

SIL/BSE/NSE/2024-25

June 21, 2024

To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400001 Company Code No.: 511076	To, The Listing Department. National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051 Trading Symbol: SATINDLTD
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Sub: Submission of copy of the Annual Report of the Company for the Financial Year 2023-24.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed herewith the 39th Annual Report of the Company for the Financial Year 2023-24 which is being sent through electronic means to the Members.

The Annual Report have been made available on the website of the Company at www.satgroup.in

We request you to please take the above on record.

Thanking you,

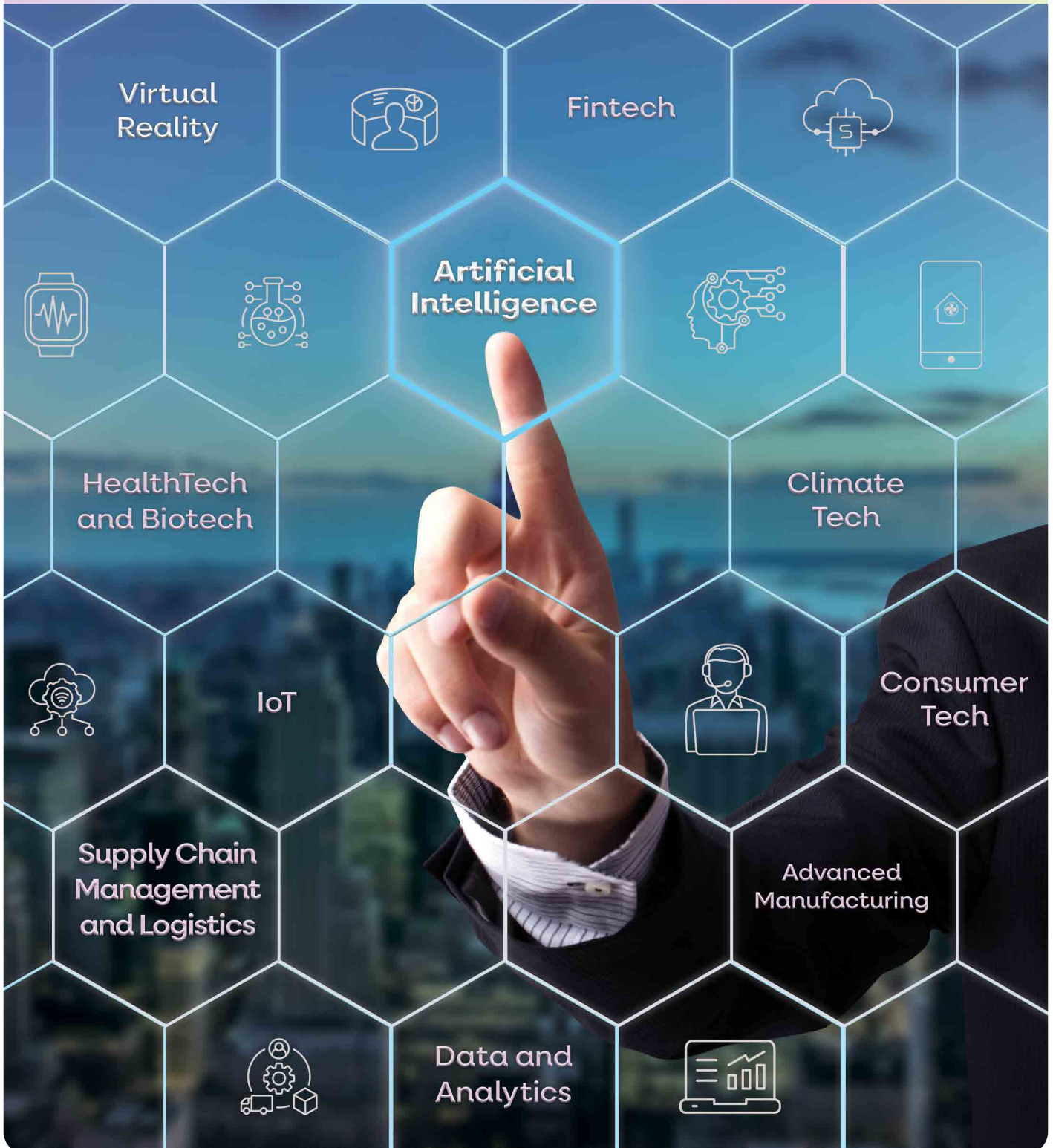
Yours faithfully,

FOR SAT INDUSTRIES LIMITED

Harikant Turgalia
Whole-Time Director
DIN: 00049544

Encl.: As above

Where Diversified Expertise Shapes Ideas and Builds Businesses



KEY PERFORMANCE INDICATORS

Towards greater heights

SAT Industries has showcased robust financial prowess, characterized by exceptional performance and healthy metrics across various business segments. Over the past years, we have consistently delivered remarkable Total Income and Profit growth, bolstered by a robust capital structure and a prudent distribution of profits to investors.

Total Income (₹ in Crores)

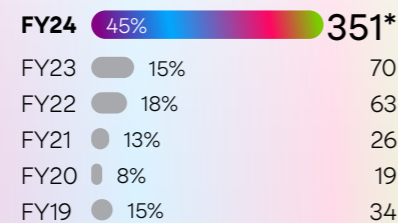
778



28% 5Y CAGR

EBITDA & EBITDA Margin (₹ in Crores & in %)

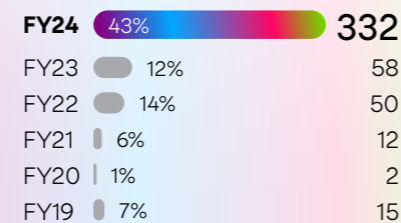
351



60% 5Y CAGR

PBT & PBT Margin (₹ in Crores & in %)

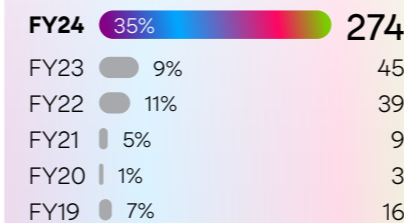
332



85% 5Y CAGR

PAT & PAT margin (₹ in Crores & in %)

274



77% 5Y CAGR

INTERIM DIVIDEND PAID (FY24)

7.5%

FINAL DIVIDEND RECOMMENDED (FY24)

7.5%

ROCE (In %)

80%



ROE (In %)

53%



ROA (In %)

40%



Net Debt/Equity (In Times)

-



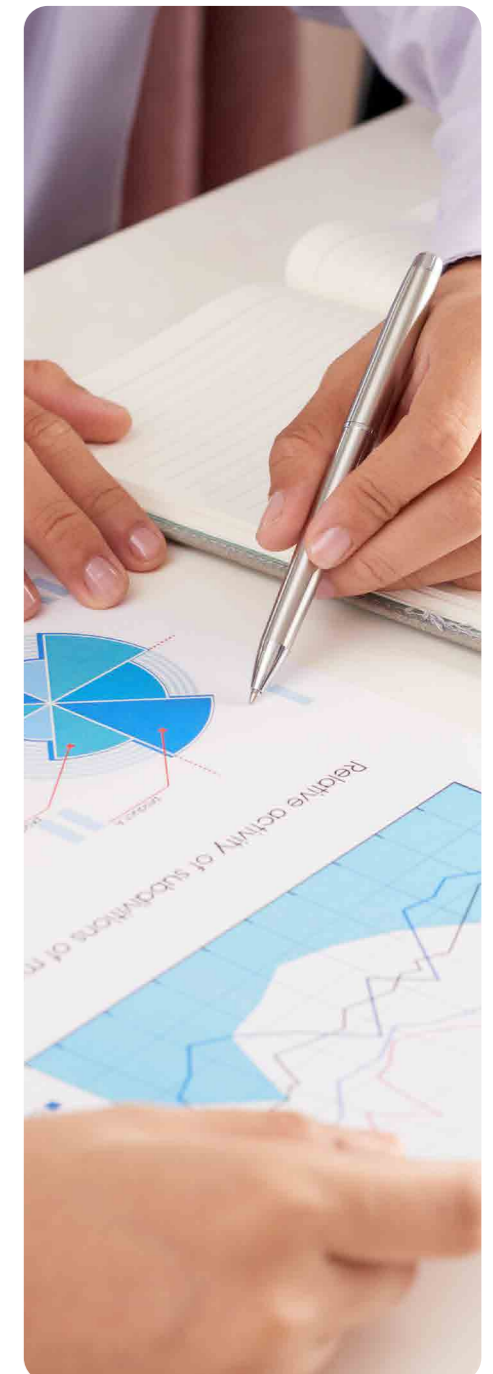
Fixed Asset Turnover Ratio (In Times)

6.14



*Higher EBITDA on account of Aeroflex Industries' IPO proceeds, Operational EBITDA is ₹92.31 crores
The exceptional surge in FY24 is due to the proceeds from the offer for the sale of stake in Aeroflex's IPO by SAT (Promoter).

Note - Consolidated Figures



Where Diversified Expertise Shapes Ideas and Builds Businesses

Diversification is not merely a strategy but a fundamental principle that defines SAT Industries. By engaging in a broad spectrum of industries and asset classes, the Company ensures resilience against sector-specific business cycles, fostering a robust and balanced growth trajectory. This dynamic approach allows SAT to thrive amidst volatility, securing sustainable value for its stakeholders.

At the core of SAT Industries' success is its ability to harmonise cash flow-generating businesses with investments in high-growth start-ups. This delicate balance is meticulously maintained to ensure that each venture complements the other, driving comprehensive growth. The Company's foresight in identifying and nurturing promising start-ups, coupled with timely and successful exits, underscores its commitment to creating long-term value.

A proud contributor to the #MakeInIndia movement, SAT Industries invests in ventures that resonate with India's vision for innovation and progress. By partnering with visionary entrepreneurs, the Company not only fuels individual success stories but also contributes to the broader economic landscape.

The spirit of SAT Industries is one of continuous evolution, propelled by the diverse expertise of its team and the distinctive strengths of its varied business ventures. The Company's dynamic approach to exploring new opportunities and investing in cutting-edge technologies keeps it ahead of the curve. This proactive stance is complemented by a shared commitment to excellence, ensuring that SAT Industries consistently makes a positive impact.

At SAT Industries, diversity transcends being a mere strategy. It is a core value that celebrates the unique perspectives and capabilities within its ecosystem. This celebration of differences fuels innovation and fosters a culture of inclusivity and collaboration.

United in vision, diversified in action, SAT Industries Limited exemplifies how diverse minds can forge ideas and build dreams. As the Company looks to the future, it remains resolute in its mission to drive growth, create value, and shape a prosperous tomorrow for all its stakeholders.

FY24 Highlights

Group turnover

₹778 Cr

Invested in

157 Startups

A committed workforce

1,331+ people

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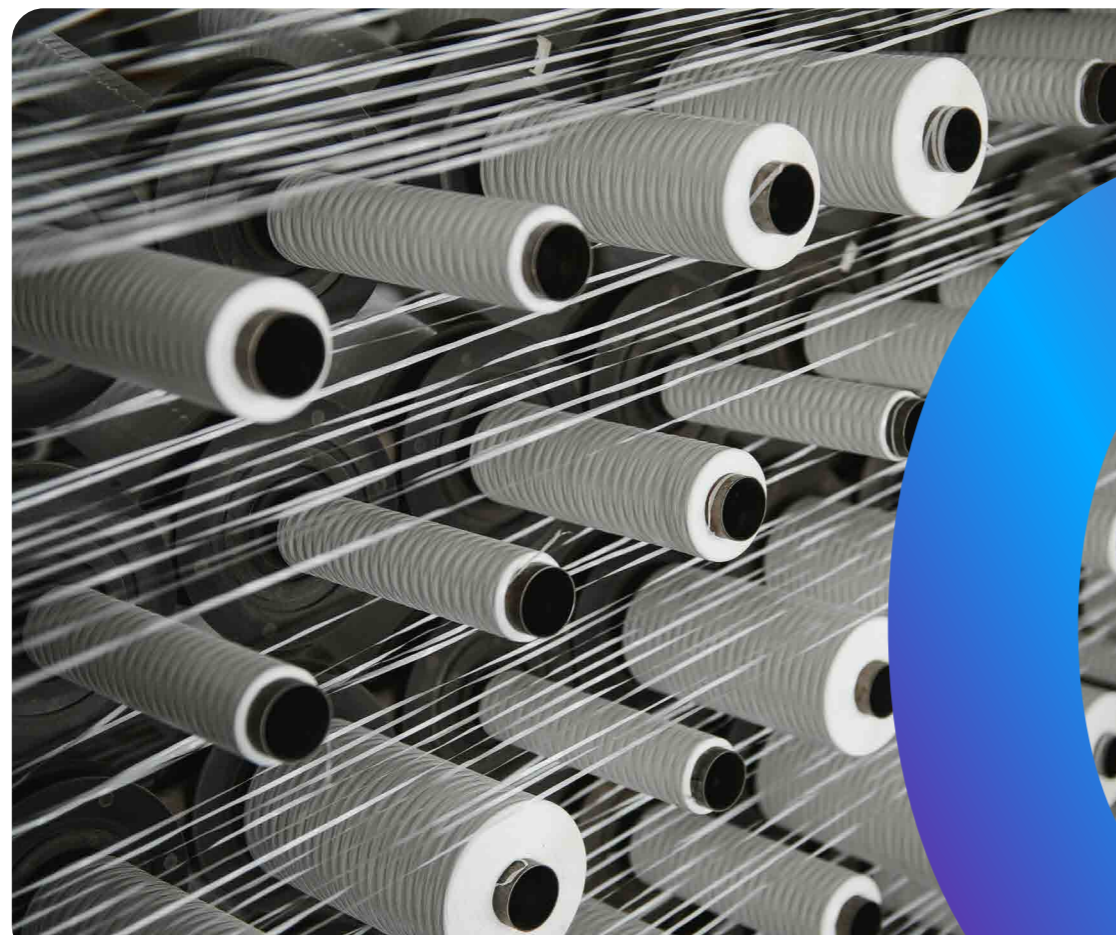
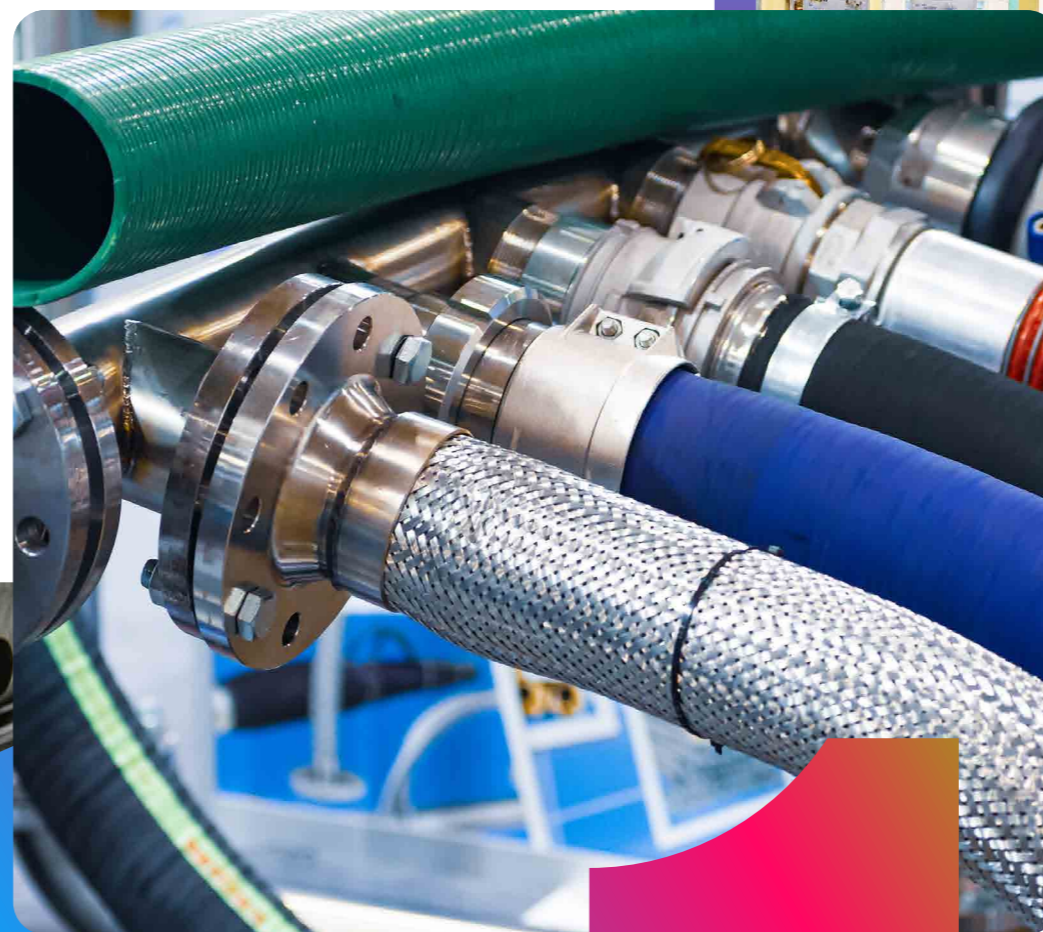
Forward Looking Statement

This document presents forward-looking statements concerning anticipated future events, as well as the financial and operational outcomes of SAT Industries Limited ('SAT' or 'SAT Industries' or 'the Company'). Forward-looking statements inherently involve the Company in making assumptions and are susceptible to inherent risks and uncertainties. The possibility exists that the assumptions, forecasts, and other forward-looking statements may not prove to be accurate, posing a significant risk.

Readers are advised against placing undue reliance on forward-looking statements, as numerous factors could lead to disparities between assumptions and actual future results and events expressed in these statements. Consequently, this document is subject to a disclaimer and is fully contingent upon the assumptions, qualifications, and risk factors outlined in the Management Discussion and Analysis section of the Company's Annual Report.

Building Businesses

SAT Industries Limited has meticulously crafted a distinctive business model that seamlessly integrates traditional cash-flow generating business operations through its subsidiaries with strategic investments in high-growth, high-potential startups. This diverse portfolio exemplifies SAT Industries' unwavering commitment to balanced growth and long-term value creation for all stakeholders, striking a harmonious balance between stability and innovation. Together, these complementary activities position SAT Industries as a world-class incubator of diverse businesses.



04
About SAT Industries

08
Startup Investments Portfolio

12
Businesses Portfolio

ABOUT SAT INDUSTRIES

A dynamic and diversified incubator

SAT Industries Limited is a dynamic and diversified business group & incubator that strategically curates a portfolio of businesses and investments across various sectors. Its business interests span knowledge-based engineering, innovative packaging solutions, fintech and lending, as well as cutting-edge startup investments.



The company's broad spectrum of operations encompass a wide range of activities, including manufacturing, trading, fintech & lending, investments, and import and export operations.

With nearly four decades of existence, SAT Industries has evolved into a unique and strategic business setup. It creates value through its diverse portfolios, leverages available opportunities, and remains open to exploring new possibilities.

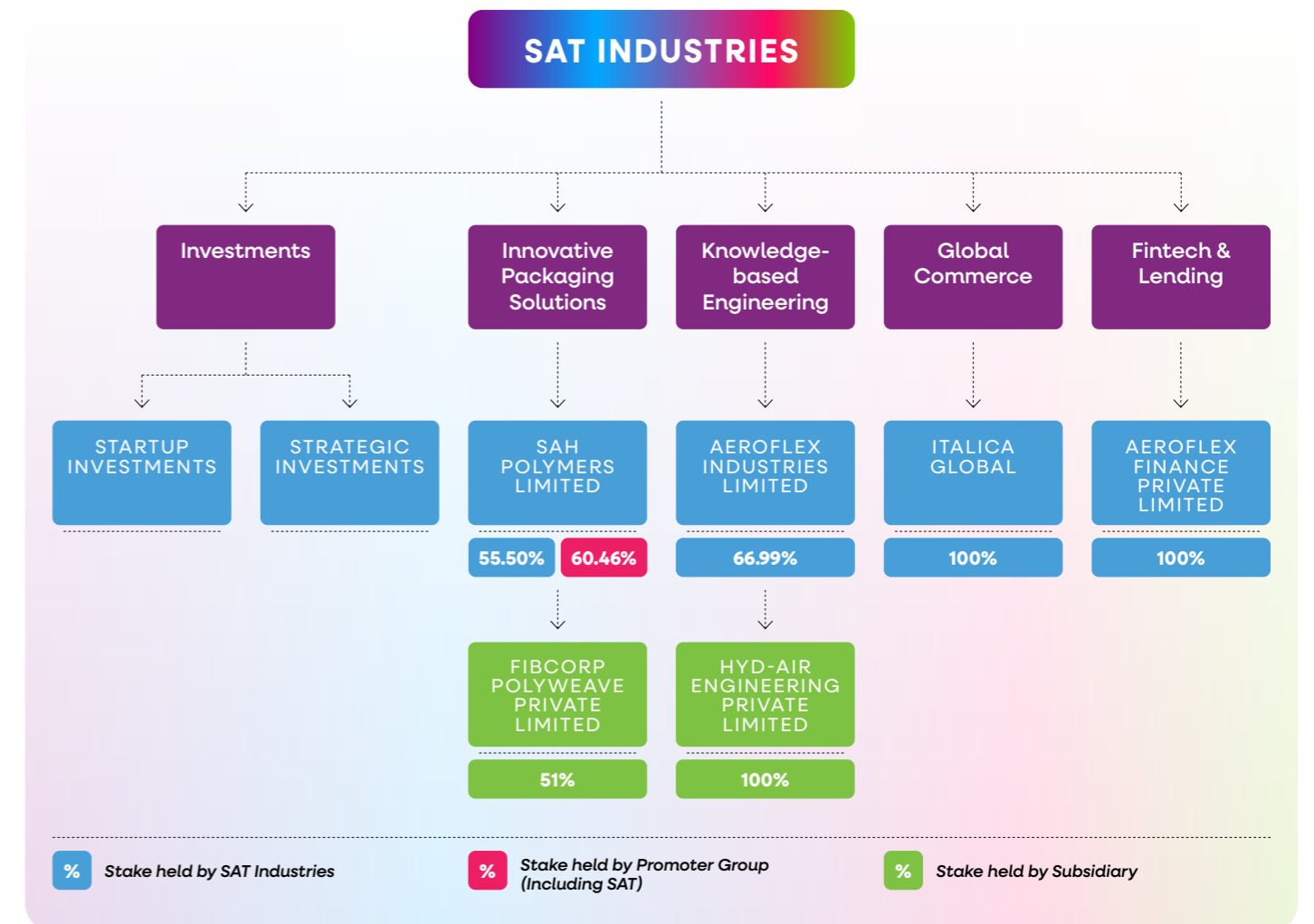
Listed on the National Stock Exchange (NSE) recently and Bombay Stock Exchange (BSE) since 1985, SAT Industries has earned a reputation for trust, transparency, ethical business practices, and a commitment to delivering value to its stakeholders.



Balancing tradition and innovation

SAT Industries has a distinctive business model that strikes a perfect balance between classical cash-flow generating operations and contemporary high-growth startups. It includes:

- **Its own brand SAT**, as an established player in stainless steel products
- **Its investments**, including in disruptive startups across various sectors & several VC funds who in turn invests their corpus in various startups and strategic investments that strengthen core businesses
- **Its business verticals**, which have diversified manufacturing businesses, like innovative packaging solutions, flexible flow solutions, lending and financing



Worldwide presence

With offices strategically located in major business hubs like Mumbai, Dubai, and London, SAT Industries has established a global presence and a firm foothold in international markets across the Middle East, Europe, Asia, Africa, and the Americas.

Boasting sales touchpoints in over 100+ countries, SAT Industries operates on a universal scale, spearheading the adoption of novel, efficient, and sustainable solutions worldwide. The company is at the forefront of introducing cutting-edge, eco-friendly, and cost-effective solutions to customers across the globe.

Gifted minds shaping success

SAT Industries is driven by a team of seasoned professionals who are entrusted with the efficient management of the company's operations. Their efforts are bolstered by a highly qualified and experienced Board of Directors, who bring a wealth of knowledge and expertise to their respective domains.

On August 31, 2023, SAT Industries achieved a significant milestone by getting its subsidiary, Aeroflex Industries successfully listed on Indian stock exchanges.



Vision

To provide world class products and services that transform lives.

Mission

To be the best in the eyes of our customers, employees and stakeholders.

Investing in growth, investing in India

SAT Industries actively contributes to the #MakeinIndia initiative by strategically investing in businesses that align with India's vision for growth and innovation. The company embraces a "Make in India, Make for World" approach, manufacturing products in India while catering to international markets.

Fostering entrepreneurial success

SAT Industries partners with relentless entrepreneurs who aspire to create a global impact. The company ensures that these driven individuals are on the right track for greater success by providing guidance, support, and resources to help them achieve their entrepreneurial goals.

Direct business operations

SAT Industries operates a business at standalone level, dealing in a portfolio of stainless steel products. Adopting a capital-light approach, the company has a contract manufacturing arrangement, where recyclable pellets are converted into stainless steel (SS) wire rods. Subsequently, SAT Industries markets these wire rods, which are highly customizable and available in various specifications to cater to a wide range of customers across diverse industries.



SAT Industries at a glance

Group turnover

₹778 Cr

Invested in

**157
Startups**

Group market capitalisation*

₹2,786 Cr

A committed workforce of

**1,331+
People**

*As on March 31, 2024

STARTUP INVESTMENTS PORTFOLIO

Sowing innovation, reaping growth

As SAT Industries continues to navigate the dynamic startup scene, its investments serve as seeds for innovation, propelling growth and development. The commitment to fostering entrepreneurship, strategic partnerships, and an ambitious vision for the future, position SAT Industries as an emerging player in India's thriving startup ecosystem.

SAT Industries employs defined processes and a professional team of analysts to conduct thorough research and due diligence, providing operational inputs and necessary bandwidth to manage the startup portfolio.

With each investment, SAT cultivates a landscape where innovation flourishes, startups thrive, and growth becomes synonymous with success. SAT's focus area within the ecosystem is in early-stage ventures startups.

Our investment ticket size ranges from

₹11 to ₹250 Lakhs

Diverse investment portfolio

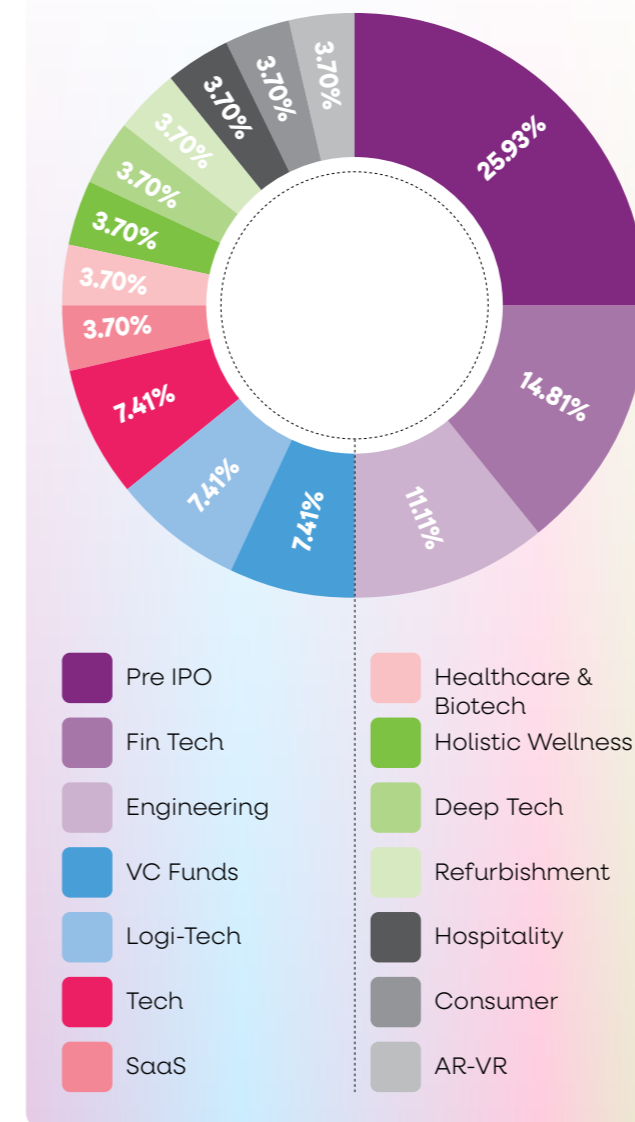
As with all its endeavours, SAT Industries also boasts a diverse investment portfolio, spanning 35+ sectors, and has invested in 157 startups. It increases its expansive reach by investing in and collaborating with noteworthy Venture Capital (VC) funds, which in turn invest in startups.

Our successful exits have demonstrated an impressive average return (IRR) of 30-35% per annum. Some of the major investments include venture capital funds & direct investments such as Vcats, 1Crowd, Eduvanz, Beams Fintech Fund, Artha Select Fund, Rare Planet, Kerala Banana Chips, Pandorum, Xetgo, Autocracy and LenDen Club.

In FY24 alone, the group made 13 new investments and 10 follow-on rounds in existing investments, strategically aligning itself with startups that exhibit vision and potential positive societal impact.

The portfolio of 157 startup investments is diversified across multiple sectors such as Fintech, Engineering, Logi-tech, SaaS, Healthcare & Biotech, Spacotech and Holistic Wellness, among others.

FY24 Startup Investments (Sector-wise)



Epicentre of entrepreneurship

Fuelled by India's entrepreneurial spirit and the government's initiative to build a strong foundation for nurturing innovation and encouraging private investments, India is witnessing an entrepreneurial surge. It is now the third-largest startup ecosystem globally after the US and China.

SAT Industries has positioned itself as an enabler for the nation's burgeoning entrepreneurs, contributing to funding innovation by Indian startups.

Get Funded Initiative: In an innovative move, SAT Industries launches a 'Get Funded' section on its website, offering founders across various sectors an opportunity to seek funding.

For more details on 'Get Funded' www.satgroup.in/get-funded/

Strategic vision

With a sector-agnostic approach, SAT Industries emphasises its dedication to visionary startups with strategic alignments. It actively invests in ventures poised to disrupt & reshape industries and drive societal impact.

The startup firms that it looks forward to investing in are ones with disruptive and innovative business models. SAT has become a prominent player in the Indian startup space due to its focus on strategic investments in these business models during the pre-seed and seed stages. Recognising that 'early riser wins' in the industry, it strategically positions itself by investing in early-stage startups, ensuring early access to high-potential opportunities.

Being part of startup incubator platforms, SAT directs its investments towards innovative, technology-oriented disruptors challenging traditional industries.





Future expansion and ambition

Eyeing sectoral expansion, SAT Industries plans to strengthen its presence in current sectors while venturing into new lucrative sectors.

Determined to identify and partner with visionary entrepreneurs, SAT aims to expand its total investments to encompass over 300+ promising startups by the closing of FY26.

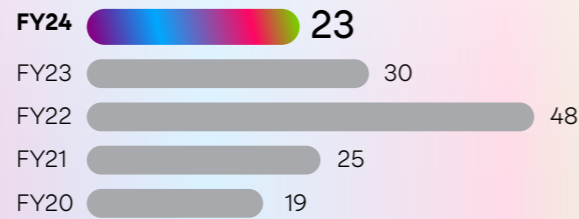
Vision

To foster the spirit of entrepreneurship and provide fuel for the growth of young innovative companies.

Startup investments - new & follow-on rounds

(In #)

23



Key Sectors Invested in

FoodTech	EdTech	E-commerce	Hyper-local services	FinTech	D2C
SaaS	IoT	Web3 & Blockchain	EV	Robotics	Engineering
SpaceTech	AgriTech	Gaming	Refurbishment	Holistic Wellness	

Key companies invested in

Rare Planet	Eduvanz	Lenden Club
Inc42	Chargezone	Agnikul
GalaxEye	Pandorum	Xetgo
Autocracy		

Key funds invested in

India Quotient Fund	Artha Venture Fund	9 Unicorn Fund
Beams Fintech Fund	Blinc Fund II	IIOF
ZTOF		



Key startups exited from

Anticipating successful exits from its investee companies, SAT aims for a healthy return on initial investments, marking a significant breakthrough for the company.

Our successful exits have generated an average (IRR) of

30-35%

Successful Startups Exits in FY24

CREBITAS

Inc42

ENSUREDIT

Sureserve Techsoft Private Limited

BUSINESS PORTFOLIO

Elements in harmony

SAT Industries is a diversified conglomerate comprising various businesses that operate in harmony to contribute to the overall success of the entity. Each business unit plays a distinct role, leveraging its unique strengths and capabilities to navigate challenges and drive growth. While the individual businesses may operate in different domains, they are unified by a common vision and strategic direction set forth by the leadership.

SAT Industries is a reputed business incubator and a collection of businesses, where each vertical is a strategic component, carefully integrated and aligned to create a cohesive and well-orchestrated ecosystem. The synergies among these verticals enable the delivery of high-quality products and services across a diverse range of industries, catering to the evolving needs of customers and stakeholders.

Different elements that come together in SAT's canvas

04
Number of Subsidiaries

06
Presence in Industries

UAE
Location of the foreign subsidiary

Exploring possibilities in
35+ diverse sectors
SAT's active investments speak for themselves

Beyond a Company

SAT Industries' strength is in its versatility, blending proficiency in various domains into four subsidiary companies, each contributing to the harmonious synergy.

Despite the diversity, SAT Industries stands out for the seamless fit of its several businesses, akin to a puzzle coming together. Each vertical operates autonomously, excelling in its domain while sharing a common goal. The unity stems from a strong foundation of shared values, allowing them to function as a cohesive whole.

Streamlining strengths

IPOs, amalgamations, mergers and acquisitions, among other corporate events are different means to streamline strengths and create a more cohesive entity.

- In FY23, SAT Industries executed a strategic amalgamation, merging Aeroflex International and Italica Furniture with itself, while also successfully concluding the IPO of Sah Polymers.
- Recently in FY24, it successfully concluded the IPO of Aeroflex Industries renowned for its cutting-edge design flexible flow solutions.
- Currently it is also pursuing an amalgamation of its step-down subsidiary Fibcorp Polyweave with its subsidiary Sah Polymers.

These strategic actions streamline SAT's corporate structure, fortifying its position as a formidable entity. Some of the benefits include:

- Operational efficiency:** Promoting optimal resource utilisation and minimising redundancies
- Enhanced financial strength:** Maximising shareholder value through financial integration
- Efficient cash management:** Streamlining cash flow management for strategic growth opportunities

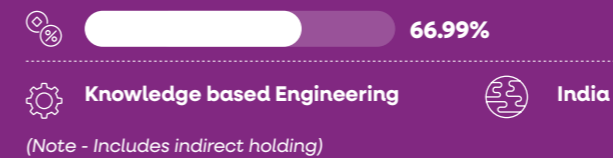


Knowledge based Engineering

Introducing Aeroflex Industries, a pivotal business within the SAT Industries portfolio, and a distinguished player in the manufacturing and global export of a wide array of flexible flow solutions. These encompass braided hoses, unbraided hoses, solar hoses, gas hoses, vacuum hoses, braiding, interlock hoses, hose assemblies, lancing hose assemblies, jacketed hose assemblies, exhaust connectors, exhaust gas recirculation (EGR) tubes, expansion bellows, compensators, and associated end fittings.

