio-based/paper-based packaging.

The packaging sector has a much wider exposure to other sectors of our economy. The growth of these sectors in the coming decade will have a combined effect to take this sector to new heights. The Government of India recognised the potential of this sector and released a slew of policies like the single use plastic ban policy, profit linked tax incentive for food packaging, adoption of the National Packaging Initiative, to further incentivise innovation in this sector. There has also been a rise in material technology research-based start ups to create new sustainable packaging materials.

The presence of large number of players in the market and entry of new entrants in the flexible packaging market is projected to intensify the market competition. The market competition is seen on the basis of price, quality, services, and innovation. The leading players in the market putting efforts by introducing innovative and bio-based packaging materials.

### **Environmental Consciousness**

With environmental awareness rising globally, there is a strong momentum towards sustainable solutions. Stakeholders across the value chain are voicing their concerns regarding the use of plastic packaging and organizations are realigning themselves in this direction. However, there are teething challenges the market is facing in providing these sustainable solutions.

The investment required for the research of these solutions is high. This has limited the number of available eco-friendly options. Also, these solutions come at an added cost which neither the industry nor the consumer is prepared to absorb. This is making manufacturers wary of investing in the production of packaging that might not fetch the markup price. Importing again is cost-intensive.

## Solving Industry Challenges with Technology

Most of these challenges can be solved with technology, to form a tightly knit and integrated system. However, with technology, an all-embracing approach would be necessary. Every stage of the procurement process will need automation. Business leaders can empower their teams with visibility of their supply chain in real-time. This would help them absorb demand fluctuations faster.

The industry has immense potential in terms of manufacturing capacity. This combined with an automated supply chain system can create a sustainable ecosystem that can be used by generations to come. Digitalization of the supply chain is what will enable the packaging industry to operate at full potential. And that's a mission every individual at Bizongo is working towards developing.

**SEGMENT WISE PERFORMANCE:** As on March 31, 2024, the Company has only two reportable segments, that of i) manufacture of engraved copper rollers and ii) energy generation through wind mill. The segment revenue, results, assets, and liabilities include the respective amounts identifiable to each of the segment and amount allocated to it. The figurative parameter in detail is provided in Note no. 45 (Segment Reporting) in the Note to Financial Statements.

**FINANCIAL PERFORMANCE:** An overview of the financial performance is given in the Board's Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

### KEY FINANCIAL HIGHLIGHTS:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operation	7769.87	7695.24	8747.97	8719.97
EBITDA	1918.22	1481.72	2003.19	1589.45
Profit after Tax (PAT)	1121.08	757.04	1141.84	780.92
Basic/Diluted Earnings per share	18.23	12.31	18.57	12.70

### KEY FINANCIAL RATIOS (STANDALONE):

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations:

Ratios	2023-24	2022-23	%change
Debtors Turnover	56.91 (days)	68.20 (days)	-18.05
Inventory Turnover	98.46 (days)	105.92(days)	-7.30
Interest Coverage Ratio <sup>1</sup>	59.17	39.78	39.19
Current Ratio	5.16	5.15	0.19
Operating Profit Margin <sup>2</sup>	7.73	11.62	-40.21
Net Profit Margin <sup>3</sup>	14.43	9.84	37.82
Return on Network <sup>4</sup>	11.45	8.60	28.51

<sup>1</sup> Increase in inventory turnover on account of increase in Earnings.

<sup>2</sup> Decrease in operating profit margin is affected by increase in raw material prices and other related factors.

<sup>3</sup> Increase in net profit margin is due to increase in net profit of the Company

<sup>4</sup> Increase in return on network is driven by the improved performance of the Company.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has laid down internal financial controls. The policies and procedures adopted by the Company ensure orderly and efficient conduct of its business, safe-guarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable information.

Your Company have an Audit Committee and has met four times in the year. Audit Committee ensures proper compliance with the provisions of the Listing Regulations, Companies Act, reviews the adequacy and effectiveness of the internal control environment and monitors implementation of internal audit recommendations. Besides the above, Audit Committee is actively engaged in overseeing financial disclosures. The recommendations of the Internal Auditors and the Audit Committee are followed up effectively for implementation.

## HUMAN RESOURCES / INDUSTRY RELATIONS:

We took up a year long KAIZEN project in collaboration with KAIZEN Institute in 2022. Wherein we target to train all our employees on KAIZEN (Continuous Improvement) including 5S, Autonomous Maint., Safety & Quality and other such time tested methods so as to enable our employees excel at organizational and personal life.

Keeping in consideration the modern day lifestyle our company Doctor visits have been focussed on educating the employees on prevention and cure of various lifestyle diseases like diabetes, high blood pressure, obesity, etc.

The Company considers its people to be its biggest asset and credits its sustained improvements to their ethics, dedication and energy. It is its endeavour to offer a work environment and HR processes that promote creativity, teamwork, meritocracy, learning and leadership. The Human Resource Management continues to be focused on improving employee productivity, reducing employee cost and building necessary skill sets whilst building employee motivation through varied employee engagement initiatives. Your Company is confident that its Human Capital will effectively contribute to the long-term value enhancement of the organization. The Company continuously nurtures this environment to keep its employees highly motivated, result oriented and adaptable to changing business environment. There exists peaceful and amicable relations with staff and workers at office and plant.

As on 31st March, 2024, Shilp employs more than 434 employees directly and indirectly. It believes that the quality of these employees is the key to its success and is committed to providing necessary human resource development and training opportunities to equip employees with additional skills to enable them to adapt to contemporary technological advancement and evolving workplace requirements. The focus of any industry is usually on its men and machinery and if these are looked after well then any business is sure to succeed.

## CAUTIONARY STATEMENT:

Statements in the Management Discussion & Analysis Report describing the Company's objectives, projections, expectations, opinion and predictions may please be considered as "forward looking statements" only. Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations should be viewed in light of changes in market conditions, domestic demand and supply conditions, prices of raw materials, economic developments in the country, changes in the government regulations, tax laws and other statutes and such other incidental factors which are material to the business operation of the Company.

For and on behalf of the Board of Directors of  
Shilp Gravures Limited

Place: Rakanpur  
Date: 10<sup>th</sup> August, 2024

<b>Ambar Patel</b> (Managing Director) (DIN:00050042)	<b>Shailesh Desai</b> (Director) (DIN:00169595)
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## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
SHILP GRAVURES LIMITED

### Report on the Ind AS Financial Statements

#### Opinion

We have audited the Ind AS standalone financial statements of **SHILP GRAVURES LIMITED** ('the Company'), which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2024, and its profit (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

#### Other Information

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

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

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

#### Responsibilities of Management and Those Charged with Governance for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act; 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 the board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Standalone financial statements

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

expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with Standards on Auditing ('SAs'), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules 2016.
  - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
- vi. As stated in note 58 of the accompanying financial statements and based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has no feature of recording audit trail (edit log) facility and therefore, the question of instance of the audit trail feature being tampered with does not arise.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For SHAH & SHAH ASSOCIATES**  
Chartered Accountants  
(FRN: 113742W)

**SUNIL K.DAVE**  
PARTNER

Membership Number: 047236

Place : Ahmedabad  
Date: May 18<sup>th</sup>, 2024  
UDIN : 24047236BJZXC6575

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

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

**Report of even date on Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act.**

1. In respect of the company's Property, Plant and Equipment and Intangible assets
  - a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.  
(B) the Company has maintained proper records showing full particulars of intangible assets.
  - b) As explained to us, all the Property, Plant and Equipment and right-of-use assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) Pursuant to lease deed agreement entered into by the company with lessors, the company had acquired immovable property i.e. Land and building on lease hold basis and therefore the question of title deeds of immovable properties in the name of the company does not arise.
  - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.



- e) As explained to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. (a) As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. The discrepancies noticed on physical verification during the year have been properly dealt with in the books of accounts.
- (b) As disclosed in note no 25(ii) to the financial statements, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, from bank on the basis of security of current assets and the quarterly returns or statements filed by the company with such bank are generally in agreement with the books of accounts of the company.
3. The Company has made investments in and granted unsecured loans to a subsidiary company. The aggregate amount during the year and balance outstanding at the balance sheet date with respect to such investments and loan to a subsidiary are as per the table given below:

(₹ in lacs)

Particulars	Investments	Loan
Aggregate amount granted/ provided during the year* to Subsidiary	Nil	180.00
Balance outstanding as at balance sheet date* in respect of the loan to Subsidiary	448.48	536.50
*(Also refer Notes the standalone financial statements)	7	8 &16

- (b) As explained to us, in respect of the aforesaid investments and loan granted, the terms and conditions under which such investments were made/ loans were provided are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, repayment of principal and receipt of interest thereon were regular.
- (d) In respect of the aforesaid loan, there is no amount which is overdue for more than ninety days.
- (e) There was no loan which fell due during the year and were renewed or extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
- (f) The company has not granted any loans other than stated in clause 3(b) above, the clause 3(f) of the order is not applicable to the company.
4. In our opinion and according to the information and explanations given to us, during the year under review, the company has granted loans or made investments to the parties covered under Section and 186 of the Act. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 186 of the Act in respect of the loans and investments made by it.
5. According to the information and explanations given to us, the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015.
6. In respect of business activities of the Company, The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including Goods and service tax, Provident fund, Employees' State Insurance, Income tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, cess and any other statutory dues with the appropriate authorities wherever applicable. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
- b) According to the information and explanation given to us, there are no dues of Goods and Service Tax, sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute except for the following:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ in Lakhs)	Amount Unpaid (₹ In Lakhs)
Service Tax	Service Tax	Commissioner appeal of Custom, Excise & Service tax	F.Y.2012-13 to 2016-17	6.29	6.29
Income Tax Act- 1961	Income Tax	Income Tax Appellate Tribunal- Ahmedabad	Asst.Year- 2015-16	3.14	3.14

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. (a) Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon from any lender.  
 (b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.  
 (c) The Company has applied term loan for the purpose for which the loans were obtained.  
 (d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.  
 (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.  
 (f) On an overall examination of the financial statements of the Company, the company has not raised loans during the year on the pledge of securities held in subsidiaries.
10. (a) The company has not raised money by way of initial public offer or further Public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.  
 (b) During the year under review, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
11. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management  
 (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.  
 (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. The Company has entered in to transactions with related parties in compliance with Sections 177 and 188 of Act. The details of such related party transactions have been disclosed in the standalone Ind AS financial statements as required under Accounting Standard (AS) 24, Related Party Disclosures specified under Section 133 of the Act.
14. (a) As explained to us and in our opinion, the Company has adequate internal audit system commensurate with the size and the nature of its business.  
 (b) We have considered power point presentation/report considered by the Board of Directors of the company for the period under audit.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company.
16. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b), (c) and (d) of the Order are not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than on-going projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.  
 (b) There is no on-going projects as at 31st March, 2024 in respect of which the Company is required to transfer unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.
21. There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

**For SHAH & SHAH ASSOCIATES**  
Chartered Accountants  
(FRN: 113742W)

**SUNIL K.DAVE**  
PARTNER

Membership Number: 047236

Place : Ahmedabad  
Date: May 18, 2024  
UDIN : 24047236BJZXC6575

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

(Referred to in paragraph 2(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 **SHILP GRAVURES LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

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

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

#### 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 standalone 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 standalone 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, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SHAH & SHAH ASSOCIATES**

Chartered Accountants  
(FRN: 113742W)

**UNIL K. DAVE**  
PARTNER

Membership Number: 047236

Place: Ahmedabad  
Date: May 18, 2024  
UDIN : 24047236BJZXC6575

**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2024**

(₹ in Lacs)

PARTICULARS	NOTES	AS AT 31 <sup>ST</sup> MARCH, 2024	AS AT 31 <sup>ST</sup> MARCH, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a)Property, plant and equipment	4	4,565.62	4,071.39
(b)Right-of-use asset	5	56.56	64.91
(c)Capital work-in-progress	6	107.14	246.26
(d)Financial assets			
(i)Investment	7	448.48	448.48
(ii)Loans	8	397.00	409.00
(iii)Other financial assets	9	63.15	63.15
(e)Income tax assets (net)	10	250.33	215.78
(f)Other non-current assets	11	27.96	17.37
<b>Total non-current assets</b>		<b>5,916.24</b>	<b>5,536.34</b>
<b>Current Assets</b>			
(a)Inventories	12	704.61	686.79
(b)Financial assets			
(i)Investments	13	3,056.89	2,339.00
(ii)Trade receivables	14	1,323.62	1,426.86
(iii)Cash and cash equivalents	15 A	200.72	50.84
(iv)Other balances with bank	15 B	15.77	16.85
(v)Loans	16	139.50	102.00
(vi)Other financial assets	17	0.05	1.31
(c)Other assets	18	87.48	58.76
<b>Total current assets</b>		<b>5,528.64</b>	<b>4,682.41</b>
<b>Total assets</b>		<b>11,444.88</b>	<b>10,218.75</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a)Share capital	19	614.98	614.98
(b)Other equity	20	9,174.20	8,185.46
<b>Total equity</b>		<b>9,789.18</b>	<b>8,800.44</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a)Financial liabilities			
(i)Lease liabilities	21	62.34	70.03
(b)Employee benefit obligations	22	16.39	14.58
(c)Deferred tax liabilities (net)	23	505.45	424.65
<b>Total non-current liabilities</b>		<b>584.18</b>	<b>509.26</b>
<b>Current Liabilities</b>			
(a)Financial liabilities			
(i)Borrowings	24	261.83	82.54
(ii)Lease liabilities	25	7.69	7.04
(iii)Trade payables	26		
(iiia)Total outstanding due of Micro and small enterprises		0.63	30.44
(iiib)Total outstanding due of creditors other than Micro and small enterprises		612.69	538.27
(iv)Other financial liabilities	27	143.87	192.49
(b)Employee benefit obligations	28	18.46	17.90
(c)Other liabilities	29	26.35	40.37
<b>Total current liabilities</b>		<b>1,071.52</b>	<b>909.05</b>
<b>Total equity and liabilities</b>		<b>11,444.88</b>	<b>10,218.75</b>
<b>Significant accounting policies</b>	2 & 3		
<b>The accompanying notes to the standalone financial statements</b>	4 to 60		

As per our report of even date attached

 For and on behalf of the Board of Directors of  
**Shilp Gravures Limited**  
 CIN: L27100GJ1993PLC020552

**For Shah & Shah Associates**

 Chartered Accountants  
 Firm Registration No. - 113742W

**Ambar J. Patel**  
 Managing Director (DIN No. - 00050042)

**Shailesh C. Desai**  
 Director (DIN No. - 00169595)

**Sunil K. Dave**

 Partner  
 Membership No. 047236

**Rajendra Gandhi**  
 Chief Financial Officer

**Roshan Shah**  
 Chief Executive Officer

**Harsh Hirpara**  
 Company Secretary

 Place : Ahmedabad  
 Date : 18<sup>th</sup> May, 2024

 Place : Rakanpur  
 Date : 18<sup>th</sup> May, 2024

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024**

(₹ in Lacs)

PARTICULARS	NOTE	YEAR ENDED 31 <sup>ST</sup> MARCH, 2024	YEAR ENDED 31 <sup>ST</sup> MARCH, 2023
I) Revenue from operations	30	7,769.87	7,695.24
II) Other Income	31	881.42	164.15
<b>III) Total income (I+II)</b>		<b>8,651.29</b>	<b>7,859.39</b>
<b>IV) EXPENSES</b>			
Cost of materials consumed	32	2,579.08	2,453.80
Changes in inventories of finished goods and work-in-progress	33	(11.20)	(0.85)
Employee benefits expense	34	2,721.49	2,434.74
Finance costs	35	25.05	26.60
Depreciation and amortisation expense	36	436.10	423.68
Other expenses	37	1,443.70	1,489.98
<b>Total expenses (IV)</b>		<b>7,194.22</b>	<b>6,827.95</b>
<b>V) Profit before tax (III-IV)</b>		<b>1,457.07</b>	<b>1,031.44</b>
<b>VI) Tax expense</b>	38		
(1)Current tax		253.96	179.17
(2)Excess tax provision for earlier years		-	(2.32)
(3)Deferred tax		82.03	97.55
<b>Total tax expense</b>		<b>335.99</b>	<b>274.40</b>
<b>VII) Profit for the year (V-VI)</b>		<b>1,121.08</b>	<b>757.04</b>
<b>VIII) Other Comprehensive Income ('OCI')</b>			
Items that will not be reclassified to Profit or Loss			
Remeasurement of defined employee benefit plan		(4.42)	6.85
Income tax benefit/(expense) on remeasurement of defined benefit plans		1.23	(1.91)
<b>IX) Total other comprehensive income</b>		<b>(3.19)</b>	<b>4.94</b>
<b>X) Total Comprehensive Income for the year (VII+IX)</b>		<b>1,117.89</b>	<b>761.98</b>
<b>Earnings per equity share (Face value of ₹ 10 each)</b>			
Basic and diluted (In rupees)	39	18.23	12.31
<b>Significant accounting policies</b>	2 & 3		
<b>The accompanying notes to the standalone financial statements</b>	4 to 60		

As per our report of even date attached

**For Shah & Shah Associates**

 Chartered Accountants  
 Firm Registration No. - 113742W

**Sunil K. Dave**

 Partner  
 Membership No. 047236

Place : Ahmedabad

 Date : 18<sup>th</sup> May, 2024

**For and on behalf of the Board of Directors of  
 Shilp Gravures Limited  
 CIN: L27100GJ1993PLC020552**
**Ambar J. Patel**

Managing Director (DIN No. - 00050042)

**Shailesh C. Desai**

Director (DIN No. - 00169595)

**Rajendra Gandhi**

Chief Financial Officer

**Roshan Shah**

Chief Executive Officer

**Harsh Hirpara**

Company Secretary

Place : Rakanpur

 Date : 18<sup>th</sup> May, 2024

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

### A. Equity Share Capital

(₹ in Lacs)

PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Balance at the beginning of the reporting year	614.98	614.98
Changes in equity share capital during the year	-	-
Balance at the end of the reporting year	614.98	614.98

### B. Other Equity

PARTICULARS	Reserves & Surplus			Total (₹ in Lacs)
	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2022 (A)	15.00	1,409.76	6,109.42	7,534.18
<b>Additions during the year :</b>				
Profit for the year	-	-	757.04	757.04
Other comprehensive income for the year net of tax *	-	-	4.94	4.94
<b>Total comprehensive income for the year 2022-23 (B)</b>	-	-	<b>761.98</b>	<b>761.98</b>
<b>Reductions during the year</b>				
Dividends	-	-	(110.70)	(110.70)
Transfer to general reserve	-	25.00	(25.00)	-
<b>Total (C)</b>	-	<b>25.00</b>	<b>(135.70)</b>	<b>(110.70)</b>
<b>Balance as at 31st March, 2023 (D) = (A+B+C)</b>	<b>15.00</b>	<b>1,434.76</b>	<b>6,735.70</b>	<b>8,185.46</b>
<b>Additions during the year :</b>				
Profit for the year	-	-	1,121.08	1,121.08
Other comprehensive income for the year net of tax *	-	-	(3.19)	(3.19)
<b>Total comprehensive income for the year 2023-24 (E)</b>	-	-	<b>1,117.89</b>	<b>1,117.89</b>
<b>Reductions during the year</b>				
Dividends	-	-	(129.15)	(129.15)
<b>Total (F)</b>	-	-	<b>(129.15)</b>	<b>(129.15)</b>
<b>Balance as at 31st March, 2024 (D+E+F)</b>	<b>15.00</b>	<b>1,434.76</b>	<b>7,724.44</b>	<b>9,174.20</b>

\* Other comprehensive income for the year classified under retained earning is in respect of remeasurement of defined benefit plans (net of tax).

Significant accounting policies

The accompanying notes to the standalone financial statements

As per our report of even date attached

#### For Shah & Shah Associates

Chartered Accountants

Firm Registration No. - 113742W

#### Sunil K. Dave

Partner

Membership No. 047236

Place : Ahmedabad

Date : 18<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
Shilp Gravures Limited

CIN: L27100GJ1993PLC020552

#### Ambar J. Patel

Managing Director (DIN No. - 00050042)

#### Rajendra Gandhi

Chief Financial Officer

Place : Rakanpur

Date : 18<sup>th</sup> May, 2024

#### Shailesh C. Desai

Director (DIN No. - 00169595)

#### Roshan Shah

Chief Executive Officer

#### Harsh Hirpara

Company Secretary

**STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024**

(₹ in Lacs)

PARTICULARS	YEAR ENDED 31 <sup>ST</sup> MARCH, 2024	YEAR ENDED 31 <sup>ST</sup> MARCH, 2023
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	1,457.07	1,031.44
Adjustments for :		
Depreciation and amortisation expenses	436.10	423.68
Bad debts written off	3.55	-
Finance cost	25.05	26.60
Interest income from banks	-	(0.04)
Interest income on deposit and ICD	(41.86)	(39.98)
Net gain on sale of current investments	(760.82)	(86.44)
Net gain / loss arising on Mutual Fund Investment measured at FVTPL	(64.62)	131.32
(Gain) / Loss on disposal of Property, Plant and Equipments (net)	2.09	(6.02)
Provision For Expected Credit Loss	0.90	(12.80)
<b>Operating profit before working capital changes</b>	<b>1,057.46</b>	<b>1,467.76</b>
Adjustments for:		
Trade Payables	44.61	(24.11)
Non Current Provisions (Employee benefit obligations)	(2.61)	9.14
Other Current Financial Liabilities	18.66	(1.31)
Current Provisions (Employee benefit obligations)	0.56	4.57
Other Current Liabilities	(14.02)	(54.42)
Adjustments for (increase) / decrease in operating assets:		
Trade Receivables	98.79	(72.27)
Inventories	(17.82)	50.67
Other Non Current Financial Assets	-	1.40
Other Non Current Assets	9.73	(2.69)
Other Current Financial Assets	1.26	(1.28)
Other Current Assets	(28.72)	30.93
<b>Cash Generated from Operations</b>	<b>1,167.90</b>	<b>1,408.39</b>
Direct tax paid (net)	(288.51)	(207.29)
<b>Net cash generated from / (used in) operating activities (A)</b>	<b>879.39</b>	<b>1,201.10</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipments	(876.17)	(246.47)
Proceeds from disposal of Property, Plant and Equipments	3.62	7.97
Income / Loss Received from Mutual Fund net	760.82	86.44
Proceeds from disposal of Mutual Fund	4,764.72	2,055.51
Purchase of investments	(5,417.99)	(2,843.15)
Inter corporate loan to subsidiary	(25.50)	12.00
Interest received from Bank	-	0.04
Interest income on deposit and ICD	41.86	39.98
Balance with bank in unpaid dividend account and Bank Deposit	1.08	(0.12)
<b>Net cash generated from / (used in) investing activities (B)</b>	<b>(747.56)</b>	<b>(887.81)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of non current borrowings	-	(1.51)
Net (decrease) / increase in working capital borrowings	179.29	(151.23)
Interest Paid	(25.05)	(26.60)
Lease liabilities	(7.04)	(6.15)
Dividend Paid	(129.15)	(110.70)
<b>Net cash generated from / (used in) financing activities (C)</b>	<b>18.05</b>	<b>(296.19)</b>

**STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024 (contd...)**

(₹ in Lacs)

PARTICULARS	YEAR ENDED 31 <sup>ST</sup> MARCH, 2024	YEAR ENDED 31 <sup>ST</sup> MARCH, 2023
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>149.88</b>	<b>17.10</b>
Add: Cash and Cash Equivalents at the beginning of the year	50.84	33.74
<b>Cash and cash equivalents at the end of the year</b>	<b>200.72</b>	<b>50.84</b>
<b>Notes to the statement of cash flow</b>		
(a) The above Standalone Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.		
(b) Cash and cash equivalents at the end of the year comprises of		
PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024	AS AT 31 <sup>ST</sup> MARCH, 2023
Cash on hand	1.92	2.18
Cheques/Drafts on hand	-	1.34
Balances with banks in current accounts	198.80	47.32
<b>Cash and cash equivalents in cash flow statement</b>	<b>200.72</b>	<b>50.84</b>

- (c) Disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes under Para 44A as set out in Ind AS 7 "Statement of Cash flows" under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is as under.

Particulars	As at 1 <sup>st</sup> April, 2023	Net cash flows	Changes in fair values	Foreign exchange management	Others	As at 31 <sup>st</sup> March, 2024
Non current borrowings (including current maturities)	-	-	-	-	-	-
Current borrowings	82.54	179.29	-	-	-	261.83
Lease liabilities	77.07	(7.04)	-	-	-	70.03
Interest accrued	-	-	-	-	-	-

Particulars	As at 1 <sup>st</sup> April, 2022	Net cash flows	Changes in fair values	Foreign exchange management	Others	As at 31 <sup>st</sup> March, 2023
Non current borrowings (including current maturities)	1.51	(1.51)	-	-	-	-
Current borrowings	233.77	(151.23)	-	-	-	82.54
Lease liabilities	83.22	(6.15)	-	-	-	77.07
Interest accrued	1.54	(1.54)	-	-	-	-

**Significant accounting policies**

As per our report of even date attached

**For Shah & Shah Associates**

 Chartered Accountants  
 Firm Registration No. - 113742W

**Sunil K. Dave**

 Partner  
 Membership No. 047236

 Place : Ahmedabad  
 Date : 18<sup>th</sup> May, 2024

**For and on behalf of the Board of Directors of  
 Shilp Gravures Limited**

CIN: L27100GJ1993PLC020552

**Ambar J. Patel**

Managing Director (DIN No. - 00050042)

**Rajendra Gandhi**

Chief Financial Officer

 Place : Rakanpur  
 Date : 18<sup>th</sup> May, 2024

**Shailesh C. Desai**

Director (DIN No. - 00169595)

**Roshan Shah**

Chief Executive Officer

**Harsh Hirpara**

Company Secretary



**Notes to Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2024**
**1. Corporate Information**

Shilp Gravures Limited is a public limited company, incorporated in the year 1993 under the provisions of the Companies Act, 1956 having its registered office at 778/6, Pramukh Industrial Estate, Sola-Santej Road, Rakanpur, Tal. Kalol, Gandhinagar – 382721, Gujarat, India. The Company has set up, the first gravure roller manufacturing house in India. The Company is engaged in engraving of rollers using three different engraving technologies i.e. electronic, laser and chemical etching. The engraved rollers are used in printing and packaging industries.

**2. Statement of compliance and basis of preparation and presentation**
**2.1 Statement of compliance**

The Standalone financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

**2.2 Basis of preparation and presentation**

The Standalone financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Standalone financial statements is determined on such a basis, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

**3. Significant Accounting Policies**
**3.1 Revenue recognition**

Revenue from sale of goods and services is measured at the fair value of the consideration received or receivable, net of estimated customer returns, rebates and other similar allowances.

**Sale of goods**

Revenue from the sale of goods is recognised the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods and it is probable that the economic benefits associated with the transaction will flow to the Company

**Rendering of services**

Revenue from rendering of services recognised when services are rendered and related cost are incurred.

**Dividend and interest income**

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis.

**3.2 Foreign currencies**

In preparing the Standalone financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

### 3.3 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 3.4 Employee benefits

#### Defined benefit plans

The Company has an obligation towards a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Company accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date.

Defined benefit costs in the nature of current and past service cost and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Actuarial gains and losses on measurement is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur and is reflected immediately in retained earnings and not reclassified to profit or loss. Past service cost is recognized in profit and loss in the period of a plan amendment.

#### Defined Contribution plan

The Company recognize contribution payable to a defined contribution plan as an expenses in the Statement of profit and loss when the employee render services to the Company during the reporting period.

#### Compensated Absences

Provisions for Compensated Absences and its classifications between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

#### Short term employee benefits:

They are recognized at an undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered.

### 3.5 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantially enacted by end of reporting periods.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### 3.6 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Freehold land is not depreciated.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land & properties under construction) less their residual values over their useful lives, as indicated in the Companies Act, 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### 3.7 Impairment of tangible and intangible assets (other than goodwill)

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 3.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 3.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are not recognised but are disclosed in the notes.

Contingent assets are not recognised but are disclosed in the notes where an inflow of economic benefits is probable.

### 3.10 Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### 3.11 Financial assets

#### Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value. In case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction costs are recognized in the Statement of Profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

#### Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as a FVTPL. Interest income is recognized in profit or loss and is included in the "Other Income" line item.

#### Classification of financial assets:

##### Financial assets measured at amortized cost.

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. Such financial assets are subsequently measured at amortized cost using the effective interest method.

The amortized cost of a financial asset is also adjusted for loss allowances, if any.

##### Financial assets measured at FVTOCI

A financial asset is measured at FVTOCI if both of the following conditions are met:

- a) The Company's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal on the principal amount outstanding.

##### Financial assets measured at FVTPL

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above.

This is a residual category applied to all other investments of the Company. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss. Dividend Income on the investments in equity instruments are recognized as 'other income' in the Statement of Profit and Loss.

**Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in profit or loss except for those which are designated as hedging instruments in a hedging relationship.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of group of similar financial assets) is derecognized (i.e. removed from the Company's Balance Sheet) when any of the following occurs:

- a) The contractual rights to cash flows from the financial assets expires,
- b) The company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;
- c) The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- d) The Company neither transfer nor retains substantially all risk and rewards of ownership and does not retain control over the financial assets.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognize such financial asset to the extent of its continuing involvement in the financial asset; in that case, the Company also recognizes an associated liability.

The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

**Impairment of financial assets**

The Company applies expected credit losses (ECL) model for recognizing impairment loss on financial assets measured at amortized cost and trade receivables. In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. For the purpose of measuring lifetime expected credit loss, for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. The expected credit loss allowance is computed based on a provision matrix which takes in to account historical credit loss experience and adjusted for forward looking information. For recognition of impairment loss on other financial assets and risk exposure, the company determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if the credit risk has increased significantly, then the impairment loss is provided based on lifetime ECL. Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income / expenses in the Statement of profit and loss under the head 'Other expense'.

**3.12 Financial liabilities and equity instruments****Debt and Equity Instruments:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

**Equity instruments:**

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities, Equity instruments issued by the Company are recognised at the proceeds received, not of direct issue costs.

**Financial Liabilities:****Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value.

**Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

### Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability whose performance is evaluated on a fair value basis, in accordance with the Company's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

### Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the closing rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

### Derecognition of financial liabilities

A financial liability is derecognition 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 derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

### 3.13 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

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

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

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

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

The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

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

The company has elected not to recognize right-of-use assets and lease liabilities for short-term leases of real estate properties that have a lease term of 12 months. The company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### 3.14 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

### 3.15 Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either;

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the Standalone financial statements are categorized within the fair value hierarchy that categorized into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for Identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 – quoted (unadjusted) market prices in active markets for identical assets or Liabilities.

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – inputs that are unobservable for the asset or liability.

For assets and liabilities that are recognized in the Standalone financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorized at the end of each reporting period and discloses the same.

### 3.16 Earnings Per Share

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax as adjusted for the effects of dividend interest and other charges relating to the dilutive potential equity shares by weighted average number of shares plus dilutive potential equity shares.

### 3.17 Investments in subsidiaries, associates and joint ventures

The Investments in subsidiaries, associates and joint ventures are carried in these Standalone financial statements at historical 'cost', except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charges or credited to the Statement of Profit and Loss.

### 3.18 Significant accounting judgments, estimates and assumptions

#### Significant accounting judgements

The application of the Company's accounting policies in the preparation of the Company's Standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### (a) Fair value measurement of financial instruments

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

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

### (b) Defined benefit plans (gratuity benefits)

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

### (c) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. Contingent liabilities are not recognised in the Standalone financial statements. The policy for the same has been explained above in note 3.9.



**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**4. PROPERTY, PLANT AND EQUIPMENTS**

(₹ in Lacs)

During the year 2023-2024

Particulars	Tangible Assets							Total
	Freehold Land	Buildings	Plant and Machinery	Windmills	Furniture and Fixtures	Vehicles	Office Equipments and Computers	
<b>Cost :</b>								
As at April 1, 2023	142.98	945.35	4,990.57	1,019.44	85.72	176.61	366.48	7,727.15
Additions during the year	-	198.08	597.86	-	8.80	99.61	23.33	927.69
Disposals / adjustments	-	-	-	-	-	(11.84)	(1.00)	(12.84)
<b>As at March 31, 2024</b>	<b>142.98</b>	<b>1,143.43</b>	<b>5,588.43</b>	<b>1,019.44</b>	<b>94.52</b>	<b>264.39</b>	<b>388.81</b>	<b>8,642.00</b>
<b>Accumulated Depreciation :</b>								
As at April 1, 2023	-	(225.57)	(2,614.03)	(406.46)	(46.35)	(99.37)	(263.98)	(3,655.76)
Depreciation for the year	-	(44.95)	(261.86)	(58.06)	(6.39)	(23.79)	(32.71)	(427.75)
Disposals / adjustments	-	-	-	-	-	6.19	0.94	7.13
<b>As at March 31, 2024</b>	<b>-</b>	<b>(270.52)</b>	<b>(2,875.89)</b>	<b>(464.52)</b>	<b>(52.74)</b>	<b>(116.97)</b>	<b>(295.75)</b>	<b>(4,076.38)</b>
<b>Carrying amount :</b>								
As at April 1, 2023	142.98	719.78	2,376.54	612.98	39.37	77.24	102.50	4,071.39
<b>As at March 31, 2024</b>	<b>142.98</b>	<b>872.91</b>	<b>2,712.54</b>	<b>554.92</b>	<b>41.78</b>	<b>147.42</b>	<b>93.06</b>	<b>4,565.62</b>

(₹ in Lacs)

During the year 2022-2023

Particulars	Tangible Assets							Total
	Freehold Land	Buildings	Plant and Machinery	Windmills	Furniture and Fixtures	Vehicles	Office Equipments and Computers	
<b>Cost :</b>								
As at April 1, 2022	142.98	897.81	4,970.62	1,019.44	84.42	176.61	300.40	7,592.28
Additions during the year	-	47.54	25.65	-	1.30	-	66.72	141.21
Disposals / adjustments	-	-	(5.70)	-	-	-	(0.64)	(6.34)
<b>As at March 31, 2023</b>	<b>142.98</b>	<b>945.35</b>	<b>4,990.57</b>	<b>1,019.44</b>	<b>85.72</b>	<b>176.61</b>	<b>366.48</b>	<b>7,727.15</b>
<b>Accumulated Depreciation :</b>								
As at April 1, 2022	-	(186.77)	(2,343.73)	(348.40)	(40.61)	(81.45)	(243.86)	(3,244.82)
Depreciation for the year	-	(38.80)	(274.67)	(58.06)	(5.74)	(17.92)	(20.14)	(415.33)
Disposals / adjustments	-	-	4.38	-	-	-	0.01	4.39
<b>As at March 31, 2023</b>	<b>-</b>	<b>(225.57)</b>	<b>(2,614.02)</b>	<b>(406.46)</b>	<b>(46.35)</b>	<b>(99.37)</b>	<b>(263.99)</b>	<b>(3,655.76)</b>
<b>Carrying amount :</b>								
As at April 1, 2022	142.98	711.04	2,626.89	671.04	43.81	95.16	56.54	4,347.46
<b>As at March 31, 2023</b>	<b>142.98</b>	<b>719.78</b>	<b>2,376.55</b>	<b>612.98</b>	<b>39.37</b>	<b>77.24</b>	<b>102.49</b>	<b>4,071.39</b>

1. Plant and Machinery includes softwares being an integral part of plant and machinery
2. All title deeds of immovable property are held in the name of the Company.
3. For charges created on the aforesaid assets. (Refer note no. 24)

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**5 NON - CURRENT RIGHT-OF-USE ASSETS**

(₹ in Lacs)

Movement in net carrying amount	Year 2023-24			Year 2022-23		
	Buildings	Leasehold land	Total	Buildings	Leasehold land	Total
Balance as at 1st April	37.63	27.28	64.91	45.05	28.21	73.26
Additions during the year	-	-	-	-	-	-
Amortisation for the year	7.42	0.93	8.35	7.42	0.93	8.35
<b>Balance as at 31st March</b>	<b>30.21</b>	<b>26.35</b>	<b>56.56</b>	<b>37.63</b>	<b>27.28</b>	<b>64.91</b>

All lease agreements are duly executed in favour of the Company.

For additions and movement in lease liabilities Refer note 21

**6 CAPITAL WORK-IN PROGRESS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Balance at the beginning of the year	246.26	16.34
Add: Additions during the period	149.03	253.19
Less: Capitalisation during the period	288.15	23.27
<b>Balance at the end of the year</b>	<b>107.14</b>	<b>246.26</b>

**CWIP Ageing schedule as at March 31,2024**

Particulars	Amount in CWIP for a period of				As at 31 March, 2024
	Less than one year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	68.00	39.14	-	-	107.14
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>68.00</b>	<b>39.14</b>	<b>-</b>	<b>-</b>	<b>107.14</b>

**CWIP Ageing schedule as at March 31,2023**

Particulars	Amount in CWIP for a period of				As at 31 March, 2024
	Less than one year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	246.26	-	-	-	246.26
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>246.26</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>246.26</b>

**7 NON - CURRENT INVESTMENT**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Investment in Subsidiaries - (Unquoted at cost)</b>		
Equity Shares of Etone India Private Limited at ₹10 each fully paid up	448.48	448.48
<b>Total</b>	<b>448.48</b>	<b>448.48</b>

**8 NON - CURRENT LOANS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Loan to Subsidiaries</b>		
Etone India Private Limited (refer below note - (i) & (ii))	397.00	409.00
<b>Total</b>	<b>397.00</b>	<b>409.00</b>

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

The loans granted to Etone India Private Limited is intended to following purpose:-

- The loan is granted for the purpose of an acquisition of free hold land. The loan is unsecured and will be repayable in equal installment of ₹ 1.00 Lacs per month. The interest is charged @ 8% p.a. The loan has been utilized for the purpose it was granted.
- Further during the year ₹ 90.00 Lacs has been granted for working capital requirement @ 9% p.a. The loan is unsecured and will be repayable in equal installment of ₹ 7.50 Lacs per month. The loan has been utilized for the purpose it was granted.
- Further during the year ₹ 60.00 Lacs has been granted for working capital requirement @ 9% p.a. The loan is unsecured and will be repayable in equal installment of ₹ 5.00 Lacs per month. The loan has been utilized for the purpose it was granted.

### 9 OTHER NON - CURRENT FINANCIAL ASSETS

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Security deposits (unsecured, considered good)	63.15	63.15
<b>Total</b>	<b>63.15</b>	<b>63.15</b>

### 10 NON - CURRENT TAX ASSETS (NET)

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advance income tax & tax deducted at source [net of provision for tax ₹ 253.96 Lakhs (previous year ₹ 179.17 Lakhs)]	250.33	215.78
<b>Total</b>	<b>250.33</b>	<b>215.78</b>

### 11 OTHER NON - CURRENT ASSETS

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advances for property, plant and equipment	23.00	2.69
Prepaid expenses	-	2.74
Defined benefits assets with LIC	4.96	11.94
<b>Total</b>	<b>27.96</b>	<b>17.37</b>

### 12 INVENTORIES

(Valued at lower of cost or net realisable value)

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Raw materials	429.23	442.56
Packing materials	3.73	5.55
Work-in-progress	125.91	108.07
Finished goods	13.93	20.57
Stores and spares	131.81	110.04
<b>Total</b>	<b>704.61</b>	<b>686.79</b>

Inventories are hypothecated to secured working capital facilities from a bank. (Refer note - 24)

### 13 CURRENT INVESTMENTS

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Financial assets carried at fair value through profit or loss (FVTPL)</b>		
Investments in mutual funds - (quoted)	3,056.89	2,339.00
<b>Total</b>	<b>3,056.89</b>	<b>2,339.00</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**14 TRADE RECEIVABLES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Unsecured, considered good * #	1,323.62	1,426.86
Unsecured, considered doubtful	1.27	0.37
	<b>1,324.89</b>	<b>1,427.23</b>
Less: Allowance for doubtful debts	(1.27)	(0.37)
<b>Total</b>	<b>1,323.62</b>	<b>1,426.86</b>

\* Includes trade receivables from related parties [refer note 43 (b)(ii)]

# Trade receivables are hypothecated to secure working capital facilities from a bank (refer note 24).

**Ageing of trade receivables as at 31 March, 2024**

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
Considered good	834.48	485.97	1.11	2.05	-	-	1,323.62
Considered doubtful	0.18	0.36	0.05	0.68	-	-	1.27
<b>Disputed trade receivables</b>							
Considered good	-	-	-	-	-	-	-
Considered doubtful	-	-	-	-	-	-	-
	<b>834.67</b>	<b>486.33</b>	<b>1.16</b>	<b>2.73</b>	<b>-</b>	<b>-</b>	<b>1,324.89</b>
Less: Allowance for doubtful debts							1.27
<b>Total</b>							<b>1,323.62</b>

**Ageing of trade receivables as at 31 March, 2023**

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
Considered good	949.86	469.44	7.30	-	0.25	-	1,426.86
Considered doubtful	0.10	0.13	0.07	-	0.08	-	0.37
<b>Disputed trade receivables</b>							
Considered good	-	-	-	-	-	-	-
Considered doubtful	-	-	-	-	-	-	-
	<b>949.96</b>	<b>469.57</b>	<b>7.37</b>	<b>-</b>	<b>0.33</b>	<b>-</b>	<b>1,427.23</b>
Less: Allowance for doubtful debts							0.37
<b>Total</b>							<b>1,426.86</b>

**Note:** The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on ap provision matrix. The Provision matrix takes into account historical credit loss experience and adjusted for forward -looking information. The expected credit loss allowance is based on the ageing of the days the receivable are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting periods is as follow.