At Aeroflex Industries, state-of-the-art technology converges with a cutting-edge facility, complemented by a team of seasoned professionals. This synergy ensures meticulous oversight and resolute adherence to the most stringent international quality standards. Recognised as an ISO 9001:2015 certified company by TUV NORD Germany, Aeroflex Industries relentlessly pursues excellence, solidifying its presence in both domestic and international markets.

Stake in Aeroflex Industries



Fintech & Lending

As a wholly owned subsidiary under the SAT Industries umbrella, Aeroflex Finance operates as a Type-II non-deposit taking Non-Banking Financial Company (NBFC), duly registered with the Reserve Bank of India (RBI). The company specialises in delivering innovative financial solutions tailored to the needs of Micro, Small, and Medium Enterprises (MSMEs) and individuals. Functioning as a trusted ally to MSMEs, Aeroflex Finance focuses on providing a diverse range of loan products designed to meet both working capital and expansion-related requirements, thereby enabling small businesses to realise their full potential and drive growth.

To enhance its service offerings and reach a broader customer base, Aeroflex Finance collaborates closely with leading Fintech platforms such as LenDen Club and FinAGG. These partnerships leverage cutting-edge infrastructure and technology for loan origination and lifecycle management, enabling a seamless and efficient lending experience. This strategic move aligns with SAT Industries' overarching value of empowering individuals and businesses to foster growth and prosperity. Committed to financial excellence, Aeroflex Finance is a dynamic subsidiary that perfectly complements the group's vision and contributes to its ongoing success.

Stake in Aeroflex Finance



Innovative Packaging

Our innovative packaging business brings with it a rich legacy of about 32 years. We have firmly established ourselves as a reliable and forward-thinking entity in the bulk packaging & polymer industry. Fuelled by a dedicated team of experienced professionals and leveraging cutting-edge technology, the company delivers an exceptional range of products, including Flexible Intermediate Bulk Containers (FIBCs), PP woven bags, box bags, and BOPP laminated bags. Additional accolades are due to its subsidiary, Fibcorp Polyweave Private Limited, which further enhances its reach in the industry.

With a firm commitment to product quality and innovation, Sah Polymers prioritises customer satisfaction, positioning itself as a crucial element in the intricate puzzle of SAT Industries' success. Notably, the IPO in 2023 signified a pivotal moment for Sah Polymers, as it contributes significant value to the entire SAT Industries' family.

Stake in Sah Polymers



Global Commerce

Italica Global FZC, an entity based in the UAE, proudly operates as a wholly owned foreign subsidiary within the SAT Industries group. Specialising in general trading & dealings in stainless steel and other metal products, Italica Global stands as an integral component of SAT Industries, introducing an additional layer to the company's diverse portfolio. Further, Italica Global FZC makes all foreign startup investment on SAT industries' behalf. By doing so, Italica Global significantly broadens SAT Industries' global reach and makes a contribution to its overall success.

Stake in Italica Global FZC



Shaping Ideas

In the world of business, the concept of unity in diversity is a powerful force that can lead to the creation of something truly remarkable. At SAT Industries, this principle is at the heart of its operations, guiding the integration of its businesses into a cohesive whole. Each vertical brings its unique strengths and expertise to the table, but what sets SAT Industries apart is its ability to shape diverse ideas towards a unified objective, contributing to a shared vision of success that transcends individual boundaries.



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Knowledge Based Engineering

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Innovative Packaging

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Fintech & Lending

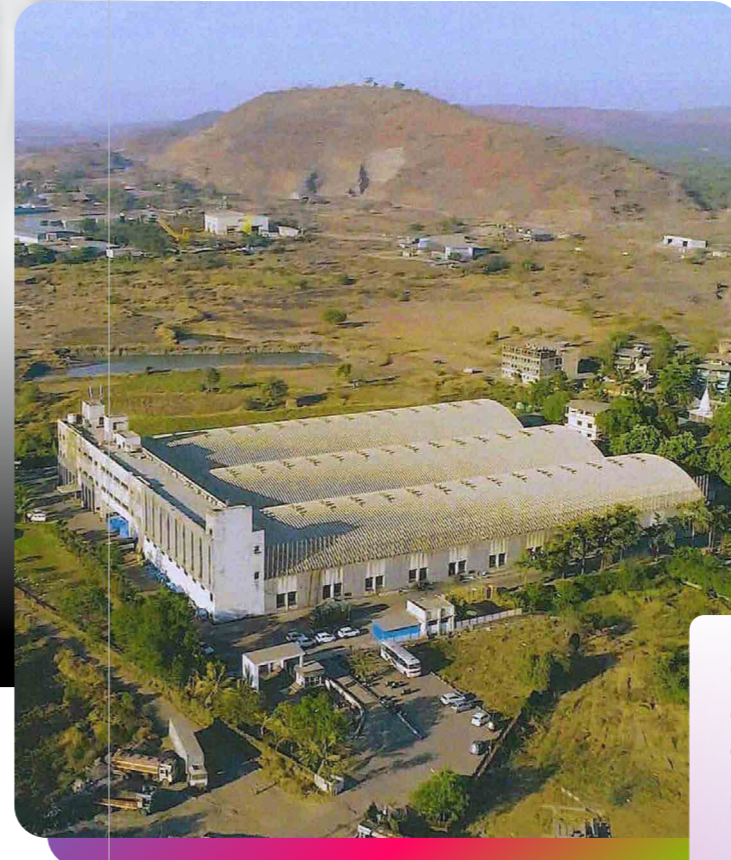
Redefining Possibilities



Certified as an 'ISO 14000, 9001-2000' company by RWTUV Germany, Aeroflex operates from an ultra-modern facility in Talaja, Navi Mumbai, India.

Incorporated in 1993 and a proud member of the SAT group, Aeroflex Industries is a leading manufacturer of metallic flexible flow solutions, and more particularly stainless steel flexible flow solutions.

It continues to redefine possibilities in the flexible flow solutions area, setting benchmarks for durability, innovation, and sustainability. As part of SAT Industries, its journey towards global leadership remains fuelled by a commitment to excellence and a forward-looking approach.



The rise of metallic flexible flow solutions

As the industrial landscape evolves, metallic flexible flow solutions, particularly stainless steel, have emerged as champions of the industry. The undeniable reality now is that metallic flexible flow solutions have risen to prominence, offering unparalleled endurance, resilience to extreme temperatures, minimised carbon footprint, elevated safety standards, and an extended lifespan, surpassing traditional conduits.

Aeroflex Industries leads this shift with its durable, temperature-resistant, and eco-friendly offerings having lower carbon footprint, elevated safety standards, and extended lifespan. Further, its products are built to withstand high temperatures, pressure and vibrations, all while maintaining superior performance and resilience.

Given the heightened focus for environmentally conscious alternatives in global supply chains, there is a rapid adoption of Aeroflex's stainless steel flow solutions replacing conventional materials like rubber across industrial segments.

Global recognition

Renowned for its comprehensive line of authentic stainless steel hoses in various grades meeting the highest international standards, Aeroflex Industries has become a major player in export markets. Constant research and development efforts, combined with a vigilant quality management system sets Aeroflex apart from its competitors across the globe.

Aeroflex's vigilant quality management system, and continuous research and development, places it at a significant global advantage over counterparts in China and Southeast Asia, thus contributing to its thriving export market presence in 88 countries.

Aeroflex caters to a wide range of industries, providing high-quality flexible flow solutions that meet the specific needs of each sector. Our products are designed to perform in the most demanding conditions, ensuring reliability and efficiency across various applications.

Aeroflex is strategically expanding into new-age industries such as firefighting, electric mobility, robotics, semiconductors, and aerospace. By leveraging our advanced engineering capabilities and innovative products, we are poised to capture significant opportunities in these rapidly growing sectors.

Looking ahead, Aeroflex's vision revolves around expanding its product range and fostering lasting partnerships. The company aspires to cement its position as a global leader in the realm of metallic flexible flow solutions.

Exporting to 88 countries across Asia, Americas, Europe, and Africa, Aeroflex contributes significantly to SAT Industries' global footprint.

KNOWLEDGE BASED ENGINEERING (CONTD.)

Vision

To build and consolidate our leadership position through successful collaboration, market intelligence, and thorough research & development.

Mission

To excel and become a world leader in the field of flexible flow solutions by offering total customer satisfaction.

Purpose

Commitment to Excellence

Values

Aeroflex is a people-centric organisation that strongly believes in empowering professionals with strong character and ethics.



'A Great Place to Work' Certified™ organisation, Aeroflex Industries, has created a wonderful place to work for all its employees by excelling on the 5 dimensions of a High-trust, High-performance Culture™- Credibility, Respect, Fairness, Pride and Camaraderie.







Product Portfolio







- Vast repertoire of **2,388+ SKUs**
- Comprehensive range of flexible flow solutions ranging from **¼” to 14”**
- Used for controlled flow of all forms of substances including **Solid, Liquid & Gas**

Aeroflex Industries offers an extensive product line catering to various industries, including:

Major Industries Served

 Steel & Metal	 Oil & Natural Gas
 Petrochemicals	 Refinery
	 Mining

New Age Industries Served

 Fire Fighting Solutions	 Solar
 Robotics	 Semiconductors
 Aerospace and Defence	 Electric Mobility

Robust R&D Function

480+
Employee Strength

72+
Products under R&D

14
Qualified R&D team members

13.5 million
Current Installed Capacity (in metres)

16.5 million
Capacity after Phase-2 Expansion (in metres)

FY24 update

Aeroflex Industries' IPO consisted of a fresh issue of equity shares of the value of ₹162 crores and an offer-for-sale (OFS) of the value of ₹189 crores equity shares by the promoter, SAT Industries Limited.

IPO subscribed

97x

Aeroflex Industries got listed on **August 31, 2023**

INNOVATIVE PACKAGING



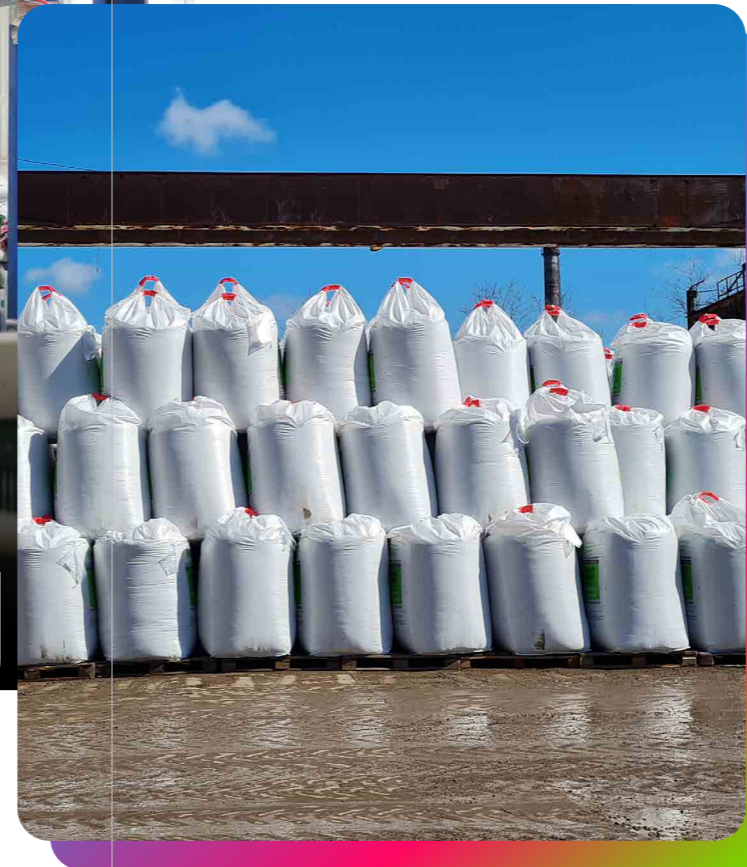
Revolutionising Packaging



The journey of Sah Polymers began more than three decades ago in 1992, driven by a mission to be a one-stop solution for all bulk packaging needs. Today, the Company has evolved into one of the leading players in the industry.

Sah Polymers Limited, with its commitment to innovation and sustainability, continues to revolutionise packaging standards and contribute to the evolving area of bulk packaging solutions. As a vital component of SAT Industries, Sah Polymers continues the legacy of excellence.

In a world where packaging is integral to supply chain management and sustainability, Sah Polymers stands as an enabler of better packaging solutions, becoming synonymous with quality and customised offerings.



Diverse offerings

Sah Polymers specialises in manufacturing Flexible Intermediate Bulk Containers (FIBCs), Polypropylene (PP)/ High-Density Polyethylene (HDPE) bags, PP/HDPE Woven Fabric, and various technical textile products. The focus remains on delivering customised solutions that optimise package-to-product ratio, reduce logistical expenses, and contribute to eco-friendly practices.

Aligning with sustainability goals, Sah Polymers' solutions not only meet functional needs but also contribute to the broader sustainability objectives of both the company and its clients. Continuous technical skill upgrades and state-of-the-art infrastructure ensure the highest quality standards.

Guided by principles of exceptional customer service, Sah Polymers is dedicated to meeting the unique demands of clients and evolving industry requirements.

Strategic expansion

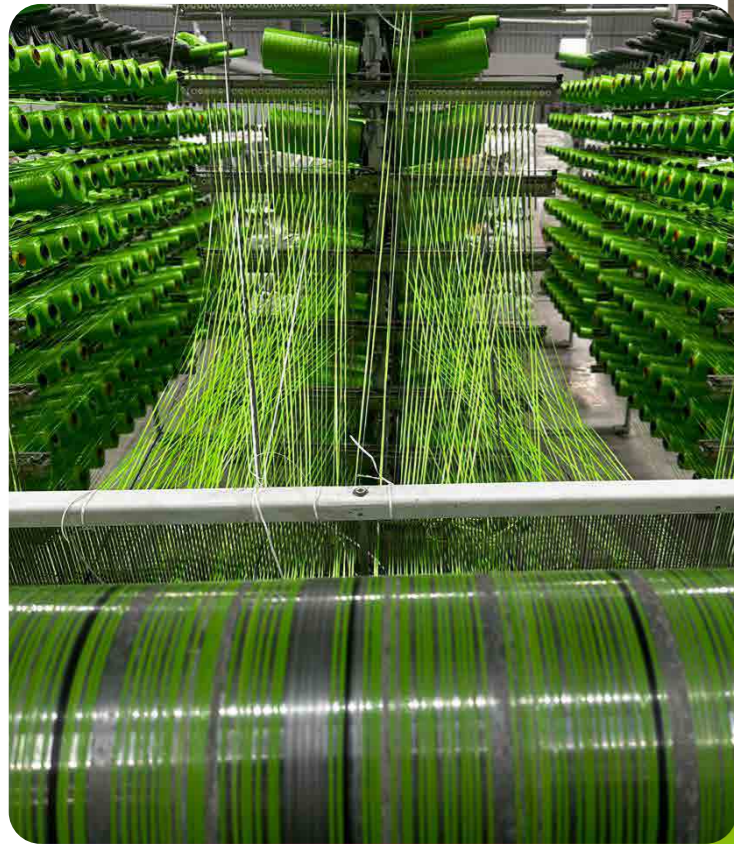
The consolidated capacity of Sah Polymers stands at 9,120 MT with the addition of a new facility in Udaipur marking an added capacity of 3,960 MTPA. The strategic move demonstrates the company's commitment to staying ahead in the rapidly evolving industry.

New facility in Udaipur marking an added capacity of

3,960 MTPA



INNOVATIVE PACKAGING (CONTD.)



Global reach














With an expanding domestic presence now reaching 12 states and 1 union territory, Sah Polymers has also increased its global footprint, and fostering partnerships through memberships in FIBCA and iFIBCA. Internationally, our products reach 30+ countries, spanning Africa, Middle East, Europe, USA, Australia, and the Caribbean.

Sah Polymers Limited is an ISO 9001:2015 certified company and recognised as a Star Export House.

Ancillary business vertical

SAH is a Del Credere Associate & Consignment Stockist of Indian Oil Corporation Limited (IOCL) and also operates a Dealer Operated Polymer Warehouse (DOPW) of IOCL for their polymer division.

Key industries catered

 Agro Pesticides	 Pharmaceuticals	 Cattle Feed	 Cement
 Chemical	 Food Products	 Metal	 Mineral
 Paper Mill	 Textile	 Tyre	 Fertiliser
 Salt			

Key numbers

9,120 MTPA

Consolidated installed capacity

825+

Committed workforce (Including Contractual)

81%

Capacity utilisation

30+

Export markets catered

13

Indian markets covered (12 states + 1 UT)

03

State-of-the-art facilities (Including Fibcorp)

Empowering Growth



Aeroflex Finance Private Limited operates as a wholly-owned subsidiary under the SAT Industries umbrella. It is a Type-II non-deposit taking Non-Banking Financial Company (NBFC), duly registered with the Reserve Bank of India (RBI). The company is dedicated to providing comprehensive financial solutions to both businesses and individuals, with a particular focus on Micro, Small, and Medium Enterprises (MSMEs).



Vision

Aeroflex Finance’s vision is to be a trusted financial partner, empowering businesses and individuals to achieve their financial goals.

Mission

The mission is to deliver innovative and tailored financial solutions that cater to the diverse needs of its clients, thereby fostering growth and prosperity.

The company functions as a trusted ally to MSMEs, focusing on providing a diverse range of loan products designed to meet both working capital and expansion-related requirements. This enables small businesses to realise their full potential and drive growth.

Products

Aeroflex Finance offers a variety of financial products to cater to different needs:



SME & Business Loans

Understanding the diverse funding needs of businesses, Aeroflex Finance provides tailored business loans to support the growth aspirations of startups, SMEs, and established companies. These loans are designed to meet unique business requirements, whether for expansion, capital expenditure, or other business needs.



Working Capital Loans

Managing working capital is crucial for businesses to maintain their day-to-day operations and seize growth opportunities. Aeroflex Finance’s Working Capital Loans are specifically designed to provide quick and efficient access to funds, ensuring that businesses stay nimble and responsive.



Consumer Loans

Aeroflex Finance also caters to individual financial needs through its Consumer Loans. Whether planning to buy a dream home, renovate an existing property, purchase a vehicle, or fulfil any personal financial need, these loans are designed to make dreams a reality.

FINTECH & LENDING (CONTD.)

Unique Approach

To enhance its service offerings and reach a broader customer base, Aeroflex Finance collaborates closely with emerging Fintech platforms such as LenDen Club and FinAGG. These partnerships leverage cutting-edge infrastructure and technology for loan origination and lifecycle management, enabling a seamless and efficient lending experience.



1. FinAGG

FinAGG is an invoice-based financing solution for MSMEs in India. Its Quick Cash Flow product promotes MSME business growth while holding stocks in ample, also widely known as the Stock Now Pay Later solution for MSMEs in India. This partnership allows Aeroflex Finance to offer innovative financing solutions that cater to the specific needs of MSMEs.



2. LenDen Club

LenDen Club is an RBI-registered NBFC-P2P and one of the largest peer-to-peer lending platforms in India. Its Fractional Matchmaking Peer-to-Peer Plan is a P2P lending plan powered by Artificial Intelligence (AI) and Machine Learning (ML) technologies. This collaboration enables Aeroflex Finance to leverage advanced technologies to cater to the consumer & personal loans segment.

SAT Industries is an investor in FinAGG & LenDen Club

Aeroflex Finance actively seeks collaborative partnerships with fintech platforms that are mutually beneficial for both stakeholders. Some of these partnerships have been taken to a different level with SAT Industries group taking a strategic equity stake in some of these platforms. This strategic move aligns with SAT Industries' overarching value of empowering individuals and businesses to foster growth and prosperity.

Commitment to Financial Excellence

Aeroflex Finance is committed to financial excellence and is a dynamic subsidiary that perfectly complements the group's vision. The company contributes to the ongoing success of SAT Industries by providing innovative financial solutions that cater to the diverse needs of its clients. This commitment to excellence is reflected in the company's continuous efforts to enhance its service offerings and expand its reach through strategic partnerships and collaborations.



It stands out as a trusted financial partner dedicated to providing comprehensive financial solutions to both businesses and individuals. Through strategic partnerships and a unique approach to lending, Aeroflex Finance continues to enhance its service offerings and contribute to the success of SAT Industries.

Performance Highlights

8,900+

Unique Borrowers

₹12.74 Cr

Loan Book

₹75.40 Cr

Disbursements

₹62.57 Cr

Collections

22.14%

Yield on Loan Book

8.62%

Average Cost of Funds

13.31%

Net Interest Margin

₹3.42 Cr

Net Interest Income

₹0.72 Cr

Profit After Taxes

6.02%

ROA

12.54%

ROE

₹8.58 Cr

Equity

1.49X

Leverage Ratio

66.09%

CAR

2.85%

GNPA

0.00%

NNPA

108%

Provision Coverage Ratio

Diversified Expertise

At the heart of SAT Industries Limited lies a wealth of diversified expertise, steering the Company towards unprecedented heights. The strategic vision and leadership of our Board of Directors and our collective expertise drives innovation, fortifies our market position, and delivers exceptional value to our stakeholders.



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STRATEGIC PRIORITIES

Charting the future course

Operating a conglomerate with numerous businesses and investments is akin to juggling an array of balls simultaneously. It is an intricate undertaking that necessitates strategic acumen, a clear vision, and a well-defined direction. SAT Industries' strategic priorities underscore its commitment to navigating the complexities of the business landscape while adhering to its core values, guiding principles, and a shared sense of purpose. The strategic roadmap serves as a guiding light, steering all entities towards excellence.

Advancing core businesses for sustainable growth

As SAT Industries continues its trajectory of growth and expansion, the Company remains steadfast in exploring both organic and inorganic growth strategies to solidify its position within the industry. The core businesses, Aeroflex Industries and Sah Polymers, spearhead expansion plans to excel in their respective domains. SAT is committed to driving the expansion of its core cash flow-generating businesses, empowering each business to pursue its growth objectives at its own pace.

The successful initial public offering (IPO) of Aeroflex Industries in FY24 has better capitalised the company to pursue business growth and its strategic objectives. Recently, the company acquired Hyd-Air Engineering to further strengthen its position within the industry. With Sah Polymers having concluded its IPO and an expansion in FY23, both companies are well-capitalised and poised to deliver on their growth ambitions. Recently, Aeroflex Finance has also begun to significantly expand its operations in the fintech & lending space. Collectively, SAT Industries continues to excel and remains dedicated to delivering long-term value to all its stakeholders.

Facilitating independent growth

The importance of a decentralised structure that empowers businesses to operate with agility and independence while maintaining cohesive oversight, is well-recognised. As a strategic priority, the aim is to establish individual business entities that will get listed on stock exchanges upon maturing.

Through this, SAT Industries strives to enhance transparency, governance, and investor confidence, all of which are essential for scaling up and unlocking value for stakeholders. This was evident in the successful listing of both Aeroflex Industries and Sah Polymers, in FY24 and FY23 respectively.

Differentiated solutions for competitive advantage

SAT Industries and its group companies are united by a common vision: to stand out from the crowd by delivering high-quality products and tailored solutions that meet the specific needs of their customer base across industries. This approach enables the Group to create unique value for its clients while unlocking new avenues for growth and profitability.

Aeroflex Industries and Sah Polymers, the flagship businesses of SAT, leverage their expertise and superior customer understanding to develop cutting-edge niche products that cater to emerging manufacturing sectors. While Aeroflex focuses on delivering flexible flow solutions, Sah Polymers is committed to building custom bulk packaging solutions & other technical textile products. Both initiatives reflect the unwavering focus on innovation and customer satisfaction. Sah Polymers is actively working on furthering the cause of sustainable packaging with its range of reclaim products for export markets, while Aeroflex Industries is working on applications in new-age industries such as firefighting, electric mobility, robotics, semiconductors, and aerospace.

Maximising returns through strategic exits

SAT Industries' keen eye for investment opportunities enables the Group to recognise the right time to exit from promising startups. In FY24, the Company successfully exited 4 such startups, maximising returns for its stakeholders. On an average the Company has generated 30-35% IRR per annum in successful startup exits. In FY25 and beyond, SAT will continue to leverage its expertise to successfully exit maturing startups while actively seeking out new and exciting investment prospects to add to its portfolio.

Seeding growth to cultivate the future

As a forward-thinking conglomerate, SAT Industries acknowledges the importance of investing in the next generation of innovative startups. By strategically allocating surplus capital towards a curated portfolio of high-growth startups, the Company is committed to delivering outsized returns to its stakeholders while nurturing the potential of tomorrow.

In FY25, SAT plans to make at least 30 to 40 investments in startups including follow-on rounds, adding to its already impressive base of 157 startup investments. The Company is providing critical seed funding ranging from ₹11 lakhs to ₹2.5 crores on a case-by-case basis. Through this initiative, SAT Industries aims to curate a well-diversified and high-potential portfolio of 300+ startups by FY26, nurturing and shaping the future of emerging industries.

DNA of value creation

At the heart of SAT Industries lies a commitment to generating long-term, sustainable value for all stakeholders. This guiding principle drives every decision the Company makes, from its investments in high-growth startups to its strategic expansion into cash-generating businesses.

By taking such a balanced approach to growth and value creation, SAT Industries aims to be a catalyst for inclusive economic development, fostering innovation and entrepreneurship while delivering exceptional returns for its shareholders. Ultimately, the goal is to create a well-diversified, forward-looking portfolio of businesses that contributes to a brighter, more prosperous future for all.

BOARD OF DIRECTORS

Stellar minds steering SAT

Leveraging a wealth of collective experience, diverse backgrounds, and a shared commitment to pushing the boundaries of what is achievable, the Board of Directors is resolutely focussed on propelling the Company towards greater momentum and ground-breaking achievements.



Mr. Asad Daud
NON-EXECUTIVE DIRECTOR



With a profound experience exceeding 14 years in the manufacturing industry, Mr. Asad contributes crucial expertise in management and operations. A graduate of the esteemed London School of Economics and Political Science, holding an M.Sc. degree in Accounting & Finance, he furthered his education with Executive Education courses from IIM Bangalore and ISB Hyderabad. Mr. Asad is committed to steering the Company's growth trajectory through innovation and expansion initiatives, possessing a unique blend of intellect, creativity, and strategic thinking.



Mrs. Shehnaz D. Ali
WHOLE-TIME DIRECTOR



Boasting a business acumen spanning over 22 years across diverse industries, Mrs. Ali, as a Whole-Time Director at SAT Industries, plays a pivotal role in driving startup investments and spearheading corporate social responsibility initiatives. A graduate of the University of Rajasthan, her insightful contributions to the boardroom have been instrumental in shaping SAT's strategic directions. Mrs. Ali is a fervent advocate for innovation and sustainability.



Mr. Harikant Turgalia
CFO & WHOLE-TIME DIRECTOR



With a wealth of experience exceeding 36 years across manufacturing, trading, and finance, Mr. Turgalia spearheads financial and management responsibilities at SAT Industries. Holding a Bachelor's degree in Commerce from the University of Udaipur, his extensive knowledge has been crucial in steering the Company towards many triumphs.

AUDIT COMMITTEE

- A** Chairman
- A** Member

STAKEHOLDER GRIEVANCES COMMITTEE

- S** Chairman
- S** Member

NOMINATION & REMUNERATION COMMITTEE

- N** Chairman
- N** Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- C** Chairman
- C** Member



Mr. Ramesh Chandra Soni
NON-EXECUTIVE & INDEPENDENT DIRECTOR



Bringing over 38 years of comprehensive expertise in accounts, finance, banking, and taxation, Mr. Soni is an invaluable asset to the SAT Industries board. As a practising Chartered Accountant and a fellow member of the Institute of Chartered Accountants of India, he has made significant contributions towards the Company's financial and secretarial matters.



Mr. Parthasarathi Sarkar
NON-EXECUTIVE & INDEPENDENT DIRECTOR



Mr. Sarkar holds a B.Tech. (Hons) from IIT Delhi and an MBA from IIM Ahmedabad. With over 42 years of professional expertise in Finance & Investment Banking, he has been a vital contributor to SAT Industries. His unparalleled experience includes serving as the Managing Director of Tata Finance Limited and working closely with Mr. Ratan Tata during his tenure at Tata Administrative Services.



Mr. Arpit Khandelwal
NON-EXECUTIVE & INDEPENDENT DIRECTOR



A dynamic and enterprising professional, Mr. Arpit Khandelwal holds qualifications as a Chartered Accountant and a Chartered Financial Analyst. With over 11 years of experience spanning Banking, Technology, Treasury, Finance, and Risk Management, he brings his expertise to bear in Risk Management, Corporate Laws, Indirect Taxes, and International Trade Laws.

Another year of resolute progress



SAT Industries continues to seek strategic M&A transactions through all its key business verticals, one such recent transaction is the acquisition of Hyd-Air Engineering, which builds on Aeroflex Industries' existing portfolio and allows them to deliver end-to-end solutions to customers

Dear Shareholders,
I hope this letter finds you in good health and high spirits. It gives me great pleasure to share with you the highlights of what has been a monumental year for our company, SAT Industries Limited. We have made significant progress on many of our stated strategic priorities.

A Blockbuster IPO of Aeroflex Industries

First and foremost, we are pleased to report the successful completion of the IPO of our subsidiary - Aeroflex Industries in August 2023. The IPO received tremendous interest from investors and the markets, with oversubscriptions amounting to an impressive 97 times. This response has been overwhelmingly great and validates our vision and the quality of business that has been built by Aeroflex Industries. Part of the total ₹351 crores IPO was Fresh Issue of ₹162 crores and the rest being Offer for Sale worth ₹189 crores which recapitalises both Aeroflex Industries and SAT Industries to pursue their strategic objectives going forward.

Aeroflex Industries has also announced the acquisition of Hyd-Air Engineering Private Limited, a manufacturer of hydraulic fittings, fluid connectors, and flanges. This acquisition builds on Aeroflex's existing product portfolio and allows them to deliver end-to-end solutions to customers from hoses and fittings to assemblies. Apart from the product portfolio, it will also broaden Aeroflex's horizons into industries such as railways, shipbuilding, and heavy industries for better market penetration.

Aeroflex Industries
IPO Oversubscription

97x

The acquisition of Hyd-Air positions Aeroflex for business expansion, fortifying its market position through expanded product offerings and strategic integration.

Further, as part of its organic growth efforts, Aeroflex Industries has concluded Phase-1 of its capacity expansion project, adding 2.5 million metres of capacity in FY24 at the Taloja unit, taking the total to 13.5 million metres. In Phase-2, the company intends to increase the capacities to 16.5 million metres, with an additional 3 million metres & metal bellows Phase 1 capacity of 120,000 pieces per year; to be set up on the land adjacent to its existing Taloja factory.

Consolidation at Sah Polymers

Sah Polymers has witnessed a year of consolidation due to macro headwinds and industry-specific challenges. Sah has faced unprecedented volatility in raw material prices, particularly various polymers derived from crude oil, which are fundamental to its operations. Coupled with the Red Sea crisis due to ongoing geopolitical tensions, which delayed shipments and escalated transit times and ocean freights, thus exports-a key business for Sah-were directly impacted. Additionally, demand from the European markets has been sluggish over the last financial year.

Despite the external environment, Sah has focused on its internal objectives and operations, such as developing new products, particularly in the area of technical textiles and geotextiles. Further, it has focused on upgrading its processes and standard operating procedures and is in the final stages of obtaining the BRC audit certification, which will open doors for us to supply to the lucrative Food & Beverage industry. As the external challenges subside, Sah is more than ready to capitalise on opportunities, especially in light of its expanded manufacturing capacity.

Continued Thrust on Startup Investment

SAT Industries has continued its thrust on its startup portfolio over the last two years, despite the funding winter and global slowdown, with liquidity tightening affecting the performance of the startup ecosystem. Despite all of the challenges, SAT has made a total of 23 investments in its startup portfolio in FY24, including 10 follow-on rounds in existing portfolio companies and 13 new startup investments. Our focus remains on funding innovative business models that have the potential to disrupt conventional businesses and partnering with them early on, so that we become an indispensable part of their journey. We are now also looking at slightly bigger ticket size investments, of up to 2.5 crores in a single round. Some of the startup investments have also matured into successful exits for SAT Industries such as Sureserve Techsoft, Ideope Media (INC42), Ensuredit Technology, and Creditas Solutions which will fund further future investments. We continue to actively seek out promising opportunities in domains such as Spacetech, Manufacturing Tech, FoodTech, EdTech, E-Commerce, Hyper-local services, VR products, and AI-enabled platforms, among others, as we believe in the potential of these ideas to deliver outsized value for our stakeholders.

More Thrust on Fintech & Lending

Aeroflex Finance has seen material developments in the past year. Aeroflex Finance has increased its focus on lending activities through its strategic partnerships with fintech firms such as LenDen Club and FinAGG. These collaborative partnerships are allowing Aeroflex Finance to build its loan book by leveraging the fintech platforms and technologies built by these companies in the domain of business, SME, and personal loan products. These fintech platforms leverage cutting-edge infrastructure and technology for loan origination and lifecycle management, enabling a seamless and efficient customer experience. This allows Aeroflex Finance to save on operational expenditure on personnel, technology, and infrastructure, while focusing on its core activities.

We will continue to work on adding more such partnerships with innovative fintech platforms that position Aeroflex Finance at the forefront of innovation in this industry.

Continue to Focus on Inorganic Growth Opportunities

SAT Industries continues to seek strategic M&A transactions. Its approach is characterised by an aggressive yet prudent and calibrated strategy, as it strives for sustainable growth. The group seeks opportunities that strengthen its existing core businesses or open new avenues for growth. The recent acquisition by SAT's subsidiary Aeroflex Industries of Hyd-Air Engineering was focused on enhancing its portfolio, clientele, and value proposition for customers. The group, at a standalone level or through its various subsidiaries, will continue to pursue such strategic inorganic growth opportunities in future as well.

Outlook

Looking ahead, we will maintain our well-balanced business model, which integrates the stability of cash flow-generating businesses with the high-growth potential of our startup investment portfolio. We believe this strategy will enhance our resilience and readiness for future challenges across all our entities, ensuring we continue to deliver value to our shareholders.

In conclusion, I want to extend my heartfelt gratitude to all our shareholders for your unwavering support. Your trust and confidence have been pivotal in achieving these remarkable milestones. I also want to thank our dedicated employees, whose hard work and commitment have been crucial to our success. As we move forward, we remain optimistic about the future and are dedicated to creating sustainable value for all our stakeholders.

Warm Regards,

Harikant Turgalia

CFO & WHOLE-TIME DIRECTOR

SUSTAINABILITY & CSR

Sustainability

SAT Industries drives its sustainability initiatives through its respective business verticals, and provides full autonomy for respective entities to develop & deliver on their sustainability initiatives.