Ageing	Expected Credit Loss %	
	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Within the credit preiods	0.02%	0.01%
46-90 days	0.05%	0.02%
91-180 days	0.15%	0.05%
181-270 days	2.83%	0.51%
271-360 days	12.08%	2.04%
More than 360 days	25.00%	25.00%

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**Movement in the expected credit loss allowances :**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Balance at beginning of the year	0.37	13.17
Movement in expected credit loss allowance (Refer note - 37 & 31)	0.90	(12.80)
<b>Balance at end of the year</b>	<b>1.27</b>	<b>0.37</b>

**15 CASH AND CASH EQUIVALENTS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>(A) Cash and Cash Equivalents</b>		
Cash on hand	1.92	2.18
Cheques, drafts on hand	-	1.34
Balances with banks		
In Current accounts	198.80	47.32
	<b>200.72</b>	<b>50.84</b>
<b>(B) Other Balance with Bank</b>		
Earmarked balances with banks (unpaid dividend)	14.66	15.80
Balance with bank in fixed deposit (refer below note - (i))	1.11	1.05
	<b>15.77</b>	<b>16.85</b>
<b>Total</b>	<b>216.49</b>	<b>67.69</b>

Bank deposit of ₹ 1.11 Lacs (as at 31st March 2023: ₹ 1.05) out of other balance with bank, has been pledged with bank as a security for overdraft

**16 CURRENT LOANS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Loan to Subsidiaries</b>		
Etone India Private Limited	139.50	102.00
<b>Total</b>	<b>139.50</b>	<b>102.00</b>

For purpose of loans granted to Etone India Private Limited refer note 8 above

**17 OTHER CURRENT FINANCIAL ASSETS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Security deposits	-	0.30
Interest accrued on fixed deposit	0.05	0.04
Loan and advance to staff	-	0.20
Others	-	0.77
<b>Total</b>	<b>0.05</b>	<b>1.31</b>

**18 OTHER CURRENT ASSETS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advance to suppliers	24.88	10.25
Prepaid expenses	33.49	27.96
Balance with government authority	5.79	1.05
Defined benefits assets with LIC	21.64	18.97
Others	1.68	0.53
<b>Total</b>	<b>87.48</b>	<b>58.76</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**19 EQUITY SHARE CAPITAL**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Authorised Share Capital</b> 65,00,000 (previous year 65,00,000) equity Shares of face value ₹ 10 each	650.00	650.00
<b>Issued, subscribed and fully paid up share capital</b> 61,49,800 (previous year 61,49,800) of face value ₹ 10 each fully paid up	614.98	614.98
	<b>614.98</b>	<b>614.98</b>

**(i) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:**

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	No. of shares	Amounts in Lakhs	No. of shares	Amounts in Lakhs
Shares outstanding at the beginning of the year	61,49,800	614.98	61,49,800	614.98
Changes during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>61,49,800</b>	<b>614.98</b>	<b>61,49,800</b>	<b>614.98</b>

**(ii) Terms / rights attached to equity shares**

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

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

**(iii) Details of shareholders holding more than 5% of equity shares in the company \***

Name of the shareholders	As at 31 March, 2024		As at 31 March, 2023	
	No. of Equity Shares	Percentage holding	No. of Equity Shares	Percentage holding
Baldev Vitthal Das Patel	7,70,756	12.53%	7,70,756	12.53%
Atul Manilal Vinchhi	3,68,277	5.99%	3,68,277	5.99%
Dashrath Vitthal Das Patel	3,33,228	5.42%	3,33,228	5.42%
Sumanbhai Vitthal Das Patel	3,33,228	5.42%	3,33,228	5.42%
Vishnu Vitthal Das Patel	3,33,228	5.42%	3,33,228	5.42%
Gajanan Vaman Bhavsar	3,09,410	5.03%	3,09,410	5.03%

\* As per the records of the Company, including its register of members.

**(iv) Shares held by promoters as defined in the Companies Act, 2013 at the end of the year**

Promoter Name	As at 31 March, 2024		As at 31 March, 2023		% Change during the Year
	No. of shares	% of total shares	No. of shares	% of total shares	
Baldev Vitthal Das Patel	7,70,756	12.53%	7,70,756	12.53%	0.00%
Atul Manilal Vinchhi	3,68,277	5.99%	3,68,277	5.99%	0.00%
Dashrath Vitthal Das Patel	3,33,228	5.42%	3,33,228	5.42%	0.00%
Suman Vitthal Das Patel	3,33,228	5.42%	3,33,228	5.42%	0.00%
Vishnu Vitthal Das Patel	3,33,228	5.42%	3,33,228	5.42%	0.00%
Gajanan Vamanrao Bhavsar	3,09,410	5.03%	3,09,410	5.03%	0.00%
Ambar Jayantilal Patel/Amita Ambar Patel	2,46,219	4.00%	2,46,219	4.00%	0.00%
Narendra Ramkrishna Patil/Chhaya Narendra Patil	1,82,500	2.97%	1,82,500	2.97%	0.00%
Neil Roshan Shah/Roshan Harshvadan Shah	1,22,981	2.00%	1,22,981	2.00%	0.00%
Roshan Harshvadan Shah/Arati Roshan Shah	1,13,404	1.84%	1,13,404	1.84%	0.00%
Siddharth Narendra Patil	1,05,700	1.72%	1,05,700	1.72%	0.00%
Jay Roshan Shah/Roshan Harshvadan Shah	1,00,000	1.63%	1,00,000	1.63%	0.00%

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**

Amita Ambarbhai Patel/Ambar Jayantilal Patel	84,490	1.37%	84,490	1.37%	0.00%
Chhaya Naraendra Patil/Narendra Ramkrishna Patil	75,000	1.22%	75,000	1.22%	0.00%
Deval Ambarbhai Patel/Amita Ambar Patel	64,781	1.05%	64,781	1.05%	0.00%
Narendra R Patil H.U.F	46,300	0.75%	46,300	0.75%	0.00%
Sangita Gajanan Bhavsar/Gajanan Vamanrao Bhavsar	39,441	0.64%	39,441	0.64%	0.00%
Priyank Gajanan Bhavsar	36,455	0.59%	36,455	0.59%	0.00%
Rachit Gajanan Bhavsar/Gajanan Vamanrao Bhavsar	26,502	0.43%	26,502	0.43%	0.00%
Sundeep Harshvadan Shah/Shefali Sundeep Shah	13,400	0.22%	13,400	0.22%	0.00%
Arati Roshan Shah	11,155	0.18%	11,155	0.18%	0.00%
Kumud Harshvadan Shah/Sundeep Harshvadan Shah	7,000	0.11%	7,000	0.11%	0.00%
Satish V Patil	6,200	0.10%	6,200	0.10%	0.00%
Hemal Ambar Patel/Ambar Jayantilal Patel	2,501	0.04%	2,501	0.04%	0.00%
Ulca Jayprakash Patel/Jayprakash G. Patel	2,300	0.04%	2,300	0.04%	0.00%
Jayprakash G. Patel/Ulca Jayprakash Patel	1,800	0.03%	1,800	0.03%	0.00%
Ravindra Ramkrishna Patil/Sunanda Ravindra Patil	1,500	0.02%	1,500	0.02%	0.00%
Sumit Patil	1,000	0.02%	1,000	0.02%	0.00%
Ambar Jayantilal Patel H.U.F	901	0.01%	901	0.01%	0.00%
Patel Anal Nandan	650	0.01%	650	0.01%	0.00%

**20 OTHER EQUITY**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Reserves and surplus</b>		
(a) Capital Reserve (refer note - (i) below)		
Balance at the beginning and at the end of the year	15.00	15.00
(b) General Reserve (refer note - (ii) below)		
Balance at the beginning of the year	1,434.76	1,409.76
Add : Amount transfer from retained earnings	-	25.00
Balance at the end of the year	1,434.76	1,434.76
(c) Retained Earnings		
Balance at the beginning of the year	6,735.70	6,109.42
Add: Profit for the year	1,121.08	757.04
Add/(less): Remeasurement of defined benefit plan transferred from OCI	(3.19)	4.94
Less: Dividend on equity shares	129.15	110.70
Less: Transfer to general reserve	-	25.00
Balance at the end of the year	7,724.44	6,735.70
<b>Total reserves and surplus</b>	<b>9,174.20</b>	<b>8,185.46</b>
<b>Other comprehensive income (OCI)</b>		
<b>Items that will not be reclassified to statement of profit and loss</b>		
Remeasurement of defined benefit plan		
Balance at the beginning of the year	-	-
Recognised in statement of profit and loss	(4.42)	6.85
Tax impact on above	1.23	(1.91)
Less: Transferred to retained earnings	3.19	(4.94)
Balance at the end of the year	-	-

- The above capital reserve pertains to Capital subsidy received of ₹ 15.00 lacs from Government of Gujarat in 1993 towards incentive for setting up plant in backward area and such subsidy can be use for purchase of capital assets.
- The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.
- Retained Earning represent the amount that can be distributed by the Company as dividend, bonus etc. consider ing the requirements of the Companies Act, 2013.

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**21 NON - CURRENT LEASE LIABILITIES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Lease Liabilities	62.34	70.03
<b>Total</b>	<b>62.34</b>	<b>70.03</b>

The aggregate maturities of long term leases, based on contractual undiscounted cash flows are as follows :

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Less than one year	7.69	7.04
Between one to five years	41.84	41.00
More than five years	20.50	29.03
<b>Total</b>	<b>70.03</b>	<b>77.07</b>

Rupees in Lakhs

Movement in lease liabilities	Year2023-24	Year2022-23
Balance as at 1st April	77.07	83.22
Additions	-	-
Deletions	-	-
Finance cost	6.75	7.40
Repayment (including interest on lease liabilities)	13.79	13.55
<b>Balance as at 31st March</b>	<b>70.03</b>	<b>77.07</b>

**22 NON - CURRENT EMPLOYEE BENEFIT OBLIGATIONS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Provision for employee benefits</b>		
Provision for compensated absences	16.39	14.58
<b>Total</b>	<b>16.39</b>	<b>14.58</b>

**23 DEFERRED TAX LIABILITIES (NET)**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>A - Deferred Tax Liabilities</b>		
Difference between book and tax depreciation	526.05	466.64
	<b>526.05</b>	<b>466.64</b>
<b>B - Deferred Tax Asset</b>		
Disallowance under the Income Tax Act, 1961	8.34	8.19
Remeasurement benefit of the defined benefits plans through OCI	2.18	0.95
	<b>10.52</b>	<b>9.14</b>
<b>C - MAT Credit Entitlement</b>	10.08	32.85
<b>Net deferred tax liabilities (A-B-C)</b>	<b>505.45</b>	<b>424.65</b>



**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**

The major components of deferred tax (liabilities) / assets arising on account of timing differences are as follows:

Particulars	Opening Balance As at 1 <sup>st</sup> April, 2023	Profit and loss 2023-24	OCI 2023-24	Closing Balance As at 1 <sup>st</sup> April, 2024
Difference between written down value of fixed assets as per the books of accounts and Income Tax Act, 1961.	466.64	59.41	-	526.05
Provision of expenses allowed for tax purpose on payment basis	(8.09)	0.12	-	(7.97)
Provision for doubtful debts	(0.10)	(0.27)	-	(0.37)
Remeasurement of the defined benefit plans through OCI	(0.95)	-	(1.23)	(2.18)
MAT Credit Entitlement	(32.85)	22.77	-	(10.08)
Deferred tax expense/(benefit)		<b>82.03</b>	<b>(1.23)</b>	
<b>Net Deferred tax liabilities</b>	<b>424.65</b>			<b>505.45</b>

**24 CURRENT BORROWINGS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Secured Loans repayable on demand</b>		
Cash credit from bank	261.83	82.54
<b>Total</b>	<b>261.83</b>	<b>82.54</b>

The Company has obtained borrowings from a bank on the basis of security of current assets wherein the quarterly returns/ statements of current assets as filed with banks are in agreement with the books of accounts.

Working capital loan from bank is secured by present and future trade receivable, inventories of the Company and personal guarantee of Mr. Ambar Patel (Director). (Refer note no. 12 & 14).

**25 CURRENT LEASE LIABILITIES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Lease Liabilities	7.69	7.04
<b>Total</b>	<b>7.69</b>	<b>7.04</b>

**26 TRADE PAYABLES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Total outstanding dues of micro enterprises and small enterprises (Refer note 46)	0.63	30.44
Total outstanding dues of creditors other than micro enterprises and small enterprises	612.69	538.27
<b>Total</b>	<b>613.32</b>	<b>568.71</b>

**Ageing of trade payables as at 31 March, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	0.63	-	-	-	-	<b>0.63</b>
Other than MSME	609.20	3.41	0.08	-	-	<b>612.69</b>
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-	-
<b>Total</b>	<b>609.83</b>	<b>3.41</b>	<b>0.08</b>	-	-	<b>613.32</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**Ageing of trade payables as at 31 March, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	30.44	-	-	-	-	30.44
Other than MSME	523.35	14.92	-	-	-	538.27
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-	-
<b>Total</b>	<b>553.79</b>	<b>14.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>568.71</b>

**27 OTHER FINANCIAL LIABILITIES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Unpaid dividends	14.66	15.80
Statutory liabilities	67.00	47.20
Payable on purchase of property, plant and equipment	62.21	129.49
<b>Total</b>	<b>143.87</b>	<b>192.49</b>

**28 CURRENT EMPLOYEE BENEFIT OBLIGATIONS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Provision for compensated absences	18.46	17.90
<b>Total</b>	<b>18.46</b>	<b>17.90</b>

**29 OTHER CURRENT LIABILITIES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advances from customers	26.35	40.37
<b>Total</b>	<b>26.35</b>	<b>40.37</b>

**30 REVENUE FROM OPERATIONS**

PARTICULARS	For the year ended 31 <sup>ST</sup> March, 2024	For the year ended 31 <sup>ST</sup> March, 2023
Revenue from sale of products	4941.53	4878.38
Revenue from sale of services	2458.77	2529.95
Other operating revenue	-	-
Scrap Sales	366.06	284.93
Export Incentives	3.51	1.98
<b>Total</b>	<b>7,769.87</b>	<b>7,695.24</b>

**Revenue from contracts with customers disaggregated based on nature of product or services (₹ in Lacs)**

PARTICULARS	For the year ended 31 <sup>ST</sup> March, 2024	For the year ended 31 <sup>ST</sup> March, 2023
<b>Revenue from sale of products</b>		
Engraved Copper Rollers	4,451.47	4412.44
Others	490.06	465.94
	<b>4,941.53</b>	<b>4878.38</b>
<b>Sale of services</b>		
Job work sales	2,458.77	2529.95
	<b>2,458.77</b>	<b>2529.95</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**31 OTHER INCOME**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
<b>Interest income</b>		
From a bank	-	0.04
From deposit	2.51	2.46
From loan to subsidiary	39.35	39.98
<b>Other non-operating income</b>		
Allowance for expected credit loss written back	-	12.80
Gain on sale of current investments (net)	760.82	86.44
Gain on disposal of property, plant and equipments (net)	-	6.02
Gain on foreign exchange fluctuation (net)	1.73	0.02
Net gain arising on investments measured at FVTPL	64.62	-
Miscellaneous income	12.39	16.39
<b>Total</b>	<b>881.42</b>	<b>164.15</b>

**32 COST OF MATERIALS CONSUMED**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
Opening stock	442.56	496.04
Add : Purchases during the year	2,565.75	2400.32
	<b>3,008.31</b>	<b>2,896.36</b>
Less : Closing Stock	429.23	442.56
<b>Total cost of materials consumed</b>	<b>2,579.08</b>	<b>2,453.80</b>

**33 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
<b>Opening stock</b>		
Finished goods	20.57	21.07
Work-in-progress	108.07	106.72
	<b>128.64</b>	<b>127.79</b>
<b>Closing stock</b>		
Finished goods	13.93	20.57
Work-in-progress	125.91	108.07
	<b>139.84</b>	<b>128.64</b>
<b>Changes in inventories of finished goods and work-in-progress</b>	<b>(11.20)</b>	<b>(0.85)</b>

**34 EMPLOYEE BENEFITS EXPENSES**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
Salaries, wages and bonus	2,459.69	2,190.40
Contributions to provident and other funds	100.03	96.30
Contributions to gratuity fund	15.98	16.62
Staff welfare expenses	145.79	131.42
<b>Total</b>	<b>2,721.49</b>	<b>2,434.74</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**35 FINANCE COSTS**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Interest on:</b>		
Bank borrowings	14.49	16.31
Lease liabilities	6.75	7.41
Others	3.81	2.88
<b>Total</b>	<b>25.05</b>	<b>26.60</b>

**36 DEPRECIATION AND AMORTISATION EXPENSE**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Depreciation of property, plant and equipment (refer Note 4)	427.75	415.33
Amortisation of Right of Use assets (refer Note 5)	8.35	8.35
<b>Total</b>	<b>436.10</b>	<b>423.68</b>

**37 OTHER EXPENSES**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Consumption of stores and spares	498.04	469.60
Consumption of packing materials	106.36	123.38
Power & fuel (net of energy income ₹ 416.62 lakhs (P.Y. ₹ 369.35 lakhs) from wind mills and solars)	75.75	76.09
Rent expenses	1.08	1.08
Repairs and maintenance		
Plant & machinery	118.87	80.28
Building	32.69	38.00
Others	28.25	35.53
Factory expenses	54.94	46.47
Insurance premium	27.13	29.49
Rates and taxes	1.95	2.14
Travelling and conveyance	77.51	72.91
Communication expenses	21.40	21.36
Printing and stationary	13.25	13.83
Freight and forwarding	80.68	90.45
Sales commision	47.45	52.59
Advertisement and business promotion	5.63	18.04
Selling expenses	-	7.32
Corporate social responsibility expenses (Refer note 50)	16.81	14.78
Donation	-	0.51
Legal consultancy and professional charges	187.79	136.47
Auditors' remuneration	11.14	10.26
Computer expenses	12.81	11.05
Bad debts written off	3.55	-
Net loss arising on Investments measured at FVTPL	-	131.32
Provision For Expected Credit Loss	0.90	-
Loss on disposal of Property, Plant and Equipments (net)	2.09	-
Miscellaneous expenses	17.62	7.03
<b>Total</b>	<b>1,443.70</b>	<b>1,489.98</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**Note - Auditors' Remuneration excluding GST:**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Statutory audit fees	8.00	8.00
Tax audit fees	2.00	2.00
Other services	0.90	-
Reimbursement of expenses	0.24	0.26
<b>Total</b>	<b>11.14</b>	<b>10.26</b>

**38 INCOME TAX EXPENSES**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>A. The major components of income tax expense for the year are as under :</b>		
<b>(i) Income tax recognized in the Statement of Profit and Loss:</b>		
<b>Current Tax :</b>		
In respect of current year	253.96	179.17
In respect of excess tax provision for earlier years	-	(2.32)
<b>Deferred Tax :</b>		
In respect of current year	82.03	97.55
<b>Income Tax expense recognized in the Statement of Profit and Loss</b>	<b>335.99</b>	<b>274.40</b>
<b>(ii) Income Tax expense recognized in OCI</b>		
<b>Deferred Tax :</b>		
Income tax expenses on remeasurement of defined benefits plan	(1.23)	1.91
<b>Income tax expense/(benefit) recognised in OCI</b>	<b>(1.23)</b>	<b>1.91</b>
<b>B. Reconciliation of tax expense and effective tax rate:</b>		
Profit before tax	<b>1,457.07</b>	<b>1,031.44</b>
Tax rate	29.12%	27.82%
Income tax expense	424.30	286.95
<b>Adjustment for:</b>		
Effect of deductible expenses	(13.40)	(30.83)
Effect of non-deductible expenses	21.74	52.00
Effect of variance in tax rate	107.26	9.62
Effect of Income that is exempted from tax	(21.32)	(20.33)
Effect of profit on sale of mutual fund	(237.06)	(24.05)
Effect of Deferred tax liabilities	47.50	46.06
MAT credit recognised	5.73	(40.79)
Adjustment in respect of current income tax of previous year	-	(2.32)
<b>Tax expenses as per statement of profit and loss</b>	<b>334.76</b>	<b>276.31</b>

**39 EARNING PER SHARE (EPS)**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Basic and Diluted</b>		
Profit after tax as per Statement of Profit and Loss (₹ in Lakhs)	1,121.08	757.04
Nominal Value of equity share (rupees)	10	10
Weighted average number of equity shares outstanding during the year (nos.)	61,49,800	61,49,800
Basic and diluted earnings per share (rupees)	<b>18.23</b>	<b>12.31</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**40 EMPLOYEE BENEFITS**
**Post-employment benefits plans:**
**1. Defined benefit gratuity plans**
**I. Expenses recognized in the Statement of Profit and Loss and Other Comprehensive Income for the year: (₹ in Lacs)**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Current service cost	18.97	19.43
Net interest Cost	(2.99)	(2.81)
<b>Amount recognised in profit and loss accounts (Refer note - 34)</b>	<b>15.98</b>	<b>16.62</b>
<b>Acturial (gain)/loss</b>		
a) arising from changes in financial assumption	3.95	(9.21)
b) arising from experience adjustments	(1.47)	0.88
Return on Plan assets excluded amount included in interest income	1.94	1.48
<b>Amount recognised in other comprehensive income</b>	<b>4.42</b>	<b>(6.85)</b>
Total	20.40	9.77

**II. Reconciliation of opening and closing balances of defined benefit obligation: (₹ in Lacs)**

Actuarial losses (gains)	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Defined benefit obligation at beginning of the year	240.80	228.96
Current service cost	18.97	19.43
Interest cost	17.12	15.19
Actuarial losses (gains)	2.48	(8.33)
Benefits paid	(5.08)	(14.45)
Benefits paid by company	-	-
<b>Defined benefit obligation at the end of the year</b>	<b>274.29</b>	<b>240.80</b>

**III. Reconciliation of Opening and Closing balances of fair value of plan assets: (₹ in Lacs)**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Fair value of plan assets at beginning of the year	271.71	260.03
Expected return on plan assets	20.11	18.00
Return on Plan assets excluded amount included in interest income	(1.93)	(1.48)
Contributions by employer	16.08	9.61
Benefits paid	(5.08)	(14.45)
<b>Fair value of plan assets at year end</b>	<b>300.89</b>	<b>271.71</b>

**IV. Investment details:**

PARTICULARS	% invested as at 31 <sup>st</sup> March, 2024	% invested as at 31 <sup>st</sup> March, 2023
Insurance policies with LIC	100%	100%

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**V. The Principal assumption used in determining gratuity obligations are as follows:**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Mortality Table (LIC)	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table
Discount Rate (per annum)	7.20%	7.40%
Rate of escalation in salary (per annum)	6.00%	6.00%

Estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

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

- Interest risk: a decrease in the bond interest rate will increase the plan liability.
- Salary risk: the present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, a variation in the expected rate of salary increase of the plan participants will change the plan liability.

**VI. Sensitivity Analysis**

Significant actuarial assumptions for the determination of defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. (₹ in Lacs)

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact in present value of defined benefit obligation:		
If discount rate is increased by 0.5%	(9.70)	(8.67)
If discount rate is decreased by 0.5%	10.30	9.22
If salary escalation rate is increased by 0.5%	10.34	9.28
If salary escalation rate is decreased by 0.5%	(9.82)	(8.80)
If withdrawal rate is increased by 10%	0.85	0.90
If withdrawal rate is decreased by 10%	(0.94)	(0.98)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

**VII. Asset Liability Matching Strategies**

The Company has purchased insurance policy, which is basically a year-on year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The Insurance Company, as part of the policy rules, makes payment of all gratuity out goes happening during the year (subject to sufficiency of funds under the policy). The policy thus mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

**VIII. Effect of Plan on Entity's Future Cash Flows**
**(i) Funding arrangements and Funding Policy**

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

**(ii) Expected contribution during the next annual reporting period**

The Company's best estimate of Contribution during the next year is ₹ 21.33 Lacs.

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

### IX. Expected outflow in future years (as provided in actuarial report)

(₹ in Lacs)

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Expected outflow in 1st Year	21.64	18.82
Expected outflow in 2nd Year	20.74	19.10
Expected outflow in 3rd Year	37.73	18.95
Expected outflow in 4th Year	25.76	34.17
Expected outflow in 5th Year	27.02	23.04
Expected outflow in 6th to 10th Year	133.53	120.32

#### 2. Defined contribution plans.

Contribution of defined contribution plan, recognized as expense for the year are as under:

(₹ in Lacs)

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Employer's contribution to provident fund (Refer note - 34)	98.55	95.26
Employers' contribution to superannuation fund (Refer note - 34)	0.91	1.04
<b>Total</b>	<b>99.46</b>	<b>96.30</b>

### 41 CONTINGENT LIABILITIES

(₹ in Lacs)

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Disputed amount of service tax credit where company has gone to Commissioner Appeals of Custom Excise and Service Tax	6.29	6.29
Appeals pending before Income Tax Appellate Tribunal Ahmedabad	3.14	3.14
Other matters relating to ex-employees	22.09	18.82

Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities

### 42 FINANCIAL INSTRUMENTS

#### (i) Capital management

The Company manages its capital structure with a view to ensure that it will be able to continue as a going concern while maximizing the returns to stakeholders through the optimization of the debt and equity balance.

The Company's management reviews the capital structure of the Company on an annual basis. As part of this review, the management considers the cost of Capital and the risks associated with each class of capital.

The net debt to equity ratio at the end of the reporting period was as follows:

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
	Current borrowings (refer note 24)	261.83
<b>Total Debt</b>	<b>261.83</b>	<b>82.54</b>
Less : Cash and bank balances (refer note 15)	200.72	50.84
<b>Net Debt</b>	<b>61.11</b>	<b>31.70</b>
Equity (refer note 19 and 20)	9,789.18	8,800.44
<b>Net debt to equity ratio</b>	<b>0.62%</b>	<b>0.36%</b>



**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**(ii) Categories of Financial Instruments**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>(A) Financial assets</b>		
<b>Measured at fair value through profit or loss (FVTPL)</b>		
<b>Mandatorily measured as at FVTPL</b>		
(a) Investments in mutual funds	3,056.89	2,339.00
<b>Measured at amortised cost</b>		
(a) Cash and bank balances	216.49	67.69
(b) Trade receivables	1,323.62	1,426.86
(c) Current loans	139.50	102.00
(d) Other current financial assets	0.05	1.31
(e) Non - current - Loans	397.00	409.00
(f) Other non - current financial assets	63.15	63.15
<b>(B) Financial liabilities</b>		
<b>Measured at fair value through profit or loss (FVTPL)</b>	-	-
<b>Measured at amortised cost</b>		
(a) Non – current Lease Liabilities	62.34	70.03
(b) Current Borrowings	261.83	82.54
(c) Trade Payables	613.32	568.71
(d) Current Lease Liabilities	7.69	7.04
(e) Other Financial liabilities	143.87	192.49
<b>Measured at fair value through other comprehensive income (FCTOCI)</b>	-	-

The Carrying amount reflected above represents the Company's maximum exposure to credit risk for such financial assets.

**(iii) Financial risk management objective**

The Company's financial liabilities comprise mainly of borrowing, trade payables and other payables. The Company's financial assets comprise mainly of investments in mutual funds, cash and cash equivalent, other balance with banks, loans, trade receivable and other receivable. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

**(iv) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, currency risk and other risk. Financial instruments affected by market risk includes borrowings, investments, trade payable, trade receivable, loans and advances.

**a) Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

The sensitivity analysis has been carried out based on the exposure to interest rates on long term borrowings. The said analysis has been carried on the amount of floating rate long term liabilities outstanding at the end of the reporting period. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

In case of fluctuation in interest rates by 50 basis points on the exposure of ₹ Nil as on 31st March, 2024 and ₹ Nil as on 31st March, 2023 and all other variables were held constant, the company's profit for the year would increase or decrease as Nil.

**b) Foreign Currency Risk**

Foreign Currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company does not enter into any derivative instruments for trading or speculative purposes.

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

The carrying amount of the Company's Foreign Currency denominated monetary items are as follows;

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Liabilities</b>		
CHF	5.98	4.85
JPY	-	0.04
<b>Assets</b>		
USD	84.80	17.53
CHF	0.81	-
JPY	-	0.31

### Foreign Currency sensitivity analysis

The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar, CHF and Euro.

The following table details the Company's sensitivity to a 10% increase and decrease in the Rupees against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes receivables and payable in currency other than the functional currency of the Company.

A 10% strengthening of the INR against key currencies to which the Company is exposed (net of hedge) would have led to additional gain in the Statement of Profit and Loss with a corresponding increase in total equity at the end of the reporting period. A 10% weakening of the INR against these currencies would have led to an equal but opposite effect.

### Analysis of 10% strengthening of the INR

Particulars	USD Impact (net of tax)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact on profit or loss for the year	6.01	1.27

Particulars	CHF Impact (net of tax)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact on profit or loss for the year	(0.37)	(0.35)

Particulars	JPY Impact (net of tax)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact on profit or loss for the year	-	0.02

### c) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments and mutual funds. The Company is exposed to price risk arising mainly from investment in equity and liquid based mutual fund. The carrying value of such mutual funds recognised at FVTPL amount to ₹ 3056.89 Lakhs as at 31st March, 2024 (₹ 2339 Lakhs as at 31st March, 2023). The details of such instruments are given in Note 13.

If the NAV has been higher/lower by 10% from the market NAV existing as at 31st March, 2024, the income from other source for the year ended 31st March 2024 would increase/decrease by ₹ 305.69 Lakhs (for 2022-23 ₹ 233.9 Lakhs) with a corresponding increase/decrease in total equity of the Company as at 31st March, 2024. 10% represents management's assessment of reasonably possible changes in NAV of mutual funds.

### V Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, derivative financial instruments, other balances with banks, loans and other receivables.

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

### (a) Trade receivables management

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a provision matrix. The Provision matrix takes into account historical credit loss experience and adjusted for forward -looking information. The expected credit loss allowance is based on the ageing of the days the receivable are due and the rates as given in the provision matrix.

### b) Other financial assets

Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognized financial institutions with high credit ratings assigned by the various credit rating agencies and investment in mutual funds are equity and liquid fund.

## VI 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 facility to meet obligations when due and to close out market positions. The treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on basis of expected cash flows. Maturity groupings for liquidity risk relating to lease liabilities as under. (₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
0-1 Year	7.69	7.04
1-5 Years	41.84	41.00
Above 5 Years	20.50	29.03
<b>Total</b>	<b>70.03</b>	<b>77.07</b>

The following table provides details derivative as well as non-derivative financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. (₹ in Lacs)

Particulars	Less than 1 year	Between 1 to 5 years	Over 5 years	Total
<b>As at 31st March 2024</b>				
Borrowings (Refer Note 24)	261.83	-	-	261.83
Trade Payables (Refer Note 26)	613.32	-	-	613.32
Lease liabilities (Refer Note 21 and 25)	7.69	41.84	20.50	70.03
Other Financial Liabilities (Refer Note 27)	143.87	-	-	143.87
<b>As at 31st March 2023</b>				
Borrowings (Refer Note 24)	82.54	-	-	82.54
Trade Payables (Refer Note 26)	568.71	-	-	568.71
Lease liabilities (Refer Note 21 and 26)	7.04	41.00	29.03	77.07
Other Financial Liabilities (Refer Note 27)	192.49	-	-	192.49

## 43 RELATED PARTY DISCLOSURES

### a) Related parties and their relationship

Name of the related party	Nature of Relationship
Mr. Ambar J. Patel	Key Management Personnel
Mr. Roshan Shah	
Mr. G.V. Bhavsar	
Mr. Narendra Patil	
Mr. Atul Vinchhi	
Mr. Rajendra Gandhi w.e.f. 1.10.2022	
Mr. Amitkumar Agrawal Till 31.10.2022	
Mr. Bharat Patel Till 31.10.2022	
Mr. Harsh Hirpara w.e.f. 1.10.2022	

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**

Mr. Nipam Rameshchndra Shah Mr. Baldev Patel Mrs. Monica Hemal Kanuga	Non - Executive Directors
Etone India Private Limited	Subsidiary
New Ventures Ultra-tech Private Ltd. (formerly known as Shilp Ultra-tech Private Limited) Stylus Infrastructure Private Limited Carol Enterprise	Entity controlled by one or more Key Management Personnel
Mr. Deval A. Patel Mr. Siddharth N. Patil Mr. Rachit Bhavsar Mrs. Khushali Panchal Mrs. Aarti Shah Mrs. Amita Patel Mr. Priyank Bhavsar Mr. Sandeep Shah Mrs. Sangita Bhavsar Mr. Jay A Vinchhi Mrs. Madhuri Soni	Relative of Key Management Personnel

**b) Details of related party transactions during the year ended March 31, 2024 and balances outstanding as at March 31, 2024**
**(i) Compensation of key management personnel of the Company:**

Name of the related party	Transaction Amount (₹ in Lacs)	Outstanding balance as at 31 <sup>st</sup> March, 2024 (₹ in Lacs)
Short-term employee benefits	626.61 (505.83)	39.42 (39.80)
Post-employment benefits	- -	- -
<b>Total compensation paid to key management personnel</b>	<b>626.61 (505.83)</b>	<b>39.42 (39.80)</b>

Key managerial personnel and their relatives who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amount provided on the basis of actuarial valuation, the same is not included above.

**(ii) Disclosure in respect of material transactions with related parties during the year:**

Name of the related party	Nature of transactions	Transaction Amount (₹ in Lacs)	Outstanding balance as at 31 <sup>st</sup> March, 2024 (₹ in Lacs)
Etone India Pvt. Ltd.	Sale of Goods	175.34 (307.89)	36.74 (89.16)
	Sale of service	- (15.30)	- -
	Investment in Equity Shares	-	448.48
	Interest Received	39.35 (39.98)	- -

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**

	Loan Given	180.00	536.50
		(120.00)	(511.00)
	Loan Repayment received	154.50	-
		(132.00)	-
Mr. Ambar J. Patel	Lease Rent	1.15	-
		(1.14)	-
	Dividend Paid	5.17	-
		(4.39)	-
Mr. Roshan Shah	Lease Rent	1.92	-
		(1.90)	-
	Dividend Paid	2.38	-
		(2.04)	-
Mr. G. V. Bhavsar	Dividend Paid	6.50	-
		(5.57)	-
Mr. Narendra Patil	Dividend Paid	3.83	-
		(3.29)	-
Mr. Atul Vinchhi	Dividend Paid	7.73	-
		(6.63)	-
Mrs. Aarti Shah	Lease Rent	1.92	-
		(1.90)	-
	Dividend Paid	0.23	-
		(0.20)	-
Mrs. Amita Patel	Lease Rent	2.69	-
		(2.66)	-
	Dividend Paid	1.77	-
		(1.52)	-
Mr. Priyank Bhavsar	Lease Rent	0.96	-
		(0.95)	-
	Dividend Paid	0.77	-
		(0.66)	-
Mrs. Sangita Bhavsar	Lease Rent	2.88	-
		(2.85)	-
	Dividend Paid	0.83	-
		(0.71)	-
Mr. Baldev Patel	Dividend Paid	16.19	-
		(13.87)	-
	Sitting Fee	0.30	-
		(0.45)	-
Mr. Nipam Rameshchandra Shah	Sitting Fee	1.10	-
		(1.10)	-
Mrs. Monica Hemal Kanuga	Sitting Fee	0.80	-
		(0.80)	-

Figures in bracket represents previous year data.

**4.4 SEGMENT REPORTING**

The Chief Operating Decision maker monitors the operating results of its business segments separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on the profit or loss and its measured consistently with profit or loss in the financial statements. Operating segment have been identified on the basis of products / services and have been identified as per the quantitative criteria specified in the Ind AS 108.

The Company has identified three reportable segments viz (i) manufacture of engraved copper rollers and (ii) Power generation through wind mill / Solar and (iii) Others

Disclosures required under Ind AS 108 – Operating Segments are as under:

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**Summary of Segmental Informations as at end of the year 31st March, 2024 as follows:**

Particulars	Engraved Copper Roller (₹ in lacs)	Power Generation (₹ in lacs)	Others (₹ in lacs)	Total (₹ in lacs)
External Sales	7,276.30 (7,229.30)	416.62 (369.35)	493.57 (465.94)	8,186.49 (8,064.59)
Revenue	7,276.30 (7,229.30)	416.62 (369.35)	493.57 (465.94)	8,186.49 (8,064.59)
Less: Inter segment Revenue	- -	416.62 (369.35)	- -	416.62 (369.35)
Total Revenue	7,276.30 (7,229.30)	- -	493.57 (465.94)	7,769.87 (7,695.24)
Segment results	415.66 (701.12)	235.36 (218.27)	-50.32 (25.50)	600.70 (893.89)
Finance Cost	25.05 (26.60)	- -	- -	25.05 (26.60)
Operating income				575.65 (867.29)
Other income (net)				881.42 (164.15)
Profit before taxes				1,457.07 (1,031.44)
Tax expense				335.99 (274.40)
Profit for the year				1,121.08 (757.04)
Other Comprehensive Income				(3.19) (4.94)
Total Comprehensive Income for the year				1,117.89 (761.98)
Other information				
Depreciation and amortisation (allocable)	292.85 (307.09)	90.20 (58.06)	53.05 (58.53)	436.10 (423.68)

Rupees in Lakhs

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Segment Assets and Liabilities:</b>		
<b>Segment Assets:</b>		
a) Gravure Rollers	7,269.99	6,230.13
b) Wind Energy	1,354.51	1,396.63
c) Flexo	253.66	430.52
<b>Total Segment Assets</b>	<b>8,878.16</b>	<b>8,057.28</b>
d) Unallocated	2,566.72	2,161.47
<b>Total Assets</b>	<b>11,444.88</b>	<b>10,218.75</b>
<b>Segment Liabilities:</b>		
a) Gravure Rollers	844.63	695.50
b) Wind Energy	155.57	45.48
c) Flexo	51.99	45.61
<b>Total Segment Liabilities</b>	<b>1,052.20</b>	<b>786.59</b>
d) Unallocated	603.50	631.72
<b>Total Liabilities</b>	<b>1,655.70</b>	<b>1,418.31</b>

## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

### Information about major customers

There are no transaction with single external customers which amongst to 10% or more of the Company revenue.

### 45 DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURES

The year end foreign currency exposures that have not been hedged by any derivative instrument or otherwise are as under:

Particulars		Foreign Currency	Indian Currency Equivalent (₹ in Lacs)
Amounts receivable in foreign currency	<b>AS AT 31ST MARCH, 2024</b>	<b>USD 69925.80</b>	<b>58.32</b>
	AS AT 31ST MARCH, 2023	USD 21128	17.36
		JPY - 49531	0.31
Amounts payable in foreign currency	<b>AS AT 31ST MARCH, 2024</b>	<b>USD - NIL</b>	<b>-</b>
		<b>EURO - NIL</b>	<b>-</b>
		<b>CHF - 6493.5</b>	<b>5.98</b>
		<b>JPY - NIL</b>	<b>-</b>
	AS AT 31ST MARCH, 2023	USD - NIL	-
		EURO - NIL	-
		CHF - 5413.50	4.85
	JPY - 4344.00	0.04	

### 46 DISCLOSURES UNDER THE MSMED ACT, 2006

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year		
(a) Principal amount remaining unpaid to any supplier as at the end of the year	0.63	30.44
Interest due thereon remaining unpaid to any supplier as at the end of the year	-	-
(b) Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
(c) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year;	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of allowance as a deductible expenditure under section 23 of MSMEDA	-	-

The Company had sought confirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") as per provisions contained in amended notification which came into effect from 1 August, 2020. Dues to micro and small enterprises have been determined to the extent confirmations received by the Company from its vendors.

### 47 EXPENDITURE IN FOREIGN CURRENCY

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Traveling expenses	1.74	1.43
Repairs and maintenance	20.54	9.21
<b>Total</b>	<b>22.28</b>	<b>10.64</b>

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**4.8 EARNINGS IN FOREIGN CURRENCY**

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
F.O.B. Value – Sales	140.23	75.94

**4.9 REMITTANCE ON ACCOUNT OF DIVIDEND TO NON-RESIDENT SHAREHOLDERS**
**(i) Remitted in Foreign Currency**

PARTICULARS	YEAR ENDED 31 <sup>st</sup> MARCH, 2024		YEAR ENDED 31 <sup>st</sup> MARCH, 2023	
	Interim Dividend	Year Ended 31 <sup>st</sup> MARCH, 2023	Interim Dividend	Year Ended 31 <sup>st</sup> MARCH, 2022
Year to which Dividend relates				
Amount of dividend remitted (₹ In Lakhs)	-	0.38	-	0.33
Number of Non-Resident Shareholders to whom remittance was made	-	8	-	8
Number of Shares held on which Dividend was due and remitted	-	23,100	-	23,100
Face Value of each share (₹ 10 each)	10	10	10	10

**(ii) Remitted to their Banks in India**

PARTICULARS	YEAR ENDED 31 <sup>st</sup> MARCH, 2024		YEAR ENDED 31 <sup>st</sup> MARCH, 2023	
	Interim Dividend	Year Ended 31 <sup>st</sup> MARCH, 2023	Interim Dividend	Year Ended 31 <sup>st</sup> MARCH, 2022
Year to which Dividend relates				
Amount of Dividend remitted (₹ In Lacs)	-	2.37	-	2.78
Number of Non-Resident Shareholders to whom remittance was made	-	55	-	55
Number of Shares held on which Dividend was due and remitted	-	1,42,409	-	1,95,006
Face Value of each share (₹ 10 each)	10	10	10	10

**5.0 CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE**

As per section 135 of Companies Act, 2013, a Company, meeting the applicability threshold, need to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. These all CSR activities are eradication on hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The fund were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>A. Amount required to be spent during the year</b>		
i. Gross amount (2% of average net profit as per Section 135 of Companies Act, 2013)	16.80	14.73
ii. Surplus arising out of CSR projects	-	-
iii. Set off available from previous year	0.30	0.25
iv. Total CSR obligation for the year [(i)+(ii)-(iii)]	<b>16.50</b>	<b>14.48</b>
<b>B. Amount approved by the Board to be spent during the year</b>	<b>16.81</b>	<b>14.78</b>
<b>C. Amount spent during the year on:</b>		
a) Construction/acquisition of any asset	-	-
b) On purposes other than (a) above	<b>16.81</b>	<b>14.78</b>
<b>Total</b>	<b>16.81</b>	<b>14.78</b>
<b>D. Set off available for succeeding years</b>	0.31	0.30
<b>E. Amount unspent during the year</b>	-	-



## STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)

Break-up of the CSR expenses under major heads is as under:

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Education and Skill Development	4.00	3.53
Healthcare	12.81	11.25
<b>Total</b>	<b>16.81</b>	<b>14.78</b>

### 51 FAIR VALUE MEASUREMENTS

Financial assets	Fair Value hierarchy			
	Fair Value (₹ in Lacs)	Quoted prices in active markets (Level I) (₹ in Lacs)	Significant observable inputs (Level 2) (₹ in Lacs)	Significant unobservable inputs (Level 3) (₹ in Lacs)
<b>As at 31st March, 2024</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investments in quoted mutual funds (Refer Note 13)	3056.89	3056.89	-	-
<b>As at 31st March, 2023</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investments in quoted mutual funds (Refer Note 13)	2339.00	2339.00	-	-

52 The Company has not elected to exercise its option permitted U/S 115BAA of the Income tax act, 1961 and provision of current tax has been made as per the normal provisions of the Income Tax Act, 1961 and rules frame there under.

### 53 EVENTS OCCURRING AFTER BALANCE SHEET DATE

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 18th May 2024, there were no subsequent events to be recognized or reported that are not already disclosed

54 The Board of Director has, at its meeting held on 18th May, 2024 recommended dividend of ₹ 2.10 per equity share of the face of ₹ 10/- each for the year ended on 31st March 2024. The recommended dividend is subject to approval of shareholders in Annual General Meeting.

55 The code of Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment received Presidential assent in September 2020 and its effective date is yet to be notified. The Company will assess and record the impact of the Code, once it is effective.