For Aeroflex Industries, sustainability and responsible corporate practices are integral to its operations. It has committed to implementing green initiatives, maintaining high standards of corporate governance, and ensuring the well-being of our employees and communities.

For Sah Polymers, green & sustainable energy are integral to its operations. To that effect it has commissioned a 500 kWp on-grid solar power project at Modi, Udaipur manufacturing site, contributing significantly to its captive power consumption and thus reducing its carbon footprint, in line with its sustainability initiatives.

Key Initiatives Include:

WATER RECYCLING

100%

USE OF RECYCLED PACKAGING MATERIAL

35-40%



Other Focus Areas Include:



Use of Non-Emitting Technology and Recycled Consumables



Comprehensive Data Gathering & Tech-Enabled Monitoring



Strong Corporate Governance



Adherence to Global Quality & Safety Standards

CSR

Corporate Social Responsibility

SAT Foundation is a non-profit organization that serves as the CSR arm of the SAT Industries and its subsidiaries and group entities.



Mission

SAT Foundation's mission is to empower and uplift communities through impactful initiatives in education and healthcare. It is dedicated to breaking barriers, providing opportunities, and fostering sustainable development, with the belief that every individual deserves access to quality education and healthcare.

Vision

SAT Foundation's vision is to create a society where every person, regardless of background or circumstance, can realize their full potential. SAT Foundation envisions a future where education and healthcare are not just basic rights but powerful catalysts for positive transformation, leading to thriving, resilient communities.

Values



Inclusivity

We embrace diversity and work towards creating inclusive spaces that respect and celebrate the uniqueness of every individual. Inclusivity is at the core of our programs and initiatives.



Sustainability

We are committed to implementing sustainable solutions that have a lasting impact on the communities we serve. Our projects are designed to create enduring positive change and promote self-sufficiency.



Collaboration

We believe in the power of collaboration. By working closely with local communities, partners, and stakeholders, we amplify our efforts and ensure that our initiatives are responsive to the specific needs of each community.

For more details satfoundation.in

Life at SAT



Our annual cricket tournament brought together employees from across departments for a day of friendly competition and fun. These team-building activities help foster a positive work culture.



SAT Industries celebrated the festival of lights, Diwali, with great enthusiasm. Employees enjoyed sweets, exchanged gifts, and participated in cultural programs that highlighted our diverse workforce.



The entire SAT Industries team came together to celebrate the company's milestone of crossing 1000 Cr in market capitalization. This achievement is a testament to the hard work and dedication of our employees.



We are proud that our subsidiary Aeroflex Industries Limited successfully completed its IPO and listed on the BSE and NSE. This was a significant milestone for SAT Industries.

MD&A

Management discussion and analysis report



Economic overview

Global economy

Economic activity was remarkably resilient through the global disinflation of 2022–23. As global inflation descended from its mid-2022 peak, economic activity grew steadily, defying warnings of stagflation and global recession. Growth in employment and incomes held steady, reflecting supportive demand developments - including greater-than-expected government spending and household consumption - and a supply-side expansion amid, notably, an unanticipated boost to labour force participation. The unexpected economic resilience, despite significant central bank interest rate hikes aimed at restoring price stability, also reflects the ability of households in major advanced economies to draw on substantial savings accumulated during the pandemic. In addition, changes in mortgage and housing markets over the pre-pandemic decade of low interest rates moderated the near-term impact of policy rate hikes. As inflation converges toward target levels and central banks pivot toward policy easing in many economies, a tightening of fiscal policies aimed at curbing high government debt, with higher taxes and lower government spending, is expected to weigh on growth.

Global growth, estimated at 3.2% in 2023, is projected to continue at the same pace in 2024 and 2025.

The pace of expansion is low by historical standards, owing to both near-term factors, such as still-high borrowing costs and withdrawal of fiscal support, and longer-term effects from the COVID-19 pandemic and Russia's invasion of Ukraine; weak growth in productivity; and increasing geo-economic fragmentation. Global headline inflation is expected to fall from an annual average of 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025, with advanced economies returning to their inflation targets sooner than emerging markets and developing economies. The latest forecast for global growth five years from now - at 3.1% - is at its lowest in decades. The pace of convergence toward higher living standards for middle- and lower-income countries has slowed, implying a persistence in global economic disparities. The relatively weak medium-term outlook reflects lower growth in GDP per person stemming, notably, from persistent structural frictions preventing capital and labour from moving to productive firms. Dimmer prospects for growth in China and other large emerging market economies, given their increasing share of the global economy, will weigh on the prospects of trading partners.

Source - IMF - World Economic Outlook - April 2024

MD&A (CONTD.)

Indian economy

If this prediction materialises for FY25, it would signify the fourth consecutive year post-pandemic that the Indian economy has maintained growth at or above 7%. Such an accomplishment would be remarkable, serving as a testament to the resilience and potential of the Indian economy, offering promising prospects for its future.

Meanwhile, the global economy is grappling with challenges in sustaining its post-Covid recovery as successive shocks continue to disrupt it. Among these shocks, supply chain disruptions have reappeared in 2024. Should these disruptions persist, they are likely to impact trade flows, transportation costs, economic output, and inflation on a global scale. While India is not immune to these challenges, having already weathered the storms of Covid, as well as the energy and commodity price shocks of 2022, it maintains a subdued confidence in its capacity to navigate through emerging disturbances.

It appears increasingly likely that the Indian economy will achieve a growth rate of 7% or higher for FY24, with some forecasts even suggesting a continuation of 7% real growth for FY25.

Looking ahead, several trends are anticipated to shape the future landscape. The era of hyper-globalisation in global manufacturing has drawn to a close. Nevertheless, this does not signify an imminent onset of de-globalisation, as countries are just beginning to grasp the extensive integration of global supply chains that has unfolded over recent decades.

Closely intertwined with this challenge is the ascent of Artificial Intelligence, presenting profound and intricate questions concerning growth in services trade and employment. The progression of technology poses a threat to the advantage of cost competitiveness enjoyed by countries exporting digital services.

Thirdly, and arguably most notably, is the challenge of energy transition. Mounting concerns over rising temperatures have prompted a concentrated effort to reduce carbon emissions, driven by the conviction that greenhouse gas emissions, particularly carbon, are the primary causal factor. Consequently, there is persistent pressure from international organisations and advanced nations on developing countries to transition away from fossil fuels and embrace greener energy alternatives.

Source - *The Indian Economy: A Review by Department of Economic Affairs*



Industry overview

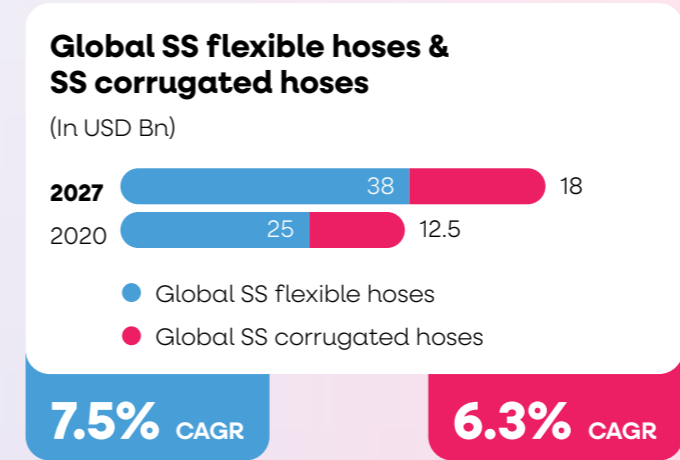
Global stainless steel flexible hose market

Globally, the market for stainless steel (SS) flexible hoses was estimated to be valued at approximately USD 25 billion in 2020, with the size of SS corrugated hoses (a subset of SS flexible hoses) was estimated at USD 12.5 billion. This segment is projected to grow to USD 38 billion and USD 18 billion by 2027, registering a CAGR of 7.5% and 6.3%, respectively. Fuelled by favourable product characteristics, the demand for SS flexible hoses is being propelled by rapid urbanisation, which has accelerated infrastructure developments and real estate construction, thereby increasing the demand for HVAC systems and creating a promising outlook for SS flexible hoses. Additionally, large-scale industrialisation and modernisation in agriculture and key manufacturing sectors are driving the demand for SS corrugated hoses (industrial hoses).

Industry sources indicate that the piping industry holds the largest market share among all end users, with the Asia Pacific region accounting for the largest share of the global stainless steel flexible hose market, followed by North America. In the coming years, driven by healthy economic growth in China and India, the Asia Pacific region is expected to grow at the fastest pace.

The growth of flexible flow solutions made with SS corrugation is expected to be further propelled by rising infrastructure spending and focussed government initiatives to curb carbon emissions and promote clean energy. This growth is anticipated to be observed across various key end-user industries, such as electric automobiles, renewable water heating applications, and other energy-efficient electrical appliances. Additionally, progress in factory automation for operational optimisation and cost control in the manufacturing sector is expected to positively impact flexible flow solutions made with SS corrugation.

Source - *Dun & Bradstreet*



Indian stainless steel flexible hose market

Historically, the demand for flexible flow solutions utilising stainless steel corrugation has predominantly stemmed from the industrial sector, encompassing manufacturing plants and a range of manufactured products spanning chemicals to paper. While HVAC applications also constituted a significant consumer base, their contribution to overall business volume was comparatively lower than that of their industrial counterparts. The consistent growth in industrial activities, notwithstanding occasional disruptions, coupled with the gradual but steady transition from rubber/PTFE/polymer flexible hoses, has created a favourable demand landscape for manufacturers of flexible flow solutions incorporating SS corrugation.

Between FY18 and the third quarter of FY23, more than 1,840 projects, comprising both brownfield and greenfield ventures, were successfully completed. With the application of flexible flow solutions employing SS corrugation being universally applicable, this substantial base is believed to have bolstered a robust demand for the product. The shift from traditional flexible hoses has also accelerated the growth in demand.

Given the escalating preference for flexible flow solutions utilising SS corrugation over rubber/PTFE/polymer hoses, the demand from the industrial sector for the former is expected to remain stable. This trend will contribute to establishing a consistent user base for flexible flow solutions incorporating SS corrugation, thereby ensuring a steady demand for the product.

However, in the forthcoming years, demand is anticipated to emerge from sectors that are either nascent or yet to establish themselves in India. The emergence of these new user segments is poised to significantly expand the market potential for the product.

Notable sectors expected to generate new demand include renewables (primarily solar heating), applications involving lithium-ion batteries (such as electric vehicles and other battery applications), semiconductor manufacturing, and robotics.

Source - *Dun & Bradstreet*

KEY GROWTH DRIVERS

With the growing inclination towards stainless steel corrugated flexible flow solutions over rubber, PTFE, or polymer hoses, and their widespread applicability, the demand from the industrial sector is expected to persist. Several factors are driving this demand, including:

- Significant industrialisation
- Rising demand for HVAC systems
- Agricultural modernisation
- Government initiatives to reduce carbon emissions
- Advancements in industrial automation for operational efficiency and cost control in manufacturing
- Emerging demand from industries such as renewables, electric vehicles (EVs), aerospace, satellite technology, solar energy, and robotics

Indian packaging industry

The India packaging market is expected to reach USD 204.81 billion by 2025, registering a CAGR of 26.7% during the period of 2020-2025. The fastest growing packaging segments are laminates and flexible packaging, especially PET and woven sacks.

Over the last few years, the packaging Industry is an important sector driving technology and innovation growth in the country and adding value to the various manufacturing sectors including agriculture and FMCG segments.

Growth in this sector is primarily driven by factors like growing pharmaceutical, food processing, manufacturing industry, FMCG, healthcare sector and ancillary in the emerging economies like China, India, Brazil, Russia and few other East European countries.

100% FDI is permitted under the automatic route in Paper & Packaging industries in India. Packaging is currently the 5th largest sector of the Indian economy.



India is a net exporter of packaging products and the largest exporter of sub-segments - Biaxially-oriented Polyethylene Terephthalate (BOPET) & Flexible Intermediate Bulk Container (FIBC).

Source - Invest India

Global FIBC market

The global FIBC market is forecasted to reach a value of USD 12.6 billion by the end of 2033, with a projected CAGR of 5.4% during the forecast period. In 2023, the market garnered a revenue of USD 7.5 billion and holds approximately one-third of the global IBC market's value share.

According to Future Market Insights (FMI), Flexible Intermediate Bulk Containers (FIBC) capable of carrying at least 750 kg are the most favoured type. The industry is expected to witness steady growth, attributed to the introduction of lightweight containers by manufacturers.

The surge in demand for FIBC is propelled by the expansion of the food and pharmaceutical sectors, alongside the need to reduce the overall weight of bulk packaging. FIBCs are increasingly utilised for transporting grains, rice, and liquid chemicals used in biological products.

While the chemical industry remains the primary consumer of FIBCs, there is a significant uptick in demand from food companies.

Food-grade FIBCs are increasingly preferred by commercial food industries due to their attributes such as load-carrying capacity, versatility, reusability, cost-effectiveness, and eco-friendly materials.

FIBCs with features like dust-proof seams and laminated fabric sides offer optimal protection against moisture, making them suitable for various applications. Additionally, bulk bags incorporating polyethylene, foil, and other linings are gaining popularity for safeguarding food products from harsh environments and damage.

The market is further bolstered by the growing preference for safe, sanitary, and eco-friendly products, with FIBCs being 100% FDA-approved elastomers. Manufacturers are introducing food-safe FIBCs in compliance with regulations, capitalising on this emerging trend.

Source - Future Market Insights

Indian FIBC market

According to the Indian Flexible Intermediate Bulk Container Association, the FIBC market in India has witnessed a remarkable growth of nearly 38% over the past decade. The food-grade FIBC segment has particularly seen significant traction, exhibiting substantial growth rates, with production accounting for nearly 28% of the total FIBC production in India.

In 2021, FIBC production in India was recorded at 3,06,996 metric tons. By 2023, this figure had surged to around 4,00,000 tons, solidifying India's position as a major player in the global FIBC export market. Over the past decade, India's FIBC export sales have tripled, reaching USD 708.48 million from 2020 to 2021, driven by the expansion of various industries and increasing trade activities.

India has emerged as a dominant exporter to key markets such as the US and Europe, capturing a significant market share of 75% in European FIBC imports and 72% in the US import market. Export volumes have also seen notable growth, particularly to destinations like the United Arab Emirates (UAE) and Australia, following recent trade agreements with these countries. Additionally, the Indian FIBC industry is now targeting expansion into the Japanese and South Korean markets to fuel future growth.

Several industries, including food products & agriculture, pharmaceuticals, and chemicals & fertilisers, have witnessed substantial industrialisation, supported by increased international commerce and favourable government measures. Initiatives like Make-in-India and industry-specific incentives have further spurred the establishment of numerous manufacturing enterprises in India, driving up demand for FIBC for the efficient storage and transportation of goods.

According to a study by FMI, compared to the last decade, India is expected to grow at twice the rate during the forecast period (2023-2033), with a CAGR of 6.9%, indicating a promising outlook for the FIBC industry in the country.

Source - Packaging South Asia - the magazine for modern packaging | FIBC Market Outlook (2023 to 2033) | IFBCA - Indian FIBC Association

MD&A (CONTD.)

Growth drivers of the FIBC market

As businesses across industries strive for efficiency, adaptability, and sustainability in their operations, FIBC has emerged as a preferred packaging solution for bulk materials, meeting the diverse needs of modern supply chains.

Also known as bulk bags, jumbo bags, or big bags, the usage of FIBC is steadily growing across industries. The growing popularity in recent years can be attributed to several factors.

Increasing pace of industrialisation

The rapid pace of industrialisation worldwide serves as a primary driver for the growth of the FIBC market. Industries involved in chemical production and agriculture increasingly rely on FIBCs for the efficient transportation of various products, including grains, rice, potatoes, cereals, and liquid chemicals.

Growing demand for a sustainable option

Sustainability has become a crucial factor for businesses and consumers alike. The market expansion is further fuelled by growing demand for lightweight, biodegradable bulk packaging materials. Using FIBCs over traditional packaging options would lead to reduced carbon footprint and waste reduction.

Rising option in the pharma industry

Pharma-grade FIBCs are specifically designed to store medical items and prevent contamination. The market is also experiencing growth through product advancements, including the development of FIBC variations as hygiene packaging solutions, catering to the rising demand in this sector.

Emerging as a preferred bulk packaging solution

FIBC has emerged as a preferred packaging solution for bulk materials, meeting the diverse needs of modern supply chains. Compared to traditional packaging methods such as drums or sacks, FIBC can handle much larger volumes of materials, are cost-effective, and offer many other significant advantages.

Escalating focus on safety and compliance

Safety and compliance are critical considerations in industries that rely on FIBCs to transport hazardous or sensitive materials. This has led to an increased traction in multiple industries, playing a vital role in various industries such as food, agriculture, chemicals, and construction.



Indian start-up ecosystem

India has emerged as the 3rd largest ecosystem for start-ups globally with over 112,718 DPIIT-recognised start-ups across 763 districts of the country as of October 3, 2023.

India ranks #2nd in innovation quality with top positions in the quality of scientific publications and the quality of its universities among middle-income economies.

The innovation in India is not just limited to certain sectors. Recognised start-ups are solving problems in 56 diverse industrial sectors with 13% from IT services, 9% healthcare and life sciences, 7% education, 5% agriculture and 5% food & beverages.

Indian start-up ecosystem has seen exponential growth in past few years (2015-2022):

- **15X increase in the total funding of start-ups**
- **9X increase in the number of investors**
- **7X increase in the number of incubators**

The Indian unicorns are flourishing in the fast-paced and dynamic economy of today. These start-ups are not only developing innovative solutions and technologies, but are generating large-scale employment. Till FY17, approximately one unicorn was being added every year. Over the past four years, since FY18, this number has been increasing exponentially, with a whopping 66% year-on-year growth in the number of additional unicorns being added every year.

As of October 3, 2023, India is home to 111 unicorns with a total valuation of USD 349.67 billion. Out of the total number of unicorns, 45 unicorns with a total valuation of USD 102.30 billion were born in 2021, and 22 unicorns with a total valuation of USD 29.20 billion were born in 2022.

Notably, funding values plummeted by 67% from the preceding year's USD ~6 billion mark, accompanied by a nearly halved deal volume.

Weathering recent challenges in start-up ecosystem

The year 2023 presented formidable challenges for the start-up ecosystem, both domestically and globally. Overstretched valuations, hurried IPO endeavours, and regulatory fluxes compounded the difficulties faced by burgeoning enterprises. Within the Indian tech start-up sphere, these hurdles resulted in pronounced funding downturns and diminished deal activity. Notably, funding values plummeted by 67% from the preceding year's USD ~6 billion mark, accompanied by a nearly halved deal volume.

Late-stage investments bore the brunt of the deceleration in investment activities across various sectors and start-up stages. Moreover, mergers and acquisitions (M&As) within the Indian tech start-up landscape retreated to pre-COVID levels, reflecting subdued involvement from both global and domestic enterprises.

Tech start-up founders resonated with the challenging market dynamics as well, highlighting cash flow constraints, restricted funding accessibility, and subdued customer demand as foremost obstacles encountered throughout 2023. These collective adversities underscore the need for adaptive strategies and resilient operational frameworks amid a volatile business landscape.

Long-term start-up megatrend intact

Despite the recent challenges confronting the start-up ecosystem, the enduring fundamentals and resilience of India's burgeoning economy remain steadfast. Amidst the unrest, several silver linings emerge, underscoring India's robust position in talent, policy support, and the launch of new start-ups.

In a notable shift towards prioritising sustainable growth, tech start-ups exhibited a heightened focus on bolstering business fundamentals. Approximately 60% of start-up founders reported marked improvements in revenue and profitability throughout 2023, signalling a pivot towards operational efficiency and stability.

Moreover, Indian start-ups are actively engaging with transformative mega-trends, exemplified by the proliferation of Generative AI ventures. With over 100+ Generative AI start-ups catalysing innovation across horizontal and vertical applications. Further, founders are increasingly integrating AI into their products and solutions, moving towards a new era of technological advancement.

The expanding footprint of emerging start-up hubs further underscores India's growing ecosystem. In 2023, the share of tech start-ups established in emerging locations surged to 40%, reaffirming the depth and breadth of India's entrepreneurial landscape. Furthermore, the democratisation of technology has marked the rise of tier-II and tier-III locations as vibrant innovation hubs. Supported by targeted government initiatives such as innovation labs, technology and business mentorship programs, and enhanced access to markets, capital, and infrastructure, these nascent ecosystems are poised to unleash the next wave of disruptive innovation.

In navigating macro-economic uncertainties and investor apprehensions, the Indian start-up ecosystem persists in its upward trajectory, underpinned by an abundant reservoir of STEM talent, conducive governmental policies, and the invaluable support of incubators and accelerators. These collective factors converge to fortify India's position as a global epicentre of innovation and entrepreneurship, poised for unparalleled growth and impact in the years ahead.

Source - Invest India | NASSCOM

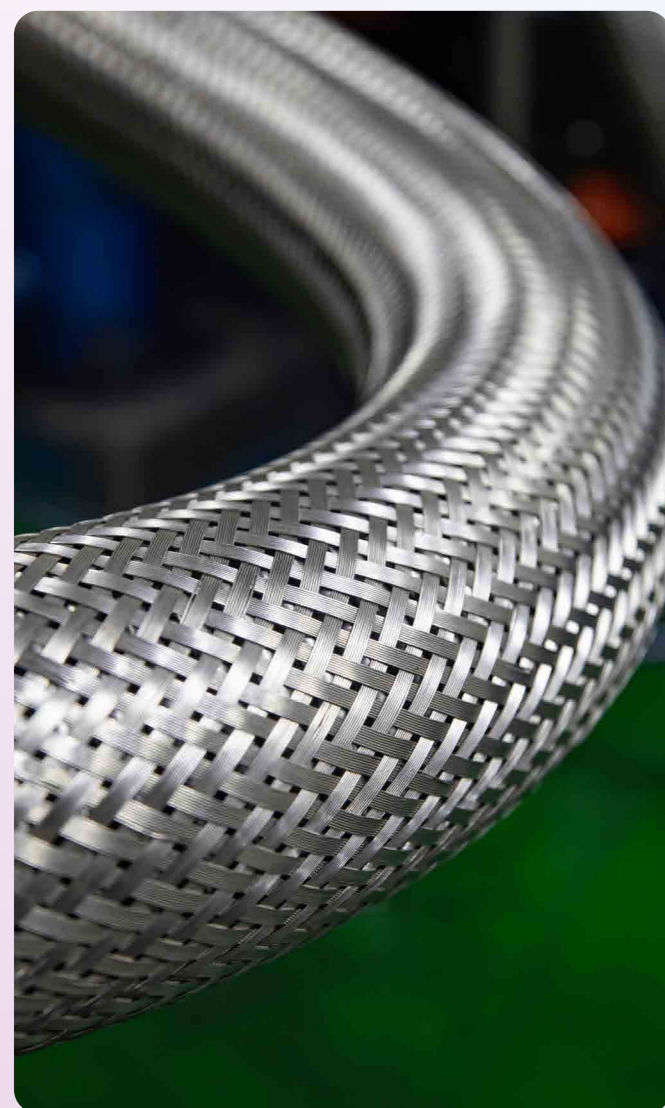
Approximately 60% of start-up founders reported marked improvements in revenue and profitability throughout 2023, signalling a pivot towards operational efficiency and stability.

Company overview

SAT Industries Limited operates across various sectors and business domains, which can be broadly classified as follows:

1. Investments
2. Knowledge-based engineering
3. Innovative packaging
4. Fintech & lending

SAT Industries operates in these business domains through its various subsidiaries and step-down subsidiaries. With a history spanning nearly four decades, SAT Industries has evolved into a strategic setup that generates value across different business portfolios while remaining open to new opportunities. Listed on the BSE Limited since 1985 and now on NSE, the company is renowned for its commitment to trust, transparency, ethics, and value creation for all its stakeholders.



SAT Industries has developed a unique business model that balances traditional cash-flow generating business with prudent investments in high-growth & high-potential start-ups. This model encompasses the SAT brand, with strategic investments in disruptive start-ups and venture capital funds, and diversified subsidiaries engaged in manufacturing, fintech and lending.

Maintaining a global presence, SAT Industries has established offices in Mumbai, Dubai, and London, strategically positioning itself in international markets across the Middle East, Europe, Asia, Africa, and the Americas. With sales touchpoints in over 100 countries, the Company is committed to driving the adoption of innovative, efficient, and sustainable solutions. In November 2022, SAT Industries achieved another milestone by officially listing on the National Stock Exchange (NSE). Further in January 2023, SAT Industries marked another milestone with the listing of its bulk packaging solutions company - Sah Polymers Limited, followed by the listing of Aeroflex Industries Limited in August 2023 - India's leading flexible flow solution provider.

As part of its commitment to the Make In India initiative, SAT Industries actively invests in businesses aligned with India's vision for growth and innovation. By partnering with ambitious entrepreneurs and supporting their journey towards success, the company contributes to driving growth and innovation in India's business landscape.

FY24 performance discussion

Financial Performance

In FY24, the Company demonstrated robust performance despite facing several macroeconomic challenges, including geopolitical tensions, volatility in raw material prices for its innovative packaging business, and tightening global liquidity. The total income surged by 62%, reaching ₹778.42 Crores, up from ₹481.78 Crores in FY23. EBITDA saw a significant increase, rising to ₹350.73 Crores from ₹70.37 Crores the previous year, marking a 398% year-on-year growth, largely driven by proceeds from the Aeroflex Industries IPO. Operational EBITDA also showed a healthy increase, reaching ₹92.31 Crores, a 31% growth over the previous year's ₹70.37 Crores. The profit after taxes for the year was ₹274.22 Crores, compared to ₹45.06 Crores in the previous year, reflecting a 509% increase.

Please note the EBITDA & PAT for FY24 are significant higher on account of Other Income from Aeroflex Industries IPO proceeds.

Financial ratios

Particulars	Formula used	Ratio		Explanation for any change in ratio by more than 25% as compared to previous year.
		As at March 31, 2024	As at March 31, 2023	
(a) Current Ratio	Current Assets/ Current Liabilities	7.95	2.07	Reduction in short term borrowings so there is a Increase in current ratio. Surplus funds from subsidiary's IPO - offer for sale transaction helped improve the current ratio.
(b) Debt Equity Ratio	Total Debt/ Shareholder's Equity	0.08	0.29	Reduction in term borrowings and improved shareholder's equity due to higher profits.
(c) Debt Service Coverage Ratio	Earnings available for debt service (before taxes) / Debt Service	2.43	3.41	Due to increase in repayment portion of borrowings during the year
(d) Return on Equity Ratio	Net Profit after Taxes/ Average Shareholder's Equity	98.37%	6.31%	Returns generated from subsidiary's IPO - offer for sale transaction improved the profitability
(e) Inventory Turnover Ratio	COGS / Average Inventory	29.51	23.42	Reduction in inventory at the end of the year
(f) Trade Receivables Turnover Ratio	Net credit sales/ Average Accounts Receivable	6.56	17.86	Due to slight decrease in sales and significant increase in the closing receivable
(g) Trade Payables Turnover Ratio	Net Credit Purchase/ Average Trade Payables	11.34	14.95	Reduction in purchasing of goods on credit and major payments to creditors at the end of the year
(h) Net Capital Turnover Ratio	Net Sales / Average Working capital	1.92	2.87	Reduction in short term borrowings and major payments to creditors at the end of the year increased the average working capital
(i) Net Profit Ratio	Net profit / Total Income	68.28%	6.54%	Returns generated from subsidiary's IPO - offer for sale transaction improved the profitability parallel to the total income
(j) Return on Capital Employed	Operating Earning before interest and taxes / Average Capital Employed	167.79%	7.52%	Returns generated from subsidiary's IPO - offer for sale transaction improved the profitability
(k) Return on Investment	Income generated from investment/ Time weighted average investment	-	-	Not calculated as investment in start up are made with a long term view which do not give return immediately. The same is also with investments in subsidiary companies which are made with the purpose of acquisition of business and long term wealth creation strategy.

(Note: This are standalone ratios)

MD&A (CONTD.)

Outlook

As the new financial year begins, SAT Industries remains committed to growth and innovation across its businesses portfolio and high-growth startups portfolio. The Group's key businesses, Innovative Packaging and Knowledge Based Engineering, are poised to capitalize on significant growth opportunities, bolstered by their respective IPOs. These businesses are now better positioned to pursue their planned CAPEX projects and are actively seeking strategically advantageous inorganic growth opportunities. Additionally, the increased focus on the Fintech & Lending business is another positive development of FY24. Looking forward, SAT Industries intends to intensify investments in its current sectors of interest while also exploring new opportunities in sectors with high growth potential.

Internal control and adequacy

The Company prioritises the establishment of a robust internal control system, ensuring the protection of its valuable assets from unauthorised use or disposal. Every transaction undergoes thorough authorisation, meticulous recording, and proper reporting to maintain transparency and accountability. The Company's steadfast dedication to implementing an effective mechanism ensures optimal resource utilisation, seamless operations, vigilant monitoring, and compliance with relevant laws.

The auditors have expressed full satisfaction with the adequacy and effectiveness of the Company's internal control systems. This resolute commitment to upholding stringent standards of financial and operational transparency underlines the Company's unwavering dedication to preserving its reputation as a responsible and trustworthy entity in the market.

Human resources development and industrial relations

At SAT Industries, management recognises the critical importance of human resources in driving the Company's success to new heights. Therefore, significant efforts have been invested in engaging employees to enhance their skills and expand their knowledge base.

In order to ensure continued growth and uphold its market position, SAT Industries has made substantial investments in building its brand value, aiming to attract and retain top talent in the industry.

Maintaining a harmonious relationship with its workforce is paramount for SAT Industries, with employee relations remaining cordial and productive across all levels. As the business evolves, management remains committed to fostering an environment conducive to creativity, enhanced productivity, and continuous progress.

As of March 31, 2024, SAT Industries boasts a total workforce of 1,331 individuals, including 743 permanent employees, spread across its diverse group of companies. The Group remains dedicated to nurturing its human capital, recognising it as a crucial factor in its ongoing journey towards sustained success.

Risk & risk mitigation

The Company's risk management policy adopts a holistic approach to identifying and evaluating risks across all aspects of its operations while aligning with its organisational objectives. This involves continuously monitoring the effectiveness of risk responses in addressing strategic, operational, financial, and compliance risks.

Acknowledging the presence of significant uncertainties, including global events such as geopolitical tensions in the Middle East, Russia-Ukraine conflict, Red Sea crisis, trade disputes, inflationary pressures, energy market challenges, fluctuations in commodity prices, and volatile foreign exchange movements, the Company remains vigilant.

The management maintains a proactive stance by closely monitoring both domestic and international markets related to the Company's products and necessary raw materials. They also stay abreast of global socio-economic changes and currency exchange rate fluctuations to mitigate risks effectively.

While the Board believes there are no risks threatening the company's existence, proactive measures are taken to assess and mitigate risks typically encountered in the normal course of business, including economic risks, technological risks, fluctuations in foreign exchange rates, and raw material prices.

Safety risk

Our manufacturing facilities must adhere to stringent safety laws and regulations to maintain operational continuity and safeguard our reputation. Failure to comply with these standards, including those related to process and workforce safety, can have significant consequences.

At SAT Industries, we have established a robust governance framework for safety, health, environment, and sustainability, which includes regular reviews at multiple levels. To foster a culture of safety excellence among our employees, we have implemented various initiatives to identify and mitigate hazards effectively.

These initiatives include implementing comprehensive safety procedures for operating machinery, ensuring the proper installation and use of tools and equipment through regular inspections at our plant locations, and providing ongoing training and awareness programmes throughout the workplace. Regular medical check-ups are conducted to prioritise the safety and well-being of our workforce.

Regulatory risk

Our operations are subject to a multitude of statutes covering various aspects such as environmental regulations, climate change policies, trade measures, competition laws, taxation requirements, mining regulations, RBI regulations, and others. Any failure to comply with these regulations not only affects our operational performance but also tarnishes our reputation. The dynamic nature of regulatory frameworks, with frequent updates and the introduction of new provisions, adds complexity to compliance efforts.

At SAT, we prioritise full compliance with all applicable laws and regulations. We ensure that our teams stay informed about regulatory amendments and updates, and we take proactive measures to prevent any instances of non-compliance.

Commodity fluctuation risk

The company's performance is intricately tied to the different industries. Any significant shifts in demand-supply dynamics within these industries, whether in India or globally, can directly affect our performance.

In order to enhance profitability and address the risk of commodity price inflation, we have been implementing a structured cost reduction initiative over the past few years. However, we prioritise the stability of our production cycle and do not compromise it by solely seeking lower input prices.

Supply chain risk

The supply chain network faces potential risks such as physical and environmental damage, trade restrictions arising from geopolitical tensions, and disruptions in supplies. Challenges related to infrastructure development, including rail, road, and port facilities, as well as reliance on external partners, could result in operational disruptions.

In response, the company places a strong emphasis on enhancing the resilience of its supply chain and efficiently introducing its products to the market. We collaborate closely with our suppliers to establish inventory maintenance standards, establish safety stocks, and explore options for localisation and alternative sourcing.

We also maintain and strengthen partnerships with key strategic suppliers to ensure a consistent future supply of components. We are actively seeking substitutes, employing hedging strategies to mitigate volatility, and implementing measured price adjustments to counteract price increases.

Credit risk

The Company's ability to service its debt may be impacted by significant volatility in financial markets and shifts in interest rates. Additionally, the Company faces currency risks due to its substantial involvement in both importing and exporting goods.

To address these challenges comprehensively, the Company adopts a holistic approach to market analysis, encompassing not only foreign exchange risks but also other financial asset and liability risks such as interest rate and credit risks. The management aims to:

- Foster a sustainable business planning environment by minimising the influence of currency and interest rate fluctuations on the Company's business strategy
- Enhance the predictability of earnings by proactively assessing the financial implications of anticipated earnings
- Mitigate the risk of foreign currency exchange rate fluctuations through a natural hedge, leveraging the fact that the group engages in both imports and exports in foreign currency for its export business

Investment risk

Investing in start-ups within disruptive sectors entails potential capital losses, which could significantly affect the company's profitability.

However, the Company has set clear objectives, facilitating informed decisions regarding asset allocation. With a diversified portfolio spanning various sectors, particularly in start-ups, the Company aims to mitigate associated risks. Additionally, leveraging its internal team of seasoned professionals equipped with relevant expertise, the Company adeptly navigates market dynamics to make informed investment decisions.

Cautionary statement

This document contains forward-looking statements regarding anticipated future events, financial outcomes, and operational performance of SAT Industries Limited. Such statements inherently involve assumptions and are susceptible to inherent risks and uncertainties. There exists a significant risk that these assumptions, predictions, and other forward-looking statements may not materialise as expected.