### 56 OTHERS STATUTORY INFORMATION

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any transactions with companies struck off.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**STANDALONE NOTES TO FINANCIAL STATEMENTS (Contd...)**
**57 Ratios**

Particulars	Numerator	Denominator	March 31, 2024	March 31, 2023	% Variance	Reason for variance
(a) Current Ratio	Current Asset	Current Liabilities	5.16	5.15	0.17%	-
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	2.67%	0.94%	185.18%	Note 1(a)
(c) Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + finance cost	Debt service = Interest & Lease Payments + Principal Repayments	63.16	42.95	47.06%	Note 1(b)
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	12.06%	8.93%	35.02%	Note 1(c)
(e) Inventory turnover ratio	Cost of Goods Sold	Average Inventory	4.56	4.28	6.61%	-
(f) Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	6.56	6.45	1.68%	-
(g) Trade payables turnover ratio	Net Credit Purchases	Average Trade Payable	5.37	5.24	2.34%	-
(h) Net capital turnover ratio	Net sales = Total sales - sales return	Average Working capital = Current assets - Current liabilities	1.89	2.29	-17.47%	-
(i) Net profit ratio	Net Profit after taxes	Net sales = Total sales - sales return	14.44%	9.84%	46.69%	Note 1(d)
(j) Return on Capital employed	Earnings interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	15.14%	12.02%	25.93%	Note 1(e)
(k) Return on investment #	Income generated from invested funds	Average fund invested in investment	30.60%	4.30%	611.73%	Note 1(f)

# Mutual funds is considered for the purpose of computing return on investments.

Note 1 : (a) : Increase is on account of avilment of working capital loan by ₹ 179.29 lakhs.

(b) : Increase is on account of increase in profit after taxes and before interest and depreciation

(c) : Increase is on account of increase in net profit after taxes

(d) : Increase is on account of increase in net profit after taxes

(e) : Increase is on account of increase in earning before interest and taxes

(f) : Increase is on account of increase in finance income

**58** During the year under review, the company has used accounting software for maintaining its books of accounts, which does not have feature of recording audit trail of each and every transaction and creating an edit log of each change made in books of accounts along with the date when such changes were made.

**59** The Financial Statements are approved for issue by the Audit Committee and the Board of Directors at their respective meetings conducted on 18th May, 2024.

**60** (i) Recent accounting pronouncement Standards not issued but not yet effective: Ministry of Company Affairs ("MCA") notify new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the company.  
(ii) Previous year figures have been regrouped and reclassified wherever necessary to make it comparable to current year's figures.

As per our report of even date attached

**For and on behalf of the Board of Directors of  
Shilp Gravures Limited  
CIN: L27100GJ1993PLC020552**

**For Shah & Shah Associates**

Chartered Accountants  
Firm Registration No. - 113742W

**Sunil K. Dave**

Partner  
Membership No. 047236

Place : Ahmedabad

Date : 18<sup>th</sup> May, 2024

**Ambar J. Patel**

Managing Director (DIN No. - 00050042)

**Rajendra Gandhi**

Chief Financial Officer

Place : Rakanpur

Date : 18<sup>th</sup> May, 2024

**Shailesh C. Desai**

Director (DIN No. - 00169595)

**Roshan Shah**

Chief Executive Officer

**Harsh Hirpara**

Company Secretary

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
SHILP GRAVURES LIMITED

### Report on the Consolidated financial statements

#### Opinion

1. We have audited the accompanying consolidated financial statements of **SHILP GRAVURES LIMITED** (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2024; and the consolidated statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, of consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

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

#### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and informing 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 communicate in our report.

#### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.  
Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.  
In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the 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.

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

6. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income) and consolidated cash flows of the Group including in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
8. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable

assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
11. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.
12. 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.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

#### Other Matter

14. We did not audit the financial information of a subsidiary included in the consolidated annual financial statement, whose financial information reflect total assets of Rs.5.05 lacs as at March 31, 2024 and total revenues of Rs.232.42 lacs and Rs. 939.58 lacs and total net profit after tax of Rs.13.61 lacs and Rs.20.76 lacs and total comprehensive income of Rs.9.26 lacs and Rs.16.41 lacs for the quarter and year ended on March 31,2024 and net cash inflow of Rs.0.03 lacs for the year ended on March 31,2024 as considered in the consolidated annual financial statements. This financial information have been audited by other auditors and our opinion and conclusion on the consolidated annual financial statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditors. Our report on the consolidated annual financial statement is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors. Our report on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

#### Report on other legal and regulatory requirements

15. As required by paragraph 3(xxii) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included by the respective auditors in their CARO 2020 reports issued in respect of the standalone financial statements of the company which is included in these consolidated Financial Statements.
16. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

- (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 except for the matter stated in Para 19 below with regard to audit trail.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure 'A'**.
- (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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The group has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its consolidated financial statements - Refer Note 39 to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. Further, there were no amount which was required to be transferred to the Investor Education and Protection Fund by its subsidiaries company incorporated in India.
  - iv. (a) The Management of the Holding Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management of the Holding Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule n(e) contain any material misstatement.
17. The dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act.
18. The Group has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
19. As stated in note no: 57 of the accompanying financial statements and based on our examination, which included test checks, except accounting software used by the holding company, the group has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For SHAH & SHAH ASSOCIATES**  
Chartered Accountants  
(FRN: 113742W)

Place : Ahmedabad  
Date: May 18<sup>th</sup>, 2024  
UDIN : 24047236BJXCZ9373

**SUNIL K.DAVE**  
PARTNER  
Membership Number: 047236

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

### Annexure to the independent auditor's report of even date on the Consolidated financial statements of SHILP GRAVURES LIMITED

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of SHILP GRAVURES LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the of the Holding company, its subsidiary company which are companies incorporated in India, are 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business., including adherence to the 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 Act.

#### Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting; assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control on the assessed risk. The procedures selected depend on the auditor's judgment, 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 and the audit evidence obtained by the other auditors in terms .of their reports referred to in the Other Matters paragraph below, 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, the Holding Company and its subsidiary company, which are companies incorporated in India, have 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, 2024, 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.

#### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to a subsidiary company, which is company incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For SHAH & SHAH ASSOCIATES**  
Chartered Accountants  
(FRN: 113742W)

**SUNIL K. DAVE**  
PARTNER  
Membership Number: 047236

Place : Ahmedabad  
Date: May 18, 2024  
UDIN : 24047236BJZXCZ9373

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024**

(₹ in Lacs)

PARTICULARS	NOTES	AS AT 31 <sup>ST</sup> MARCH, 2024	AS AT 31 <sup>ST</sup> MARCH, 2023
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
(a)Property, Plant and Equipment	4	5,262.19	4,812.76
(b)Right-of-use asset	5	56.56	64.91
(c)Capital work-in-progress	6	107.14	246.26
(d)Goodwill		137.03	137.03
(e)Financial Assets			
(i)Other financial assets	7	63.44	63.43
(f)Income tax assets (net)	8	256.15	219.99
(g)Other non current assets	9	33.58	20.96
<b>Total non-current assets</b>		<b>5,916.09</b>	<b>5,565.34</b>
<b>Current Assets</b>			
(a)Inventories	10	756.68	757.08
(b)Financial Assets			
(i)Investments	11	3,056.89	2,339.00
(ii)Trade Receivables	12	1,405.82	1,742.96
(iii)Cash and cash equivalents	13A	202.26	52.35
(iv)Other balances with bank	13B	17.48	18.46
(v)Other financial assets	14	0.05	1.31
(c)Other current assets	15	94.66	62.91
<b>Total current assets</b>		<b>5,533.84</b>	<b>4,974.07</b>
<b>Total assets</b>		<b>11,449.93</b>	<b>10,539.41</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a)Share capital	16	614.98	614.98
(b)Other equity	17	9,080.49	8,075.34
<b>Total equity</b>		<b>9,695.47</b>	<b>8,690.32</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a)Financial liabilities			
(i)Borrowings	18	-	9.54
(ii)Lease liabilities	19	62.34	70.03
(b)Employee benefit obligations	20	28.91	23.71
(c)Deferred tax liabilities (net)	21	449.51	364.91
<b>Total non-current liabilities</b>		<b>540.76</b>	<b>468.19</b>
<b>Current Liabilities</b>			
(a)Financial liabilities			
(i)Borrowings	22	330.95	162.49
(ii)Lease Liabilities	23	7.69	7.04
(iii)Trade Payables	24		
(iiia)Total outstanding due of Micro and small enterprises		0.63	199.60
(iiib)Total outstanding due of creditors other than Micro and small enterprises		659.50	692.70
(iv)Other Financial Liabilities	25	160.43	205.15
(b)Employee benefit obligations	26	24.75	23.91
(c)Other Liabilities	27	29.75	90.01
<b>Total current liabilities</b>		<b>1,213.70</b>	<b>1,380.90</b>
<b>Total equity and liabilities</b>		<b>11,449.93</b>	<b>10,539.41</b>
<b>Significant accounting policies</b>	2 & 3		
<b>The accompanying notes to the consolidated financial statements</b>	4 to 58		
As per our report of even date attached			
<b>For Shah &amp; Shah Associates</b> Chartered Accountants Firm Registration No. - 113742W	<b>Ambar J. Patel</b> Managing Director (DIN No. - 00050042)	<b>Shailesh C. Desai</b> Director (DIN No. - 00169595)	<b>For and on behalf of the Board of Directors of Shilp Gravures Limited CIN: L27100GJ1993PLC020552</b>
<b>Sunil K. Dave</b> Partner Membership No. 047236	<b>Rajendra Gandhi</b> Chief Financial Officer	<b>Roshan Shah</b> Chief Executive Officer	<b>Harsh Hirpara</b> Company Secretary
Place : Ahmedabad Date : 18 <sup>th</sup> May, 2024	Place : Rakanpur Date : 18 <sup>th</sup> May, 2024		



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(₹ in Lacs)

PARTICULARS	NOTE	YEAR ENDED 31 <sup>ST</sup> MARCH, 2024	YEAR ENDED 31 <sup>ST</sup> MARCH, 2023
I) Revenue from operations	28	8,747.97	8,719.97
II) Other Income	29	842.90	127.72
<b>III) Total income (I+II)</b>		<b>9,590.87</b>	<b>8,847.69</b>
<b>IV) EXPENSES</b>			
Cost of materials consumed	30	2,873.84	2,773.74
Changes in inventories of finished goods and work-in-progress	31	4.72	(3.57)
Employee benefits expense	32	3,046.30	2,766.85
Finance costs	33	36.40	41.13
Depreciation and amortisation expense	34	483.63	479.09
Other expenses	35	1,662.82	1,721.22
<b>Total expenses (IV)</b>		<b>8,107.71</b>	<b>7,778.46</b>
<b>V) Profit before tax (III-IV)</b>		<b>1,483.16</b>	<b>1,069.23</b>
<b>VI) Tax expense</b>	36		
(1) Current tax		253.96	179.18
(2) Excess tax provision for earlier years		-	(2.32)
(3) Deferred tax		87.36	111.45
<b>Total tax expenses</b>		<b>341.32</b>	<b>288.31</b>
<b>VII) Profit for the year (V-VI)</b>		<b>1,141.84</b>	<b>780.92</b>
<b>VIII) Other Comprehensive Income ('OCI')</b>			
Items that will not be reclassified to Profit or Loss			
Remeasurement of defined employee benefit plan		(10.30)	7.30
Income tax benefit/(expense) on remeasurement of defined benefit plans		2.76	(2.03)
<b>IX) Total other comprehensive income</b>		<b>(7.54)</b>	<b>5.27</b>
<b>X) Total Comprehensive Income for the year (VII+IX)</b>		<b>1,134.30</b>	<b>786.19</b>
<b>Earnings per equity share (Face value of ₹ 10 each)</b>			
Basic and diluted (In rupees)	37	18.57	12.70
<b>Significant accounting policies</b>	2 & 3		
<b>The accompanying notes to the consolidated financial statements</b>	4 to 58		

As per our report of even date attached

**For Shah & Shah Associates**

Chartered Accountants  
Firm Registration No. - 113742W

**Sunil K. Dave**

Partner  
Membership No. 047236

Place : Ahmedabad  
Date : 18<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
Shilp Gravures Limited  
CIN: L27100GJ1993PLC020552

**Ambar J. Patel**

Managing Director (DIN No. - 00050042)

**Shailesh C. Desai**

Director (DIN No. - 00169595)

**Rajendra Gandhi**

Chief Financial Officer

**Roshan Shah**

Chief Executive Officer

**Harsh Hirpara**

Company Secretary

Place : Rakanpur  
Date : 18<sup>th</sup> May, 2024

**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024**

(₹ in Lacs)

PARTICULARS	YEAR ENDED 31 <sup>ST</sup> MARCH, 2024	YEAR ENDED 31 <sup>ST</sup> MARCH, 2023
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	1,483.16	1,069.23
Adjustments for :		
Depreciation and amortisation expenses	483.63	479.09
Bad debts written off	4.02	0.75
Finance cost	36.40	41.13
Interest income from banks	(0.10)	(0.04)
Interest income on deposit	(2.51)	(2.56)
Net gain on sale of current investments	(760.82)	(86.44)
Net gain arising on Mutual Fund Investment measured at FVTPL	(64.62)	131.32
(Gain) / Loss on disposal of Property, Plant and Equipments (net)	2.09	(6.02)
Provision For Expected Credit Loss	1.09	(13.40)
<b>Operating profit before working capital changes</b>	<b>1,182.34</b>	<b>1,613.06</b>
Adjustments for:		
Trade Payables	(232.17)	210.23
Non Current Provisions (Employee benefit obligations)	(5.10)	9.85
Other Current Liabilities	(60.26)	(32.79)
Current Provisions (Employee benefit obligations)	0.84	0.09
Other Current financial Liabilities	22.55	4.56
Adjustments for (increase) / decrease in operating assets:		
Trade Receivables	332.02	(318.33)
Inventories	0.40	45.34
Other Non Current Financial Assets	(0.01)	1.41
Other Non Current Assets	7.71	(5.22)
Other Current Financial Assets	1.26	(1.28)
Other Current Assets	(31.75)	31.25
<b>Cash Generated from Operations</b>	<b>1,217.83</b>	<b>1,558.17</b>
Direct tax paid (net)	(290.12)	(205.33)
<b>Net cash generated from / (used in) operating activities (A)</b>	<b>927.71</b>	<b>1,352.84</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipments	(878.66)	(286.38)
Proceeds from disposal of Property, Plant and Equipments	3.39	7.97
Income Received from Mutual Fund	760.82	86.44
Proceeds from disposal of investments	4,764.72	2,055.51
Purchase of investments	(5,417.99)	(2,843.15)
Interest received from Bank	0.10	0.04
Interest income on deposit	2.51	2.56
Interest income on deposit and ICD	1.04	13.96
Balance with bank in unpaid dividend account and Bank Deposit	(0.06)	(0.05)
<b>Net cash generated from / (used in) investing activities (B)</b>	<b>(764.13)</b>	<b>(963.10)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of non current borrowings	(9.54)	(45.28)
Net (decrease) / increase in working capital borrowings	168.46	(174.60)
Interest Paid	(36.40)	(41.13)
Lease liabilities	(7.04)	(6.15)
Dividend Paid	(129.15)	(110.70)
<b>Net cash generated from / (used in) financing activities (C)</b>	<b>(13.67)</b>	<b>(377.86)</b>

**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024 (contd...)**

(₹ in Lacs)

PARTICULARS	YEAR ENDED 31 <sup>ST</sup> MARCH, 2024	YEAR ENDED 31 <sup>ST</sup> MARCH, 2023
<b>Net increase / (decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>149.91</b>	<b>11.88</b>
Add: Cash and Cash Equivalents at the beginning of the year	52.35	40.47
<b>Cash and Cash Equivalents at the end of the year</b>	<b>202.26</b>	<b>52.35</b>
<b>Notes to the statement of cash flow</b>		
(a) The above Standalone Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.		
(b) Cash and cash equivalents at the end of the year comprises of		
PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024	AS AT 31 <sup>ST</sup> MARCH, 2023
Cash on hand	2.59	2.40
Cheques/Drafts on hand	-	1.34
Balances with banks in current accounts	199.67	48.61
<b>Cash and cash equivalents in cash flow statement</b>	<b>202.26</b>	<b>52.35</b>

- (c) Disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes under Para 44A as set out in Ind AS 7 "Statement of Cash flows" under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is as under.

Particulars	As at 1 <sup>st</sup> April, 2023	Net cash flows	Changes in fair values	Foreign exchange management	Others	As at 31 <sup>st</sup> March, 2024
Non current borrowings (including current maturities)	54.80	(45.14)	-	-	-	9.66
Current borrowings	117.23	204.06	-	-	-	321.29
Lease liabilities	77.07	(7.04)	-	-	-	70.03
Interest accrued	0.24	(0.19)	-	-	-	0.05

Particulars	As at 1 <sup>st</sup> April, 2022	Net cash flows	Changes in fair values	Foreign exchange management	Others	As at 31 <sup>st</sup> March, 2023
Non current borrowings (including current maturities)	100.08	(45.28)	-	-	-	54.80
Current borrowings	291.83	(174.60)	-	-	-	117.23
Lease liabilities	83.22	(6.15)	-	-	-	77.07
Interest accrued	1.82	(1.58)	-	-	-	0.24

Significant accounting policies note 2 &amp; 3

The accompanying notes to the consolidated financial statements note 4 to 58

As per our report of even date attached

**For Shah & Shah Associates**

Chartered Accountants

Firm Registration No. - 113742W

**Sunil K. Dave**

Partner

Membership No. 047236

Place : Ahmedabad

 Date : 18<sup>th</sup> May, 2024

**For and on behalf of the Board of Directors of  
Shilp Gravures Limited**

CIN: L27100GJ1993PLC020552

**Ambar J. Patel**

Managing Director (DIN No. - 00050042)

**Rajendra Gandhi**

Chief Financial Officer

Place : Rakanpur

 Date : 18<sup>th</sup> May, 2024

**Shailesh C. Desai**

Director (DIN No. - 00169595)

**Roshan Shah**

Chief Executive Officer

**Harsh Hirpara**

Company Secretary

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

### A. Equity Share Capital

(₹ in Lacs)

PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Balance at the beginning of the reporting year	614.98	614.98
Changes in equity share capital during the year	-	-
Balance at the end of the reporting year	614.98	614.98

### B. Other Equity

PARTICULARS	Reserves & Surplus			Total
	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2022 (A)	15.00	1,409.76	5,975.09	7,399.85
<b>Additions during the year :</b>				
Profit for the year	-	-	780.92	780.92
Other comprehensive income for the year net of tax *	-	-	5.27	5.27
<b>Total comprehensive income for the year 2022-23 (B)</b>	-	-	<b>786.19</b>	<b>786.19</b>
<b>Reductions during the year</b>				
Dividends	-	-	(110.70)	(110.70)
Transfer to general reserve	-	25.00	(25.00)	-
<b>Total (C)</b>	-	<b>25.00</b>	<b>(135.70)</b>	<b>(110.70)</b>
<b>Balance as at 31st March, 2023 (D) = (A+B+C)</b>	<b>15.00</b>	<b>1,434.76</b>	<b>6,625.58</b>	<b>8,075.34</b>
<b>Additions during the year :</b>				
Profit for the year	-	-	1,141.84	1,141.84
Other comprehensive income for the year net of tax *	-	-	(7.54)	(7.54)
<b>Total comprehensive income for the year 2023-24 (E)</b>	-	-	<b>1,134.30</b>	<b>1,134.30</b>
<b>Reductions during the year</b>				
Dividends	-	-	(129.15)	(129.15)
<b>Total (F)</b>	-	-	<b>(129.15)</b>	<b>(129.15)</b>
<b>Balance as at 31st March, 2024 (D+E+F)</b>	<b>15.00</b>	<b>1,434.76</b>	<b>7,630.73</b>	<b>9,080.49</b>

\* Other comprehensive income for the year classified under retained earning is in respect of remeasurement of defined benefit plans (net of tax).

Significant accounting policies note 2 & 3

The accompanying notes to the consolidated financial statements note 4 to 58

As per our report of even date attached

**For Shah & Shah Associates**

Chartered Accountants

Firm Registration No. - 113742W

**Sunil K. Dave**

Partner

Membership No. 047236

Place : Ahmedabad

Date : 18<sup>th</sup> May, 2024

For and on behalf of the Board of Directors of  
Shilp Gravures Limited

CIN: L27100GJ1993PLC020552

**Ambar J. Patel**

Managing Director (DIN No. - 00050042)

**Shailesh C. Desai**

Director (DIN No. - 00169595)

**Rajendra Gandhi**

Chief Financial Officer

**Roshan Shah**

Chief Executive Officer

**Harsh Hirpara**

Company Secretary

Place : Rakanpur

Date : 18<sup>th</sup> May, 2024

## Notes to Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2024

### 1. Corporate Information

The financial statements comprise of financial statements of Shilp Gravures Limited ('the Company') and its subsidiary namely Etone India Pvt. Ltd. (collectively 'the Group') for the year ended March 31, 2024. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at 778/6, Pramukh Industrial Estate, Sola-Santej Road, Rakanpur, Tal. Kalol, Gandhinagar - 382722, Gujarat, India. The Group is engaged in engraving of rollers using three different engraving technologies i.e., electronic, laser and chemical etching. The engraved rollers are used in printing and packaging industries.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 18, 2024.

### 2. Basis of preparation and consolidation

#### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with section 133 of Companies Act, 2013 and presentation requirements of Division II of schedule III to the Companies Act, 2013, on the historical cost basis, on the accrual basis of accounting except for certain financial instruments that are measured at fair values, as explained in the accounting policies below.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements are presented in INR and all values are rounded to the nearest lacs (INR 00,000), except when otherwise indicated.

#### 2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

#### 2.3 Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses, and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

- (b) Offset (eliminate) the carrying amount of the parent's investment in subsidiary and the parent's portion of equity of subsidiary. Business combinations policy explains how to account for any related goodwill.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

#### 2.4 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered in to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and

liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

### 3. Significant Accounting Policies

#### 3.1 Revenue recognition

Revenue from sale of goods and services is measured at the fair value of the consideration received or receivable, net of estimated customer returns, rebates and other similar allowances.

##### Sale of goods

Revenue from the sale of goods is recognised the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods and it is probable that the economic benefits associated with the transaction will flow to the Group

##### Rendering of services

Revenue from rendering of services recognised when services are rendered and related cost are incurred.

##### Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis.

#### 3.2 Foreign currencies

In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

#### 3.3 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 3.4 Employee benefits

#### Defined benefit plans

The Group has an obligation towards a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Group accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date.

Defined benefit costs in the nature of current and past service costs and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Actuarial gains and losses on measurement is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur and is reflected immediately in retained earnings and not reclassified to profit or loss. Past service cost is recognized in profit and loss in the period of a plan amendment.

#### Defined Contribution plan

The Group recognizes contribution payable to a defined contribution plan as an expense in the Statement of profit and loss when the employee render services to the Group during the reporting period.

#### Compensated Absences

Provisions for Compensated Absences and its classifications between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

#### Short term employee benefits:

They are recognized at an undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered.

### 3.5 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantially enacted by end of reporting periods.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### 3.6 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Freehold land is not depreciated.



Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land & properties under construction) less their residual values over their useful lives, as indicated in the Companies Act, 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### 3.7 Impairment of tangible and intangible assets (other than goodwill)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 3.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 3.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are not recognised but are disclosed in the notes.

Contingent assets are not recognised but are disclosed in the notes where an inflow of economic benefits is probable.

### 3.10 Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value

through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### 3.11 Financial assets

#### Initial recognition and measurement

Financial assets are recognized when the Group becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value. In case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction costs are recognized in the Statement of Profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

#### Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as a FVTPL. Interest income is recognized in profit or loss and is included in the "Other Income" line item.

#### Classification of financial assets:

##### Financial assets measured at amortized cost

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Group's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Group. Such financial assets are subsequently measured at amortized cost using the effective interest method.

The amortized cost of a financial asset is also adjusted for loss allowances, if any.

##### Financial assets measured at FVTOCI.

A financial asset is measured at FVTOCI if both of the following conditions are met:

- a) The Group's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal on the principal amount outstanding.

##### Financial assets measured at FVTPL.

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above.

This is a residual category applied to all other investments of the Group. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss. Dividend Income on the investments in equity instruments is recognized as 'other income' in the Statement of Profit and Loss.

#### Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in profit or loss except for those which are designated as hedging instruments in a hedging relationship.

#### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of group of similar financial assets) is derecognized (i.e., removed from the Group's Balance Sheet) when any of the following occurs:

- a) The contractual rights to cash flows from the financial assets expires,
- b) The Group transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset.

- c) The Group retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset).
- d) The Group neither transfer nor retains substantially all risk and rewards of ownership and does not retain control over the financial assets.

In cases where Group has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Group continues to recognize such financial asset to the extent of its continuing involvement in the financial asset; in that case, the Group also recognizes an associated liability.

The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

#### **Impairment of financial assets**

The Group applies expected credit losses (ECL) model for recognizing impairment loss on financial assets measured at amortized cost and trade receivables. In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. For the purpose of measuring lifetime expected credit loss, for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. The expected credit loss allowance is computed based on a provision matrix which takes in to account historical credit loss experience and adjusted for forward looking information. For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if the credit risk has increased significantly, then the impairment loss is provided based on lifetime ECL. Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognizing impairment loss allowance based on 12-month ECL. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income / expenses in the Statement of profit and loss under the head 'Other expense'.

### **3.12 Financial liabilities and equity instruments**

#### **Debt and Equity Instruments:**

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### **Equity instruments:**

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities, Equity instruments issued by the Group are recognised at the proceeds received, not of direct issue costs.

#### **Financial Liabilities:**

##### **Initial recognition and measurement**

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value.

##### **Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

##### **Financial liabilities at FVTPL**

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise.
- the financial liability whose performance is evaluated on a fair value basis, in accordance with the Group's documented risk management.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

##### **Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the closing rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

#### **Derecognition of financial liabilities**

A financial liability is derecognised 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 derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

### **3.13 Leases**

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

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

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

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if Group changes its assessment of whether it will exercise a purchase, extension, or termination option.

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

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

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

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases of real estate properties that have a lease term of 12 months. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### **3.14 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing the performance of the operating segments of the Group.

### **3.15 Fair Value**

The Group measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either;

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy that categorized into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for Identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 – quoted (unadjusted) market prices in active markets for identical assets or Liabilities.

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – inputs that are unobservable for the asset or liability.

For assets and liabilities that are recognized in the consolidated financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorized at the end of each reporting period and discloses the same.

### 3.16 Earnings Per Share

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax as adjusted for the effects of dividend interest and other charges relating to the dilutive potential equity shares by weighted average number of shares plus dilutive potential equity shares.

### 3.17 Investments in subsidiaries, associates and joint ventures

The Investments in subsidiaries, associates and joint ventures are carried in these consolidated financial statements at historical 'cost', except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as non-current assets held for sale and discontinued operations. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

### 3.18 Significant accounting judgments, estimates and assumptions.

#### Significant accounting judgements

The application of the Group's accounting policies in the preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the grouping disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### Estimates and assumptions.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

#### (a) Fair value measurement of financial instruments

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

#### (b) Defined benefit plans (gratuity benefits)

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

#### (c) Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. Contingent liabilities are not recognised in the consolidated financial statements. The policy for the same has been explained above in note 3.9.

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**4. PROPERTY, PLANT AND EQUIPMENTS**

(₹ in Lacs)

**For the year 2023-24**

Particulars	Tangible Assets							Total
	Freehold Land	Buildings	Plant and Machinery	Windmills	Furniture and Fixtures	Vehicles	Office Equipments and Computers	
<b>Cost :</b>								
As at April 1, 2023	558.24	987.05	5,379.56	1,019.44	93.50	192.83	389.35	8,619.98
Additions during the year	-	198.08	600.30	-	8.80	99.61	23.62	930.41
Disposals / adjustments	-	-	-	-	-	(11.84)	(1.00)	(12.84)
<b>As at March 31, 2024</b>	<b>558.24</b>	<b>1,185.14</b>	<b>5,979.86</b>	<b>1,019.44</b>	<b>102.30</b>	<b>280.60</b>	<b>411.97</b>	<b>9,537.55</b>
<b>Accumulated Depreciation :</b>								
As at April 1, 2023	-	(226.76)	(2,753.13)	(406.46)	(48.89)	(99.84)	(272.15)	(3,807.20)
Depreciation for the year	-	(45.64)	(303.95)	(58.06)	(7.08)	(26.16)	(34.38)	(475.28)
Disposals / adjustments	-	-	-	-	-	6.19	0.94	7.12
<b>As at March 31, 2024</b>	<b>-</b>	<b>(272.40)</b>	<b>(3,057.09)</b>	<b>(464.52)</b>	<b>(55.97)</b>	<b>(119.81)</b>	<b>(305.60)</b>	<b>(4,275.36)</b>
<b>Carrying amount :</b>								
As at April 1, 2023	558.24	760.29	2,626.43	612.98	44.61	92.99	117.20	4,812.76
<b>As at March 31, 2024</b>	<b>558.24</b>	<b>912.73</b>	<b>2,922.77</b>	<b>554.92</b>	<b>46.32</b>	<b>160.79</b>	<b>106.37</b>	<b>5,262.19</b>

**For the year 2022-23**

Particulars	Tangible Assets							Total
	Freehold Land	Buildings	Plant and Machinery	Windmills	Furniture and Fixtures	Vehicles	Office Equipments and Computers	
<b>Cost :</b>								
As at April 1, 2022	558.24	920.47	5,347.96	1,019.44	88.70	187.45	322.30	8,444.60
Additions during the year	-	66.59	37.30	-	4.80	5.38	67.70	181.76
Disposals / adjustments	-	-	(5.70)	-	-	-	(0.64)	(6.34)
<b>As at March 31, 2023</b>	<b>558.24</b>	<b>987.05</b>	<b>5,379.56</b>	<b>1,019.44</b>	<b>93.50</b>	<b>192.83</b>	<b>389.35</b>	<b>8,619.98</b>
<b>Accumulated Depreciation :</b>								
As at April 1, 2022	-	(187.53)	(2,432.75)	(348.40)	(42.41)	(79.74)	(250.05)	(3,340.85)
Depreciation for the year	-	(39.23)	(324.76)	(58.06)	(6.48)	(20.10)	(22.11)	(470.74)
Disposals / adjustments	-	-	4.38	-	-	-	0.01	4.39
<b>As at March 31, 2023</b>	<b>-</b>	<b>(226.76)</b>	<b>(2,753.13)</b>	<b>(406.46)</b>	<b>(48.89)</b>	<b>(99.84)</b>	<b>(272.15)</b>	<b>(3,807.20)</b>
<b>Carrying amount :</b>								
As at April 1, 2022	558.24	732.93	2,915.20	671.04	46.29	107.72	72.24	5,103.68
<b>As at March 31, 2023</b>	<b>558.24</b>	<b>760.29</b>	<b>2,626.43</b>	<b>612.98</b>	<b>44.61</b>	<b>92.99</b>	<b>117.20</b>	<b>4,812.76</b>

1. Plant and Machinery includes softwares being an integral part of plant and machinery
2. All title deeds of immovable property are held in the name of the company.
3. For charges created on the aforesaid assets. (Refer note 18 & 22)
4. Addition included WDV of subsidiary.

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**5 NON - CURRENT RIGHT-OF-USE ASSETS**

(₹ in Lacs)

Movement in net carrying amount	Year 2023-24			Year 2022-23		
	Buildings	Leasehold land	Total	Buildings	Leasehold land	Total
Balance as at 1st April	37.63	27.28	<b>64.91</b>	45.05	28.21	<b>73.26</b>
Additions during the year	-	-	-	-	-	-
Amortisation for the year	7.42	0.93	<b>8.35</b>	7.42	0.93	<b>8.35</b>
<b>Balance as at 31st March</b>	<b>30.21</b>	<b>26.35</b>	<b>56.56</b>	<b>37.63</b>	<b>27.28</b>	<b>64.91</b>

All lease agreements are duly executed in favour of the Company.

For additions and movement in lease liabilities Refer note 19

**6 CAPITAL WORK-IN PROGRESS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Balance at the beginning of the year	246.26	16.84
Add: Additions during the period	149.03	253.19
Less: Capitalisation during the period	288.15	23.77
<b>Balance at the end of the year</b>	<b>107.14</b>	<b>246.26</b>

**CWIP aging schedule as at March 31,2024**

Particulars	Amount in CWIP for a period of				Total
	Less than one year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	68.00	<b>39.14</b>	-	-	107.14
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>68.00</b>	<b>39.14</b>	-	-	<b>107.14</b>

**CWIP aging schedule as at March 31,2023**

Particulars	Amount in CWIP for a period of				Total
	Less than one year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	246.26	-	-	-	246.26
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>246.26</b>	-	-	-	<b>246.26</b>

**7 OTHER NON - CURRENT FINANCIAL ASSETS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Security deposits (unsecured, considered good)	63.44	63.43
<b>Total</b>	<b>63.44</b>	<b>63.43</b>

The fair value of other non current financial assets is not materiality different from carrying value presented.

**8 NON - CURRENT TAX ASSETS (NET)**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advance income tax & tax deducted at source [net of provision for tax ₹ 253.96 Lakhs (previous year ₹ 179.17 Lakhs)]	256.15	219.99
<b>Total</b>	<b>256.15</b>	<b>219.99</b>

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**9 OTHER NON - CURRENT ASSETS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advances for property, plant and equipment	23.00	2.69
Prepaid expenses	2.62	6.33
Defined benefits assets with LIC	7.96	11.94
<b>Total</b>	<b>33.58</b>	<b>20.96</b>

**10 INVENTORIES**

(Valued at lower of cost or net realisable value)

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Raw materials	450.44	461.79
Packing materials	3.73	5.55
Work-in-progress	126.41	131.35
Finished goods	19.63	19.41
Stores and spares	156.47	138.98
<b>Total</b>	<b>756.68</b>	<b>757.08</b>

Inventories of ₹ 756.68 Lacs (as at 31st March 2023: ₹ 757.08 Lacs) are hypothecated against working capital facilities from banks. (Refer note - 22)

**11 CURRENT INVESTMENTS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Financial assets carried at fair value through profit or loss (FVTPL)</b>		
Investments in mutual funds - (quoted) (refer note-41(ii))	3,056.89	2,339.00
<b>Total</b>	<b>3,056.89</b>	<b>2,339.00</b>

**12 TRADE RECEIVABLES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Unsecured, considered good * #	1,405.82	1,742.96
Unsecured, considered doubtful	1.83	0.74
	<b>1,407.65</b>	<b>1,743.70</b>
Less: Allowance for doubtful debts	(1.83)	(0.74)
<b>Total</b>	<b>1,405.82</b>	<b>1,742.96</b>

\* Includes trade receivables from related parties [refer note 43 (b)(ii)]

# Trade receivables are hypothecated to secure working capital facilities from a bank (refer note 24).

**Ageing of trade receivables as at 31 March, 2024**

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
Considered good	900.73	501.41	1.72	1.96	-	-	1,405.82
Credit impaired	0.19	0.36	0.51	0.77	-	-	1.83
Disputed trade receivables	-	-	-	-	-	-	-
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>900.92</b>	<b>501.77</b>	<b>2.23</b>	<b>2.73</b>	<b>-</b>	<b>-</b>	<b>1,407.65</b>
Less: Allowance for expected credit loss							1.83
<b>Balance at the end of the year</b>							<b>1,405.82</b>



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**Ageing of trade receivables as at 31 March, 2023**

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
Considered good	1,163.35	571.55	7.81	-	0.25	-	1,742.96
Credit impaired	0.24	0.32	0.10	-	0.08	-	0.74
<b>Disputed trade receivables</b>							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>1,163.59</b>	<b>571.87</b>	<b>7.91</b>	<b>-</b>	<b>0.33</b>	<b>-</b>	<b>1,743.70</b>
Less: Allowance for expected credit loss							0.74
<b>Balance at the end of the year</b>							<b>1,742.96</b>

**Note:** The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a provision matrix. The Provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivable are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting periods is as follow.

Ageing	Expected Credit Loss %	
	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Within the credit periods	0.04%	0.00%
46-90 days	0.09%	0.01%
91-180 days	0.25%	0.02%
181-270 days	4.15%	0.18%
271-360 days	16.07%	0.65%
More than 360 days	25.00%	25.00%

**Movement in the expected credit loss allowances :**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Balance at beginning of the year	0.74	14.14
Movement in expected credit loss allowance (Refer note - 12)	1.09	(13.40)
<b>Balance at end of the year</b>	<b>1.83</b>	<b>0.74</b>

**13 CASH AND CASH EQUIVALENTS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>(A) Cash and Cash Equivalents</b>		
Cash on hand	2.59	2.40
Cheques, drafts on hand	-	1.34
Balances with banks		
In Current accounts	199.67	48.61
	<b>202.26</b>	<b>52.35</b>
<b>(B) Other Balance with Bank</b>		
Earmarked balances with banks (unpaid dividend)	16.37	17.41
Balance with bank in fixed deposit (refer below note - (i))	1.11	1.05
	<b>17.48</b>	<b>18.46</b>
<b>Total</b>	<b>219.74</b>	<b>70.81</b>

Bank Deposit of ₹ 1.11 Lacs (as at 31st March 2023: ₹ 1.05) out of other balance with bank, has been pledged with bank as a security against bank guarantee.

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**14 OTHER CURRENT FINANCIAL ASSETS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Security deposits	0.05	0.30
Interest accrued on fixed deposit	-	0.04
Loan and advance to staff	-	0.20
Others	-	0.77
<b>Total</b>	<b>0.05</b>	<b>1.31</b>

**15 OTHER CURRENT ASSETS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advance to suppliers	26.96	11.95
Prepaid expenses	38.51	30.33
Balance with government authority	5.79	1.05
Defined benefits assets with LIC	21.64	18.97
Others	1.76	0.61
<b>Total</b>	<b>94.66</b>	<b>62.91</b>

**16 EQUITY SHARE CAPITAL**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Authorised Share Capital</b> 65,00,000 (previous year 65,00,000) equity Shares of face value ₹ 10 each	650.00	650.00
<b>Issued, subscribed and fully paid up share capital</b> 61,49,800 (previous year 61,49,800) of face value ₹ 10 each fully paid up	614.98	614.98
	<b>614.98</b>	<b>614.98</b>

**(i) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:**

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	No. of shares	Amounts in Lakhs	No. of shares	Amounts in Lakhs
Shares outstanding at the beginning of the year	61,49,800	614.98	61,49,800	614.98
Changes during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>61,49,800</b>	<b>614.98</b>	<b>61,49,800</b>	<b>614.98</b>

**(ii) Terms / rights attached to equity shares**

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

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

**(iii) Details of shareholders holding more than 5% of equity shares in the company \***

Name of the shareholders	As at 31 March, 2024		As at 31 March, 2023	
	No. of Equity Shares	Percentage holding	No. of Equity Shares	Percentage holding
Baldev Vitthaldas Patel	7,70,756	12.53%	7,70,756	12.53%
Atul Manilal Vinchhi	3,68,277	5.99%	3,68,277	5.99%
Dashrath Vitthaldas Patel	3,33,228	5.42%	3,33,228	5.42%
Sumanbhai Vitthaldas Patel	3,33,228	5.42%	3,33,228	5.42%
Vishnu Vitthaldas Patel	3,33,228	5.42%	3,33,228	5.42%
Gajanan Vaman Bhavsar	3,09,410	5.03%	3,09,410	5.03%

\* As per the records of the Company, including its register of members.

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**(iv) Shares held by promoters as defined in the Companies Act, 2013 at the end of the year**

Promoter Name	As at 31 March, 2024		As at 31 March, 2023		% Change during the Year
	No. of shares	% of total shares	No. of shares	% of total shares	
Baldev Vitthaldas Patel	7,70,756	12.53%	7,70,756	12.53%	0.00%
Atul Manilal Vinchhi	3,68,277	5.99%	3,68,277	5.99%	0.00%
Dashrath Vitthaldas Patel	3,33,228	5.42%	3,33,228	5.42%	0.00%
Suman Vitthaldas Patel	3,33,228	5.42%	3,33,228	5.42%	0.00%
Vishnu Vitthaldas Patel	3,33,228	5.42%	3,33,228	5.42%	0.00%
Gajanan Vamanrao Bhavsar	3,09,410	5.03%	3,09,410	5.03%	0.00%
Ambar Jayantilal Patel/Amita Ambar Patel	2,46,219	4.00%	2,46,219	4.00%	0.00%
Narendra Ramkrishna Patil/Chhaya Narendra Patil	1,82,500	2.97%	1,82,500	2.97%	0.00%
Neil Roshan Shah/Roshan Harshvadan Shah	1,22,981	2.00%	1,22,981	2.00%	0.00%
Roshan Harshvadan Shah/Arati Roshan Shah	1,13,404	1.84%	1,13,404	1.84%	0.00%
Siddharth Narendra Patil	1,05,700	1.72%	1,05,700	1.72%	0.00%
Jay Roshan Shah/Roshan Harshvadan Shah	1,00,000	1.63%	1,00,000	1.63%	0.00%
Amita Ambarbhai Patel/Ambar Jayantilal Patel	84,490	1.37%	84,490	1.37%	0.00%
Chhaya Naraendra Patil/Narendra Ramkrishna Patil	75,000	1.22%	75,000	1.22%	0.00%
Deval Ambarbhai Patel/Amita Ambar Patel	64,781	1.05%	64,781	1.05%	0.00%
Narendra R Patil H.U.F	46,300	0.75%	46,300	0.75%	0.00%
Sangita Gajanan Bhavsar/Gajanan Vamanrao Bhavsar	39,441	0.64%	39,441	0.64%	0.00%
Priyank Gajanan Bhavsar	36,455	0.59%	36,455	0.59%	0.00%
Rachit Gajanan Bhavsar/Gajanan Vamanrao Bhavsar	26,502	0.43%	26,502	0.43%	0.00%
Sundeep Harshvadan Shah/Shefali Sundeep Shah	13,400	0.22%	13,400	0.22%	0.00%
Arati Roshan Shah	11,155	0.18%	11,155	0.18%	0.00%
Kumud Harshvadan Shah/Sundeep Harshvadan Shah	7,000	0.11%	7,000	0.11%	0.00%
Satish V Patil	6,200	0.10%	6,200	0.10%	0.00%
Hemal Ambar Patel/Ambar Jayantilal Patel	2,501	0.04%	2,501	0.04%	0.00%
Ulca Jayprakash Patel/Jayprakash G. Patel	2,300	0.04%	2,300	0.04%	0.00%
Jayprakash G. Patel/Ulca Jayprakash Patel	1,800	0.03%	1,800	0.03%	0.00%
Ravindra Ramkrishna Patil/Sunanda Ravindra Patil	1,500	0.02%	1,500	0.02%	0.00%
Sumit Patil	1,000	0.02%	1,000	0.02%	0.00%
Ambar Jayantilal Patel H.U.F	901	0.01%	901	0.01%	0.00%
Patel Anal Nandan	650	0.01%	650	0.01%	0.00%

**17 OTHER EQUITY**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Reserves and surplus</b>		
(a) Capital Reserve (refer note - (i) below)		
Balance at the beginning and at the end of the year	15.00	15.00
(b) General Reserve (refer note - (ii) below)		
Balance at the beginning of the year	1,434.76	1,409.76
Add : Amount transfer from retained earnings	-	25.00
Balance at the end of the year	1,434.76	1,434.76

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

(c) Retained Earnings		
Balance at the beginning of the year	6,625.58	5,975.09
Add: Profit for the year	1,141.84	780.92
Add/(less): Remeasurement of defined benefit plan transferred from OCI	(7.54)	5.27
Less: Dividend on equity shares	129.15	110.70
Less: Transfer to general reserve	-	25.00
Balance at the end of the year	7,630.73	6,625.58
<b>Total reserves and surplus</b>	<b>9,080.49</b>	<b>8,075.34</b>
<b>Other comprehensive income (OCI)</b>		
<b>Items that will not be reclassified to statement of profit and loss</b>		
Remeasurement of defined benefit plan		
Balance at the beginning of the year	-	-
Recognised in statement of profit and loss	(10.30)	7.30
Tax impact on above	2.76	(2.03)
Less: Transferred to retained earnings	7.54	(5.27)
Balance at the end of the year	-	-

- 1 The above capital reserve pertains to Capital subsidy received of ₹ 15.00 lacs from Government of Gujarat in 1993 towards incentive for setting up plant in backward area and such subsidy can be use for purchase of capital assets.
- 2 The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.
- 3 Retained Earning represent the amount that can be distributed by the Company as dividend, bonus etc. consider ing the requirements of the Companies Act, 2013.