Readers are advised to exercise caution and refrain from placing undue reliance on forward-looking statements, as various factors could lead to differences between assumptions and actual future results and events. Consequently, this document is accompanied by a disclaimer and is fully qualified by the assumptions, qualifications, and risk factors outlined in the Management Discussion and Analysis of SAT Industries Limited's Annual Report for FY24.

Director's Report

Report of the Board of Directors of **SAT Industries Limited** for the financial year ended March 31, 2024

To,
The Members,
SAT Industries Limited

Your directors have pleasure in presenting their Thirty-Ninth (39th) Annual Report on the business and operations of **SAT Industries Limited** ("the Company" or "SIL") together with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2024.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The financial highlights for the financial year under review compared to the previous financial year are given herein below:

Standalone

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Total Revenue	33,692.72	11,362.60
Profit before Tax, Interest, Depreciation and Exceptional Items	27,405.99	1,137.19
Less: Interest	220.59	197.85
Less: Depreciation and amortization expenses	50.97	54.92
Profit before Tax and exceptional Items	27,134.43	884.42
Less: Exceptional Items	NIL	NIL
Less: Tax Expense	4,127.46	141.06
Profit after Tax	23,006.97	743.36
Net Profit/(Loss) for the year	23,006.97	743.36

Consolidated

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Total Revenue	77,842.16	48,178.15
Profit before Tax and after exceptional items	33,175.17	5,829.59
Less: Exceptional Items	NIL	NIL
Less: Tax Expense	5,752.71	1,323.71
Profit after Tax	27,422.46	4,505.88
Net Profit for the year after Shares of Profit/(Loss) of Associates and Minority Interest	25,791.61	4,280.16

2. STATE OF COMPANY'S AFFAIRS:

The Company is engaged in the business of general trading of merchandise, manufacturing of goods, leasing of assets and financing. The total standalone revenue of your Company for the year under review amounted to ₹ 33,692.72 Lakhs against ₹ 11,362.60 Lakhs in the corresponding previous year and earned a net profit of ₹ 23,006.97 Lakhs (previous year ₹ 743.36 Lakhs) after providing for depreciation and tax.

On a consolidated basis, the total revenue stood at ₹ 77,842.16 Lakhs with net profit after tax of ₹ 27,422.46 Lakhs.

3. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY:

a. Further Investment in Aeroflex Finance Private Limited, Wholly Owned Subsidiary:

Your Company has made further Investment of ₹ 5 Crores (Rupees Five Crores only) in Aeroflex Finance Private Limited, Wholly Owned Subsidiary Company through acquisition of 50,00,000 equity shares at face value of ₹ 10/- each, for development of technology-based lending platform to create fintech solutions for leveraging technology to offer innovative financial products and services.

b. Sale of shares of Aeroflex Industries Limited, a material subsidiary of the Company:

Your Company has sold 4.05% equity shares held in its material subsidiary, Aeroflex Industries Limited to Mr. Ashish Kacholia & M/s. Bengal Finance & Investments Private Limited for an aggregate amount of ₹ 40.56 Crores.

Further Your Company has sold 40,63,337 (3.55%) equity shares held in its material subsidiary, Aeroflex Industries Limited to Carnelian Structural Fund managed by Vikas Khemani, Jagdish Master, Rosy Blue India Private Limited, VPK Global Ventures Fund, Samedh Trinity Partners, Shyam Agarwal, Mitul Prafulbhai Mehta and Rajnik Savaliya for a total consideration of ₹ 35.58 Crores.

c. Listing of Equity Shares of Aeroflex Industries Limited, a material subsidiary of the Company on BSE Limited and National Stock Exchange of India Limited:

During the year under review, the “Equity Shares” of Aeroflex Industries Limited, material subsidiary of the Company were listed on BSE Limited and National Stock Exchange of India Limited, main Board platform with effect from August 31, 2023.

Further the Company has received a gross amount of ₹ 189.00 Crores against 1,75,00,000 Equity Shares of Aeroflex Industries Limited of face value ₹ 2/- each which were offered for sale in the initial public offer of Aeroflex Industries Limited.

4. TRANSFER TO RESERVES:

During the year under review, no amount was transferred to any reserves.

5. DIVIDEND:

a. Interim Dividend:

During the year under review, your Company has paid an interim dividend of ₹ 0.15 per equity shares of ₹ 2/- each (i.e., 7.50%) for the financial year 2023-24 to all the equity shareholders of the Company whose names appear on the Register of Members of the Company as on Wednesday, November 15, 2023, i.e., the Record Date fixed for the purpose.

b. Final Dividend:

Your directors have pleasure in recommending payment of final dividend of ₹ 0.15 (7.5%) per equity share of ₹ 2/- each for the Financial Year 2023-24 subject to approval by the members of the Company at the ensuing Annual General Meeting.

6. CHANGE IN NATURE OF BUSINESS:

During the year under review, there was no change in the nature of business of the Company.

7. LISTING ON STOCK EXCHANGES:

The Equity Shares of the Company are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 and National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai-400051 and the listing fees for the Financial Year 2023-2024, has been paid.

8. SHARE CAPITAL:

a. Authorised Capital:

As on March 31, 2024, the authorised capital of the Company stands at ₹ 29,00,00,000/- (Twenty Nine Crores Only) divided into 14,50,00,000 equity shares of ₹ 2/- each

b. Paid-up Capital:

During the year under review, there was no change in the issued, subscribed and paid-up capital of the Company.

As on March 31, 2024, the total issued, subscribed and paid-up capital of the Company stands at ₹ 22,61,70,000/- (Twenty Two Crores Sixty One Lakh Seventy Thousand Only) divided into 11,30,85,000 equity shares of ₹ 2/- each

The above shares are listed on BSE Limited and National Stock Exchange of India Limited.

9. SUBSIDIARY COMPANIES:

Pursuant to Section 129(3) of the Companies Act, 2013 the Consolidated Financial Statements of the Company and its subsidiaries are prepared in accordance with the relevant Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, forms a part of the Annual Report.

In accordance with Section 136 of the Companies Act, 2013 the Financial Statements of the Subsidiary Companies are available for inspection by the Members at the Registered Office of the Company during Business Hours on all days except Saturdays, Sundays and Public Holidays up to the date of the Annual General Meeting “AGM”. Any member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary at the Registered Office of the Company.

The Company has Four subsidiaries (Three Indian and one foreign subsidiary) as on March 31, 2024 as mentioned below:

Sr. No.	Name of the Subsidiary	Status
1.	Sah Polymers Limited	Material Subsidiary
2.	Aeroflex Industries Limited	Material Subsidiary
3.	Aeroflex Finance Private Limited	Wholly Owned Subsidiary
4.	Italica Global FZC, UAE	Wholly Owned Subsidiary

A Statement containing the salient features of the financial performance of the subsidiaries companies pursuant to Section 129 of the Companies Act, 2013 read with the Rule 5 of the Companies (Accounts) Rules, 2014, are given in “Annexure A” in Form No. AOC-1 and the same forms part of this Annual Report.

10. PARTICULARS OF PERSONNEL AND RELATED DISCLOSURES:

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report vide “Annexure B” and forms an integral part of this Annual Report.

11. PUBLIC DEPOSITS:

The Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 and rules made there under, no amount of principal or interest was outstanding as of the Balance Sheet date.

12. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a. Retirement By Rotation & Subsequent Re-Appointment:

Section 152 of the Act provides that unless the Articles of Association provide for the retirement of all directors at every AGM, not less than two-third of the total number of directors of a public Company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation. Accordingly, Mr. Harikant Turgalia, CFO and Whole-Time Director of the Company (DIN: 00049544), retires by rotation at the 39th Annual General Meeting, and being eligible, offers himself for re-appointment.

b. Change In Directorship During The Year:

During the year under review, Mr. Arpit Khandelwal has been re-appointed as an Independent Director of the Company in the 38th Annual General meeting i.e. on July 18, 2023, for the term of 5 years from July 26, 2023 to July 25, 2028.

c. Key Managerial Personnel (KMP):

The following personnel are the KMP'S of the Company as on March 31, 2024 as per Section 203 of the Companies Act, 2013.

Sr. No	Name of the KMP	Designation
1.	Mr. Harikant Turgalia	CFO & Whole-Time Director
2.	Mrs. Shehnaz D. Ali	Whole-Time Director
3.	Ms. Alka Premkumar Gupta	Company Secretary & Compliance Officer

Further during the year under review no changes took place in the Key Managerial Personnel of the Company.

None of the Directors and Key Managerial Personnel is in any way related to each other, except Mrs. Shehnaz D. Ali and Mr. Asad Daud who are related to each other by way of mother-son relationship.

The Company had sought a certificate from the M/s. G H V & Co, Secretarial Auditor of the Company confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed and/or continuing as Directors by the SEBI/MCA or any other such statutory authority.

13. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTOR U/S 149(6) OF THE COMPANIES ACT, 2013:

The Company has received declaration from all the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in the opinion of the Board of Directors there has not been any change in the circumstances which may affect their status as Independent Directors of the Company and to the satisfaction of the Board their candidature holds highest standards of integrity and possess requisite expertise & experience enabling them to fulfil their duties as Independent Directors.

In terms of Section 150 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 as amended, the Independent Director of the Company have included their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

- a) Though the operations of your Company are not energy intensive, the Company promotes green energy and energy saving initiatives.
- b) The Company continues to adopt and use the latest technologies to improve the quality of its Services.
- c) Earning and outgo in foreign exchange:

Particulars	(₹ in Lakhs)	
	2023-24	2022-23
Foreign Earnings	-	-
Foreign Outgo	-	20.09

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Directors of the Company State that:

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

16. AUDITORS:

a. Statutory Auditor's:

M/s. Ajay Paliwal & Co., Chartered Accountants, (ICAI FRN: 012345C) were appointed as Statutory Auditors of the Company at the 37th Annual General Meeting held on September 16, 2022 to hold office till the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2027.

M/s. Ajay Paliwal & Co., Chartered Accountants have furnished written confirmation to the effect that they are not disqualified from acting as the Statutory Auditors of the Company in terms of the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014.

We would further like to inform that M/s. Ajay Paliwal & Co., Chartered Accountants Firm, the Statutory Auditors for the FY 23-24 have issued an unmodified opinion on the Financial Statements for the Financial Year ended March 31, 2024 and the Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimers. The Statutory Auditors of the Company have not reported any fraud to the Audit Committee or the Board of Directors as specified under Section 143(12) of the Act, during the year under review.

The Auditor's Report for the Financial Year ended March 31, 2024 on the Financial Statements (Standalone & Consolidated) of the Company is part of this Annual Report.

b. Secretarial Auditor/Audit:

The Board of Directors of the Company has appointed M/s. G H V & Co, Practicing Company Secretaries (CP No. 11663) and (Peer Review No: 2495/2022), as the Secretarial Auditor of the Company for the Financial Year 2023-2024.

The Secretarial Audit Report for the Financial Year ended March 31, 2024 under Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and under Regulation 24A of SEBI (LODR) Regulations, 2015 (including any Statutory Modification(s) or reenactment(s) thereof for the time being in force) is set out as "Annexure C" to this Annual Report. The Secretarial Audit Report confirms that the Company has complied with the provisions of the Acts, Rules, Regulations and guidelines that there were no deviations or non-compliances. The Secretarial Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimers.

The Secretarial Compliance Report for the Financial Year ended March 31, 2024 in relation to Compliance of all applicable SEBI Regulations/Circulars/guidelines issued thereunder, pursuant to the requirement of Regulation 24A of SEBI (LODR) Regulations, 2015, obtained from M/s. G H V & Co, Practicing

Company Secretaries is set out as “Annexure D” to this Report. The Secretarial Compliance Report has been disclosed as a Part of Annual Report as good disclosure practice.

c. Secretarial Audit for Material Subsidiaries:

As per SEBI (LODR) 2015, the Company is required to annexed Secretarial Audit Report of its material unlisted subsidiaries.

Aeroflex Industries Limited is a material subsidiary of the Company which got listed on BSE and NSE with effect from August 31, 2023. Hence the Secretarial Audit Report is not annexed..

d. Internal Auditor:

The Board of Directors of the Company has appointed M/s. S S N & Co. Chartered Accountants (FRN: 024352N) as the Internal Auditor of the Company for the Year 2023-24. The reports submitted by the Internal Auditor have been reviewed by the Statutory Auditor’s and the Audit Committee on regular intervals.

17. CORPORATE GOVERNANCE:

The report on Corporate Governance along with certificate from a Practicing Company Secretary certifying compliance with conditions on Corporate Governance as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations is presented in separate section forming part of this Annual Report as Corporate Governance Report.

Your Company has also been enlisted in the new SEBI compliant redressal system (SCORES) enabling the investors to register their complaints, if any, for speedy redressal.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The matters pertaining to industry structure and developments, opportunities and threats, segment-wise/team-wise performance, outlook, risks and concerns, internal control systems and adequacy, discussion on financial and operational performance are detailed in the Report. The Management Discussion and Analysis report for the year under review and as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section, forming part of this Annual Report.

19. CEO/CFO CERTIFICATE:

The Certifications required as stipulated under Regulation 17(8) and in terms of Part B, Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, from Mrs. Shehnaz D. Ali, Whole-Time Director of the Company and Mr. Harikant Turgalia, CFO and Whole-Time Director of the Company for the Financial Year 2023-2024 is annexed as “Annexure E”.

20. WEB-LINK OF ANNUAL RETURN:

In accordance with the requirements under Section 92(3) and Section 134(3)(a) of the Act and the applicable rules, the annual return as on March 31, 2024 is available on the website of the Company at: <https://satgroup.in/investor-relations/>

21. NUMBER OF MEETINGS OF THE BOARD:

During the year under review, Six (6) meetings of the Board of Directors were held during the Financial Year 2023-24. The details of the meetings of the Board of Directors of the Company during the Financial Year 2023-24 are given in the Corporate Governance Report which forms part of this Annual Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

22. COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees as on March 31, 2024:

- I. Audit Committee
- II. Nomination & Remuneration Committee
- III. Stakeholder Grievance Committee
- IV. Corporate Social Responsibility Committee

The details of the above-mentioned committee along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

The meetings of the above-mentioned Committees are held at regular intervals and decisions undertaken are the set of collective people on the consent of the majority of the members of the Committee. For fair & independent judgements, the committee constitutes an optimum combination of Directors & Independent Directors. The resolutions undertaken by the Committees are verified by the Board in their subsequent Meetings.

23. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE AND GUARANTEES GIVEN AND SECURITIES PROVIDED COVERED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013:

Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Your Company has consistently adopted the practice of undertaking related party transactions only in the ordinary and normal course of business & at arm’s length basis, as part of practice of observing to highest standard of ethical, transparent, and accountable business.

In line with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015, the Board has approved a policy on related party transactions. The policy on related party transactions has been placed on the Company's website at <https://satgroup.in/wp-content/uploads/2023/03/Policy-on-materiality-of-and-dealing-with-Related-Party-Transactions.pdf> Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. All the transactions with the related parties were reviewed and approved by the Audit Committee and are in accordance with the policy on dealing structure of Related Party Framework adopted by the Company.

All related party transactions that were entered during the financial year 2023-24, were on arm's length basis and in ordinary course of business. As per SEBI (LODR) Regulations, 2015 for the Half Year ended March 31, 2024 the Company has disclosed the Related Party Transaction along with the Financial Results of the Company.

The details of the transactions with related parties during FY 2023-24 are provided in the accompanying financial statements. The details of Related Party transactions are set out in notes to the Financial Statements.

Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rules as set out in the "Annexure F" to this report & also forms a part of the Financial Statements.

During the year under review there are no material related party transactions with the Directors, Promoters & Key Managerial Persons of the Company.

25. NOMINATION & REMUNERATION POLICY & COMMITTEE:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis of payment of remuneration.

The policy also provides the criteria for determining Qualifications, positive attributes and Independence of Directors and criteria for appointment of Key Managerial Personnel, Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

The Company has a Nomination and Remuneration Committee (NRC), which is responsible for formulating the criteria for appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company including their remuneration and other matters as provided under Section 178 of the Companies Act, 2013 and

the SEBI (LODR) Regulations, 2015. The role of the NRC Committee encompasses conducting a gap analysis to refresh the Board on a periodic basis, including each time a Directors appointment or re-appointment is required. The NRC Committee is also responsible for reviewing the Profiles of Potential candidates, the required competencies and due diligence and meeting of potential candidates prior to making recommendations of their nomination to the Board.

Further the policy has been placed on the Company's website, <https://satgroup.in/wp-content/uploads/2022/04/nomination-remuneration-policy.pdf> and is attached as "Annexure G"

26. INDEPENDENT DIRECTORS TRAINING/ MEETING:

Your Company has organized the familiarization programme to all Independent Directors of the Company on Saturday, February 24, 2024 which was conducted by Dr. S.K. Jain, Practicing Company Secretary, Mumbai on the following topics:

1. Regulation 17 to Regulation 24 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Chapter II under SEBI (Prohibition of Insider Trading) Regulations, 2015.

The details of familiarization programme have been uploaded on the website of the Company at <https://satgroup.in/investor-relations/>

During the year under review a separate meeting of the Independent Directors of the Company was held on March 11, 2024, without the presence of other Directors and members of Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

27. EVALUATION OF THE PERFORMANCE OF THE BOARD MEMBERS:

The Company has devised a policy for performance evaluation of the individual directors, Board and its Committees, which includes criteria for performance evaluation. Pursuant to the provisions of the Act and Regulation 17(10) of SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the individual directors as well as the evaluation of working of the Committees of the Board. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of processes and information provided to the Board etc. A separate meeting of the Independent Directors was also held during the year for evaluation of the performance of Non-Independent Directors and performance of the

Board as a whole. The Nomination and Remuneration Committee has also reviewed the performance of the individual directors based on their knowledge, level of preparation and effective participation in Meetings, understanding of their roles as directors etc.

28. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THE YEAR:

During the year, no Company has become or ceased to be its subsidiary, joint venture or associate Company.

29. COST AUDITORS:

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014, appointment of cost auditor is not applicable to the Company.

30. RISK MANAGEMENT:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk identification and its management approach across the enterprise at various levels including documentation and reporting. The framework helps in identifying risks, trend, exposure and potential impact analysis on a Company's business.

31. INTERNAL FINANCIAL CONTROLS:

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitors and evaluates the adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthen the controls.

32. CORPORATE SOCIAL RESPONSIBILITY:

As per section 135(2), the Boards report shall disclose the composition of CSR committee. The brief outline of the Corporate Social Responsibility (CSR) Policy of your Company along with the initiative taken by it are set out in "Annexure H" of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company, insert <https://satgroup.in/wp-content/uploads/2023/05/CSR-Policy.pdf>

33. VIGIL MECHANISIM/WHISTLE BLOWER:

Your Company has established a robust Vigil Mechanism for reporting of concerns through the Whistle Blower

Policy of the Company, which is in compliance of the provisions of Section 177 of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and SEBI (LODR), Regulations, 2015. The Policy provides for framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. Adequate safeguards are provided against victimization to those who avail of the mechanism, and access to the Chairman of the Audit Committee in exceptional cases is provided to them. The details of the Whistle Blower Policy have been posted on the website of the Company, <https://satgroup.in/wp-content/uploads/2023/03/WHISTLE-BLOWER-AND-VIGIL-MECHANISM-POLICY.pdf>

During the year under review there are no complaints/reporting's received by the Company in the said mechanism for the Company and for its subsidiaries.

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

The Company has in place an Anti-Sexual harassment Policy in line with the requirements of the Sexual harassment of women at the workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. An Internal Complaints Committee (ICC) is in place as per the requirements of the said Act to redress complaints received regarding sexual harassment and has formulated a policy and framework for employees to report sexual harassment cases at workplace.

All employees (Permanent, contractual, temporary, trainees) are covered under this policy. During the Financial Year 2023-24, no cases in the nature of Sexual harassment were reported at any work place of the Company.

35. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

36. GENERAL:

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise;
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme;

- c) None of the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- d) No significant and material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- e) No application has been made by the Company nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 as at the end of the Financial Year.
- f) The details of difference between amount of valuation done at the time of one-time settlement and the valuation done while taking loan from the bank or financial institution along with the reasons thereof is not applicable to the Company.

37. APPRECIATION & ACKNOWLEDGEMENT:

The Board of Directors place their sincere appreciation for the contribution made by all our employees without who's efforts and hard work, the Company could not accomplish objectives.

Your directors would also like to express their grateful appreciation for the assistance and co-operation received from the shareholders, bankers, Financial Institutions and Lenders for their conviction and faith rested with the group "SIL".

Further the Directors express their sincere appreciation to the all the Regulators of the Company namely the Reserve Bank of India, National Stock Exchange of India Limited, BSE Limited, Securities & Exchange Board of India, Ministry of Corporate Affairs, Registrar of Companies, Depositories, other Government & Regulatory Authorities for their on-going support extended by them towards the Company.

For and on behalf of Board of Directors of
SAT Industries Limited

Place: Mumbai
Dated: May 09, 2024

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
CFO and Whole-Time Director
DIN: 00049544

“Annexure A”

To the report of the Board of Directors

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/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Lakhs)

Sr. No.	Particulars	Details			
		Sah Polymers Limited	Aeroflex Industries Limited	Aeroflex Finance Private Limited	Italica Global FZC, UAE
1.	Name of the subsidiary	Sah Polymers Limited	Aeroflex Industries Limited	Aeroflex Finance Private Limited	Italica Global FZC, UAE
2.	Date of becoming subsidiary of the Company or the date of its acquisition	July 01, 2015	April 02, 2018	June 24, 2016	June 01, 2017
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	NA	NA	NA	NA
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	AED Exch Rate 1 AED = ₹ 22.69
5.	Share capital (₹ in Lakhs)	2,579.60	2,586.41	710.00	AED 1,85,000
6.	Reserves & surplus (₹ in Lakhs)	5,752.42	26,739.43	148.40	AED 1,00,73,571
7.	Total assets (₹ in Lakhs)	12,384.33	37,484.94	2,098.17	AED 1,70,58,571
8.	Total Liabilities (₹ in Lakhs)	4,052.31	8,159.10	1,239.77	AED 68,00,000
9.	Investments (₹ in Lakhs)	560.78	19.28	-	AED 1,59,910
10.	Turnover (₹ in Lakhs)	10,076.10	31,784.40	608.27	AED 4,969,322
11.	Profit before taxation (₹ in Lakhs)	84.18	5,726.78	102.55	AED 15,79,862
12.	Provision for taxation (₹ in Lakhs)	(17.83)	(1,551.63)	(30.69)	-
13.	Profit after taxation (₹ in Lakhs)	66.35	4,175.15	71.86	AED 15,79,862
14.	Proposed Dividend	-	₹ 0.25 (12.5%) per share	-	-
15.	% of shareholding	55.50%	61.23%	100%	100%

Notes:

- The annual accounts of the Subsidiary Companies and the related detailed information is made available on the website at <https://satgroup.in/investor-relations/>
- Details of reporting currency and the rate used in the preparation of consolidated financial statements.

Reporting Currency Reference	For Conversion		
	Currency	Average Rate (in ₹)	Closing Rate (in ₹)
Italica Global FZC, UAE	AED	22.53	22.69

“Annexure B”

To the report of the Board of Directors

DISCLOSURE ON THE REMUNERATION OF MANAGERIAL PERSONNEL

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24	<table border="1"> <thead> <tr> <th data-bbox="654 416 718 510">Sr. No.</th> <th data-bbox="718 416 973 510">Name of Directors</th> <th data-bbox="973 416 1482 510">Ratio of the remuneration of each director to the median remuneration of the employees</th> </tr> </thead> <tbody> <tr> <td data-bbox="654 510 718 555">1.</td> <td data-bbox="718 510 973 555">Mrs. Shehnaz D Ali</td> <td data-bbox="973 510 1482 555">2.70:1</td> </tr> <tr> <td data-bbox="654 555 718 600">2.</td> <td data-bbox="718 555 973 600">Mr. Harikant Turgalia</td> <td data-bbox="973 555 1482 600">2.34:1</td> </tr> </tbody> </table>	Sr. No.	Name of Directors	Ratio of the remuneration of each director to the median remuneration of the employees	1.	Mrs. Shehnaz D Ali	2.70:1	2.	Mr. Harikant Turgalia	2.34:1							
Sr. No.	Name of Directors	Ratio of the remuneration of each director to the median remuneration of the employees															
1.	Mrs. Shehnaz D Ali	2.70:1															
2.	Mr. Harikant Turgalia	2.34:1															
2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in the financial year 2023-24	<table border="1"> <thead> <tr> <th data-bbox="654 600 718 725">Sr. No.</th> <th data-bbox="718 600 973 725">Name</th> <th data-bbox="973 600 1244 725">Designation</th> <th data-bbox="1244 600 1482 725">Increase in remuneration in the financial year 2023-24 (in %)</th> </tr> </thead> <tbody> <tr> <td data-bbox="654 725 718 770">1.</td> <td data-bbox="718 725 973 770">Mrs. Shehnaz D Ali</td> <td data-bbox="973 725 1244 770">Whole-Time Director</td> <td data-bbox="1244 725 1482 770">13.00%</td> </tr> <tr> <td data-bbox="654 770 718 837">2.</td> <td data-bbox="718 770 973 837">Mr. Harikant Turgalia</td> <td data-bbox="973 770 1244 837">CFO & Whole-Time Director</td> <td data-bbox="1244 770 1482 837">13.72%</td> </tr> <tr> <td data-bbox="654 837 718 936">3.</td> <td data-bbox="718 837 973 936">Ms. Alka Premkumar Gupta</td> <td data-bbox="973 837 1244 936">Company Secretary & Compliance Officer</td> <td data-bbox="1244 837 1482 936">33.21%</td> </tr> </tbody> </table>	Sr. No.	Name	Designation	Increase in remuneration in the financial year 2023-24 (in %)	1.	Mrs. Shehnaz D Ali	Whole-Time Director	13.00%	2.	Mr. Harikant Turgalia	CFO & Whole-Time Director	13.72%	3.	Ms. Alka Premkumar Gupta	Company Secretary & Compliance Officer	33.21%
Sr. No.	Name	Designation	Increase in remuneration in the financial year 2023-24 (in %)														
1.	Mrs. Shehnaz D Ali	Whole-Time Director	13.00%														
2.	Mr. Harikant Turgalia	CFO & Whole-Time Director	13.72%														
3.	Ms. Alka Premkumar Gupta	Company Secretary & Compliance Officer	33.21%														
3. The percentage (%) increase in the median remuneration of employees in the financial year 2023-24	25.07%																
4. The number of permanent employees on the rolls of Company	15																
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	<p>The average percentile increase in salaries of the employees other than the managerial personnel in the last financial year 2022-23 was 25.15% whereas there was an increase in the remuneration of the key managerial personnel by 17.07%</p> <p>Justification: The said increase was primarily on account of annual fixed pay increase.</p>																
6. Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms remuneration is as per the remuneration policy of the Company to all the directors, Key Managerial Personnel and other Employees.																

“Annexure C”

To the report of the Board of Directors

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

For The Financial Year Ended on March 31, 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,
SAT Industries Limited.
121, B-Wing, Mittal Tower, Nariman Point Mumbai,
Mumbai City MH 400021 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAT Industries Limited.** having CIN (L25199MH1984PLC034632) (hereinafter called ‘the Company’). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, confirmations and representations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year from April 01, 2023 to March 31, 2024 (hereinafter called ‘Audit Period’), 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:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Audit Period 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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined the compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India and listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited during the audit period;

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

We further report that,

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

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in accordance with the relevant provisions of the Act. Further, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions made at Board Meetings and Committee Meetings have unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by me the Company has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure

compliance with applicable laws, rules, regulations and guidelines.

We further report that, we have replied on reports given by statutory auditors for compliance with other laws like Income Tax, Customs, and GST matter of the Company.

We further report that, during the audit period there are no specific events that has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: May 07, 2024

Place: Mumbai

Gopika Shah – Partner

GHV & Co., Practising Company Secretaries

FCS No.: 10416

C P No.: 11663

UDIN: F010416F000326523

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

Annexure-A

To,
The Members,
SAT Industries Limited.

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

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

Date: May 07, 2024
Place: Mumbai

Gopika Shah – Partner
GHV & Co., Practising Company Secretaries
FCS No.: 10416
C P No.: 11663
UDIN: F010416F000326523

“Annexure D”

To the report of the Board of Directors

SECRETARIAL COMPLIANCE REPORT OF SAT INDUSTRIES LIMITED

For The Financial Year Ended March 31, 2024

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) All the documents and records made available to us and explanation provided by **SAT Industries Limited**. (“the listed entity”);
- (b) The filings/submissions made by the listed entity to the stock exchanges;
- (c) Website of the listed entity;
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification.

For the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, Circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time-to-time;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as amended from time-to-time;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time-to-time.

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

-NIL-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

-NIL-

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
i.	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or	NA	Not applicable during the period under review.
ii.	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or	NA	Not applicable during the period under review.
iii.	If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Not applicable during the period under review.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019: (Contd.)

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
2.	Other conditions relating to resignation of statutory auditor		
ii.	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	Not applicable during the period under review.
a.	In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		
b.	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.		
c.	The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		
ii.	Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.	NA	Not applicable during the period under review.
3.	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.	NA	Not applicable during the period under review.

The listed entity has complied with the points 6(A) and 6 (B) as mentioned in SEBI No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and it has incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to the Statutory Auditors.

III. We hereby report that, during the Review Period the Compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	Adoption and timely updation of the Policies:	Yes	None
	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 		

III. We hereby report that, during the Review Period the Compliance status of the listed entity is appended as below: (Contd.)

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in the annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	None
4.	Disqualification of Director: None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	To examine details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies (b) Disclosures requirements of material as well as other subsidiaries	Yes	None
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	Performance: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained	Yes Yes NA	None None No such instances were observed during the period
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under	NA	No such instances were observed during the period
12.	Additional non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note, etc.	NA	No additional non-compliances were observed for the period under review

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: May 08, 2024

Place: Mumbai

Gopika Shah – Partner

GHV & Co.,

Practising Company Secretaries

FCS No.: 10416

C P No.: 11663

UDIN: F010416F000334784

“Annexure E”

To the report of the Board of Directors

CEO/CFO CERTIFICATION

To
The Board of Directors
SAT INDUSTRIES LIMITED
121, B - Wing, Mittal Tower,
Nariman Point, Mumbai-400021.

Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify that:

- A. We, Harikant Turgalia, CFO & Whole-Time Director and Shehnaz D. Ali, Whole-Time Director of M/s. **SAT Industries Limited** have reviewed financial statements and the cash flow statements for the financial year 2023-24 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the 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 violates of the 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, that there are no deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit committee:
- 1) significant changes in internal control over financial reporting during the year;
 - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) no such 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 and on behalf of Board of Directors of
SAT Industries Limited

Place: Mumbai
Dated: May 09, 2024

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
CFO And Whole-Time Director
DIN: 00049544

“Annexure F”

To the report of the Board of Directors

FORM NO. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: **NIL**
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
1.	Name(s) of the related party and nature of relationship	A Flex Invest Private Limited, Promoter Group
2.	Nature of contracts/arrangements/transactions	Rent Paid
3.	Duration of the contracts/arrangements/transactions	12 Months
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	In the Normal Course of Business
5.	Date(s) of approval by the Board, if any	02.06.2021
6.	Amount paid as advances, if any	NIL

For and on behalf of Board of Directors of
SAT Industries Limited

Place: Mumbai
Dated: May 09, 2024

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
CFO And Whole-Time Director
DIN: 00049544

“Annexure G”

To the report of the Board of Directors

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

The Nomination and Remuneration Policy (“Policy”) of **SAT Industries Limited** (“Company”) is formulated under the requirements of the Companies Act, 2013 and the rules formulated thereunder, as amended (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

This Policy is intended to be in conformity with the Act as on the date of its adoption. However, if due to subsequent modifications in the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) or any other applicable law, a provision of this Policy or any part thereof becomes inconsistent with the Act, or the Listing Regulations, the provisions of the Act, or the Listing Regulations as modified shall prevail.

This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director (defined below), matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, KMPs (defined below), Senior Management Personnel (defined below) and other employees.

Objective of the Policy

The Policy is framed with the following objective(s):

- That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- That the remuneration of Directors, KMPs, and Senior Management Personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to be appointed to the positions of Directors, KMPs and Senior Management Personnel, and to determine their remuneration;
- To determine remuneration based on the Company’s size and financial position and trends

and practices on remuneration prevailing in peer companies, in the industry;

- To ensure the financial and operating performance of the Company over the preceding three years is considered while determining the remuneration;
- To ensure there is a principle of proportionality while determining the remuneration;
- To ensure that details of the securities of the Company held by the Directors including options and details of shares pledged as at the end of the preceding financial year is considered while determining the remuneration;
- To evaluate the performance of Directors, KMPs, and Senior Management Personnel, and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company’s operations; and
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create a competitive advantage.

In the context of the aforesaid criteria the following policy has been formulated by the NRC and adopted by the Board of Directors.

Effective Date

This policy shall be effective from May 25, 2023.

Definitions

In this Policy unless the context otherwise requires:

‘Board of Directors’ or ‘Board’ means the collective body of the directors of the Company.

‘Director(s)’ means a director of the Company, including Executive Directors, Non-Executive Directors and Independent Directors.

‘Independent Director(s)’ means a Director referred to in Section 149 (6) of the Act and Regulation 16(1)(b) of Listing Regulations.

‘KMP’ means:

Whole-Time Director;

Chief Financial Officer;

Company Secretary;

such other officer, not more than one level below the Directors who is in whole-time employment, designated as a 'KMP' by the Board; and any other officer as prescribed under the Act from time-to-time.

'NRC' means the Nomination and Remuneration Committee of the Company constituted in accordance with the Act and the Listing Regulations.

'Senior Management Personnel' means the employees of the Company who are members of its core management team (excluding the Board of Directors) i.e. it would comprise of all members of the management of the Company one level below the Whole-Time Director, including the functional/vertical heads, Company Secretary and Chief Financial Officer.

'Whole-Time Director' means a Director in the Whole-Time employment of the Company.

Applicability

This Policy is applicable to:

Directors;

KMPs;

Senior Management Personnel; and

other employees of the Company.

Appointment of Director, KMPs and Senior Management Personnel

- i. The NRC shall identify and ascertain the integrity, qualification, expertise and experience of a person for appointment as Director, KMP, or Senior Management Personnel, and make recommendations to the Board regarding their appointment.
- ii. A person should possess adequate qualification, expertise and experience for the position they are being considered for appointment. Accordingly, the NRC has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- iii. Appointment of Directors is subject to compliance with Section 164 of the Companies Act, 2013 and provisions of other applicable laws.
- iv. Appointment of Independent Directors is subject to compliance with Section 149 of the Companies Act, 2013 read with Schedule IV and the Listing Regulations.
- v. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board members.