**18 NON - CURRENT BORROWINGS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Secured term loans from Bank	-	9.54
<b>Total</b>	<b>-</b>	<b>9.54</b>

For the terms of repayment of term loans and other loans are stated in note no. 22.

**19 NON - CURRENT LEASE LIABILITIES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Lease Liabilities	62.34	70.03
<b>Total</b>	<b>62.34</b>	<b>70.03</b>

The aggregate maturities of long term leases, based on contractual undiscounted cash flows are as follows :

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Less than one year	7.69	7.04
Between one to five years	41.84	41.00
More than five years	20.50	29.03
<b>Total</b>	<b>70.03</b>	<b>77.07</b>

Rupees in Lakhs

<b>Movement in lease liabilities</b>	<b>Year2023-24</b>	<b>Year2022-23</b>
<b>Balance as at 1st April</b>	77.07	83.22
Additions	-	-
Deletions	-	-
Finance cost	6.75	7.40
Repayment (including interest on lease liabilities)	13.79	13.55
<b>Balance as at 31st March</b>	<b>70.03</b>	<b>77.07</b>

**20 NON - CURRENT EMPLOYEE BENEFIT OBLIGATIONS**

<b>PARTICULARS</b>	<b>AS AT 31<sup>ST</sup> MARCH, 2024 (₹ in Lacs)</b>	<b>AS AT 31<sup>ST</sup> MARCH, 2023 (₹ in Lacs)</b>
<b>Provision for employee benefits</b>		
Provision for compensated absences	28.91	23.71
<b>Total</b>	<b>28.91</b>	<b>23.71</b>

**21 DEFERRED TAX LIABILITIES (NET)**

<b>PARTICULARS</b>	<b>AS AT 31<sup>ST</sup> MARCH, 2024 (₹ in Lacs)</b>	<b>AS AT 31<sup>ST</sup> MARCH, 2023 (₹ in Lacs)</b>
<b>A - Deferred Tax Liabilities</b>		
Difference between book and tax depreciation	534.77	476.52
	<b>534.77</b>	<b>476.52</b>
<b>B - Deferred Tax Asset</b>		
Disallowance under the Income Tax Act, 1961	11.85	12.22
Business Loss	-	11.62
Unabsorbed depreciation	42.18	36.39
Remeasurement benefit of the defined benefits plans through OCI	3.71	0.95
	<b>57.73</b>	<b>61.18</b>
<b>C - MAT Credit Entitlement</b>	27.53	50.43
<b>Net deferred tax liabilities (A-B-C)</b>	<b>449.51</b>	<b>364.91</b>

The major components of deferred tax (liabilities) / assets arising on account of timing differences are as follows:

<b>Particulars</b>	<b>Balance sheet 01.04.2023</b>	<b>Profit and loss 2023-24</b>	<b>OCI 2023-24</b>	<b>Balance sheet 01.04.2024</b>
Difference between written down value of fixed assets as per the books of accounts and Income Tax Act, 1961.	476.52	58.25	-	534.77
Provision of expenses allowed for tax purpose on payment basis	(11.08)	1.38	-	(9.70)
Allowances for doubtful debts and advances	(1.14)	(1.01)	-	(2.15)
Unabsorbed losses	(11.62)	11.62	-	-
Unabsorbed depreciation	(36.39)	(5.79)	-	(42.18)
MAT Credit Entitlement	(50.43)	22.90	-	(27.53)
Remeasurement benefit of the defined benefits plans through OCI	(0.95)	-	(2.76)	(3.71)
Deferred tax expense/(benefit)		<b>83.64</b>	<b>(2.76)</b>	
<b>Net Deferred tax liabilities</b>	<b>364.91</b>			<b>449.51</b>

## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)

### 22 CURRENT BORROWINGS

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
<b>Secured Loans repayable on demand</b>		
Cash Credit from Banks (refer below note - (i))	321.29	117.23
Current maturities of secured long-term debt (refer below note - (ii) & (iii))	9.66	45.26
<b>Total</b>	<b>330.95</b>	<b>162.49</b>

The Company has obtained borrowings from a bank on the basis of security of current assets wherein the quarterly returns/ statements of current assets as filed with banks are in agreement with the books of accounts.

Working capital loan from bank is secured by present and future trade receivable, inventories of the Company and personal guarantee of Mr. Ambar Patel (Director). (Refer note no. 10 & 12).

- Vehicle loan from Axis Bank Limited amounting to ₹ 2.39 Lakhs (as at 31st March 2023: ₹ 5.36 Lakhs), out of which ₹ 2.39 Lakhs (as at 31st March 2023: ₹ 2.95 Lakhs) is classified as current maturity of long term.
- Term loan -1 from HDFC Bank Limited amounting to ₹ Nil (as at 31st March 2023: ₹ 28.46 Lakhs), out of which ₹ Nil (as at 31st March 2023: ₹ 28.46 lakhs) is classified as current maturity of long term. The loan is secured by exclusive charge over Immovable and Movable assets of the Company. (Refer note - 4)
- Term loan -2 from HDFC Bank Limited amounting to ₹ 7.27 Lakhs (as at 31st March 2023: ₹ 20.98 Lakhs), out of which ₹ 7.27 Lakhs (as at 31st March 2023: ₹ 13.85 Lakhs) is classified as current maturity of long term. The loan is secured by exclusive charge over Immovable and Movable assets of the Company. (Refer note - 4)
- The terms of repayment of term loans and other loans are stated below.

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Vehicle term loans for 1 motor car are secured by hypothecation of the said vehicle and carries interest 9.30% p.a. The loan is repayable in 47 monthly installment starting from February 2021.	2.39	5.36
HDFC Bank Term loan -1 is secured by first and exclusive charge on existing & future movable & immovable fixed assets of the Company and carries interest 7.85% p.a. The loan is repayable in 23 monthly installments starting from January 2022.	-	28.46
HDFC Bank Term loan -2 is secured by first and exclusive charge on existing & future movable & immovable fixed assets of the Company and carries interest 7.85% p.a. The loan is repayable in 33 monthly installments starting from January 2022.	7.27	20.98

- The Company has obtained borrowing from a bank on the basis of security of current assets wherein the quarterly returns/ statements of current assets as filed with banks are considered in agreement with the books of accounts.

### 23 CURRENT LEASE LIABILITIES

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Lease Liabilities	7.69	7.04
<b>Total</b>	<b>7.69</b>	<b>7.04</b>

### 24 TRADE PAYABLES

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Total outstanding dues of micro enterprises and small enterprises (Refer note 44)	0.63	199.60
Total outstanding dues of creditors other than micro enterprises and small enterprises	659.50	692.70
<b>Total</b>	<b>660.13</b>	<b>892.30</b>

**Ageing of trade payables as at 31 March, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	0.63	-	-	-	-	0.63
Other than MSME	656.01	3.41	0.08	-	-	659.50
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-	-
<b>Total</b>	<b>656.64</b>	<b>3.41</b>	<b>0.08</b>	-	-	<b>660.13</b>

**Ageing of trade payables as at 31 March, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	199.60	0.00	-	-	-	199.60
Other than MSME	547.95	144.75	-	-	-	692.70
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-	-
<b>Total</b>	<b>747.55</b>	<b>144.75</b>	-	-	-	<b>892.30</b>

**25 OTHER FINANCIAL LIABILITIES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Interest accrued but not due	0.05	0.24
Unpaid dividends	14.66	15.80
Statutory liabilities	83.50	59.62
Payable on purchase of property, plant and equipment	62.23	129.49
<b>Total</b>	<b>160.43</b>	<b>205.15</b>

**26 CURRENT EMPLOYEE BENEFIT OBLIGATIONS**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Provision for compensated absences	6.29	26.39
Provision for gratuity	18.46	(2.48)
<b>Total</b>	<b>24.75</b>	<b>23.91</b>

**27 OTHER CURRENT LIABILITIES**

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH, 2024 (₹ in Lacs)	AS AT 31 <sup>ST</sup> MARCH, 2023 (₹ in Lacs)
Advances from customers	29.75	90.01
<b>Total</b>	<b>29.75</b>	<b>90.01</b>

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**28 REVENUE FROM OPERATIONS**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Revenue from sale of products	5515.07	5625.12
Revenue from sale of services	2,833.49	2784.43
Other operating revenue		
Scrap Sales	395.90	308.44
Export Incentives	3.51	1.98
<b>Total</b>	<b>8,747.97</b>	<b>8,719.97</b>

**Revenue from contracts with customers disaggregated based on nature of product or services**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Revenue from sale of products</b>		
Engraved Copper Rollers	5,025.01	5159.18
Others	490.06	465.94
	<b>5515.07</b>	<b>5625.12</b>
<b>Sale of services</b>		
Job work sales	2,833.49	2784.43
	<b>2,833.49</b>	<b>2784.43</b>

**29 OTHER INCOME**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Interest income</b>		
From a bank	0.10	0.04
From deposit	2.51	2.56
From income tax refund	0.18	0.43
<b>Other non-operating income</b>		
Allowance for expected credit loss written back	-	13.40
Gain on sale of current investments (net)	760.82	86.44
Gain on disposal of property, plant and equipments (net)	-	6.02
Gain on foreign exchange fluctuation (net)	1.73	0.11
Net gain arising on investments measured at FVTPL	64.62	-
Miscellaneous income	12.94	18.72
<b>Total</b>	<b>842.90</b>	<b>127.72</b>

**30 COST OF MATERIALS CONSUMED**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Opening stock	461.79	516.85
Add : Purchases during the year	2,862.49	2718.68
	<b>3,324.28</b>	<b>3,235.53</b>
Less : Closing Stock	450.44	461.79
<b>Total cost of materials consumed</b>	<b>2,873.84</b>	<b>2,773.74</b>



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**31 CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
<b>Opening stock</b>		
Finished goods	19.41	22.00
Work-in-progress	131.35	125.19
	<b>150.76</b>	<b>147.19</b>
<b>Closing stock</b>		
Finished goods	19.63	19.41
Work-in-progress	126.41	131.35
	<b>146.04</b>	<b>150.76</b>
<b>Changes in inventories of finished goods and work-in-progress</b>	<b>4.72</b>	<b>(3.57)</b>

**32 EMPLOYEE BENEFITS EXPENSES**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
Salaries, wages and bonus	2,747.21	2,474.44
Contributions to provident and other funds	116.21	113.09
Contributions to gratuity fund	25.54	27.44
Staff welfare expenses	157.34	151.88
<b>Total</b>	<b>3,046.30</b>	<b>2,766.85</b>

**33 FINANCE COSTS**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
<b>Interest on:</b>		
Bank borrowings	24.43	29.13
Lease liabilities	6.75	7.41
Others	5.22	4.59
<b>Total</b>	<b>36.40</b>	<b>41.13</b>

**34 DEPRECIATION AND AMORTISATION EXPENSE**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
Depreciation of property, plant and equipment (refer Note 4)	475.28	470.74
Amortisation of Right of Use assets (refer Note 5)	8.35	8.35
<b>Total</b>	<b>483.63</b>	<b>479.09</b>

**35 OTHER EXPENSES**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March,2024	For the year ended 31 <sup>st</sup> March,2023
Consumption of stores and spares	566.75	532.30
Consumption of packing materials	107.73	124.03
Power & fuel (net of energy income ₹ 416.62 lakhs (P.Y. ₹ 369.35 lakhs) from wind mills and solars)	131.05	133.59
Rent Expenses	1.08	1.08

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

Repairs and maintenance		
Plant & machinery	156.96	126.84
Building	33.38	40.58
Others	28.25	35.53
Factory expenses	70.34	61.72
Insurance premium	28.67	30.70
Rates & Taxes	2.69	4.55
Travelling and conveyance	87.82	84.99
Communication expenses	23.82	24.03
Printing and stationary	15.85	16.34
Freight and forwarding	84.50	94.18
Sales commission	48.91	54.05
Advertisement and business promotion	7.13	19.80
Selling expenses	-	7.32
Corporate social responsibility expenses (Refer note 49)	16.81	14.78
Donation	-	0.51
Legal consultancy and professional charges	195.63	144.88
Auditors' remuneration	11.89	11.01
Computer expenses	17.20	14.79
Bad debts written off	4.02	0.75
Net loss arising on Investments measured at FVTPL	-	131.32
Loss on disposal of Property, Plant and Equipments	2.09	-
Provision For Expected Credit Loss	1.10	-
Loss on foreign exchange rate fluctuation	0.21	0.32
Miscellaneous expenses	18.97	11.26
	<b>1,662.85</b>	<b>1,721.22</b>

**Note - Auditors' Remuneration excluding GST:**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Statutory audit fees	8.60	8.60
Tax audit fees	2.15	2.15
Other services	0.90	-
Reimbursement of expenses	0.24	0.26
<b>Total</b>	<b>11.89</b>	<b>11.01</b>

**36 INCOME TAX EXPENSES**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>A. The major components of income tax expense for the year are as under :</b>		
<b>(i) Income tax recognized in the Statement of Profit and Loss:</b>		
<b>Current Tax :</b>		
In respect of current year	253.96	179.17
In respect of excess tax provision for earlier years	-	(2.31)
<b>Deferred Tax :</b>		
In respect of current year	87.36	111.45
<b>Income Tax expense recognized in the Statement of Profit and Loss</b>	<b>341.32</b>	<b>288.31</b>

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

(ii) <b>Income Tax expense recognized in OCI</b>		
<b>Deferred Tax :</b>		
Income tax expenses on remeasurement of defined benefits plan	(2.76)	2.03
<b>Income tax expense/(benefit) recognised in OCI</b>	<b>(2.76)</b>	<b>2.03</b>
<b>B. Reconciliation of tax expense and effective tax rate:</b>		
Profit before tax	1,483.16	1,069.23
Tax rate	29.12%	27.82%
Income tax expense	430.95	297.46
<b>Adjustment for:</b>		
Effect of deductible expenses	(13.40)	(30.83)
Effect of non-deductible expenses	18.89	54.91
Effect of variance in tax rate	107.26	9.62
Effect of Income that is exempted from tax	(21.32)	(20.33)
Effect of profit on sale of mutual fund	(237.06)	(24.05)
Effect of Deferred tax liabilities	47.50	46.06
MAT credit recognised	5.73	(40.79)
Adjustment in respect of current income tax of previous year	-	(2.32)
Other adjustment	-	0.60
<b>Tax expenses as per statement of profit and loss</b>	<b>338.57</b>	<b>290.34</b>

**37 EARNING PER SHARE (EPS)**

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Basic and Diluted</b>		
Profit after tax as per Statement of Profit and Loss (₹ in Lakhs)	1,141.84	780.92
Nominal Value of equity share (rupees)	10	10
Weighted average number of equity shares outstanding during the year (nos.)	61,49,800	61,49,800
Basic and diluted earnings per share (rupees)	<b>18.57</b>	<b>12.70</b>

**38 EMPLOYEE BENEFITS**
**Post-employment benefits plans:**
**1. Defined benefit gratuity plans**
**I. Expenses recognized in the Statement of Profit and Loss and Other Comprehensive Income for the year: (₹ in Lacs)**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Current service cost	29.10	28.96
Net interest Cost	(3.55)	(2.82)
<b>Amount recognised in profit and loss accounts (Refer note - 32)</b>	<b>25.55</b>	<b>26.14</b>
<b>Actuarial (gain)/loss</b>		
a) arising from changes in financial assumption	6.73	(13.75)
b) arising from experience adjustments	1.68	6.25
Return on Plan assets excluded amount included in interest income	1.89	1.10
<b>Amount recognised in other comprehensive income</b>	<b>10.30</b>	<b>(6.40)</b>
<b>Total</b>	<b>35.85</b>	<b>19.74</b>

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**II. Reconciliation of opening and closing balances of defined benefit obligation: (₹ in Lacs)**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Defined benefit obligation at beginning of the year	352.87	325.48
Current service cost	29.10	28.96
Interest cost	25.16	21.70
Actuarial losses (gains)	8.41	(7.51)
Benefits paid	(15.76)	(15.76)
Benefits paid by Company	-	-
<b>Defined benefit obligation at the end of the year</b>	<b>399.78</b>	<b>352.87</b>

**III. Reconciliation of Opening and Closing balances of fair value of plan assets: (₹ in Lacs)**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Fair value of plan assets at beginning of the year	386.26	351.96
Expected return on plan assets	28.72	24.53
Return on Plan assets excluded amount included in interest income	(1.87)	(1.10)
Actuarial gains and (losses)	-	-
Contributions by employer	32.04	26.62
Benefits paid	(8.61)	(15.75)
Adjustment to fund	-	-
<b>Fair value of plan assets at year end</b>	<b>436.54</b>	<b>386.26</b>

**IV. Investment details:**

PARTICULARS	% invested as at 31 <sup>st</sup> March, 2024	% invested as at 31 <sup>st</sup> March, 2023
Investment with insurer (Investment in Policy of LIC)	100%	100%

**V. The Principal assumption used in determining gratuity obligations are as follows:**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Mortality Table (LIC)	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table
Discount Rate (per annum)	7.20%	7.40%
Rate of escalation in salary (per annum)	6.00%	6.00%

Estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

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

- Interest risk: a decrease in the bond interest rate will increase the plan liability.
- Salary risk: the present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, a variation in the expected rate of salary increase of the plan participants will change the plan liability.

**VI. Sensitivity Analysis**

Significant actuarial assumptions for the determination of defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact in present value of defined benefit obligation:		
If discount rate is increased by 0.5%	(15.18)	(7.82)
If discount rate is decreased by 0.5%	16.16	8.35
If salary escalation rate is increased by 0.5%	15.32	7.85
If salary escalation rate is decreased by 0.5%	(15.00)	(7.69)
If withdrawal rate is increased by 10%	1.32	0.80
If withdrawal rate is decreased by 10%	(1.44)	(0.87)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

**VII. Asset Liability Matching Strategies**

The Company has purchased insurance policy, which is basically a year-on year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The Insurance Company, as part of the policy rules, makes payment of all gratuity out goes happening during the year (subject to sufficiency of funds under the policy). The policy thus mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

**VIII. Effect of Plan on Entity's Future Cash Flows**
**(i) Funding arrangements and Funding Policy**

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

**(ii) Expected contribution during the next annual reporting period**

The Company's best estimate of Contribution during the next year is ₹ 32.64 Lacs.

**IX. Expected outflow in future years (as provided in actuarial report)**

PARTICULARS	Gratuity	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Expected outflow in 1st Year	29.35	27.05
Expected outflow in 2nd Year	32.25	25.75
Expected outflow in 3rd Year	48.76	28.91
Expected outflow in 4th Year	38.57	43.70
Expected outflow in 5th Year	34.44	34.02
Expected outflow in 6th to 10th Year	195.88	164.84

**2. Defined Contribution Plans.**

Contribution of Defined Contribution Plan, recognized as expense for the year are as under:

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Employer's Contribution to Provident Fund (refer note - 32)	115.30	112.05
Employers' Contribution to Superannuation Fund (refer note - 32)	0.91	1.04
<b>Total</b>	<b>116.21</b>	<b>113.09</b>

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**
**39 CONTINGENT LIABILITIES**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Disputed amount of service tax credit where company has gone to Commissioner Appeals of Custom Excise and Service Tax	6.29	6.29
Appeal pending before Income Tax Appellate Tribunal Ahmedabad	3.14	3.14
Other matters relating to Ex-employees	22.09	18.82

Future cash flows in respect of the above matters are determined only on receipt of judgments/decisions pending at various forums/authorities.

**40 FINANCIAL INSTRUMENTS**
**(i) Capital management**

The Company manages its capital structure with a view to ensure that it will be able to continue as a going concern while maximizing the returns to stakeholders through the optimization of the debt and equity balance.

The Company's management reviews the capital structure of the Company on an annual basis. As part of this review, the management considers the cost of Capital and the risks associated with each class of capital.

The net debt to equity ratio at the end of the reporting period was as follows:

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Non-current borrowings (refer note 18)	-	9.54
Current maturities of non-current borrowings (refer note 22)	9.66	45.26
Current borrowings (refer note 22)	321.29	117.23
Interest accrued but not due on borrowings (refer note 25)	0.05	0.24
<b>Total Debt</b>	<b>331.00</b>	<b>172.27</b>
Less : Cash and bank balances (refer note 13)	202.26	52.35
<b>Net Debt</b>	<b>128.74</b>	<b>119.92</b>
Equity (refer note 16 and 17)	9,695.47	8,690.32
<b>Net debt to equity ratio</b>	<b>1.33%</b>	<b>1.38%</b>

**(ii) Categories of Financial Instruments**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>(A) Financial assets</b>		
<b>Measured at fair value through profit or loss (FVTPL)</b>		
<b>Mandatorily measured as at FVTPL</b>		
(a) Investments in mutual funds	3,056.89	2,339.00
<b>Measured at amortised cost</b>		
(a) Cash and bank balances	219.74	70.81
(b) Trade receivables	1,405.82	1,742.96
(c) Other current financial assets	0.05	1.31
(d) Other non - current financial assets	63.44	63.43
<b>(B) Financial liabilities</b>		
<b>Measured at fair value through profit or loss (FVTPL)</b>		
<b>Measured at amortised cost</b>		
(a) Non - current Borrowings	-	9.54
(b) Non - current Lease Liabilities	62.34	70.03
(c) Current Borrowings	330.95	162.49
(d) Trade Payables	660.13	892.30
(e) Current Lease Liabilities	7.69	7.04
(f) Other Financial liabilities	160.43	205.15
<b>Measured at fair value through other comprehensive income (FCTOCI)</b>	-	-

The Carrying amount reflected above represents the Company's maximum exposure to credit risk for such financial assets.

## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)

### (iii) Financial risk management objective

The Company's financial liabilities comprise mainly of borrowing, trade payables and other payables. The Company's financial assets comprise mainly of investments in mutual funds, cash and cash equivalent, other balance with banks, loans, trade receivable and other receivable. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

### (iv) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, currency risk and other risk. Financial instruments affected by market risk includes borrowings, investments, trade payable, trade receivable, loans and advances.

#### a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

The sensitivity analysis has been carried out based on the exposure to interest rates on long term borrowings. The said analysis has been carried on the amount of floating rate long term liabilities outstanding at the end of the reporting period. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

In case of fluctuation in interest rates by 50 basis points on the exposure of ₹ 9.66 lakhs as on 31st March, 2024 and ₹ 54.80 lakhs as on 31st March, 2023 and all other variables were held constant, the Company's profit for the year would increase or decrease as follows.

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact on Profit or Loss for the year	0.05	0.27

#### b) Foreign Currency Risk

Foreign Currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company does not enter into any derivative instruments for trading or speculative purposes.

The carrying amount of the Company's Foreign Currency denominated monetary items are as follows;

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Liabilities</b>		
CHF	5.98	4.85
JPY	-	0.04
<b>Assets</b>		
USD	84.80	17.53
CHF	0.81	-
JPY	-	0.31

#### Foreign Currency sensitivity analysis

The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar, CHF and Euro.

The following table details the Company's sensitivity to a 10% increase and decrease in the Rupees against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes receivables and payable in currency other than the functional currency of the Company.

A 10% strengthening of the INR against key currencies to which the Company is exposed (net of hedge) would have led to additional gain in the Statement of Profit and Loss with a corresponding increase in total equity at the end of the reporting period. A 10% weakening of the INR against these currencies would have led to an equal but opposite effect.

#### Analysis of 10% strengthening of the INR

Particulars	USD Impact (net of tax)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact on profit or loss for the year	6.01	1.27

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

Particulars	CHF Impact (net of tax)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact on profit or loss for the year	(0.37)	(0.35)

Particulars	JPY Impact (net of tax)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Impact on profit or loss for the year	-	0.02

**(c) Other Price Risk**

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments and mutual funds. The Company is exposed to price risk arising mainly from investment in equity and liquid based mutual fund. The carrying value of such mutual funds recognised at FVTPL amount to ₹ 3056.89 lakhs as at 31st March, 2024 (₹ 2339.00 lakhs as at 31st March, 2023). The details of such instruments are given in Note 11.

If the NAV has been higher/lower by 10% from the market NAV existing as at 31st March, 2024, the income from other source for the year ended 31st March 2024 would increase/decrease by ₹ 305.69 lakhs (for 2022-23 ₹ 233.90 lakhs) with a corresponding increase/decrease in total equity of the Company as at 31st March, 2024. 10% represents management's assessment of reasonably possible changes in NAV of mutual funds.

**V Credit Risk**

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, derivative financial instruments, other balances with banks, loans and other receivables.

**(a) Trade receivables management**

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a provision matrix. The Provision matrix takes into account historical credit loss experience and adjusted for forward -looking information. The expected credit loss allowance is based on the ageing of the days the receivable are due and the rates as given in the provision matrix.

**(b) Other financial assets**

Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognized financial institutions with high credit ratings assigned by the various credit rating agencies and investment in mutual funds are equity and liquid fund.

**VI 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 facility to meet obligations when due and to close out market positions. The treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on basis of expected cash flows. Maturity groupings for liquidity risk relating to lease liabilities as under. (₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
0-1 Year	-	-
1-5 Years	6.75	7.40
Above 5 Years	13.79	13.55
<b>Total</b>	<b>20.54</b>	<b>20.95</b>

The following table provides details derivative as well as non-derivative financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

Particulars	Less than 1 year	Between 1 to 5 years	Over 5 years	Total
<b>As at 31st March 2024</b>				
Borrowings (Refer Note 18 and 22)	330.95	-	-	330.95
Trade Payables (Refer Note 23)	660.13	-	-	660.13
Lease liabilities (Refer Note 19 and 24)	7.69	41.84	20.50	70.03
Other Financial Liabilities (Refer Note 25)	160.43	-	-	160.43
<b>As at 31st March 2023</b>				
Borrowings (Refer Note 18 and 22)	162.49	9.54	-	172.03
Trade Payables (Refer Note 23)	892.30	-	-	892.30
Lease liabilities (Refer Note 19 and 24)	7.04	41	29.03	77.07
Other Financial Liabilities (Refer Note 25)	205.15	-	-	205.15

**41 RELATED PARTY DISCLOSURES**
**a) Related parties and their relationship**

Name of the related party	Nature of Relationship
Mr. Ambar J. Patel Mr. Roshan Shah Mr. G.V. Bhavsar Mr. Narendra Patil Mr. Atul Vinchhi Mr. Rajendra Gandhi w.e.f. 1.10.2022 Mr. Amitkumar Agrawal Till 31.10.2022 Mr. Bharat Patel Till 31.10.2022 Mr. Harsh Hirpara w.e.f. 1.10.2022	Key Management Personnel
Mr. Nipam Rameshchandra Shah Mr. Baldev Patel Mrs. Monica Hemal Kanuga	Non - Executive Directors
New Ventures Ultra-tech Private Ltd. (formerly known as Shilp Ultra-tech Private Limited) Stylus Infrastructure Private Limited Carol Enterprise	Entity controlled by one or more Key Management Personnel
Mr. Deval A. Patel Mr. Siddharth N. Patil Mr. Rachit Bhavsar Mrs. Khushali Panchal Mrs. Aarti Shah Mrs. Amita Patel Mr. Priyank Bhavsar Mr. Sandeep Shah Mrs. Sangita Bhavsar Mr. Jay A Vinchi Mrs. Madhuri C Soni	Relative of Key Management Personnel

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

b) Details of related party transactions during the year ended March 31, 2024 and balances outstanding as at March 31, 2024

(i) Compensation of key management personnel of the Company:

Particulars	Transaction Amount (₹ in Lacs)	Outstanding balance as at 31 <sup>st</sup> March, 2024 (₹ in Lacs)
Short-term employee benefits	649.66 (527.99)	39.42 -
<b>Total compensation paid to key management personnel</b>	<b>649.66 (527.99)</b>	<b>39.42 -</b>

Key managerial personnel and their relatives who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amount provided on the basis of actuarial valuation, the same is not included above.

(ii) Disclosure in respect of material transactions with related parties during the year:

Name of the related party	Nature of transactions	Transaction Amount	Outstanding balance as at 31 <sup>st</sup> March, 2024
		(₹ in Lacs)	(₹ in Lacs)
Mr. Ambar J. Patel	Lease Rent	1.15 (1.14)	- -
	Dividend Paid	5.17 (4.39)	- -
Mr. Roshan Shah	Lease Rent	1.92 (1.90)	- -
	Dividend Paid	2.38 (2.04)	- -
Mr. G V Bhavsar	Dividend Paid	6.50 (5.57)	- -
Mr. Vitthal Das H. Patel	Dividend Paid	- (11.85)	- -
Mr. Narendra Patil	Dividend Paid	3.83 (3.29)	- -
Mr. Atul Vinchi	Dividend Paid	7.73 (6.63)	- -
Mrs. Aarti Shah	Lease Rent	1.92 (1.90)	- -
	Dividend Paid	0.23 (0.20)	- -
Mrs. Amita Patel	Lease Rent	2.69 (2.66)	- -
	Dividend Paid	1.77 (1.52)	- -
Mr. Priyank Bhavsar	Lease Rent	0.96 (0.95)	- -
	Dividend Paid	0.77 (0.66)	- -
Mrs. Sangita Bhavsar	Lease Rent	2.88 (2.85)	- -
	Dividend Paid	0.83 (0.71)	- -

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

Mr. Baldev Patel	Dividend Paid	16.19	-
		(13.87)	-
	Sitting Fee	0.30	-
		(0.45)	-
Mr. Nipam Rameshchandra Shah	Sitting Fee	1.10	-
		(1.10)	-
Mrs. Monica Hemal Kanuga	Sitting Fee	0.80	-
		(0.80)	-

Figures in bracket represents previous year data.

The companies material related party transactions and outstanding balances are with related parties with whom the company routinely enters into the transactions in the ordinary course of business.

**42 SEGMENT REPORTING**

The Chief Operating Decision maker monitors the operating results of its business segments separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on the profit or loss and its measured consistently with profit or loss in the financial statements. Operating segment have been identified on the basis of products / services and have been identified as per the quantitative criteria specified in the Ind AS 108.

The Company has identified three reportable segments viz (i) manufacture of engraved copper rollers, (ii) power energy generation through wind mill/solsr and (iii) Others

Disclosures required under Ind AS 108 – Operating Segments are as under:

**Summary of Segmental Informations as at end of the year 31st March, 2024 as follows:**

Particulars	Engraved Copper Roller (₹ in lacs)	Power Generation (₹ in lacs)	Others (₹ in lacs)	Total (₹ in lacs)
External Sales	<b>8,254.40</b> (8,254.03)	<b>416.62</b> (369.35)	<b>493.57</b> (465.94)	<b>9,164.59</b> (9,089.32)
Revenue	<b>8,254.40</b> (8,254.03)	<b>416.62</b> (369.35)	<b>493.57</b> (465.94)	<b>9,164.59</b> (9,089.32)
Less: Inter segment Revenue	- -	<b>416.62</b> (369.35)	- -	<b>416.62</b> (369.35)
Total Revenue	<b>8,254.40</b> (8,254.03)	- -	<b>493.57</b> (465.94)	<b>8,747.97</b> (8,719.97)
Segment results	<b>491.62</b> (789.86)	<b>235.36</b> (218.27)	<b>(50.32)</b> 25.49	<b>676.66</b> (982.64)
Finance Cost	<b>36.40</b> (41.13)	- -	- -	<b>36.40</b> (41.13)
Operating income				<b>640.26</b> (941.51)
Other income (net)				<b>842.90</b> (127.72)
Profit before taxes				<b>1,483.16</b> (1,069.23)
Tax expense				<b>341.32</b> (288.31)
Profit for the year				<b>1,141.84</b> (780.92)
Other Comprehensive Income				<b>(7.54)</b> (5.27)
Total Comprehensive Income for the year				<b>1,134.30</b> (786.19)
Other information				
Depreciation and amortisation (allocable)	<b>340.38</b> (362.49)	<b>90.20</b> (58.07)	<b>53.05</b> (58.53)	<b>483.63</b> (479.09)

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Segment Assets and Liabilities:</b>		
<b>Segment Assets:</b>		
a) Gravure Rollers	7,275.04	6,550.78
b) Power Generation	1,354.51	1,396.63
c) Others	253.66	430.52
<b>Total Segment Assets</b>	<b>8,883.21</b>	<b>8,377.93</b>
d) Unallocated	2,566.72	2,161.48
<b>Total Assets</b>	<b>11,449.93</b>	<b>10,539.41</b>
<b>Segment Liabilities:</b>		
a) Gravure Rollers	943.40	1,126.28
b) Power Generation	155.57	45.48
c) Others	51.99	45.61
<b>Total Segment Liabilities</b>	<b>1,150.96</b>	<b>1,217.37</b>
d) Unallocated	603.50	631.72
<b>Total Liabilities</b>	<b>1,754.46</b>	<b>1,849.09</b>

**Information about major customers**

There are no transaction with single external customers which amongst to 10% or more of the Company revenue.

**4.3 DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURES**

The year end foreign currency exposures that have not been hedged by any derivative instrument or otherwise are as under:

Particulars		Foreign Currency	Indian Currency Equivalent (₹ in Lacs)
Amounts receivable in foreign currency	<b>AS AT 31ST MARCH, 2024</b>	<b>USD 69925.80</b>	<b>58.32</b>
	AS AT 31ST MARCH, 2023	USD 21128	17.36
		JPY - 49531	0.31
Amounts payable in foreign currency	<b>AS AT 31ST MARCH, 2024</b>	<b>USD - NIL</b>	<b>-</b>
		<b>EURO - NIL</b>	<b>-</b>
		<b>CHF - 6493.5</b>	<b>5.98</b>
		<b>JPY - NIL</b>	<b>-</b>
	AS AT 31ST MARCH, 2023	USD - NIL	-
		EURO - NIL	-
		CHF - 5413.50	4.85
	JPY - 4344.00	0.04	

**4.4 DISCLOSURES UNDER THE MSMED ACT, 2006**

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year		
(a) Principal amount remaining unpaid to any supplier as at the end of the year	0.63	199.60
Interest due thereon remaining unpaid to any supplier as at the end of the year	-	0.02
(b) Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	0.02

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)**

(c) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year;	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of allowance as a deductible expenditure under section 23 of MSMEDA	-	-

The Company had sought confirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") as per provisions contained in amended notification which came into effect from 1 August, 2020. Dues to micro and small enterprises have been determined to the extent confirmations received by the Company from its vendors.

**45 EXPENDITURE IN FOREIGN CURRENCY**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Traveling expenses	1.74	1.43
Repairs and maintenance	20.54	9.21
<b>Total</b>	<b>22.28</b>	<b>10.64</b>

**46 EARNINGS IN FOREIGN CURRENCY**

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
F.O.B. Value – Sales	140.23	75.94

- 47 The Board of Director has, at its meeting held on 18th May, 2024 recommended dividend of ₹ 2.10 per equity share of the face of ₹ 10/- each for the year ended on 31st March 2024. The recommended dividend is subject to approval of shareholders in Annual General Meeting.

**48 REMITTANCE ON ACCOUNT OF DIVIDEND TO NON-RESIDENT SHAREHOLDERS**
**(i) Remitted in Foreign Currency**

PARTICULARS	For the YEAR ENDED 31 <sup>st</sup> MARCH, 2024		For the YEAR ENDED 31 <sup>st</sup> MARCH, 2023	
	Interim Dividend	Year Ended 31st MARCH, 2023	Interim Dividend	Year Ended 31st MARCH, 2022
Year to which Dividend relates				
Amount of Dividend remitted (₹ In Lacs)	-	0.38	-	0.33
Number of Non-Resident Shareholders to whom remittance was made	-	8	-	8
Number of Shares held on which Dividend was due and remitted	-	23,100	-	23,100
Face Value of each share (₹10 each)	10	10	10	10

**(ii) Remitted to their Banks in India**

PARTICULARS	For the YEAR ENDED 31 <sup>st</sup> MARCH, 2024		For the YEAR ENDED 31 <sup>st</sup> MARCH, 2023	
	Interim Dividend	Year Ended 31st MARCH, 2023	Interim Dividend	Year Ended 31st MARCH, 2022
Year to which Dividend relates				
Amount of Dividend remitted (₹ In Lacs)	-	2.37	-	2.78
Number of Non-Resident Shareholders to whom remittance was made	-	55	-	55
Number of Shares held on which Dividend was due and remitted	-	1,42,409	-	1,95,006
Face Value of each share (₹ 10 each)	10	10	10	10

## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)

### 49 CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

As per section 135 of Companies Act, 2013, a Company, meeting the applicability threshold, need to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. These all CSR activities are eradication on hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The fund were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>A. Amount required to be spent during the year</b>		
i. Gross amount (2% of average net profit as per Section 135 of Companies Act, 2013)	16.80	14.73
ii. Surplus arising out of CSR projects	-	-
iii. Set off available from previous year	0.30	0.25
iv. Total CSR obligation for the year [(i)+(ii)-(iii)]	<b>16.50</b>	<b>14.48</b>
<b>B. Amount approved by the Board to be spent during the year</b>	<b>16.81</b>	<b>14.78</b>
<b>C. Amount spent during the year on:</b>		
a) Construction/acquisition of any asset	-	-
b) On purposes other than (a) above	<b>16.81</b>	<b>14.78</b>
<b>Total</b>	<b>16.81</b>	<b>14.78</b>
<b>D. Set off available for succeeding years</b>	0.31	0.30
<b>E. Amount unspent during the year</b>	-	-

Break-up of the CSR expenses under major heads is as under:

(₹ in Lacs)

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Education and Skill Development	4.00	3.53
Healthcare	12.81	11.25
<b>Total</b>	<b>16.81</b>	<b>14.78</b>

### 50 FAIR VALUE MEASUREMENTS

Financial assets	Fair Value hierarchy			
	Fair Value (₹ in Lacs)	Quoted prices in active markets (Level I) (₹ in Lacs)	Significant observable inputs (Level 2) (₹ in Lacs)	Significant unobservable inputs (Level 3) (₹ in Lacs)
<b>As at 31st March, 2024</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investments in quoted mutual funds (Refer Note 11)	3056.89	3056.89	-	-
<b>As at 31st March, 2023</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Investments in quoted mutual funds (Refer Note 11)	2339.00	2339.00	-	-

51 The Group has not elected to exercise its option permitted U/S 115BAA of the Income tax act, 1961 and provision of current tax has been made as per the normal provisions of the Income Tax Act, 1961 and rules frame there under.

## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)

### 52 EVENTS OCCURRING AFTER BALANCE SHEET DATE

The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 18th May 2024, there were no subsequent events to be recognized or reported that are not already disclosed

- 53 The code of Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment received Presidential assent in September 2020 and its effective date is yet to be notified. The Company will assess and record the impact of the Code, once it is effective.

### 54 OTHERS STATUTORY INFORMATION

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (vi) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (vii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

### 55 Ratios

Particulars	Numerator	Denominator	March 31, 2024	March 31, 2023	% Variance	Reason for variance
(a) Current Ratio	Current Asset	Current Liabilities	4.56	3.60	26.58%	Note 1(a)
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	1.33%	1.38%	-3.78%	-
(c) Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + finance cost	Debt service = Interest & Lease Payments + Principal Repayments	36.17	15.06	140.24%	Note 1(b)
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	12.42%	9.35%	32.85%	Note 1(c)
(e) Inventory turnover ratio	Cost of Goods Sold	Average Inventory	4.69	4.39	6.83%	-
(f) Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	6.45	6.42	0.48%	-
(g) Trade payables turnover ratio	Net Credit Purchases	Average Trade Payable	4.58	4.35	5.16%	-
(h) Net capital turnover ratio	Net sales = Total sales - sales return	Average Working capital = Current assets - Current liabilities	2.21	2.74	-19.23%	-

## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS (Contd...)

(i) Net profit ratio	Net Profit after taxes	Net sales = Total sales - sales return	13.06%	8.96%	45.77%	Note 1(d)
(j) Return on Capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	15.35%	12.70%	20.88%	Note 1(e)
(k) Return on investment #	Finance Income	Time weighted average Investment	30.60%	4.30%	611.73%	Note 1(f)

# Mutual funds is considered for the purpose of computing return on investments.

Note1: Improvement in ratio is due to

- (a) : Increase is on account of availment of working capital loan by Rs. 179.29 lakhs.
- (b) : Increase is on account of increase in profit after taxes and before interest and depreciation.
- (c) : Increase is on account of increase in net profit after taxes.
- (d) : Increase is on account of increase in net profit after taxes.
- (e) : Increase is on account of increase in earning before interest and taxes.
- (f) : Increase is on account of increase in finance income.

**56** During the year under review, the holding company has used accounting software for maintaining its books of accounts, which does not have feature of recording audit trail of each and every transaction and creating an edit log of each change made in books of accounts along with the date when such changes were made.

### 57 APPROVAL OF FINANCIAL STATEMENTS

The Financial Statements are approved for issue by the Audit Committee and the Board of Directors at their respective meetings conducted on 18th May, 2024.

- 58** (i) Recent accounting pronouncement Standards not issued but not yet effective: Ministry of Company Affairs ("MCA") notify new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the company.
- (ii) Previous year figures have been regrouped and reclassified wherever necessary to make it comparable to current year's figures.

As per our report of even date attached

**For Shah & Shah Associates**  
Chartered Accountants  
Firm Registration No. - 113742W

**Sunil K. Dave**  
Partner  
Membership No. 047236

Place : Ahmedabad  
Date : 18<sup>th</sup> May, 2024

**For and on behalf of the Board of Directors of  
Shilp Gravures Limited  
CIN: L27100GJ1993PLC020552**

**Ambar J. Patel** Managing Director (DIN No. - 00050042) **Shailesh C. Desai** Director (DIN No. - 00169595)

**Rajendra Gandhi** Chief Financial Officer **Roshan Shah** Chief Executive Officer **Harsh Hirpara** Company Secretary

Place : Rakanpur  
Date : 18<sup>th</sup> May, 2024



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**SHILP**®  
GRAVURES  
LIMITED



# SHILP<sup>®</sup> GRAVURES LIMITED

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