- vi. The Company shall not appoint or continue the employment of any person as Whole-Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a Special Resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term/Tenure

Managing Director/Whole-Time Director

The Company shall appoint or re-appoint any person as its Whole-Time Director/Executive Director or Managing Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

Independent Director

Subject to the provisions of the applicable laws, an Independent Director shall hold office for a term up to five consecutive years on the Board, and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure(s) of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that: (i) number of boards on which such Independent Director serves is restricted to seven listed entities as an Independent Director; and (ii) three listed entities as an Independent Director in case such person is serving as a Whole-Time Director of a listed entity.

Removal

The NRC may recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel, subject to compliance with the provisions of the Act and any other applicable laws.

Retirement

The Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act, and the prevailing policy of the Company.

Matters relating to the remuneration, perquisites for the Directors, KMP and Senior Management Personnel

The remuneration/compensation/profit-linked commission etc. to be paid to the Directors will be determined by the NRC and recommended to the Board and shareholders of the Company for approval. The

remuneration/compensation/profit-linked commission etc, shall be in accordance with the Act and the Listing Regulations.

The remuneration of KMPs, Directors, and Senior Management Personnel will be determined by the Board on recommendation of the NRC.

The remuneration of employees of the Company other than those mentioned in (i) and (ii) may be determined in accordance with the internal processes of the Company.

Organization wide increments to the existing remuneration/compensation structure shall be approved by the NRC. Increments to the Whole-Time Directors and/or Managing Director should be within the slabs approved by the shareholders of the Company. Increments will, ideally, be effective from April 01 for employees who have put in at least nine months in the previous financial year, unless otherwise decided.

Where any insurance is taken by the Company on behalf of its Whole-Time Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-Time Directors

Remuneration

The Whole-Time Director shall be eligible for remuneration as may be approved by the shareholders of the Company on the recommendation of the NRC and the Board. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to the provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the NRC, and shall be within the overall remuneration approved by the shareholders of the Company on the recommendation of the NRC and the Board of Directors.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-Time Director in accordance with the provisions of Schedule V of the Act.

Provisions for excess remuneration

If any Whole-Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, he/she shall refund such sums to the Company, within 2 years or such lesser period as may be allowed by the Company, and until such sum is refunded, hold

it in trust for the Company. The Company shall not waive recovery of such sum unless approved by the Company by way of a special resolution within 2 years from the date on which the sum becomes refundable.

Remuneration to Non-Executive/ Independent Director

Sitting Fees

The NRC may recommend for payment of sitting fees to the Directors. The quantum of sitting fees will be determined as per the recommendation of the NRC and approved by the Board of Directors subject to the applicable law.

Limit on payable remuneration

The remuneration payable to Directors other than the Whole-Time Directors shall not exceed 1% of the net profits of the Company unless approved by the shareholders of the Company as per Section 197 of the Companies Act, 2013 read with Schedule V.

Remuneration to KMPs, Senior Management Personnel and other Employees

The KMPs and Senior Management Personnel of the Company shall be paid monthly remuneration as per the Company's guidelines and/or as may be approved by the Board on the recommendation of the NRC. The remuneration of other employees may be determined by the Board on recommendation of the NRC pursuant to internal processes of the Company. The break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be as per the Company's internal policies and applicability.

Before approving the increment and bonus the management of the Company, will make a detailed presentation(s) before the NRC, setting out the proposed increment and performance bonus payouts for the next financial year. The NRC shall peruse and approve the same, unless required under applicable laws, to refer the same to the Board and/or shareholders of the Company.

This Policy shall apply to all future/continuing employment/engagement(s) with the Company. In other respects, the Policy shall be of guidance for the Board. Any departure from the Policy shall be recorded and reasoned in the minutes of the meetings of the NRC and the Board.

Role of the NRC

The following matters shall be dealt with by the NRC:

Size and composition of the Board

Periodically reviewing the size and composition of the Board to have an appropriate mix of executive and Independent Directors to maintain its independence

and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company.

Directors

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommend candidates to the Board when circumstances warrant the appointment of a new Director, having regard to qualifications, integrity, expertise and experience for the position.

Succession plans

Establishing and reviewing Board, KMP, and Senior Management Personnel succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and part of the Senior Management Personnel.

Evaluation of performance

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are

provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

Board diversity

The NRC is to assist the Board in ensuring the Board nomination process is in line with the policy of the Company on diversity of the Board relating to gender, thought, experience, knowledge and perspectives. The policy is hosted on the website of the Company.

Remuneration framework and policies

The NRC is responsible to ensure that the remuneration framework is in accordance with the objectives of this Policy mentioned above.

Disclosures

The Policy shall be published on Company's website. This Policy shall also be disclosed as part of Board's report as required under the Act. Additionally, certain items, including those specified under Section 197(12) of the Act, are required to be disclosed in the Board's report.

Amendments to the Policy

The Board of Directors on its own and/or as per the recommendations of NRC can amend this Policy, as and when deemed fit.

“Annexure H”

To the report of the Board of Directors

Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year 2023-24.

1. BRIEF OUTLINE OF CSR POLICY OF THE COMPANY:

A brief outline of the Company’s CSR policy, including overview of projects or programs proposed to be undertaken:

- The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs;
- The Company is committed towards improving the quality of lives of people in the communities in which it operates because society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to society through CSR activities is its moral duty;
- The Company aims to fulfil the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

2. COMPOSITION OF CSR COMMITTEE:

Pursuant to the provisions of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, during the financial year, the CSR Committee of the Company was duly constituted in accordance with the provisions of Section 135 of Companies Act, 2013 and during such period the CSR Committee comprised of:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Asad Daud	Chairman, Director	1	1
2.	Mr. Harikant Turgalia	Member, CFO & Whole-Time Director	1	1
3.	Mr. Arpit Khandelwal	Member, Independent Director	1	1

3. THE WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ON THE WEBSITE OF THE COMPANY:

The Composition of the CSR Committee is available at <https://satgroup.in/investor-relations/>

The CSR Policy approved by the Board are available at <https://satgroup.in/wp-content/uploads/2023/05/CSR-Policy.pdf>

4. EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8, IF APPLICABLE):

During the financial year under review, the relevant provisions of the Companies Act, 2013 and the rules made thereunder relating to impact assessment of CSR projects, were not applicable to the Company.

5. (a) Average Net Profit of The Company As Per Section 135(5):

Average net profit of the Company for the previous three financial years is ₹ 5,34,16,740/-

(b) Two Percent of Average Net Profit of The Company As Per Section 135(5):

₹ 10,68,334.80/-

(c) Surplus Arising Out of the CSR Projects or Programmes or Activities of The Previous Financial Years:

NIL

(d) Amount Required to Be Set Off For The Financial Year, If Any:

NIL

(e) Total CSR Obligation For The Financial Year (B+C-D):

₹ 10,68,334.80/-

6.(a) Amount Spent On CSR Projects (Both Ongoing Project And Other Than Ongoing Project):

Amount spent on CSR Projects on ongoing project is **NIL**

Amount spent on CSR Projects other than ongoing project is **₹ 12,00,000/-**

(b) Amount Spent In Administrative Overheads:

NIL

(c) Amount Spent On Impact Assessment, If Applicable:

Not Applicable

(d) Total Amount Spent For The Financial Year [(a)+(b)+(c)]:

₹ 12,00,000/-

(e) CSR Amount Spent or Unspent For The Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
12,00,000	NIL	NA	NA	NIL	NA

(f) Excess Amount For Set-off, If Any:

Sr. No.	Particulars	Amount (in ₹)
1.	Two percent of average net profit of the Company as per Section 135(5)	₹ 10,68,334.80/-
2.	Total amount spent for the Financial Year	₹ 12,00,000/-
3.	Excess amount spent for the financial year [(ii)-(i)]	₹ 1,31,665.20/-
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 1,31,665.20/-

7. DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1.	2022-2023				NIL			
2.	2021-2022				NIL			
3.	2020-2021				NIL			

8. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR: YES/NO:

No

If Yes, enter the number of Capital assets created/acquired:

Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Not Applicable

9. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SUB-SECTION (5) OF SECTION 135:

Not Applicable

For and on behalf of Board of Directors of
SAT Industries LimitedPlace: Mumbai
Dated: May 09, 2024Shehnaz D Ali
Whole-Time Director
DIN: 00185452Harikant Turgalia
CFO And Whole-Time Director
DIN: 00049544

Report on Corporate Governance

Introduction

In terms of Regulation 34(3) read with Section C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the year ended March 31, 2024 is presented below:

“GOOD CORPORATE GOVERNANCE IS ABOUT ‘INTELLECTUAL HONESTY’ AND NOT JUST STICKING TO RULES AND REGULATIONS.” - MERVYN KING

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

Mission: To be the best in the eyes of our customers, employees and stakeholders.

Vision: To provide world class products and services that transform lives.

A well-designed Corporate Governance framework can help companies achieve their strategic objectives while maintaining ethical standards and accountability.

At **“SIL”** we consider Corporate Governance not as a Rule which is imposed on the Company but consider it as our **“Core Values”** while performing the actions. For creating a **“Corporate Culture”** consisting of High **“Moral Values & Ethics”** it is pertinent to imbibe the doctrines of **“Corporate Governance”** in true letter & spirit.

We at **“SIL”** believe in catchphrase **“Purpose Driven Growth”** by providing the best services by upholding the highest standards of accountability, honesty, reliability & transparency. We believe that application of ideal administration & management practices, regulatory compliances, safeguarding the resources with ethical values are the key elements for evolution of any organization and its stakeholders.

The Board of Directors of the Company acts as a trustee and assumes fiduciary responsibility of protecting the interests of the Company, its members and other stakeholders. The Board supports the principles of

Corporate Governance. In order to attain the highest level of good Corporate Governance practice, the Board lays strong emphasis on transparency, accountability and integrity.

The Company strives to ensure compliance with the various Corporate Governance requirements and practices and considers it as its inherent responsibility to protect the rights of Company’s stakeholders and disclose timely, adequate and accurate information regarding the financials and performance, as well as the leadership and governance of the Company.

The Board ensures the strategies adopted to promote the sustainability of the Company and also ensures the Company’s compliance with all applicable laws, regulations, governance, guidelines and regulations and establishes the systems to effectively monitor and control compliance across the Company.

This report highlights the Company’s practices for the financial year 2023-24.

2. BOARD OF DIRECTORS:

a. Composition and category of directors:

The Board of Directors of the Company consists of Directors having varied experience in different areas. The composition of the Board is in conformity with the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company does not have any Executive or Non-Executive Chairman.

As of March 31, 2024, the composition of the Board of Directors of the Company is as follows:

Sr. No.	Name of the Director	Promoter/Non-Promoter	Category
1.	Mrs. Shehnaz D. Ali	Promoter	Executive Director
2.	Mr. Asad Daud	Promoter	Non-Executive Director
3.	Mr. Harikant Turgalia	Non-Promoter	Executive Director
4.	Mr. Ramesh Chandra Soni	Non-Promoter	Non-Executive Independent Director
5.	Mr. Parthasarathi Sarkar	Non-Promoter	Non-Executive Independent Director
6.	Mr. Arpit Khandelwal	Non-Promoter	Non-Executive Independent Director

None of the Independent Directors have any material pecuniary relationship or transaction with the Company, its Promoters, Directors, senior management, which would affect their independence.

Further, none of the directors on the Board is a member of more than 10 Committees and Chairperson in more than 5 Committees, across all companies in which they are director.

b. Attendance of each Director at the Meetings of the Board of Directors and the last Annual General Meeting:

Sr. No.	Name of the Director	No. of meetings held	No. of meetings attended	Whether attended last AGM
1.	Mrs. Shehnaz D. Ali	6	6	Yes
2.	Mr. Harikant Turgalia	6	6	Yes
3.	Mr. Asad Daud	6	6	Yes
4.	Mr. Ramesh Chandra Soni	6	6	Yes
5.	Mr. Parthasarathi Sarkar	6	6	Yes
6.	Mr. Arpit Khandelwal	6	5	Yes

c. Number of Committees in which a Director is a Member or Chairperson:

Sr. No.	Name of the Director	Directorships in Other Board of Directors	Memberships of Committees of Other Boards	Chairmanships of Committees of Other Boards	Names of the other listed entities where the person is a director and the category of directorship
1.	Mrs. Shehnaz D. Ali	-	-	-	-
2.	Mr. Harikant Turgalia	1	1	1	I. Aeroflex Industries Limited - Non-Executive Director
3.	Mr. Asad Daud	2	3	2	I. Sah Polymers Limited - Director II. Aeroflex Industries Limited - Managing Director
4.	Mr. Ramesh Chandra Soni	3	1	4	I. Sah Polymers Limited - Independent Director II. Aeroflex Industries Limited - Independent Director
5.	Mr. Parthasarathi Sarkar	1	1	-	I. Aeroflex Industries Limited - Independent Director
6.	Mr. Arpit Khandelwal	1	3	-	I. Aeroflex Industries Limited - Independent Director

Notes:

For the purpose of reckoning Directorships in other Companies, all public limited companies, whether listed or not, have been included and all other Companies including private limited Companies, deemed public Companies, foreign Companies, and Companies under Section 8 of the Act, have been excluded.

Membership(s) of other Board Committees include membership/chairpersonship of Audit Committee and Stakeholders' Relationship Committee of public limited Companies, whether listed or not.

d. Number of Meetings of the Board of Directors held and dates on which held:

The Board of Directors met Six times during the Financial Year 2023-24, i.e. on April 29, 2023, May 11, 2023, May 25, 2023, August 07, 2023, November 06, 2023 and February 09, 2024. The maximum time gap between any two meetings was less than 120 days. The agenda for each meeting is prepared well in advance, along with explanatory notes wherever required and circulated to all Directors.

e. Disclosure of relationships between Directors inter-se:

None of the Directors are related to each other except Mrs. Shehnaz D. Ali and Mr. Asad Daud, who are related to each other as a Mother and Son.

f. Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Directors holds any share in the Company, except Mr. Parthasarathi Sarkar who holds 70,200 equity shares in the Company.

The Company has not issued any convertible instruments.

g. Web link where details of familiarization programmes imparted to Independent Directors is disclosed:

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time-to-time.

The details regarding Independent Directors' Familiarization Programmes are given under the Tab 'Investor Relation' on the website of the Company and can be accessed at <https://satgroup.in/investor-relations/>

h. Chart setting out the skills/expertise/competence of the Board of Directors specifying the following:

Below is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those available with the board:

Sr. No.	Skills/Expertise/Competencies Name of Director	Business Operations	Entrepreneurship	Accounts & Finance	Legal Compliance
1.	Mrs. Shehnaz D Ali	√	√	x	x
2.	Mr. Harikant Turgalia	√	x	√	x
3.	Mr. Asad Daud	√	√	√	x
4.	Mr. Ramesh Chandra Soni	√	x	√	√
5.	Mr. Parthasarathi Sarkar	√	√	√	x
6.	Mr. Arpit Khandelwal	x	x	√	√

i. Confirmation by Board of Directors about independence of Independent Directors of the Company:

Independent Directors are Non-Executive Directors as defined in the Act and LODR Regulations. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as prescribed in the Act and LODR Regulations and that they are independent of the management.

j. Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided:

During the year no Independent Director resigned before the expiry of their tenure.

Separate Meeting of the Independent Directors:

During the reporting Financial Year, a separate Meeting of the Independent Directors of the Company, was held on March 11, 2024, where the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed:

- a) Review of performance of Non-Independent Directors and the Board as a whole.
- b) Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- c) To view the unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

d) To discuss about familiarization programme conducted by the Company for the independent directors, the programme was conducted by Dr. S.K. Jain, Practicing Company Secretary, Mumbai on the following topics:

- 1. Regulation 17 to Regulation 24 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 2. Chapter II under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Company's Policy on Prohibition of Insider Trading:

The Company has also formulated a Code of Conduct to Regulate, Monitor and Report Trading by Insiders to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The Code envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The full text of the Code is available on the website of the Company at <https://satgroup.in/wp-content/uploads/2022/04/Insider-Trading-Prohibition-Code.pdf>

Subsidiary Companies:

The Company has Four subsidiaries (three Indian and one foreign subsidiary) as on March 31, 2024 as mentioned below:

Sr. No.	Name of the Subsidiary	Status
1.	Sah Polymers Limited	Material Subsidiary
2.	Aeroflex Industries Limited	Material Subsidiary
3.	Aeroflex Finance Private Limited	Wholly Owned Subsidiary
4.	Italica Global FZC, UAE	Wholly Owned Subsidiary

The Board has approved a Policy Statement for determining 'Material Subsidiaries' of the Company viz. **SAT Industries Limited** and the same is available on the website of the Company, at <https://satgroup.in/wp-content/uploads/2023/03/Material-Subsidiaries-Policy.pdf> All subsidiary companies are managed by their Board of Directors having the rights and obligations to manage such companies in the best interest of their stakeholders.

3. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR:

Sr. No.	Name	Designation
1.	Mr. Harikant Turgalia	CFO and Whole-Time Director
2.	Ms. Alka Premkumar Gupta	Company Secretary and Compliance Officer
3.	Mr. Nitesh Sharma	Controller – Accounts, Finance and Internal Audit

4. AUDIT COMMITTEE:

a. Brief description of terms of reference:

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (Section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II), the Audit Committee Inter alia implement the function of approving Annual Internal Audit plan, review of financial reporting system, Internal controls system, discussion on quarterly, half-yearly and annual financial results, interaction with statutory and internal Auditors, one-on-one meetings with statutory and internal Auditors, recommendation for the appointment of statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, in fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

b. Composition, Name of Members and Chairperson:

The Audit Committee comprises one Executive Director and two Non-Executive Directors as members. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary

to the Audit Committee. The Composition of Audit Committee as on March 31, 2024, is given below:

Sr. No.	Name	Category	Designation
1.	Mr. Ramesh Chandra Soni	Non-Executive Independent Director	Chairman
2.	Mr. Harikant Turgalia	Executive Director	Member
3.	Mr. Arpit Khandelwal	Non-Executive Independent Director	Member

c. Meetings and attendance during the year:

The Audit Committee met Six times during the Financial Year 2023-24, on April 29, 2023, May 11, 2023, May 25, 2023, August 07, 2023, November 06, 2023 and February 09, 2024. The maximum time gap between any two meetings is not more than 120 days.

The necessary Quorum was present at the meetings. The attendance of each member of the Company is given below:

Name	No. of meeting held	No. of meeting attended
Mr. Ramesh Chandra Soni	6	6
Mr. Harikant Turgalia	6	6
Mr. Arpit Khandelwal	6	6

5. NOMINATION AND REMUNERATION COMMITTEE:

a. Brief description of terms of reference:

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the Shareholders, the Company's policy governing remuneration payable to the Whole-Time Directors, Key Managerial Personnel (KMP) and Senior Managerial Personnel (SMP) of the Company.

Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-Time Director(s), Key Managerial Personnel and Senior Management (one level below the Board):

- i. To help in determining the appropriate size, diversify and composition of the Board;

- ii. To recommend to the Board appointment/ re-appointment and removal of Directors;
- iii. To frame criteria for determining qualifications, positive attributes and independence of Directors;
- iv. Fixing the remuneration to Executive Directors.
- v. To create an evaluation framework for Independent Directors and the Board;
- vi. To assist in developing a succession plan for the Board;
- vii. To assist the Board in fulfilling responsibilities entrusted from time-to-time.

b. Composition, Name of Members and Chairperson:

Sr. No.	Name	Category	Designation
1.	Mr. Ramesh Chandra Soni	Non-Executive Independent Director	Chairman
2.	Mr. Parthasarathi Sarkar	Non-Executive Independent Director	Member
3.	Mr. Asad Daud	Non-Executive Non-Independent Director	Member

c. Meetings and attendance during the year:

The Nomination and Remuneration Committee met One (1) time during the financial year 2023-24, on May 25, 2023.

The necessary Quorum was present at the meetings. The attendance of each member of the Company is given below:

Name	No. of meeting held	No. of meeting attended
Mr. Ramesh Chandra Soni	1	1
Mr. Parthasarathi Sarkar	1	1
Mr. Asad Daud	1	1

d. Performance evaluation criteria for Independent Directors:

The performance evaluation for the financial year was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee and approved by the Board. The evaluation of all directors (including Independent Directors) was done by the entire Board of Directors (excluding the Director being evaluated).

6. STAKEHOLDER GRIEVANCES COMMITTEE:

The terms of reference and the ambit of powers of Stakeholders Grievance Committee are as per the governing provisions of the Companies Act, 2013 (Section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The member correspondences, queries, grievances etc. are endeavored to be addressed instantaneously by the secretarial department and status thereof is also placed before the Stakeholders Grievance Committee which meets at quarterly intervals.

a. Name of Non-Executive Director heading the Committee:

Mr. Ramesh Chandra Soni, Non-Executive Independent Director was appointed as the Chairman of the Stakeholders Relationship/ Grievance Redressal Committee. The Committee consists of the following persons:

Sr. No.	Name	Category	Designation
1.	Mr. Ramesh Chandra Soni	Non-Executive Independent Director	Chairman
2.	Mr. Harikant Turgalia	Whole-Time Director	Member
3.	Mrs. Shehnaz D. Ali	Whole-Time Director	Member

b. Name and designation of Compliance Officer:

Ms. Alka Premkumar Gupta is the Compliance Officer. Her designation is Company Secretary & Compliance Officer.

c. Number of shareholders' complaints received during the financial year:

No shareholder complaint was received during the financial year 2023-24.

d. Number of complaints not solved to the satisfaction of shareholders: NIL

e. Number of pending complaints: NIL

f. Meetings and attendance during the year:

The committee met four times on May 25, 2023, August 07, 2023, November 06, 2023 and February 09, 2024. The necessary quorum was present at all meetings. During the year under report no complaints were received. Further there were no complaints outstanding at the beginning and end of the year.

The attendance of each member of the Committee is given below:

Name	No. of meeting held	No. of meeting attended
Mr. Ramesh Chandra Soni	4	4
Mrs. Shehnaz D. Ali	4	4
Mr. Harikant Turgalia	4	4

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

CSR Committee of the Company has been constituted in line with the provisions of Section 135 of the Act.

The Company is committed to operate and grow its business in a socially responsible way, while reducing the environmental impact of its operations and increasing its positive social impact. It aims to achieve growth in a responsible way by encouraging people to take small everyday actions that will make a big difference. This SAT CSR Policy is guided by the following vision:

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because, the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.
3. The Company aims to fulfill the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

During the year, one meeting of the CSR Committee was held on August 07, 2023.

The composition of the CSR Committee and details of the meeting attended by its members are given below:

Name	Category	Number of meetings during the financial year 2023-24	
		Held	Attended
Mr. Asad Daud	Non-Executive and Non-Independent Director	1	1
Mr. Harikant Turgalia	Executive and Non-Independent Director	1	1
Mr. Arpit Khandelwal	Non-Executive and Independent Director	1	1

8. REMUNERATION OF DIRECTORS:

a. All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

There is no pecuniary relationship or transactions of the Non-Executive Director vis-à-vis the Company.

b. Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board Meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him/her of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Policy is also available on the website of the Company at <https://satgroup.in/wp-content/uploads/2022/04/nomination-remuneration-policy.pdf>.

c. Disclosures with respect to remuneration and sitting fees for FY 2023-24:

Name of Director	Category	Salary perquisites & other allowances	Stock option/ Bonus/Other performance linked incentives	Sitting Fees (in ₹)	Total (in ₹)	Service contract/ notice period/ severance fees
Mrs. Shehnaz D. Ali	Whole-Time Director	₹ 24,71,283/- p.a.	-	-	₹ 24,71,283/- p.a.	***
Mr. Harikant Turgalia	CFO and Whole-Time Director	₹ 20,98,539/- p.a.	-	-	₹ 20,98,539/- p.a.	***
Mr. Asad Daud	Director	-	-	-	-	-

c. Disclosures with respect to Remuneration and sitting fees for FY 2023-24: (Contd.)

Name of Director	Category	Salary perquisites & other allowances	Stock option/ Bonus/Other performance linked incentives	Sitting Fees (in ₹)	Total (in ₹)	Service contract/ notice period/ severance fees
Mr. Ramesh Chandra Soni	Independent Director	-	-	₹ 1,50,000/- p.a.	₹ 1,50,000/- p.a.	-
Mr. Parthasarathi Sarkar	Independent Director	-	-	₹ 1,50,000/- p.a.	₹ 1,50,000/- p.a.	-
Mr. Arpit Khandelwal	Independent Director	-	-	-	-	-

Service Contract : 3 years with effect from the date of appointment i.e. January 01, 2022.

Notice Period : Three months either side

Severance Fees : Three months salary

9. GENERAL BODY MEETINGS:

a. Location and time, where last three Annual General Meetings held:

Annual General Meeting	Date	Time	Location
38 th	July 18, 2023	11:00 a.m.	Through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”)
37 th	September 16, 2022	11:00 a.m.	Through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”)
36 th	September 28, 2021	11:00 a.m.	Through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”)

b. Special resolutions passed in the previous three Annual General Meetings:

Date of AGM	Special Resolutions passed, if any
July 18, 2023	1. To re-appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company for a second term of Five years
September 16, 2022	1. To appoint Mr. Partha Sarathi Sarkar (DIN: 00047272) as an Independent Director of the Company 2. To appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company 3. Disinvestment in material subsidiary Aeroflex Industries Limited (“AIL”) under Section 180(1)(a) of the Companies Act, 2013 either before Offer For Sale (“OFS”) in IPO of AIL and/or through OFS in IPO of AIL
September 28, 2021	1. Re-appointment of Mrs. Shehnaz D. Ali as a whole-time Director (DIN: 00185452) 2. Re-appointment of Mr. Harikant Turgalia as a Whole-Time Director (DIN: 00049544)

10. MEANS OF COMMUNICATION:

a. Quarterly results:

The Company publishes limited reviewe Un-audited Standalone and Consolidated Financial Results on a quarterly basis. In respect of the fourth quarter, the Company publishes the Standalone & Consolidated audited financial results for the complete financial year. During this year Company has sent the quarterly business updates to all the shareholders of the Company.

b. Newspapers wherein results normally published:

Quarterly financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Regulations and published in following newspapers:

- Free Press Journal (English)
- Navshakti (Marathi)

c. Website, where displayed:

The financial results and the official news releases are also placed on the Company's website at <https://satgroup.in/investor-relations/in> the 'Investor Relations' Section.

d. Official news releases:

Yes, the Company regularly publishes an information update on its financial results and also displays official news releases in the 'Investor Relations' Section under relevant sub-sections.

e. Presentations made to institutional investors or to the analysts:

During the financial year, the Company has not made any presentation to Institutional Investors and Analysts. All Corporate Announcements made to the BSE Limited and National Stock Exchange Limited (NSE) during the financial year 2023-24 are available on the website of the Company.

11. GENERAL SHAREHOLDER INFORMATION:**a. Annual General Meeting - date, time and venue:**

Day: Friday

Date: July 19, 2024

Time: 11:00 a.m.

Mode: Through Video Conference

b. Financial Year: April 01 to March 31

c. Dates of Book Closure/Record Date:

As mentioned in the Notice of this AGM

d. Dividend Payment Date:

The final Dividend, if approved by the Shareholders at the Annual General Meeting shall be paid/credited on or before August 17, 2024 i.e. within 30 days from the date of approval.

e. Name and address of each Stock Exchange(s) at which the Company securities are listed and a confirmation about payment of annual listing fee to each of such Stock Exchange(s):

Equity shares of the Company are listed on BSE Limited located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 and National Stock Exchange of India Limited Exchange located at Plaza, C-1, Block G, Bandra Kurla Complex Bandra (E), Mumbai-400051. The annual listing fees for FY 2023-2024 to BSE and NSE have been paid by the Company within stipulated time.

f. Stock Code:

Security ID	Security Code	ISIN
SATINDLTD	511076	INE065D01027

g. Market price data - high, low during each month in last financial year:**NSE**

Month	Apr 23	May 23	Jun 23	Jul 23	Aug 23	Sep 23	Oct 23	Nov 23	Dec 23	Jan 24	Feb 24	Mar 24
High	72.45	81.70	84.70	107.60	145.60	125.60	104.00	119.40	120.65	139.35	122.50	108.95
Low	55.00	56.55	70.40	80.25	99.10	100.30	84.15	92.50	101.05	114.00	101.95	83.40

*Source: www.nseindia.com

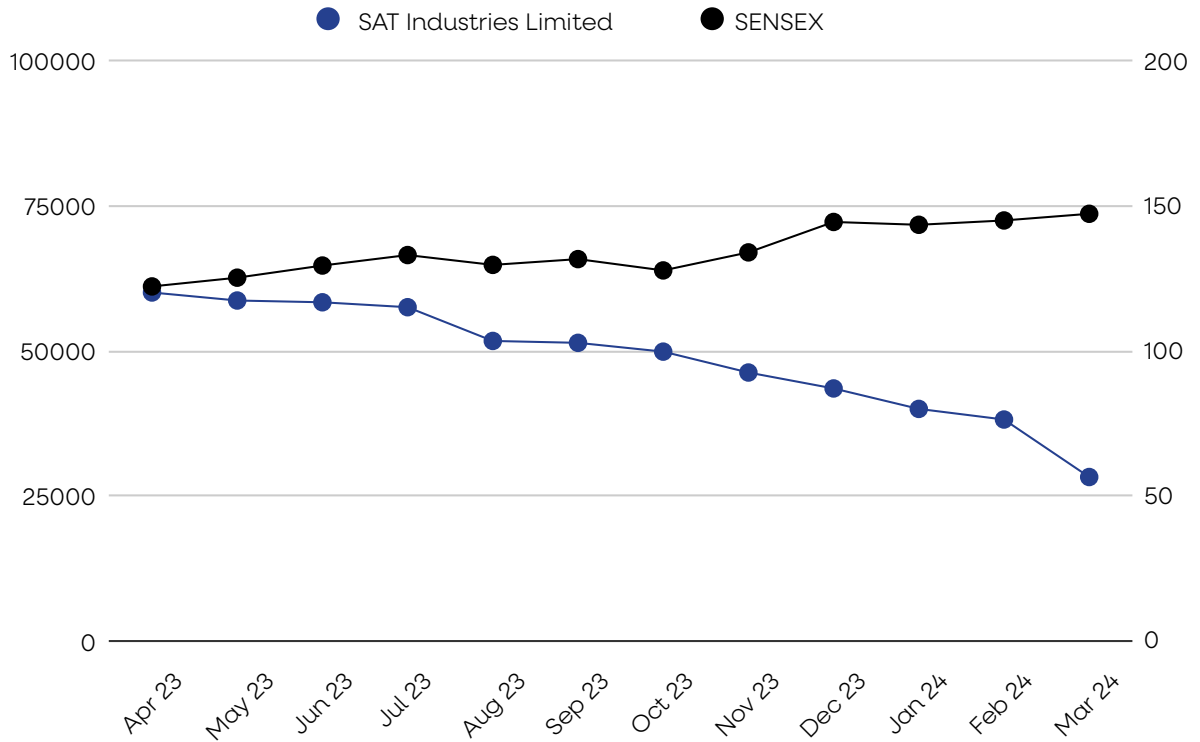
BSE

Month	Apr 23	May 23	Jun 23	Jul 23	Aug 23	Sep 23	Oct 23	Nov 23	Dec 23	Jan 24	Feb 24	Mar 24
High	77.90	81.35	85.00	107.68	145.5	125.05	103.15	119.20	120.70	139.20	122.95	109.15
Low	54.90	55.40	70.20	80.41	99.18	100.05	84.05	92.64	100.95	114.15	101.95	84.05

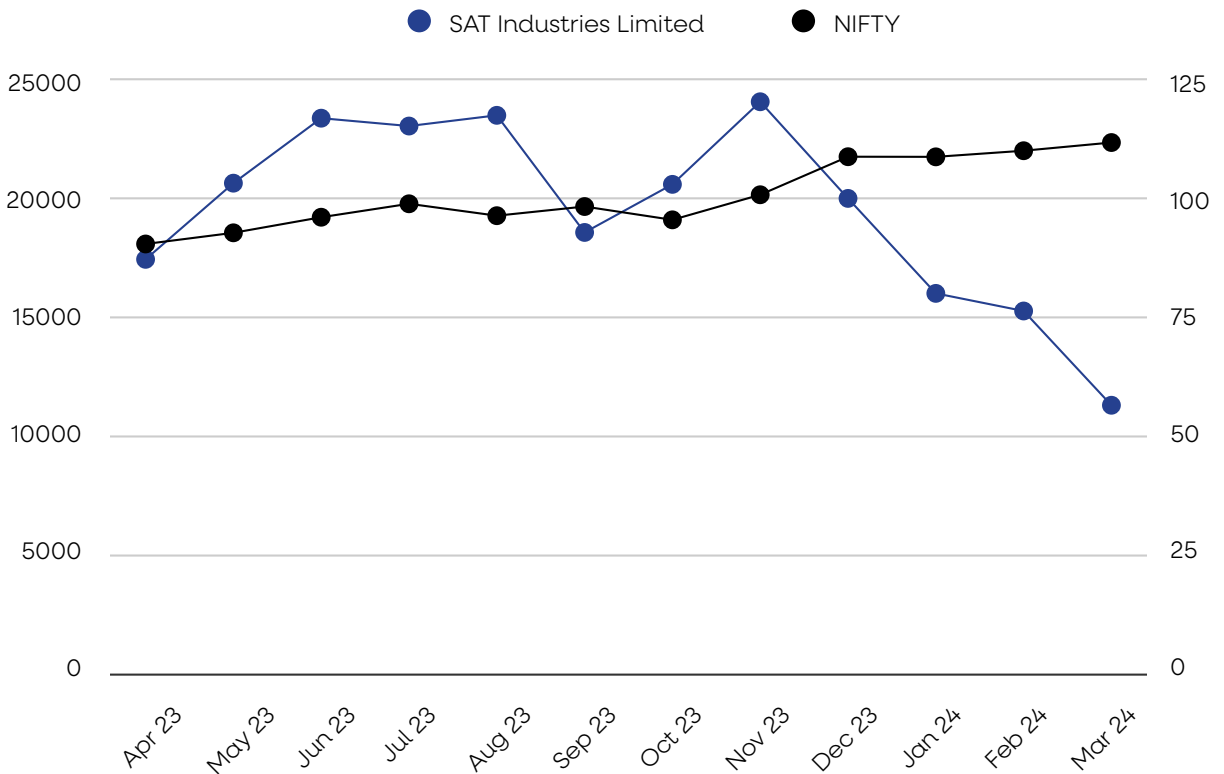
*Source: www.bseindia.com

h. Performance in comparison to BSE Sensex & NSE Nifty:

BSE Sensex



NSE Nifty



i. In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:

Not Applicable

j. Registrar to an issue and Share Transfer Agents:

M/s. Link Intime India Private Limited

(Unit: SAT Industries Limited)

247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W),
Mumbai-400 083.

Phone: +91-22-49186000

Fax: +91-22-49186060

E-Mail: mumbai@linkintime.co.in

Website: www.linkintime.co.in

k. Share transfer system:

Shares held in the dematerialised form are electronically traded in the depository. The registrar and share transfer agents of the Company periodically receive from the depository the beneficiary holdings to enable them to update their records and to send out corporate communications such as dividend warrant.

l. Distribution of Shareholding as on March 31, 2024:

Sr. No.	Shares Range	No. of Shareholders	% of Total Shareholders	Total Shares for The Range	% of Issued Capital
1.	1 to 1000	25,794	88.62	51,89,115	4.59
2.	1001 to 2000	1,512	5.20	23,43,661	2.07
3.	2001 to 4000	833	2.86	24,48,680	2.17
4.	4001 to 6000	345	1.19	17,15,753	1.52
5.	6001 to 8000	111	0.38	7,94,725	0.70
6.	8001 to 10000	123	0.42	11,68,157	1.03
7.	10001 to 20000	178	0.61	25,81,194	2.28
8.	20001 to Above	211	0.72	9,68,43,715	85.64
	Total	29,107	100.00	11,30,85,000	100.00

m. Dematerialization of shares and liquidity:

The Company's shares are available for trading in the depository system of both NSDL and CDSL. As at the financial year end 11,30,85,000 equity shares forming 100 % of the share capital of the Company, stand dematerialised. The Company's share is actively traded on BSE and NSE.

n. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity:

There are no GDRs/ADRs/Warrants outstanding as on March 31, 2024.

o. Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable

p. Plant locations:

The Company does not have any plant.

q. Address for Correspondence:

(1) Registrar and Share Transfer Agent:

M/s. Link Intime India Private Limited

(Unit: **SAT Industries Limited**)

247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W),
Mumbai - 400 083.

Phone: +91-22-49186000

Fax: +91-22-49186060

E-Mail: mumbai@linkintime.co.in

Website: www.linkintime.co.in

(2) Investor Relation Department of the Company:

Ms. Alka Premkumar Gupta

Company Secretary and Compliance Officer

SAT Industries Limited

121, B-Wing, Mittal Tower, Nariman Point,
Mumbai - 400 021, India.

Phone: +91-22-66107025

Fax: +91-22-66107027

E-Mail: investor.relations@satgroup.in

r. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

During the year under review the Company has not obtained any credit ratings.

12. OTHER DISCLOSURES:

a. Materially significant related party transaction:

There have been no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives which have a potential conflict with the interests of the Company. All the related party transactions have been done at arm's length price and in the ordinary course of business with the prior approval of the Audit Committee. As per Section 177 and 188 of The Companies Act 2013, Related Party Transaction policy is also available on the Company website at <https://satgroup.in/wp-content/uploads/2023/03/Policy-on-materiality-of-and-dealing-with-Related-Party-Transactions.pdf>

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three Financial years.

c. Establishment of vigil mechanism:

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is placed on the website of the Company at <https://satgroup.in/wp-content/uploads/2023/03/WHISTLE-BLOWER-AND-VIGIL-MECHANISM-POLICY.pdf>

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt the best practices to safeguard the practice of Unmodified audit opinion.

e. Web link where policy for determining 'material' subsidiaries is disclosed:

The policy for determining 'material' subsidiaries is available on the website of the Company under 'Corporate Governance' in the 'Investor relation' Section and can be accessed at: <https://satgroup.in/wp-content/uploads/2023/03/Material-Subsidiaries-Policy.pdf>

f. Web link where policy on dealing with related party transactions is disclosed:

The policy for determining 'material' subsidiaries is available on the website of the Company under 'Corporate Governance' in the 'Investor relation' Section and can be accessed at <https://satgroup.in/wp-content/uploads/2023/03/Policy-on-materiality-of-and-dealing-with-Related-Party-Transactions.pdf>

g. Disclosure of commodity price risks and commodity hedging activities:

The Company does not deal in commodities price risks and commodity hedging activities, hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).

i. Certificate from a Company Secretary in Practice about disqualification of Director/s by SEBI/MCA/any other statutory body:

A Certificate has been received from M/s. GHV & Co., Practicing Company Secretaries, that none of the Directors on the Board of the Company has 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 statutory authority. Certificate is annexed herewith as "Annexure I".

j. Non-acceptance of any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year:

NIL

k. The Total audit and taxation fees paid by the listed entity and its subsidiaries, on a consolidated basis are as follows:

(₹ in Lakhs)	
Particulars	Amount
Services as statutory auditors	9.83
Taxation matters	0.13
Reimbursement Expenses	0.05
Total	10.01

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Particulars	Status
Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as on end of the financial year	NIL

m. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested:

Details given in the notes to Financial Statements.

n. Details of material subsidiaries of the Company:

Sr. No	Name of the material subsidiary Company	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditor
1.	Aeroflex Industries Limited	October 19, 1993	Navi Mumbai, Maharashtra, India	M/s. Shweta Jain & Co.	September 30, 2021
2.	Sah Polymers Limited	April 20, 1992	Udaipur, Rajasthan, India	M/s. H.R. Jain & Co.	September 30, 2022

13. DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II:

a. The Board of Directors:

The Company has no Chairman either Executive or Non-Executive.

b. Shareholder Rights:

Annual financial performance of the Company is sent to all the Members whose e-mail IDs are registered with the Company/Depositories. The results are also available on the Company's website <https://satgroup.in/>

c. Audit Qualifications:

The Auditors have raised no qualification on the financial statements for the year ended March 31, 2024.

d. Separate posts of Chairperson and CEO:

Presently, there is no Chairperson in the Company.

e. Reporting of Internal Auditor:

The Internal Auditor of the Company reports directly to the Audit Committee of the Company.

14. DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB REGULATION (2) OF REGULATION 46:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT:

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics.

The Board has adopted a Code of conduct for Directors and Senior Management of the Company.

The Code is available on the website of the Company under 'Corporate Governance' in the 'Investor relation' Section and can be accessed at: <https://satgroup.in/wp-content/uploads/2023/03/Code-of-Conduct-for-Directors-and-Senior-Management-Personnel.pdf>

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

As per Regulation 17 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Harikant Turgalia, CFO and Whole-Time Director of the Company do hereby confirm and declare that all the Board Members and the Senior Management Personnel of the Company has affirmed compliance with the Code of Conduct during the financial year ended March 31, 2024.

For **SAT Industries Limited**

Place: Mumbai
Dated: May 09, 2024

Harikant Turgalia
CFO and Whole-Time Director
DIN: 00049544

16. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

The Certificate from the Practicing Company Secretaries of the Company regarding compliance of conditions of corporate governance is annexed with Corporate Governance Report in "Annexure II".

17. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any of its securities lying in Demat suspense account/unclaimed suspense account arising out of public/bonus/right issues as at March 31, 2024. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

18. OTHER USEFUL INFORMATION FOR SHAREHOLDERS:

a. Update E-mails for receiving notice/documents in e-mode:

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken by MCA to reduce paper consumption and contribute towards a green environment. As a responsible corporate citizen, your Company fully supports the MCA's endeavor.

In accordance with the same, your Company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode

in future to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

The shareholders who have not registered their email addresses with the Company are requested to kindly register their e-mail addresses with the Company in the Form annexed with the Notice of Annual General Meeting enabling the Company to better service shareholder correspondence through e-mode. The shareholders have also an option to register their email addresses with their Depository through Depository Participant.

b. Transfer/Transmission/Transposition of Shares:

The Securities and Exchange Board of India (SEBI), vide its Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009 and Circular No. MRD/DoP/SE/RTA/Cir-03/2010 dated January 07, 2010 made it mandatory that a copy of the PAN Card is to be furnished to the Company in the following cases:

- i. Registration of physical transfer of shares;
- ii. Deletion of name of deceased shareholder(s) where shares are held jointly in the name of two or more shareholders;
- iii. Transmission of shares to the legal heirs where shares are held solely in the name of deceased shareholder; and
- iv. Transposition of shares where order of names of shareholders are to be changed in the physical shares held jointly by two or more shareholders. Investors, therefore, are requested to furnish the self-attested copy of PAN card, at the time of

sending the physical share certificate(s) to the Company, for effecting any of the above stated requests. Shareholders are also requested to keep record of their specimen signature before lodgment of shares with the Company to avoid probability of signature mismatch at a later date.

c. Consolidation of Multiple Folios:

Shareholder(s) of the Company who have multiple accounts in identical name(s) or holding more than one Share Certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such Folio(s) and send the relevant Share Certificates to the Company.

d. Nomination Facility:

Shareholder(s) holding shares in Dematerialized form are requested to register their nominations directly with their respective DPs.

e. Update your Correspondence Address/ Bank Mandate/Email Id:

To ensure all communications/monetary benefits received promptly, all shareholders holding shares in physical form are requested to notify to the Company, change in their address/bank details/email id instantly by written request under the signatures of sole/first joint holder.

Shareholder(s) holding shares in dematerialized form are requested to notify change in bank details/address/email Id directly with their respective DPs.

f. Quote Folio No./DP ID No.:

Shareholders/Beneficial Owners are requested to quote their Folio Nos./DP ID Nos., as the case may be,

in all correspondence with the Company. Shareholders are also requested to quote their Email IDs, Contact/Fax numbers for prompt reply to their correspondence.

g. Introduction of “Swayam” by Link Intime Private Limited, Registrar And Share Transfer Agent:

‘SWAYAM’ is a secure, user-friendly web-based application, developed by “Link Intime India Pvt Ltd.”, our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request: Generate and Track Service Requests/Complaints through SWAYAM.
- Features: A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments: Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal: for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements: View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login: Enhances security for investors.

For and on behalf of Board of Directors of
SAT Industries Limited

Place: Mumbai
Dated: May 09, 2024

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
CFO and Whole-Time Director
DIN: 00049544

“Annexure I”

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

For The Financial Year Ended on March 31, 2024

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

To,
The Members,
SAT Industries Limited.
121, B-Wing, Mittal Tower, Nariman Point Mumbai,
Mumbai City MH 400021 IN.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SAT Industries Limited.** having **CIN: L25199MH1984PLC034632** and having registered office at 121, B-Wing, Mittal Tower, Nariman Point Mumbai, Mumbai City MH 400021 IN (hereinafter referred to as ‘the Company’), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my/our 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/us by the Company & its officers,

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority as stated below and otherwise subject to our disclaimer mentioned at footnote:

Sr. No.	Name	DIN	Date of Appointment	Remarks
1.	Mr. Parthasarathi Sarkar	00047272	26/07/2022	NA
2.	Mr. Ramesh Chandra Soni	00049497	28/09/2006	NA
3.	Mr. Harikant Ganeshlal Turgalia	00049544	27/09/2001	NA
4.	Mrs. Shehnaz D Ali	00185452	27/09/2001	NA
5.	Mr. Asad Daud	02491539	22/04/2014	NA
6.	Mr. Arpit Khandelwal	09684341	26/07/2022	NA

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

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

Date: May 06, 2024
Place: Mumbai

Gopika Shah–Partner
GHV & Co.,
Practising Company Secretaries
FCS No.: 10416
C P No.: 11663
UDIN: F010416F000317602

“Annexure II”

To,
The Members Of
SAT Industries Limited.
121, B-Wing, Mittal Tower,
Nariman Point Mumbai,
Mumbai City MH 400021 IN.

1. We have examined the compliance of conditions of Corporate Governance by **M/s. SAT Industries Limited**, for the year ended on March 31, 2024, as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in the Listing Regulations for the period April 01, 2023 to March 31, 2024, with the relevant records and documents maintained by the Company and furnished to us and the Report on Corporate Governance as approved by the Board of Directors. Compliance under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para-C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) was compiled by the Company.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on the aforesaid examination and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
4. We further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: May 07, 2024
Place: Mumbai

Gopika Shah–Partner
GHV & Co.,
Practising Company Secretaries
FCS No.: 10416
C P No.: 11663
UDIN: F010416F000323841

Independent Auditors' Report

Report on the Audit of the Consolidated Financial Statements

To the Members of **SAT Industries Limited**

OPINION

We have audited the accompanying consolidated financial statements of **SAT Industries Limited** (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries 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, 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 (hereinafter referred to as "the consolidated financial statements").

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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, the consolidated Profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated 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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. 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 financial statements of the current period.

On the facts and circumstances of the Group and the audit, we determine that there are no key Audit matters to communicate.

OTHER INFORMATION

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditors' 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 and based on the work done/audit reports of other auditors, 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

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 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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; the 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.

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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its associates.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' 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.

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 Companies Act, 2013, 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 Auditors' 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 Auditors' report. However, future events or conditions may cause the Group and its associate 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 entities 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.

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.

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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' 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 MATTERS

We did not audit the financial statements/financial information of 4 subsidiaries included in the consolidated financial results, whose financial statements/financial information reflect total assets of ₹ 56,611.62 Lakhs as at March 31, 2024 and total revenues of ₹ 11,488.19 Lakhs and ₹ 44,046.19 Lakhs for the quarter and year ended March 31, 2024 respectively, total net profit after tax of ₹ 1,102.22 Lakhs and ₹ 4,695.34 Lakhs for the quarter and year ended March 31, 2024 respectively and total comprehensive income of ₹ 1,116.08 Lakhs and ₹ 4,745.92 Lakhs for the quarter and year ended March 31, 2024, respectively and net cash flows of ₹ 4,359.46 Lakhs for the year ended March 31, 2024, as considered in the Statement.

These financial statements have been audited, by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditors' Responsibilities section above.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, 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 As required by Section 143(3) of the Act, we report, to the extent applicable, that:

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit we give in the **"Annexure A"** a statement on the matters specified in paragraph 3(xxi) of the Order.
2. (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 relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, 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.
- (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 companies 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 B"**.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:

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

- (h) With respect to the other matters to be included in the Auditors' 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 Group has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 33(a) to the standalone Ind AS financial statements;

- (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
- (iv) (A) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary companies to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiary companies (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (B) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company and its subsidiary companies from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary companies 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; and
- (C) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- (v) During the year the Holding Company and its subsidiary companies have complied with Section 123 of the Act, wherever applicable, with regard to dividend declared and paid.
- (vi) Based on our examination which included test checks and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, the Company and subsidiaries have used an accounting software for maintaining its books of account 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 and the auditors of the above referred subsidiaries did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company and above referred subsidiaries as per the statutory requirements for record retention.

For **Ajay Paliwal & Co.**
Chartered Accountants
Firm's Registration No.: 12345C

Ajay Paliwal
Proprietor
Membership No.: 403290
UDIN No.: 24403290BKHGCW2017

Place of signature: Mumbai
Date: May 09, 2024

“Annexure A”

To the Independent Auditors’ Report

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

In terms of the information and explanations sought by us and given by the Company and to the best of our knowledge and belief, we state that:

- (i) There have been 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.

For **Ajay Paliwal & Co.**
Chartered Accountants
Firm’s Registration No.: 12345C

Ajay Paliwal
Proprietor
Membership No.: 403290
UDIN No.: 24403290BKHGCW2017

Place of signature: Mumbai

Date: May 09, 2024

“Annexure B”

To the Independent Auditors' 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 with reference to Financial Statement 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 Ind AS 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 **SAT Industries Limited** (hereinafter referred to as “the Parent”) and its subsidiary companies and its associate Company, which are companies incorporated in India, as of that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Boards of Directors of the Parent, its subsidiary companies and, its associate 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 Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies and its associate Company, which are companies incorporated in India, 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 Auditors’ 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 of the subsidiary companies and associate Company, which are companies incorporated in India, 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 internal financial controls system over financial reporting of the Parent, its subsidiary companies and its associate Company, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion to the best of our information and according to the explanations given to us and based

on the consideration of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, 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 report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to five subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

For **Ajay Paliwal & Co.**
Chartered Accountants
Firm's Registration NO.: 12345C

Ajay Paliwal
Proprietor
Membership No.: 403290
UDIN No.: 24403290BKHGCW2017

Place of signature: Mumbai
Date: May 09, 2024

Consolidated Balance Sheet

As at March 31, 2024

(₹ in Lakhs)

Particulars	Note	As at March 31, 2024		As at March 31, 2023	
ASSETS					
(1) Non-Current assets					
(a) Property, Plant and Equipment	3	13,837.35		10,629.75	
(b) Capital Work-in-Progress	3	589.87		157.22	
(c) Investment Property		-		-	
(d) Goodwill on Consolidation		518.60		518.60	
(e) Other Intangible Assets	3	61.36		78.11	
(f) Intangible Assets under development	3	3.78		-	
(g) Biological Assets other than bearer plants		-		-	
(h) Investments accounted for using the equity method		-		-	
(i) Financial Assets					
(i) Investments	4	1,976.47		1,345.16	
(ii) Trade receivables		-		-	
(iii) Loans	5	2,638.42		1,364.67	
(iv) Others	6	235.91	4,850.80	133.21	2,843.04
(j) Deferred tax assets (net)		-		-	
(k) Other Non-Current assets	7	683.36		353.58	
(2) Current assets					
(a) Inventories	8	8,884.51		8,513.78	
(b) Financial Assets					
(i) Investments		-		-	
(ii) Trade receivables	9	14,800.48		10,702.97	
(iii) Cash and cash equivalents	10	8,579.88		3,572.90	
(iv) Bank balances other than (iii) above	11	25,037.11		1,102.10	
(v) Loans	5	6,309.91		5,353.86	
(vi) Others	6	155.91	54,883.29	113.48	20,845.31
(c) Current Tax Assets (Net)	12	13.28		-	
(d) Other current assets	7	5,001.00		5,090.59	
Total Assets		89,327.20		49,029.98	
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	13	2,261.70		2,261.70	
(b) Other Equity	14	62,570.29		28,486.86	
Equity attributable to the Owners of the Parent		62,570.29		23,874.34	
Non-Control ling interest		7,234.70	69,804.99	4,615.84	28,490.18
Total Equity		72,066.69		30,751.88	
LIABILITIES					
(1) Non-Current liabilities					
(a) Financial Liabilities					
(i) Borrowings	15	1,016.52		2,827.13	
(i.a) Lease liabilities		-		-	
(ii) Trade payables		-		-	
(iii) Other financial liabilities	16	572.13	1,588.65	0.67	2,827.80
(b) Provisions		-		-	
(c) Deferred tax liabilities (Net)	17	394.57		334.46	
(d) Other Non-Current liabilities		-		-	
(2) Current liabilities					
(a) Financial Liabilities					
(i) Borrowings	18	5,289.74		7,662.29	
(i.a) Lease liabilities		-		-	
(ii) Trade payables	19				
(A) total outstanding dues of micro enterprises and small enterprises; and		323.68		883.08	
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		6,237.73		4,397.22	
(iii) Other financial liabilities (other than those specified in item (c))	16	2.69	11,853.84	2.10	12,944.69
(b) Other current liabilities	20	2,712.64		1,454.19	
(c) Provisions	21	33.80		15.66	
(d) Current Tax Liabilities (Net)	22	677.01		701.30	
Total Equity and Liabilities		89,327.20		49,029.98	

See accompanying notes to financial statements 1 to 72.

As per our Report Attached.

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
Membership No.: 403290
UDIN No.: 24403290BKHGCW2017

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024

Consolidated Statement of Profit and Loss

For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
Income:			
I Revenue from Operations	23	50,062.28	46,623.97
II Other income	24	27,779.88	1,554.18
III Total Income (I+II)		77,842.16	48,178.15
IV Expenses:			
Cost of Materials Consumed	25	32,270.17	33,227.65
Purchases of Stock-in-Trade	26	1,006.79	835.19
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	(1,153.68)	(2,364.56)
Employee benefits expense	28	3,662.04	2,943.41
Finance costs	29	981.67	689.27
Depreciation and amortization expense	3	916.01	717.15
Other expenses	30	6,983.99	6,499.92
Total expenses (IV)		44,666.99	42,548.03
V Profit before share of profit/(loss) of an associate and exceptional items (III-IV)		33,175.17	5,630.12
VI Share of profit/(loss) of an associate		-	199.47
VII Profit before exceptional items and tax (V+VI)		33,175.17	5,829.59
VIII Exceptional items		-	-
IX Profit before tax (VII+VIII)		33,175.17	5,829.59
X Tax expense			
(1) Current tax		5,592.57	1,267.74
Less: MAT Adjust		14.10	50.82
		5,578.47	1,216.92
(2) Prior Period income tax		102.33	4.40
(3) Deferred tax		71.91	102.39
		5,752.71	1,323.71
XI Profit for the period from continuing operation (IX-X)		27,422.46	4,505.88
XII Profit/(Loss) from discontinued operations		-	-
XIII Tax expense of discontinued operations		-	-
XIV Profit/(loss) from discontinued operation (after tax) (XII-XIII)		-	-
XV Profit for the period (XV+XVI)		27,422.46	4,505.88
XVI Other Comprehensive Income			
A (i) item that will not be reclassified to profit or loss		-	-
Equity instrument through other comprehensive income		12.19	6.86
(ii) Income tax relating to item that will not be reclassified to profit or loss		-	-
B (i) item that will be reclassified to profit or loss		-	-
Exchange difference in translating the financial instatement of foreign operations		50.58	233.62
(ii) Income tax relating to item that will be reclassified to profit or loss		-	240.48
XVII Total Comprehensive Income for the period (XVI+XVII)		27,485.23	4,746.36
Attributable to a) Owners of the parent		25,854.38	4,280.16
b) Non-controlling interests		1,630.85	225.72
Of the total comprehensive income			
Profit for the year attributable to:			
Owners of the parent		25,791.61	4,280.16
Non-controlling interests		1,630.85	225.72
Of the total comprehensive income above,			
Other comprehensive income attributable to:			
Owners of the parent		62.77	240.48
Non-controlling interests		-	-
XVIII Earnings per equity share (for continued Operation)			
(1) Basic	32	24.25	3.98
(2) Diluted	32	24.25	3.98
XIX Earnings per equity share (for discontinued Operation)			
(1) Basic		-	-
(2) Diluted		-	-
XX Earnings per equity share (for discontinued & continuing operations)			
(1) Basic	32	24.25	3.98
(2) Diluted	32	24.25	3.98

See accompanying notes to financial statements 1 to 72.

As per our Report Attached

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
Membership No.: 403290
UDIN No.: 24403290BKHGCV2017

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024

Consolidated Cash Flow Statement

For the year ended March 31, 2024

(₹ in Lakhs)

Sr. No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A	Cash Flow from Operating Activities		
	Net Profit before tax	33,175.17	5,829.59
	Adjustments for:		
	Depreciation	916.01	717.15
	Interest Paid	908.38	689.27
	Loss/(Profit) on sale of Property, plant and equipment	1.15	(248.34)
	Foreign exchange on translation	21.01	233.62
	Provision for Bad debts	237.61	
	(Profit)/Loss on Sale of investments	(25,601.96)	(156.38)
	Operating Profit before working capital changes	9,657.37	7,064.91
	Adjustment for:		
	Inventories	(370.73)	(2,973.86)
	Trade Receivables	(4,306.55)	(2,616.98)
	Trade payables	1,281.11	542.27
	Loans	(2,229.80)	(1,136.99)
	Other financial assets	(42.43)	60.43
	Other Non-Current financial assets	(102.70)	(9.79)
	Financial liabilities	572.05	2.10
	Current liabilities and provisions	1,276.59	(271.22)
	Other Bank Balance	(23,935.01)	(1,028.53)
	Increase current tax assets	(13.28)	3.49
	Increase/(Decrease) Non-Current assets	(329.78)	64.84
	Other Non-Current liabilities	-	0.67
	Increase in other current assets	89.59	1,082.63
	Cash Generated from Operations	(18,453.57)	783.97
	Income Tax Paid	5,716.88	1,468.12
	Net Cash Inflow/(Out Flow) from Operation (A)	(24,170.45)	(684.15)
B	Cash Flow from Investing Activities:		
	Sale of Property, plant and equipment	9.43	340.37
	Purchase of Property, plant and equipment including CWIP	(4,534.36)	(3,357.57)
	Purchase Intangible Assets	(19.51)	(44.95)
	Purchase of investments - Non-Current	(697.69)	(473.42)
	Sale of investment	25,892.32	285.14
	Net Cash Inflow/(Outflow) from investing Activities (B)	20,650.19	(3,250.43)
C	Cash flow from Financing Activities		
	Increase in borrowings	163.00	2,665.63
	Repayment of borrowings	(4,993.68)	(1,646.06)
	Amount raised through initial public offer by subsidiary	16,200.00	6,630.00
	Amalgamation Expenses	(15.04)	-
	Dividend payment	(362.15)	(285.69)
	Capital issue Expenses	(2,204.03)	(918.32)
	Interest Paid	(908.38)	(689.27)
	Net Cash Inflow/(Out Flow) from Financing Activities (C)	7,879.72	5,756.29
	Net Increase/Decrease in cash & Cash Equivalents (A+B+C)	4,359.46	1,821.71
	As at the beginning of the year	3,572.90	1,341.33
	Less: Cash Credit	1,123.59	713.73
	As at the end of the year	8,579.88	3,572.90
	Less: Cash Credit	1,771.11	1,123.59
	Net Increase/(Decrease) in cash & Cash Equivalents	4,359.46	1,821.71

Consolidated Cash Flow Statement (Contd.)

For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
I. Cash and cash equivalents as per above comprise of the following:		
Cash on hand	16.03	12.64
Balances with scheduled banks:		
- On current accounts	916.53	735.67
- On deposit accounts (deposits having an original maturity of 3 months or less)	7,647.32	2,824.59
Cash and cash equivalent as per note	8,579.88	3,572.90

II. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows" specified under Section 133 of the Companies Act, 2013.

The notes 1 to 72 form an integral part of the financial statements.

This is the Statement of Cash Flows referred to in our report of even date.

As per our Report Attached

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
Membership No.: 403290
UDIN No.: 24403290BKHGCW2017

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time
Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director
and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024

Consolidated Statement of Changes in Equity

(1) CURRENT REPORTING PERIOD

Equity Share Capital

(₹ in Lakhs)

	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
For the year ended on March 31, 2024	2,261.70	0.00	0.00	0.00	2,261.70

(2) PREVIOUS REPORTING PERIOD

(₹ in Lakhs)

	Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
For the year ended on March 31, 2023	2,261.70	0.00	0.00	0.00	2,261.70

Other Equity

(₹ in Lakhs)

	Reserves & Surplus			Equity Instruments through other Comprehensive Income	Exchange difference on translating financial difference on foreign operation	Capital Issue Expenses	Attributable to owners of the parent	Non-controlling interest	Total	
	Statutory Reserve	Capital Reserve	Securities Premium Reserve							
Balance at the beginning of the reporting period - April 01, 2022	6.48	2,584.29	8,000.75	127.04	6,541.93	(47.73)	874.10	18,032.68	874.12	18,906.80
Profit for the year	-	-	-	-	4,280.16	-	-	4,280.16	3,741.72	8,021.88
Total Comprehensive income for the year	-	-	-	-	-	6.86	233.62	240.48	-	240.48
On initial public offer of subsidiary	-	3,114.00	-	-	-	-	-	3,114.00	-	3,114.00
Adjustments on account sale of stake in subsidiary	-	-	-	-	(588.97)	-	-	(588.97)	-	(588.97)
Transfer to/from	-	-	(937.12)	-	(3.32)	-	937.12	(3.32)	-	(3.32)
Dividend	-	-	-	-	(285.69)	-	-	(285.69)	-	(285.69)
Statutory reserves as per Section 45-1C of RBI Act, 1934	3.32	-	-	-	-	-	-	3.32	-	-
Capital Expenses	-	-	-	-	-	(918.32)	-	(918.32)	-	(918.32)
Balance at the end of the reporting period - March 31, 2023	9.80	5,698.29	7,063.63	127.04	9,944.11	(40.38)	1,107.72	23,874.34	4,615.84	28,486.86
Profit for the year	-	-	-	-	25,791.61	-	-	25,791.61	1,630.85	27,422.46
Total Comprehensive income for the year	-	-	-	-	-	12.19	50.58	62.77	-	62.77
On initial public offer of subsidiary	-	-	15,900.00	-	-	-	-	15,900.00	-	15,900.00
Adjustments on account sale of stake in subsidiary	-	-	-	-	-	-	-	-	-	-
Transfer to/from	-	-	(126.29)	-	(350.92)	-	(2,204.03)	(2,681.24)	988.01	(1,693.23)
Dividend	-	-	-	-	(362.15)	-	-	(362.15)	-	(362.15)
Statutory reserves as per Section 45-1C of RBI Act, 1934	3.32	-	-	-	(3.32)	-	-	-	-	-
Capital Issue Expenses	-	-	(2,239.41)	-	-	-	-	2,239.41	-	-
Balance at the end of the reporting period - March 31, 2024	13.12	5,698.29	20,597.93	127.04	35,019.33	(28.19)	1,158.30	62,585.33	7,234.70	69,816.71

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

Ajay Paliwal
Proprietor
Membership No: 403290
UDIN No: 24403290BKHGWCW2017

Place: Mumbai
Dated: May 09, 2024

For and on behalf of the Board

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Harikant turgalia
Whole-Time Director and CFO
DIN: 00049544

Notes to the Consolidated Financial Statements

NOTE 1: COMPANY INFORMATION

SAT Industries Limited (SIL) - parent - is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. SIL is engaged in the manufacture of flexible packaging, Hose pipes, leasing, investment etc. activities on its own and through subsidiaries companies.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

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 financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 116 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in

which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Basis of Consolidation

The Consolidated Financial Statements (CFS) include the financial statements of the Company and its subsidiaries and together with the share of the total comprehensive income of associates.

Subsidiaries are entities controlled by the Group. Associate is an entity over which the Group exercise significant influence but does not control.

Control and significant influence is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Group's returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Financial Statements. The Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee.

The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Statement of Profit and Loss.

Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes. An investment in an associate is initially recognized at cost on the date of the investment, and inclusive of any goodwill/capital reserve embedded in the cost, in the Balance Sheet. The proportionate

share of the Group in the net profits/losses as also in the other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method').

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Operating Cycle

All assets and liabilities have been classified as current or Non-Current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Property, Plant and Equipment – Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP. Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All up gradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

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 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 the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Group are as follows:

Buildings	30 - Years
Plant and Equipment	7 - 25 Years
Furniture and Fixtures	8 - 10 Years
Vehicles	8 - 10 Years
Office Equipment	5 Years

No write off is made in respect of leasehold land.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Goodwill on Consolidation

Goodwill arising on consolidation is stated at cost less impairment losses, where applicable. On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss. On acquisition of an associate, the goodwill/capital reserve arising from such acquisition is included in the carrying amount of the investment and also disclosed separately.

Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- a. For assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant;
- b. For separately acquired assets, at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for

sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets. Internally generated brands, websites and customer lists are not recognised as intangible assets.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at April 01, 2016 measured as per the previous GAAP.

Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortized.

All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss.

Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortization and/or impairment losses. The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on FIFO method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of

activity. Net realisable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

Foreign Currency Transactions

The presentation currency of the Group is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Group's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

For the preparation of the consolidated financial statements:

- (a) Assets and liabilities of foreign operations, together with goodwill and fair value adjustments assumed on acquisition thereof, are translated to Indian Rupees at exchange rates prevailing at the reporting period end;
- (b) Income and expense items are translated at the average exchange rates prevailing during the period; when exchange rates fluctuate significantly the rates prevailing on the transaction date are used instead.

Differences arising on such translation are accumulated in foreign currency translation reserve and attributed to non-controlling interests proportionately.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group is reclassified to the Statement of Profit and Loss. In relation to a partial disposal, that does not result in losing control over the subsidiary, the proportionate exchange differences accumulated in equity is reclassified to the Statement of Profit and Loss.

Investment in Associate

Investment in Associate is accounted for using the 'equity method' less accumulated impairment, if any.

Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the relevant instrument and 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 measured

at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition:

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Group becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification:

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) Amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest;
- (b) Fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income;
- (c) Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment:

The Group assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification:

When and only when the business model is changed, the Group shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition:

Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- (a) Amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- (b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition:

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods includes excise and other duties which the Group pays as a principal but excludes amounts collected on behalf of third parties, such as sales tax and value added tax.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Government Grant

The Group may receive government grants that require compliance with certain conditions related to the Group's operating activities or are provided to the Group by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Group will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets;
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred;
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

Employee Benefits

i) Short-term Employee benefits Liabilities for wages and salaries including nonmonetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Post-Employment Benefits Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund maintained with Regional Provident Fund Office and Superannuation Fund are charged as an expense in the Statement of Profit and Loss as they fall due.

Defined Benefit Plans

Gratuity Fund

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the payment of the Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Provident Fund

The contributions to the Provident Fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

iii) Other Long Term Employee Benefits

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method.

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and losses in respect of such benefits are charged to Statement of Profit and Loss in the period in which they arise.

Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Group as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Group is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where

the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Claims

Claims against the Group not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

Provisions

Provisions are recognised when, as a result of a past event, the Group has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Corporate Management Committee.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes.

“Unallocated Corporate Expenses” include revenue and expenses that relate to initiatives/costs attributable to the enterprise as a whole and are not attributable to segments.

Financial and Management Information Systems

The Group's Accounting System is designed to comply with the relevant provisions of the Companies Act, 2013, to provide financial information appropriate to the businesses and facilitate Internal Control.

Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and

liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

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

A. Judgements in applying accounting policies

The following are the judgements, apart from those involving estimations (see note below), that the Group have made in the process of applying the accounting policies and that have a significant effect on the amounts recognised in the consolidated financial statements:

1. Control:

The Group assessed whether or not it has control on its investees based on whether, as an investor, it has the power/rights and consequently the practical ability to direct the relevant activities of its investees unilaterally. In making this judgement, the Group considered the absolute size of its holding, the relative size of and dispersion of other shareholders, and whether any contractual arrangements exist between the Company (and its subsidiaries) and other shareholders of the investees. Based on this, and in accordance with its Accounting Policy, the Group has determined that the entities listed in the notes to the financial statements are the only entities over which Group has control.

2. Significant influence:

The Group assessed whether or not it has significant influence on its investees based on its practical ability to participate in the financial and operating policy decisions of the investee, though it is not in control of these policies. Based on such assessment, the Group determined that the entities listed in the notes to the financial statements are the only entities over which the Group has significant influence, and accordingly associates.

3. Useful life of Intangible Assets:

The Group is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

2. Fair value measurements and valuation processes:

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

3. Actuarial Valuation:

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

4. Claims, Provisions and Contingent Liabilities:

In respect of litigations where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

	Land -Free hold	Land: Leasehold*	Building	Plant and Equipment	Furniture and Fixtures	Vehicle	Office equipment	D.G.Set	Tube well	Computer	Moulds	Plant and Equipment	Total
Year ended March 31, 2024													
GROSS CARRYING AMOUNT													
Opening Gross Carrying Amount	115.96	1,650.96	4,190.06	11,013.20	447.06	351.79	281.77	58.24	6.49	274.97	509.59	331.60	19,231.69
Additions	196.65	547.07	711.61	2,437.44	96.25	15.08	36.62	-	0.79	60.20	-	-	4,101.71
On acquisition of subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/Adjustment	-	-	-	21.32	-	-	-	-	-	-	-	-	21.32
Closing Gross Carrying Amount	312.61	2,198.03	4,901.67	13,429.32	543.31	366.87	318.39	58.24	7.28	335.17	509.59	331.60	23,312.08
ACCUMULATED DEPRECIATION													
Opening Accumulated Depreciation	-	-	1,925.55	5,372.09	329.17	217.55	247.17	31.97	0.56	215.69	150.29	111.90	8,601.94
Depreciation charge during the year	-	-	151.83	555.44	28.76	32.62	26.45	2.55	0.22	54.45	18.44	12.77	883.53
Disposals/Adjustments	-	-	-	10.74	-	-	-	-	-	-	-	-	10.74
Closing Accumulated Depreciation	-	-	2,077.38	5,916.79	357.93	250.17	273.62	34.52	0.78	270.14	168.73	124.67	9,474.73
Net Carrying Amount	312.61	2,198.03	2,824.29	7,512.53	185.38	116.70	44.77	23.72	6.50	65.03	340.86	206.93	13,837.35
Year ended March 31, 2023													
GROSS CARRYING AMOUNT													
Opening Gross Carrying Amount	115.96	1,650.96	2,834.70	8,094.68	392.22	288.07	248.87	57.28	1.16	223.34	612.83	331.60	14,851.67
Additions	-	-	1,355.36	2,931.32	55.07	63.72	40.40	0.96	5.33	51.63	-	-	4,503.79
Disposals/Adjustment	-	-	-	12.80	0.23	-	7.50	-	-	-	103.24	-	123.77
Closing Gross Carrying Amount	115.96	1,650.96	4,190.06	11,013.20	447.06	351.79	281.77	58.24	6.49	274.97	509.59	331.60	19,231.69
ACCUMULATED DEPRECIATION													
Opening Accumulated Depreciation	-	-	1,816.63	4,950.53	308.74	178.16	231.45	29.45	0.49	177.31	148.81	99.13	7,940.70
Depreciation charge during the year	-	-	108.92	429.00	20.43	39.39	21.89	2.52	0.07	38.38	19.61	12.77	692.98
Disposals/Adjustments	-	-	-	7.44	-	-	6.17	-	-	-	18.13	-	31.74
Closing Accumulated Depreciation	-	-	1,925.55	5,372.09	329.17	217.55	247.17	31.97	0.56	215.69	150.29	111.90	8,601.94
Net Carrying Amount	115.96	1,650.96	2,264.51	5,641.11	117.89	134.24	34.60	26.27	5.93	59.28	359.30	219.70	10,629.75

*No write off has been made in respect of leasehold land.

Intangible Assets

(₹ in Lakhs)

Particulars	Owned Assets	
	Computer Software	Total
Year ended March 31, 2024		
GROSS CARRYING AMOUNT		
Opening Gross Carrying Amount	162.20	162.20
Additions	15.73	15.73
Disposals/Adjustment	-	-
Closing Gross Carrying Amount	177.93	177.93
ACCUMULATED DEPRECIATION		
Opening Accumulated Depreciation	84.09	84.09
Depreciation charge during the year	32.48	32.48
Disposals/Adjustments	-	-
Closing Accumulated Depreciation	116.57	116.57
Net Carrying Amount	61.36	61.36
Year ended March 31, 2023		
GROSS CARRYING AMOUNT		
Opening Gross Carrying Amount	91.14	91.14
Additions	71.06	71.06
Disposals/Adjustment	-	-
Closing Gross Carrying Amount	162.20	162.20
ACCUMULATED DEPRECIATION		
Opening Accumulated Depreciation	59.92	59.92
Depreciation charge during the year	24.17	24.17
Disposals/Adjustments	-	-
Closing Accumulated Depreciation	84.09	84.09
Net Carrying Amount	78.11	78.11

Capital-Work In Progress

(₹ in Lakhs)

FY 2023-24	589.87
FY 2022-23	157.22

Intangible assets under development

(₹ in Lakhs)

FY 2023-24	3.78
FY 2022-23	-

Note:

- (i) There is no immovable properties whose title deeds are not held in the name of the Parent and subsidiary companies.
- (ii) The Group has not revalued its Property, Plant and Equipment.
- (iii) The Group has not revalued its Intangible assets.
- (iv) Capital - Work-in Progress (CWIP)

(a) CWIP aging schedule

(₹ in Lakhs)

Particulars	Amount in CWIP for a current period of				
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	589.87	-	-	-	589.87
Projects temporarily suspended	-	-	-	-	-

(₹ in Lakhs)

Particulars	Amount in CWIP for a previous period of				
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	157.22	-	-	-	157.22
Projects temporarily suspended	-	-	-	-	-

(b) Intangible assets under development

Intangible Assets under development ageing schedule

(₹ in Lakhs)

Particulars	Amount in CWIP for a current period of				
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	3.78	-	-	-	3.78
Projects temporarily suspended	-	-	-	-	-

Intangible Assets under development ageing schedule

(₹ in Lakhs)

Particulars	Amount in CWIP for a previous period of				
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

NOTE 4: NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
A) Investments in Equity Instruments				
i) Unquoted				
(a) Investment in CCD				
Positive Food Ventures Pvt Ltd - CCD	3,394	4.75	3,394	4.75
(CCD of ₹ 10/- each)				
Gozing Technology Pvt Ltd - CCD	35	2.10	35	2.10
(CCD of ₹ 10/- each)				
Legalpay Technology Pvt Ltd - CCD	500	5.00	500	5.00
(CCD of ₹ 10/- each)				
Ncome Tech Solutions Pvt Ltd - CCD	-	-	20	2.80
(CCD of ₹ 10/- each)				
Artha Energy Projects Pvt Ltd - CCD	50	50.00	-	-
(CCD of ₹ 10/- each)				

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
(b) Investment in CCPS				
Globalvalue Food And Condiments Pvt Ltd	26	2.50	26	2.50
(CCPS of ₹ 10/- each)				
Aubotz Labs Pvt Ltd	39	7.01	39	7.01
(Face Value ₹ 10/- each)				
Botson Labs Pvt Ltd	1,902	12.51	1,030	7.52
(Face Value ₹ 10/- each)				
Broomees India Pvt Ltd	112	16.26	64	11.04
(Face Value ₹ 10/- each)				
CarterPorter Pvt Ltd	44	3.60	44	3.60
(Face Value ₹ 10/- each)				
Chakshu.AI Pvt Ltd	985	10.00	985	10.00
(Face Value ₹ 10/- each)				
Comfypets Pvt Ltd	97	11.03	97	11.03
(Face Value ₹ 10/- each)				
Crescere Technologies Pvt Ltd	10	7.00	10	7.00
(Face Value ₹ 10/- each)				
Devnagri AI Pvt Ltd	94	10.92	40	6.52
(Face Value ₹ 10/- each)				
DVDP Technologies Pvt Ltd	79	7.01	79	7.01
(Face Value ₹ 10/- each)				
Ensuredit Technologies Pvt Ltd	120	2.48	120	2.48
(Face Value ₹ 10/- each)				
Expertrons Technologies Pvt Ltd	12	10.73	12	10.73
(Face Value ₹ 10/- each)				
Frello Technology Pvt Ltd	39	9.23	39	9.23
(Face Value ₹ 10/- each)				
Giggle Galaxy Pvt Ltd	27,064	6.22	27,064	6.22
(Face Value ₹ 10/- each)				
Joule Consulting Pvt Ltd	240	6.69	240	6.69
(Face Value ₹10/- each)				
Meliorism Switchism Pvt Ltd	129	10.07	129	10.07
(Face Value ₹ 10/- each)				
Mothersense Technologies Pvt Ltd	2	4.28	2	4.28
(Face Value ₹ 10/- each)				
Ncome Tech Solutions Pvt Ltd	89	12.87	42	5.09
(Face Value ₹ 10/- each)				
Pinbox Inclusion Pvt Ltd	11	11.69	11	11.69
(Face Value ₹ 10/- each)				
Prescinto Technologies Pvt Ltd	429	11.71	257	5.99
(Face Value ₹ 10/- each)				
Qzense Labs Pvt Ltd	41	3.94	17	2.31
(Face Value ₹ 10/- each)				

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
Sampatra Technologies Pvt Ltd (Face Value ₹ 10/- each)	750	7.61	750	7.61
Seygnux Solutions Pvt Ltd (Face Value ₹ 10/- each)	39	5.59	39	5.59
Shrikar Datakund Pvt Ltd (Face Value ₹ 10/- each)	52	7.52	52	7.52
SPV Laboratories Pvt Ltd (Face Value ₹ 10/- each)	7,400	7.03	7,400	7.03
Tecso Charge Zone Pvt Ltd (Face Value ₹ 10/- each)	2,191	4.60	2,191	4.60
Wizzy Softech Pvt Ltd (Face Value ₹ 10/- each)	97	11.11	97	11.11
Asht Capital Pvt Ltd - CCPS (Face Value ₹ 10/- each)	174	16.07	114	11.01
Cyberviking Ventures Pvt Ltd/Nooble - CCPS (Face Value ₹ 10/- each)	13	6.97	13	6.97
DCG Tech Limited CCPS (Face Value ₹ 10/- each)	4,340	25.00	4,340	25.00
Globalvalue Food And Condiments Pvt Ltd - CCPS (Face Value ₹ 10/- each)	26	2.50	26	2.50
Gozing Technology Pvt Ltd - CCPS (Face Value ₹ 10/- each)	115	4.25	115	4.25
Mestis Energy Pvt Ltd - CCPS (Face Value ₹ 10/- each)	104	11.01	104	11.01
Red Basil Technologies Pvt Ltd- CCPS (Face Value ₹ 10/- each)	904	11.01	904	11.01
Riverus Technology Solutions Pvt Ltd - CCPS (Face Value ₹ 10/- each)	93,862	15.00	93,862	15.00
Snippt Media Pvt Ltd - CCPS (Face Value ₹ 10/- each)	1,248	10.01	1,248	10.01
Sunfox Technologies Pvt Ltd - CCPS (Face Value ₹ 10/- each)	53	6.99	53	6.99
Text Mercato Solutions Pvt Ltd - CCPS (Face Value ₹ 10/- each)	15	5.02	15	5.02
Thermal Energy Service Solutions Pvt Ltd - CCPS (Face Value ₹ 10/- each)	155	11.05	155	11.05
Zoofresh Foods Pvt Ltd - CCPS (Face Value ₹ 10/- each)	5,175	25.97	2,159	15.29
Easy To Pitch Networks Pvt Ltd (Face Value ₹ 10/- each)	13	9.09	13	9.09
Thinkmetal Pvt Ltd (Face Value ₹ 10/- each)	116	11.02	-	-

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
Bugbase Security Pvt Ltd (Face Value ₹ 10/- each)	64	11.14	-	-
Dr. Jackfruit India Pvt Ltd (Face Value ₹ 10/- each)	10	11.96	-	-
Fifty Fintech Pvt Ltd (Face Value ₹ 10/- each)	79	11.13	-	-
Geoalgo Technologies Pvt Ltd (Face Value ₹ 10/- each)	305	11.03	-	-
Imagine Healthfin Pvt Ltd - CCPS (Face Value ₹ 10/- each)	3,895	11.00	-	-
Metashop Pvt Ltd-CCPS (Face Value ₹ 10/- each)	68	11.15	-	-
Super Saiyan Labs Pvt Ltd (Face Value ₹ 10/- each)	66	11.14	-	-
Toroi Technologies Pvt Ltd (Face Value ₹ 10/- each)	217	16.14	-	-
XETGO Pvt Ltd - CCPS (Face Value ₹ 10/- each)	294	40.10	-	-
Dolf Labs Pvt Ltd - EQ (Face Value ₹ 10/- each)	114	11.08	-	-
(c) Investments in Others (fully paid up) (At fair value through other comprehensive income)				
Ensuredit Technologies Pvt Ltd - E/S (Shares of ₹ 10/- each)	23	0.47	123	2.54
Positive Food Ventures Pvt Ltd - E/S (Shares of ₹ 10/- each)	89	0.12	89	0.12
Vphrase Analytics Solution Pvt Ltd (Shares of ₹ 10/- each)	112	10.13	112	10.13
Ideope Media Pvt Ltd (Shares of ₹ 10/- each)	-	-	5	0.10
Urbtranz Technologies Pvt Ltd (Shares of ₹ 10/- each)	279	3.11	279	3.11
Creditas Solutions Pvt Ltd (Shares of ₹ 10/- each)	-	-	2,904	55.00
Zeva Capsol Pvt Ltd (Shares of ₹ 10/- each)	19,634	20.01	19,634	20.01
Reconext Labs Pvt Ltd (Shares of ₹ 10/- each)	16	2.11	16	2.11
Eduvanz Financing Pvt Ltd (Shares of ₹ 10/- each)	4,294	31.40	4,294	31.40
Flickstree Productions Pvt Ltd (Shares of ₹ 10/- each)	50	6.19	50	6.19

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
Metro politan Exchange Limited (Shares of ₹ 1/- each)	5,00,000	6.10	5,00,000	6.10
Nuve Pro Technologies Pvt Ltd (Shares of ₹ 1/- each)	76,920	20.00	76,920	20.00
Kalprik Technologies Pvt Ltd (Shares of ₹ 1/- each)	21,688	5.12	21,688	5.12
Bohri Kitchen Pvt Ltd (Shares of ₹ 10/- each)	55	4.73	55	4.73
Karma Primary Healthcare Services Pvt Ltd (Shares of ₹ 1/- each)	1,188	5.97	1,188	5.97
Truelan Textiles Pvt Ltd (Shares of ₹ 10/- each)	32	3.15	32	3.15
SynThera Biomedical Pvt Ltd (Shares of ₹ 10/- each)	82	5.03	82	5.03
Switchme Technologies and Services Pvt Ltd (Shares of ₹ 10/- each)	103	5.00	103	5.00
Insource Operational Optimizers Pvt Ltd (Shares of ₹ 1/- each)	34,165	5.00	34,165	5.00
Mynvax Pvt Ltd (Shares of ₹ 10/- each)	51	5.00	51	5.00
Supa Star Foods Pvt Ltd (Shares of ₹ 10/- each)	136	9.97	136	9.97
Lenden Club Techserve Pvt Ltd (Shares of ₹ 1/- each)	1,011	0.01	1,011	0.01
Lightsaber Food Ventures Pvt Ltd (Shares of ₹ 10/- each)	51	5.82	51	5.82
Rare Plant Handicrafts Limited (Shares of ₹ 10/- each)	514	19.46	514	19.46
Irida Interactive Pvt Ltd (Shares of ₹ 10/- each)	30	5.53	30	5.53
Wi Digital Services Pvt Ltd (Shares of ₹ 10/- each)	2,825	0.29	2,825	0.29
Rocktium Com Technology Pvt Ltd (Shares of ₹ 10/- each)	84	0.01	84	0.01
Instoried Research Labs Pvt Ltd (Shares of ₹ 10/- each)	344	0.03	344	0.03
Ramtirth Leasing and Finance Co. Pvt Ltd (Shares of ₹ 10/- each)	9,265	0.93	9,265	0.93
My Aashiana Management Services Pvt Ltd (Shares of ₹ 10/- each)	25,480	26.31	25,480	26.31

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
Zoofresh Foods Pvt Ltd (Shares of ₹ 10/- each)	244	1.42	-	-
Vested Finance Inc (Shares of ₹ 10/- each)	22050	4.56	22,050	4.56
Mycelium Software (Shares of ₹ 10/- each)	6	-	6.00	-
Laminar Global (Shares of ₹ 10/- each)	132300	27.39	1,32,300	27.39
Field Proxy Inc. (Shares of ₹ 10/- each)	454	0.10	454.00	0.10
Bugbase Pre. Ltd (Shares of ₹ 10/- each)		0.02	0	0
(d) INVESTMENT IN CONVERTIBLE PREFERENCE SHARES				
Duronto Technologies Pvt Ltd (Shares of ₹ 45/- each)	1,122	10.00	1,122	10.00
Lithasa Technologies Pvt Ltd Pre-Series A1 Cumulative Convertible Preference shares of ₹ 100/- each fully paid up	83	19.03	83	19.03
Ideope Media Pvt Ltd (Shares of ₹ 10/- each)	-	-	-	4.95
Stay Vista Pvt Ltd (Shares of ₹ 10/- each)	-	-	-	-
Manali E-Business Pvt Ltd 0.01% (Shares of ₹ 10/- each)	112	5.04	112	5.04
Reverus Technology Solutions Pvt Ltd 0.01% (Shares of ₹ 10/- each)	31,286	5.18	31,286	5.18
Text Mercato Solutions Pvt Ltd (Shares of ₹ 10/- each)	32	5.18	32	5.18
Entellus Business Solutions Pvt Ltd (Shares of ₹ 10/- each)	17	2.89	17	2.89
Mynvax Pvt Ltd (Shares of ₹ 10/- each)	24	7.69	24	7.69
Trudel Faishion Pvt Ltd (Shares of ₹ 10/- each)	33	5.19	33	5.19
Modaviti E-Marketing Pvt Ltd (Shares of ₹ 10/- each)	25	0.01	25	0.01
Skilancer Solar Pvt Ltd (Shares of ₹ 10/- each)	36	2.09	36	2.09
Getsup for Change Service Pvt ltd (Shares of ₹ 10/- each)	84	0.01	84	0.01
Mynvax Pvt Ltd (Shares of ₹ 10/- each)	17	4.70	17	4.70

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
(e) Investment in Funds				
Venture Capital Fund				
9Unicorns Accelerator Fund - I	85,000	84.95	85,000	85.00
(Units of ₹ 100/- each)				
BlinC Fund II	700	69.98	350	35.00
(Units of ₹ 10000/- each)				
Z Nation Lab Growth Fund	3,360	296.05	2,270	232.59
(Units of ₹ 100/- each)				
Artha Select Fund	10,000	10.00	10,000	10.00
(Units of ₹ 100/- each)				
Beams Fintech Fund I	35,000	35.00	35,000	35.00
(Units of ₹ 100/- each)				
Siriusone Capital Fund	25,000	25.50	25,000	25.50
(Units of ₹ 100/- each)				
India Quotient Fund II - Venture Capital Fund	100	69.34	100	75.91
(Units of ₹ 100000/- each)				
Artha Continuum Fund	15,000.00	15.44	-	-
(Units of ₹ 100/- each)				
1 Funds Trust 2	11	11.00	-	-
(Units of ₹ 100000/- each)				
Gostops Hospitality Pvt Ltd	16	16.00	-	-
(Units of ₹ 100000/- each)				
India Inflection Opportunity Trust	195	195.00	-	-
(Units of ₹ 100000/- each)				
Simyog Technology Pvt Ltd	8	8.00	-	-
(Units of ₹ 100000/- each)				
Artha Venture Fund-1	27,000	76.07	27,000	77.14
(Units of ₹ 100/- each)				
LV Angel Fund	11	5.36	11	11.32
(Units of ₹ 100000/- each)				
B) Investments in LLP				
Rubis Capital Advisors LLP	-	5.12	-	5.12
3.13% Share				
Equipact Advisory LLP	-	100.00	-	-
6.67% Share				
C) Investments in Equity Instruments				
i) Quoted				
(a) Others				
Tirupati Sarjan Limited	3,75,000	46.27	3,75,000	34.08
(Shares of ₹ 10/- each)				

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Value	Units	Value
Total		1,976.47		1,345.16
(a) Total Investment		1,976.47		1,345.16
(b) Aggregate amount of unquoted Investments		1,930.20		1,311.08
(c) Aggregate amount of quoted Investments		46.27		34.08
(d) Aggregate provision for diminution in value-quoted		28.69		40.88
(e) Market value of quoted Investment		46.27		34.08

NOTE 5: LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-Current	Current	Non-Current
(Unsecured, considered good)				
(a) Loan considered good - secured	-	-	-	-
(b) Loan considered good - unsecured	6,327.60	2,638.42	5,353.86	1,364.67
(c) Loans which have significant increase in Credit Risk	-	-	-	-
(d) Loans - Credit impaired	-	-	-	-
	6,327.60	2,638.42	5,353.86	1,364.67
Less: Allowance for doubtful debts	17.69	-	-	-
Total	6,309.91	2,638.42	5,353.86	1,364.67

Note 5.1: No loans are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties disclosed as mentioned in note 37.

Loans or advances in the nature of loans granted to promoters, directors, KMPs and the related parties:

(a) Repayable on demand; or (b) without specifying terms of period of repayment.

(₹ in Lakhs)

Type of Borrower	Promoters	Directors	KMP's	Total
Amount of loan or advance in the nature of outstanding	-	-	1.85 (2.50)	1.85 (2.50)
Percentage to the total Loans & Advances in the nature of Loans	-	-	0.18 (0.21)	0.18 (0.21)

NOTE 6: OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-Current	Current	Non-Current
Bank Deposit with more than 12 months maturity*	2.00	70.98	0	0
Other Financial Assets				
Deposit	-	163.96	2.01	133.04
Interest accrued on loan, deposit prepaid expenses etc.**	81.54	0.32	50.13	0.17
Advance	-	0.65	-	-
Other Receivables	-	-	-	-
Advance to Staff	72.37	-	61.34	-
Total	155.91	235.91	113.48	133.21

*includes accrued interest ₹ 0.98 Lakhs (pr. yr. ₹ 2.70 Lakhs). Out of this deposit ₹ 70.98 Lakhs (pr. yr. ₹ 76.19 Lakhs) liened with UCO Bank against Bank Guarantee.

**net of provision for doubtful ₹ 1.70 Lakhs (pr. yr. NIL)

NOTE 7: OTHER ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-Current	Current	Non-Current
Capital Advances	-	0.97	2.06	0.65
Advances other than capital advances				
Security Deposit	-	-	-	-
With Statutory Authorities	-	373.46	-	0.92
Others	-	4.11	-	60.40
Other Advances				
Advance against share	-	-	-	111.05
Advance against expenses	901.88	243.06	2,200.41	2.01
Statutory authorities employees - paid expenses etc.	1,279.21	-	268.01	14.12
Other receivables	2,819.91	61.76	2,620.11	164.43
Total	5,001.00	683.36	5,090.59	353.58

NOTE 8: INVENTORIES

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
At lower of cost and net realisable value		
(a) Raw materials	2,592.70	3,483.00
(b) Work-in-progress	5,232.92	3,975.32
(c) Finished goods	756.95	860.87
(d) Stores and spares	248.49	162.99
(e) Printing Ink	53.45	31.60
Total	8,884.51	8,513.78

NOTE 9: TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
(a) Trade Receivables considered good - secured	-	-
(b) Trade Receivables considered good - unsecured	14,800.48	10,702.97
(c) Trade Receivables which have significant increase in Credit Risk	-	-
(d) Trade Receivables - Credit impaired	-	-
	14,800.48	10,702.97
Less: Allowance for doubtful debts	-	-
Total	14,800.48	10,702.97

Trade receivables ageing schedule as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	12,523.38	1,823.25	267.43	19.07	151.95	14,785.08
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	15.40	15.40

Trade receivables ageing schedule as at March 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	Total
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
(vi) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Total	12,523.38	1,823.25	267.43	19.07	167.35	14,800.48

Trade receivables ageing schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	9,262.19	1,211.35	19.07	33.40	161.56	10,687.57
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	15.40	-	15.40
(v) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
(vi) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Total	9,262.19	1,211.35	19.07	48.80	161.56	10,702.97

Note 9.1: No trade receivables are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no trade receivables are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties disclosed as mentioned in note 37.

NOTE 10: CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Balances with banks		
i) In current accounts	916.53	735.67
ii) Cheques on hand	-	-
iii) In fixed deposit account with original maturity upto 3 months*	7,647.32	2,824.59
	8,563.85	3,560.26
b) Cash on hand	16.03	12.64
Total	8,579.88	3,572.90

*includes accrued interest ₹ 119.34 Lakhs (previous year ₹ 21.97 Lakhs)

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior period.

NOTE 11: OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at	
	March 31, 2024	March 31, 2023
Bank deposits with original maturity for more than 3 months but not more than 12 Months*	25,037.11	1,102.10
Total	25,037.11	1,102.10

*includes accrued interest ₹ 29.43 Lakhs (previous year ₹ 0.10 Lakhs)

NOTE 12: CURRENT TAX ASSETS

(₹ in Lakhs)

Particulars	As at	
	March 31, 2024	March 31, 2023
Income Tax Refund	13.28	0
Total	13.28	-

NOTE 13: SHARE CAPITAL

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount (₹ in Lakhs)	No. of Shares	Amount (₹ in Lakhs)
Authorised				
Equity Shares of ₹ 2/- each	14,50,00,000	2,900.00	14,50,00,000	2,900.00
	14,50,00,000	2,900.00	14,50,00,000	2,900.00
Issued Subscribed and Paid up				
Equity Shares of ₹ 2/- each fully paid up	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Total	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 13.1:

Reconciliation for No. of shares outstanding during the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount (₹ in Lakhs)	No. of Shares	Amount (₹ in Lakhs)
Shares outstanding at the beginning of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 13.2:

Details of shareholders holding more than 5%

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. Sat Invest Private Limited	5,08,35,000	44.95%	5,08,35,000	44.95%
2. Dawood Investment Private Limited	*	*	72,09,321	6.38%
3. Space Age Polymers LLP	*	*	66,19,455	5.85%
4. A Flex Invest Private Limited	75,00,000	6.63%	75,00,000	6.63%

*During the year the holding reduced below 5%.

Note 13.3: The Company has only one class of shares referred to as the equity shares having face value of ₹ 2/- each. Each holder of equity share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by the Shareholders at the Annual General Meeting.

Note 13.4: There are no calls unpaid on equity shares.

Note 13.5: No Equity shares have been forfeited.

Note 13.6: No shares have been reserved for issue under options etc.

Note 13.7: The Company has not allotted any shares pursuant to contract without payment being received in cash.

Shares held by promoters at the end of the year	As at March 31, 2024		% Change during the year	As at March 31, 2023		% Change during the year
	Promoter name	No. of shares		% of total shares	No. of shares	
Sat Invest Pvt Ltd	5,08,35,000	44.95	NIL	5,08,35,000	44.95	NIL
A Flex Invest Pvt Ltd	75,00,000	6.63	NIL	75,00,000	6.63	NIL
Total	5,83,35,000	51.58	-	5,83,35,000	51.58	-

NOTE 14: OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Securities Premium		
As per the last year accounts	7,063.63	8,000.75
Add: Addition/(deduction) during the year	15,900.00	-
Transfer from Capital issue expenses*	(2,365.70)	(937.12)
Total	20,597.93	7,063.63
2. Capital Reserve		
As per the last year accounts	5,698.29	2,584.29
Add: Addition/(deduction) during the year	-	3,114.00
Less: Deduction during the year	-	-
	5,698.29	5,698.29
3. General Reserve		
As per the last year accounts	127.04	127.04
Add: Addition/(deduction) during the year	-	-
	127.04	127.04
4. Retained Earnings		
As per the last year accounts	9,944.11	6,541.93
Add: Surplus for the year	25,791.61	4,280.16
Transfer to/from	(350.92)	-
Dividend	(362.15)	(285.69)
Statutory reserves as per Section 45-IC of RBI Act, 1934	(3.32)	(3.32)
Adjustments on amalgamation	-	(588.97)
	35,019.33	9,944.11
5. Foreign Currency Translation Reserve		
As per the last year accounts	1,107.72	874.10
Add: Addition during the year	50.58	233.62
	1,158.30	1,107.72

NOTE 14: OTHER EQUITY(Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
6. Equity Instruments through Other Comprehensive Income		
As per the last year accounts	(40.87)	(47.73)
Add: Addition during the year	12.19	6.86
	(28.68)	(40.87)
7. Statutory Reserve		
As per the last year accounts	9.80	6.48
Add: Addition during the year	3.32	3.32
	13.12	9.80
8. Amalgamation Expenses		
As per the last year accounts	-	6.48
Add: Addition/(deduction) during the year	(15.04)	-
	(15.04)	6.48
9. Capital issue Expenses		
As per the last year accounts	(35.38)	(54.18)
Add: Addition/(deduction) during the year	2,239.41	937.12
Transfer to security premium	(2,204.03)	(918.32)
	-	(35.38)
Equity attributable to the owners of the parent	62,570.29	23,874.34
Non-controlling interest	7,234.70	4,615.84
Total	69,804.99	28,490.18

*Public issue expenses amounting to ₹ 2365.70 Lakhs (₹ 937.12) Lakhs have been adjusted against Securities Premium in accordance with the provisions of Section 52 of the Companies Act, 2013.

Nature and purpose of reserves

1) Securities Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

2) General Reserve

General Reserve: This Reserve is created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

3) Capital Reserve

Capital Reserve represents the amount forfeited on not exercising the option attached to the conversion of warrants into equity shares within a scheduled time and also includes amount arising on consolidation of subsidiary Company.

4) Retained Earnings

This Reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

5) Equity Instruments through Other Comprehensive Income

This Reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

6) Statutory Reserve

Statutory Reserve created pursuant to Section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profit of the non-banking finance Company and can be utilised as provided in the said Act.

NOTE 15: BORROWINGS - NON-CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-Current	Current	Non-Current
Secured				
From Bank				
UCO Bank -Term Loan ₹ 114 Lakhs ^(a)	2.52	-	39.87	2.94
UCO Bank -Term Loan ₹ 84.67 Lakhs ^(b)	30.00	43.46	5.57	78.32
Uco Bank Term Loan ₹ 10 Crores ^(c)	199.78	533.33	200.00	733.33
Uco Bank Term Loan Car ^(d)	1.38	12.38	4.88	12.38
Uco Bank Term soler ^(e)	37.50	100.00	-	-
HDFC Bank Truck Loan ^(f)	4.67	13.94	4.31	18.61
HDFC Bank Car Loan ^(g)	2.23	9.89	-	-
Kotak Mahindra Bank ^(h)	5.77	6.34	16.07	12.12
Yes Bank ⁽ⁱ⁾	4.09	8.41	2.92	12.92
Kotak Mahindra Bank - FCTL	-	-	1,516.06	1,667.19
Kotak Mahindra Bank - Working capital Rupee term loan under ECLGS	-	-	294.25	289.32
Other than related parties	-	288.77	-	-
	287.94	1,016.52	2,083.93	2,827.13
Total	287.94		2,083.93	

(a) Secured against equitable mortgage of land and building of Sah Polymers Limited - subsidiary, situated at E-260-261, Mewar Industrial Area, Madri, Udaipur: 313003 and at Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in process, stores and spares, book debts, and packing materials etc. The loan is repayable in 36 equal monthly instalments ₹ 3,54,611.00 each commencing from June 14, 2021 and the last instalment is repayable on June 14, 2024. Rate of interest as on March 31, 2024 is 9.25% per annum. It is also secured by way of corporate guarantee of the Company.

(b) Secured against equitable mortgage of land and building of the Sah Polymers Limited - subsidiary, situated at E-260-261, Mewar Industrial Area, Madri, Udaipur: 313003 and Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in-process, stores and spares, book debts, and packing materials etc. The loan is repayable in 36 equal monthly instalments ₹ 2,63,376.35 each commencing from December 15, 2023 and the last instalment is repayable on December 15, 2026. Rate of interest as on March 31, 2024 is 9.25% per annum. It is also secured by way of corporate guarantee of the Company.

(c) Secured against equitable mortgage of land and building of the Sah Polymers Limited - subsidiary, situated at E-260-261, Mewar Industrial Area, Madri, Udaipur: 313003 and Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in process, stores and spares, book debts, and packing materials etc. The loan is repayable in 36 equal monthly instalments ₹ 16,66,667.00 each commencing from December 15, 2023 and the last

instalment is repayable on June 15, 2028. Rate of interest as on March 31, 2024 is 10.00% per annum. It is also secured by way of corporate guarantee of the Company.

(d) Secured against Hypothecation of Vehicle No. RJ27 UE 0279. The loan is repayable in 60 equal monthly instalment ₹ 40,649.00 each commencing from June 06, 2022 and the last instalment is repayable on May 31, 2027. Rate of interest as on March 31, 2024 is 10.20% per annum.

(e) Secured against equitable mortgage of land and building of the Sah Polymers Limited - subsidiary situated at E-260-261, Mewar Industrial Area, Madri, Udaipur: 313003 and Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in-progress, stores and spares, book debts, and packing materials etc. The loan is repayable in 48 equal monthly instalments ₹ 3,12,500.00 each commencing from September 30, 2023 and the last instalment is repayable on September 30, 2028. Rate of interest as on March 31, 2024 is 10.00% per annum. It is also secured by way of corporate guarantee of the Company.

(f) Secured against Hypothecation of Vehicle No. RJ27 GE 0153. The loan is repayable in 60 equal monthly instalment ₹ 49,946.00 each commencing from November 15, 2022 and the last instalment is repayable on October 15, 2027. Rate of interest as on March 31, 2024 is 8.02% per annum.

(g) Secured against hypothecation of car no. RJ27-UC-2292. The loan is repayable in 60 equated monthly instalments of ₹ 27,050.00 each commencing from November 05, 2023 and the last instalment is payable on October 05, 2028. Rate of Interest as on March 31, 2024 is @9.10% There was no continuing default in the repayment of instalment and interest thereon.

- (h) Secured against hypothecation of Bus no. MH46 BM 7420. The loan is repayable in 60 equated monthly instalments of ₹ 55,614.00 each commencing from April 15, 2021 and the last instalment is payable on March 15, 2026 Rate of Interest as on March 31, 2024 is @ 9.48% There was no continuing default in the repayment of instalment and interest thereon.
- (i) Secured against hypothecation of Car no. MH01 DB 1251. The loan is repayable in 60 equated monthly instalments of ₹ 1,12,822.00 each commencing from March 09, 2018 and the last instalment is repayable on March 02, 2023 There

is no continuing default in the repayment of instalment and interest thereon. Rate of interest as on March 31, 2024 is 8.10% per annum.& Term loan from Yes Bank is secured against hypothecation of Car no. MH01 DX 9934. The loan is repayable in 60 equated monthly instalments of ₹ 37,079.00 each commencing from June 15, 2023 and the last instalment is payable on May 15, 2027. Rate of Interest as on March 31, 2024 is @7.51%.

There is no continuing default in repayment of instalment and interest thereon.

NOTE 16: OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-Current	Current	Non-Current
Other Payables	2.69	572.13	2.10	0.67
Total	2.69	572.13	2.10	0.67

NOTE 17: DEFERRED TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
a) Deferred Tax Liabilities		
Opening Balance	387.59	287.47
(+) Opening Balance of subsidiaries	-	-
(+) Current year deferred tax liabilities	72.48	99.93
(-) Current deferred tax assets for leave encashment	0.58	0.30
(-) Deferred Tax Asset created on losses now reversed	-	(0.49)
Total	459.49	387.59
b) MAT Credit Entitlement		
Opening	53.13	0.08
Addition	14.10	71.60
Less: used during the year	2.31	18.55
Balance	64.92	53.13
Total	394.57	334.46

NOTE 18: CURRENT BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-Current	Current	Non-Current
Secured				
Current maturity of Long term debt	287.94	-	2,083.93	-
(*for security refer to Note 15)				
From Bank				
Repayable on demand				
UCO Bank Cash Credit (a)& (ai)	1,771.11	-	1,123.59	-
Unsecured				
From Bank				
ICICI Bank (b)	297.00	-	280.00	-
Dutsche Bank OD (c)	-	-	0.99	-
Others				
Others	2,933.69	-	4,173.78	-
Total	5,289.74	-	7,662.29	-

- (a) Secured against equitable mortgage of land and building of Sah Polymers Limited - subsidiary situated at E-260-261, Mewar Industrial Area, Madri, Udaipur: 313003 and at Vill: Modi, District: Udaipur by way of first charge on all current assets such as raw material, finished goods, work-in-process, stores and spares, book debts, and packing materials etc. of the Parent Company. It is also secured by way of corporate guarantee of the Company. Rate of interest as on March 31, 2024 is 10.00% per annum.
- (ai) Includes also cash credit facilities availed by the subsidiary Company - Fibcorp Polyweave Private Limited amounting to ₹ 192.70 Lakhs. The same is secured by way of the first charge on all current assets such as raw material, finished goods, work-in-process, stores and spare parts, book debts, and packing materials etc. of the subsidiary Company situated at G-1 202-203, IID center RIIICO, Kaladwas, Udaipur. It is also secured by way of personal guarantee of Mr. Murtaza Ali Moti, Director and corporate guarantee of Sah Polymers Ltd.
- (b) Guaranteed by Mr. Asad Daud, Director and Mr. Hakim Sadiq Ali Tidiwala, Whole-Time Director of the Company. Rate of interest as on March 31, 2024 is 11.05% per annum.
- (c) Guaranteed by Mr. Asad Daud, Director and Mr. Hakim Sadiq Ali Tidiwala, Whole-Time Director of the Company. Rate of interest as on March 31, 2024 is 9.95% per annum.
- (d) There is no continuing default in the payment of interest.

NOTE 19: TRADE PAYABLE - CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	323.68	883.08
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,237.73	4,397.22
Total	6,561.41	5,280.30

Note: There are no unbilled and Not due trade payables, hence the same are not disclosed in the ageing schedule.

Trade receivables ageing schedule as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - Micro & small enterprises	322.10	-	-	-	-	322.10
(ii) Undisputed Others	6,236.91	-	-	-	2.40	6,239.31
(iii) Disputed dues - Micro & small enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	6,559.01	-	-	-	2.40	6,561.41

Trade receivables ageing schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - Micro & small enterprises	883.08	-	-	-	-	883.08
(ii) Undisputed Others	4,389.59	4.18	-	-	2.40	4,396.17
(iii) Disputed dues - Micro & small enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	0.40	0.65	-	-	-	1.05
Total	5,273.07	4.83	-	-	2.40	5,280.30

NOTE 20: OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Liabilities	169.65	146.67
Advance received from customers	621.96	1,152.43
Other payable	1,921.03	155.09
Total	2,712.64	1,454.19

NOTE 21: PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity and leave encashment	33.80	15.66
Total	33.80	15.66

NOTE 22: CURRENT TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Income Tax (Net of advance tax)	677.01	701.30
Total	677.01	701.30

NOTE 23: REVENUE FROM OPERATION

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Manufactured Goods	47,386.90	42,796.14
(b) Traded Goods	1,078.37	2,911.03
(c) Sale of services:		
i) Job work	-	28.82
ii) Commission - DCA	56.90	92.17
iii) Lease Rent	97.74	119.39
(d) Interest Income (Business)	1,045.12	533.62
(e) Other Operating Income		
i) Miscellaneous Income	397.25	142.80
	50,062.28	46,623.97

NOTE 24: OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Income from Interest on Fixed Deposits amortise cost	400.29	465.29
Interest on Income tax refund	-	1.69
Export Incentive	1.42	-
Foreign Exchange Fluctuation	499.49	679.75
Miscellaneous Income	1,276.51	2.73
Profit on sales of Property, Plant and Equipment	0.21	248.34
Profit on sales of Investment	25,601.96	156.38
Total	27,779.88	1,554.18

NOTE 25: COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock	3,483.00	3,089.74
Add: Purchases and adjustments	31,379.87	33,620.91
	34,862.87	36,710.65
Less: Closing Stock	2,592.70	3,483.00
Total	32,270.17	33,227.65

NOTE 26: PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchases - Traded Goods	1,006.79	835.19
Total	1,006.79	835.19

NOTE 27: CHANGE IN INVENTORIES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock:		
Finished Goods	860.87	1,012.90
Add: Goods produced on trial run	- 860.87	12.73
Work-in-Progress	3,975.32	1326.25
Add: Goods produced on trial run	- 3,975.32	118.66
Traded Goods	-	1.09
	- 4,836.19	- 2,471.63
Less: Closing Stock		
Finished Goods	- 756.95	- 860.87
Work-in-Progress	- 5,232.92	- 3,975.32
Traded Goods	-	-
	- 5,989.87	- 4,836.19
(Increase)/decrease in Inventories	- (1,153.68)	- (2,364.56)

NOTE 28: EMPLOYEE BENEFITS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Salaries, wages and bonus	3,271.87	2,557.89
(ii) Contribution to provident and other funds	134.24	104.63
(iii) Staff welfare expenses	221.21	165.87
(iv) Gratuity fund contributions	34.72	115.02
Total	3,662.04	2,943.41

NOTE 29: FINANCE COST

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Interest expense		
(i) Interest on borrowings	928.70	620.22
(ii) Interest on delayed payment of taxes	30.35	19.67
(iii) Foreign Exchange Fluctuation of PCFC	-	3.54
(b) Other borrowing costs - Bank/Processing Charges	22.62	45.84
Total	981.67	689.27

NOTE 30: OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumption of Stores and Spare Parts	101.49	96.49
Electric & Power	1,014.84	631.64
Processing Labour Charges	65.88	72.76
Fuel & Lubricant	37.51	28.41
Fabric Weaving Expenses	131.12	111.70
Bag Stitching Expenses	166.82	146.06
Bag Printing Expenses	18.27	15.35
Printing Ink	40.09	51.70
Repairs & Maintenance:		
Plant and Machinery	804.28	567.22
Building	14.35	-
Others	13.89	44.42
Job Charges	1,013.42	1,139.40
Packing Materials	108.30	49.83
Carriage Outward	145.54	338.94
Export Freight, Insurance & other Expenses	1,002.86	973.60
Rebate, Claim & Discounts	22.10	6.64
Shorting and Counting charges	27.72	29.10
Commission on Sales	105.55	64.90
Office Expenses	204.43	159.54
Insurance Charges	80.53	68.62
CSR Activity	69.50	43.45
Legal & Professional Expenses	99.72	32.77
Payment to Auditors:		
As Auditor	9.83	13.29
For Taxation matters	0.13	-
For Reimbursement Expenses	0.05	0.05
Other Manufacturing Expenses	296.57	308.25
Bank Commission	87.55	62.02
Licence Fees	-	146.99
Sundry balances Written Off and Provisions	237.61	31.59
Foreign Currency Exchange Fluctuation	46.73	307.71
Consultancy Charges	192.87	27.32
Conveyance & Travelling Expenses	354.18	270.70
Miscellaneous Expenses	470.26	659.46
Total	6,983.99	6,499.92

NOTE 31:

(₹ in Lakhs)

Depreciation and amortization expenses	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Depreciation on Property, Plant and Equipment	883.53	692.98
(ii) Amortisation of Intangible Assets	32.48	24.17
Total	916.01	717.15

NOTE 32: EARNINGS PER SHARE

Particulars	2023-2024	2022-2023
Earning per share has been computed as under		
(a) Profit for the year (₹ in Lakhs)	27,422.46	4,505.88
(b) Weighted average number of Ordinary shares outstanding for the purpose of basic earnings per share	11,30,85,000	11,30,85,000
(c) Effect of potential Equity shares on conversion of outstanding share warrants	-	-
(d) Weighted average number of equity shares in computing diluted earnings per share [(b) + (c)]	11,30,85,000	11,30,85,000
(e) Earnings per share on profit for the year (Face Value ₹ 2.00 per share)	-	-
- Basic (a/b)	24.25	3.98
- Diluted (a/d)	24.25	3.98

NOTE 33: CONTINGENT LIABILITIES AND COMMITMENTS:**(a) Contingent liabilities:**

GST for the FY 2017-18 including interest and penalty. ₹ 226.20 (2023 ₹ 226.00)

GST for the FY 2018-19 including interest and penalty. ₹ 151.94 (2023 ₹ 0.00)

*It is not practicable for the Group to estimate the closure of these issues and the consequential timings of cash flows, if any, in respect of the above.

(₹ in Lakhs)

	March 31, 2024	Marc 31, 2023
(b) Commitments		
i) Estimated amount of contracts remaining to be executed on capital accounts and not provided for	7.74	-

GUARANTEES

	March 31, 2024	Marc 31, 2023
(c) Guarantees given on behalf of subsidiary		
i) Guarantee given by the holding Company to ICICI Bank, Kotak Mahindra Bank and UCO Bank to secure facilities given to subsidiaries	3,761.00	9,160.00
ii) Guarantees issued by UCO Bank	700.00	700.00

NOTE 34:

The companies considered in the consolidated financial statement are:

(₹ in Lakhs)

Name	Country of incorporation	% of ownership interest as at March 31, 2024	% of ownership interest as at March 31, 2023
Subsidiaries:			
Sah Polymers Limited	India	55.50	55.50
Aeroflex Industries Limited*	India	66.99	98.70
Aeroflex Finance Private Limited	India	100.00	100.00
Italica Global FZC, UAE	UAE	100.00	100.00

*including 5.76% held through Italica Global FZC, UAE, an wholly owned subsidiary Company.

NOTE 35: CAPITALISATION OF EXPENDITURE

During the year, **Sah Polymers Limited** - a subsidiary has capitalised the following expenses of revenue nature to the cost of property, plant and equipment/capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalised.

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employees Benefits expenses	-	109.33
Finance costs	-	160.41
Other Expenses	52.04	42.85
Total	52.04	312.59

NOTE 36:

Financial Instruments and Related Disclosures:

A: Capital Management

The Group's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Group funds its operations through internal accruals, borrowings etc. The Group aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Group.

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

The Group determines the amount of capital required on the basis of annual business plan also taking into consideration any long term strategic investment and expansion plans. The funding needs are met through equity and cash generated from operations.

The Group's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Group funds its operations through internal accruals, borrowings etc. The Group aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

During the year, to support the capital requirements, Aeroflex Industries Limited, one of the subsidiaries has raised a sum of ₹ 16,200 Lakhs through an Initial Public Offer of 1,50,00,000 equity shares of ₹ 2/- each at a premium of ₹ 106/- per share. The equity

shares were traded and listed on two premier stock exchanges of India namely BSE and NSE with effect from August 31, 2023.

(₹ in Lakhs)

Particulars	As at	
	March 31, 2024	March 31, 2023
Non-Current borrowings	1,016.52	2,827.13
Current borrowings	5,289.74	7,662.29
Gross debt	6,306.26	10,489.42
Less: Cash and cash equivalents	8,579.88	3,572.90
Less: Other bank deposits	25,037.11	1,102.10
Adjusted net debt (A)	(27,310.73)	5,814.42
Total equity (B)	72,066.69	30,751.88
Adjusted net debt to equity ratio	(37.90)	18.91
Total capital (A)+(B)	44,755.96	36,566.30
Gearing ratio*	8.75	34.11

*The Group's ideal gearing ratio is 34.11% to 8.75%.

B: Categories of financial Instruments and fair value

Carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
A Financial assets				
a) Measured at amortised cost				
i) Cash and Cash Equivalent	8,579.88	8,579.88	3,572.90	3,572.90
ii) Other Bank Balance	25,037.11	25,037.11	1,102.10	1,102.10
iii) Loans	8,948.33	8,948.33	6,718.53	6,718.53
iv) Debenture	61.85	61.85	14.65	14.65
v) Funds etc.	1,022.81	1,022.81	592.58	592.58
vi) Trade Receivables	14,800.48	14,800.48	10,702.97	10,702.97
vii) Other Financial Assets	391.82	391.82	246.69	246.69
Sub Total	58,842.28	58,842.28	22,950.42	22,950.42
b) Measured at fair value through OCI				
i) Equity Instrument - unquoted	845.54	845.54	703.85	703.85
ii) Equity Instruments - quoted	46.27	46.27	34.08	34.08
Sub Total	891.81	891.81	737.93	737.93
Total Financial assets	59,734.09	59,734.09	23,688.35	23,688.35
B Financial Liabilities				
a) Measured at amortised cost				
i) Borrowings	6,306.26	6,306.26	10,489.42	10,489.42
ii) Trade Payables	6,561.41	6,561.41	5,280.30	5,280.30
iii) Other Financial Liabilities	2.69	2.69	2.10	2.10
Total financial liabilities	12,870.36	12,870.36	15,771.82	15,771.82

Level 1: Quoted price (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices).

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

C: Financial Risk Management

The Group has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Group’s risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

The activities of the Group exposes it to a number of financial risks namely market risk, credit risk and liquidity risk and currency risk. The Group seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance. The Group does regularly monitor, analyze and manage the risks faced by the Group and to set and monitor appropriate risk limits and controls for mitigation of the risks.

1. Management of market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three

types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings and investments instruments. The Company is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group does not have any exposure to interest rate risks since its borrowings and investments are all in fixed rate instruments. Investments are largely in subsidiaries and associates and others are on long term basis.

(ii) Management of price risk:

The Group invests its surplus funds in deposits with banks on short term tenors on fixed interest rate and the same is not exposed to any price risk. This risk is mitigated by the Group by investing the funds in various tenors depending on the liquidity needs of the Group.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has foreign currency trade receivables, trade payables and borrowings and is therefore exposed to foreign exchange risk. The Group mitigates the foreign exchange risk by setting appropriate exposure limits, periodic monitoring of the exposures etc. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Group may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (The Group has exposure in USD/EURO/GBP/YUAN/AED converted to functional currency i.e. INR).

The currency profile of financial assets and financial liabilities as at March 31, 2024 and March 31, 2023 are as below: (₹ in Lakhs)

	Exposure currency	As at March 31, 2024	As at March 31, 2023
Financial assets (A)			
(i) Trade receivables	USD	7,850.83	5,582.51
	EURO	2,161.68	1,488.16
	GBP	179.69	75.51
	Total (i)	10192.20	7,146.19
(ii) Advance to Suppliers	USD	553.33	119.98
	Total (ii)	553.33	119.98
	Total (i+ii)	10,745.53	7,266.17

The currency profile of financial assets and financial liabilities as at March 31, 2024 and March 31, 2023 are as below: (Contd.)

(₹ in Lakhs)

	Exposure currency	As at March 31, 2024	As at March 31, 2023
Financial Liabilities (B)			
(i) Trade payable	USD	264.73	933.60
	EURO	12.50	98.24
	GBP	21.53	46.22
	UKP	23.15	-
	Total (i)	321.91	1,078.06
(ii) Foreign Currency Term Loan	EURO	-	3,172.18
	Total (ii)	-	3,172.18
(iii) Advance - Customers	USD	485.08	493.08
	UKP	6.03	-
	EURO	84.70	10.72
	Total (iii)	575.81	503.80
	Total (i to iii)	897.72	4,754.04
Net Exposure (A-B)		9,847.81	2,512.12

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD/EURO/GBP at March 31 would have affected the measurement of financial instruments denominated in USD/EURO/GBP and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in Lakhs)

	As at	Strengthening	Weakening
Profit/(Loss)	March 31, 2024	492.39	492.39
Profit/(Loss)	March 31, 2023	125.61	125.61

2. Management of credit risk:

credit risk refers to the risk of default on its obligations by a counterparty to the Group resulting in a financial loss to the Group. The Group is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in deposits with banks.

Credit risk from trade receivables and loans is managed through the Group's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Group extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Group has no concentration of credit risk as the customer base is widely distributed.

The Group's customer base is large enough and does not have risk of credit concentration. Further, credit is extended in business interest.

3. Management of liquidity risk:

liquidity risk is the risk that the Group may not be able to meet its present and future cash obligations without

incurring unacceptable losses. The Group's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Group closely monitors its liquidity position and has a cash management system. The Group maintains adequate sources of financing including debt and overdraft from domestic and international banks and financial markets at optimized cost.

The Group's Current assets aggregate to ₹ 68,782.08 Lakhs (2023- ₹ 34,449.68 Lakhs) including Cash and cash equivalents and Other bank balances of ₹ 8,579.88 Lakhs (2023- ₹ 3,572.90 Lakhs) against an aggregate Current liability of ₹ 15,277.29 Lakhs (2023- ₹ 15,115.84 Lakhs); Non-Current liabilities due between one year to three years amounting to ₹ 1,588.65 Lakhs (2023- ₹ 2,827.80 Lakhs) and Non-Current liability due after three years amounting to ₹ 1,588.65 Lakhs (2023- ₹ 2,827.80 Lakhs) on the reporting date. Further, while the Group's total equity stands at ₹ 72,066.69 Lakhs (2023- ₹ 30,751.88 Lakhs), it has borrowings of ₹ 6,306.26 Lakhs (2023- ₹ 10,489.42 Lakhs). In such circumstances, liquidity risk or the risk that the Group may not be able to settle or meet its obligations as they become due does not exist.

NOTE 37:

Disclosures in respect of related parties pursuant to Ind AS 21.

(i) Key Managerial Persons

- 01) Mrs. Shehnaz D. Ali, Whole-Time Director
- 02) Mr. Harikant Turgalia, Whole-Time Director and Chief Financial Officer
- 03) Ms. Alka Premkumar Gupta, Company Secretary

(ii) Sat Foundation (formerly known as Taha Charitable Trust)

During the year following transactions were carried out with the related parties in the ordinary course of business at arm's length price:

(₹ in Lakhs)				
Name of related party	Nature of relation	2023-24	2022-23	Nature of transaction
Mr. Harikant Turgalia	Whole-Time Director	20.46	16.20	Remuneration
Mrs. Shehnaz D. Ali	Whole-Time Director	24.71	16.74	Remuneration
Ms. Alka Premkumar Gupta	Company Secretary	18.39	9.31	Remuneration
Sat Invest Pvt Ltd	Promoter Company & Major Shareholder	0.39	0.12	i) Fees paid on behalf
A Flex Invest Pvt Ltd	Promoter	0.01	0.07	i) Exp Paid on behalf
		11.11	9.90	ii) Rent Paid
Sat Foundation (formerly known as Taha Charitable Trust)	Director is trustee	76.75	47.70	CSR expenditure

Closing balances

(₹ in Lakhs)		
Name	March 31, 2024	March 31, 2023
Mrs. Shehnaz D. Ali	1.59	1.40
Ms. Alka Premkumar Gupta	1.00	0.75
Mr. Harikant Turgalia	1.38	1.35

In case of other parties balance is NIL.

No amount in respect of the related parties have been written off/back are provided for during the year.

NOTE 38: EMPLOYEE BENEFITS

a) Defined contribution plan

Provident Fund:

The contributions to the Provident Fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

b) Defined benefit plan

Gratuity:

The Group participates in the Employees' Group Gratuity-Scheme of Life Insurance Corporation Limited, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997, or as per the Group's scheme whichever is more beneficial to the employees.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

Provident Fund:

The Group makes Provident Fund contribution to the Government administered Provident fund. The Group has no part to play in this respect.

c) Amounts recognised as expense

i) Defined Contribution Plan

Employer's Contribution to Provident Fund including contribution to Family Pension Fund amounting to ₹ 24.89 Lakhs (previous year ₹ 17.51 Lakhs) has been included under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity cost amounting to ₹ 18.18 Lakhs (previous year ₹ 25.38 Lakhs) has been included in note 28 under contribution to provident and other Funds.

NOTE 39:

There are no Micro, Small and Medium Enterprises, to whom the Group owes dues (principal and/or interest), which are outstanding for more than 45 days as at the balance sheet date. During the year, there have been no payments made to Micro, Small and Medium Enterprises beyond 45 days. There were no amounts on

account of interest due that were payable for the period where the principal has been paid but interest under the MSMED Act, 2006 not paid. Further, there were no amounts towards interest accrued that were remaining unpaid at the end of accounting year. Accordingly, there were no amounts due to further interest due and payable in the succeeding years.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group.

Information relating to the Micro, Small and Medium Enterprises	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;		
(i) Principal amount	322.10	883.08
(ii) Interest	NIL	NIL
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
(c) The 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 Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

NOTE 40:

The Group has elected not to apply the Indian Accounting Standard (Ind AS) 116 - Leases to account for those leases where underlying assets is of low value.

NOTE 41:

Disclosures pursuant to Section 186(4) of the Companies Act, 2013:

- (i) For investment refer to Note 4.
- (ii) For guarantee refer to Note 33(b). Guarantee has been utilised by the recipient for business.
- (iii) No security has been provided.
- (iv) Details of the loans provided during the year are as under:

Name of the borrower	Amount given during the year (₹ in Lakhs)	Tenure	Rate of interest	Utilised
Park Continental Pvt Ltd	1,603.00	2 Year	12% per annum	For Business purpose
Jugal Pushpa Manju Kabra	164.00	2 Year	12% per annum	For Business purpose

NOTE 42:

As per Ind AS 108 “ Operating Segment”, the segments details (after elimination of intra group transactions) are as under:

Particular	(₹ in Lakhs)	
	Year ended March 31, 2024	Year ended March 31, 2023
Segment Revenue		
(a) Trading	1,135.27	1,299.30
(b) Manufacturing:		
(i) Flexible Packing	9,913.36	8,735.61
(ii) Stainless Steel Hose	31,937.83	26,040.74
(iii) SS Wirerod	5,776.06	9,865.43
(c) Finance	1,299.76	682.89
Total	50,062.28	46,623.97
Other Income	27,779.88	1,554.18
Total Revenue	77,842.16	48,178.15
Segment results		
(a) Trading	52.48	43.86
(b) Manufacturing:		
(i) Flexible Packing	(210.52)	234.16
(ii) Stainless Steel Hose	5,345.20	3,640.18
(iii) SS Wirerod	58.81	91.97
(c) Finance	149.32	65.77
Total Segment Results	5,395.29	4,075.94
Other Income	27,779.88	1,554.18
Exceptional Income	-	199.47
Profit Before Tax	33,175.17	5,829.59
Provision for tax		
Income Tax	5,680.80	1,221.32
Deferred Tax	71.91	102.39
Profit after tax	27,422.46	4,505.88
Segment Assets		
(a) Trading	-	3,459.14
(b) Manufacturing:		
(i) Flexible Packing	12,397.05	11,768.16
(ii) Stainless Steel Hose	41,363.91	21,362.36
(iii) SS Wirerod	1,185.93	1,212.54
(c) Finance	34,380.81	11,227.78
Total	89,327.70	49,029.98
Segment Liabilities		
(a) Trading	-	-
(b) Manufacturing:		
(i) Flexible Packing	4,145.87	3,577.67
(ii) Stainless Steel Hose	8,181.96	9,977.82
(iii) SS Wirerod	161.51	716.24
(c) Finance	4,771.18	4,004.78
Total	17,260.52	18,276.51
Capital Employed	72,067.18	30,753.47

Geographical Information

(₹ in Lakhs)

Name	2024	2023
Non-Current Assets - Within India	20,545.12	14,580.30
- Outside India	-	-
1. Revenue from external customers - Within India	16,562.67	17,523.00
- Outside India	31,902.60	28,184.17

NOTE 43:

Balances of banks, sundry debtors and trade payables, current liabilities etc. as on March 31, 2024 are subject to confirmation and reconciliation.

NOTE 44:

In the opinion of the Management of the parent Company and subsidiary companies, there is no impairment of assets in accordance with the Ind AS - 36 as on the Balance Sheet date.

NOTE 45:

The financial statements were authorised for issue by the Board of Directors of the parent Company on May 09, 2024.

NOTE 46:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs and

NOTE 49:

The future minimum lease rental receivable under the non-cancellable operating lease is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Not later than one year	97.74	97.74
Later than one year and not later than five years	-	-
Later than five years	-	-

NOTE 50:

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 as at the year end.

NOTE 51:

No proceeding has been initiated or pending against the Parent Company and its subsidiaries for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

NOTE 52:

The Group has borrowings from banks on the basis of security of current assets and the quarterly returns or statements of current assets filed by the Group with

decimal thereof as per the requirements of Schedule III, unless otherwise stated.

NOTE 47:

The Parliament of India has approved the Code on Social Security, 2020 (the Code) which may impact the contributions by the Group towards provident fund, gratuity and ESIC. The Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. Final rules are yet to be notified. The Group will assess the impact of the Code when it comes into effect and will record related impact, if any.

NOTE 48:

Previous year's figures have been reclassified/regrouped wherever necessary to conform with the current Financial Statements. The figures of the previous year are not comparable with the current year's figures due to acquisition of and change in shareholding of the subsidiary companies.

banks or financial institutions are in agreement with the books of accounts.

NOTE 53:

Neither parent Company nor any of its subsidiary companies is a declared wilful defaulter by any bank or financial institution or other lender.

NOTE 54:

The Group has no transaction with companies struck off under Section 248 of the Companies Act 2013 or Section 560 of Companies Act, 1956.

NOTE 55:

There is no charges or satisfaction yet to be registered with ROC beyond the statutory period.

NOTE 56:

The Group has complied with the number of layers, wherever applicable, prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE 57:

No Scheme of Arrangement has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

NOTE 58: UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

- (a) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) the the Intermediary (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company(ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The Group has not received any fund from any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate Beneficiaries) or (ii)

provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTE 59:

There is no transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Further there is no previously unrecorded income and related assets requiring recording in the books of account during the year.

NOTE 60:

The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

NOTE 61:

Revenue from contract with customers differ from the revenue as per contracted price due to factors such as taxes recovered, volume rebate, discounts, etc.

NOTE 62:

The Group has neither long-term contracts nor derivatives as at March 31, 2024.

NOTE 63:

The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

NOTE 64:

There is no charges or satisfaction yet to be registered with ROC beyond the statutory period.

NOTE 65: CORPORATE SOCIAL RESPONSIBILITY (CSR)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Amount required to be spent by the Company during the year	75.39	35.96
(ii) Amount of expenditure incurred	76.75	43.16
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	6.75
(v) Reasons for shortfall	Not Applicable	Not Applicable
(vi) Nature of CSR activities		
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above		
Education and Health including contributed to Sat Foundation	76.75	43.16
(vii) Details of related party transactions: Out of (i) above, ₹ 76.76 Lakhs (Previous Year ₹ 43.16 Lakhs) contributed to Sat Foundation (formerly known as Taha Charitable Trust) which is related party.	-	-
(viii) The Company does not carry any provisions for corporate social responsibility expenses for the current year and the previous year.	-	-

NOTE 66:

(a) The Board of Directors of the parent Company has recommended Final Dividend of ₹ 0.15 per Equity Share for the financial year ended March 31, 2024 (for the year ended March 31, 2023 - ₹ 0.10 per equity share) to be paid on fully paid Equity Shares amounting to ₹ 169.63. The Final Dividend is subject to the approval of shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. Including the Interim Dividend of ₹ 0.15 per equity share (for the year ended March 31, 2023 - ₹ 0.15 per equity share) declared by the Board of Directors, the total Equity Dividend for the year ended March 31, 2024 is ₹ 0.30 per Equity share (total Equity Dividend for the year ended March 31, 2023 - ₹ 0.25 per equity share).

As approved by the shareholders a dividend of ₹ 0.10 per equity share aggregating to ₹ 113.09 Lakhs in respect of year ended March 31, 2023 has been paid during the year.

As approved by the Board of Directors an Interim dividend of ₹ 0.15 per equity share aggregating to ₹ 169.63 Lakhs in respect of year ended March 31, 2024 has been paid during the year.

(b) The Board of Directors of the Aeroflex Industries Limited has also recommended a final dividend of ₹ 0.25 per equity shares of ₹ 2/- each for the financial year 2023-24.

NOTE 67: EVENTS AFTER THE REPORTING PERIOD

(a) The Board of Directors of the parent Company has recommended a final dividend of ₹ 0.15 per equity share of ₹ 2/- each for the financial year 2023-24.

NOTE 70:

(a) During the financial year 2022-2023, Sah Polymers Limited - subsidiary raised ₹ 6,630 Lakhs by way of the initial public offer. Details of amount utilised out of the un-utilised amount during the year are as under:

(₹ in Lakhs)

Nature of the fund raised	Purpose for which funds were raised	Opening un-utilized balance	Amount utilized for the purpose during the year	Unutilized balance as at Balance sheet date	Remark
Initial Public Offer	Setting up of a new manufacturing facility to manufacture new variant of Flexible Intermediate Bulk Containers (FIBC)	405.02	0	405.02	Project is over. No further amount is to be incurred.
	General corporate purposes	1,250.47	5,79.32	671.15	-
	Issue related expenses	10.01	0	10.01	No amount is outstanding and payable.

Pending utilisation, Sah Polymers Limited has temporarily invested the unutilised amount as on March 31, 2024, in fixed deposits with the scheduled commercial bank.

(b) The Board of Directors of the Aeroflex Industries Limited, subsidiary has also recommended a final dividend of ₹ 0.25 per equity share of ₹ 2/- each for the financial year 2023-24.

(c) Aeroflex Industries Limited, a subsidiary, signed a Share Purchase Agreement with the promoters of Hyd-Air Engineering Private Limited (HEPL) on April 02, 2024 for acquisition of 100% equity share in HEPL, engaged in the business of Precision Engineering.

NOTE 68:**Offsetting financial assets and liabilities**

The Group has not offset any financial asset and financial liability. It offsets a financial asset and a financial liability when it currently has a legal enforceable right to set-off the recognised amounts and it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Collateral against borrowings

The Group has hypothecated/mortgaged assets as collateral against a number of its sanctioned line of credit (Refer Note 15 and 18 for further information on assets hypothecated/mortgaged as security). In case of default as per borrowing arrangement, such collateral can be adjusted against the amounts due.

NOTE 69: MAINTENANCE OF BOOKS OF ACCOUNT UNDER SECTION 128 OF THE COMPANIES ACT, 2013

The Group has defined process to take daily back-up of books of account maintained electronically and complied with the provisions of The Companies (Accounts) Rules, 2014 (as amended).

(b) During the financial year 2023-2024, Aeroflex Industries Limited - subsidiary raised ₹ 13,601.10 Lakhs (net of issue expenses) by way of the initial public offer. Details of amount utilised during the year are as under:

(₹ in Lakhs)

Nature of the fund raised	Purpose for which funds were raised	Amount	Amount utilized for the purpose during the year	Unutilized balance as at Balance sheet date
	Repayment of borrowings	3,200.00	3,200.00	-
Initial Public Offer	Working capital	8,400.00	4,965.40	3,434.60
	General corporate purposes	2,001.10	535.00	1,466.10

Pending utilisation, Aeoflex Industries Limited has temporarily invested the unutilised amount as on March 31, 2024, in fixed deposits with the scheduled commercial bank and escrow account with Kotak Mahindra Bank.

NOTE 71:

Aeroflex Industries Limited(AIL), a material subsidiary, has over due receivables against the export realization of goods equivalent to ₹ 3,234.65 Lakhs due to the various business reasons. AIL has made an application to Reserve Bank of India for extension of time for realisation of the export proceeds through its authorised dealer and the same is pending at the balance sheet date .

NOTE 72:

Additional information, as required under schedule III to the Companies Act, 2013, of enterprises controlled as subsidiary and associate (after elimination)

Name of the enterprises	Net assets (i.e. total assets minus total liabilities)		Share in profit/Loss account	Amount (₹ in Lakhs)	Share in Other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount (₹ in Lakhs)			As % of consolidated other comprehensive income	Amount (₹ in Lakhs)	As % of consolidated total comprehensive income	Amount (₹ in Lakhs)
Parent								
SAT Industries Limited	23.31	32,715.58	82.72	22,683.54	19.42	12.19	82.57	22,695.73
Subsidiary								
Indian								
Sah Polymers Limited	27.48	13,149.54	0.36	97.91	-	-	0.36	97.91
Aeroflex Industries Limited	37.02	37,496.96	13.29	3,645.28	0.53	0.33	13.26	3,645.61
Aeroflex Finance Private Limited	0.94	2,098.17	0.26	71.86	-	-	0.26	71.86
Foreign								
Italica Global FZC	11.25	3,866.95	3.37	923.88	80.05	50.25	3.54	974.13
Total	100.00	89,327.20	100.00	27,422.47	100.00	62.77	100.00	27,485.24

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
Membership No.: 403290
UDIN No.: 24403290BKHGWCW2017

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Harikant turgalia
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024

Independent Auditors' Report

Report on the Audit of the Standalone Financial Statements

To the Members of **SAT Industries Limited**

OPINION

We have audited the standalone financial statements of **SAT Industries Limited** ("the Company"), which comprise the balance sheet as at March 31, 2024, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date

BASIS FOR OPINION

We conducted our audit 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 Auditors' Responsibilities for the Audit of the Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules 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.

OTHER INFORMATION

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Integrated Report, Boards' Report along with its Annexures and Financial Highlights included in the Company's Annual Report but does not include the financial statements and our Auditors' 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.

KEY AUDIT MATTERS

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

On the facts and circumstances of the Company and the audit, we determine that there are no key Audit matters to communicate.

MANAGEMENT'S RESPONSIBILITY 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, 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 Auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' 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 (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Companies Act, 2013, 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, 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the Directors as on 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 other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (g) 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"**.
 - (h) With respect to the other matters to be included in the Auditors' 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 except disclosed in note 33(a) to the accounts.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (iv) (A) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("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, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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; and
 - (C) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

- (v) The dividend declared and/or paid during the year by the Company is in compliance with Section 123 of the Act.
- (vi) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account 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 audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Ajay Paliwal & Co.**
Chartered Accountants
Firm's Registration No.: 12345C

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGXC4046

Place of signature: Mumbai

Date: May 09, 2024

“Annexure A”

To the Independent Auditors’ Report

(Referred to in paragraph 8 under ‘Report on Other Legal and Regulatory Requirements’ Section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and the situation of property, plant and equipment;
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) These property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer; specifying the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (iii) During the year the Company has made investments in, provided guarantee and granted unsecured loans to companies, firms, Limited Liability Partnerships or other parties but has not provided security to any other entity:
 - (a) During the year the Company has provided loans or provided advances in loans and stood guarantee but has not provided security to any other entity.
 - (A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees to subsidiaries, joint ventures and associates:
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statement does not arise.
- (ii) (a) The physical verification of inventory (excluding stocks with third parties) have been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by the Management is appropriate. In respect of inventory lying with third parties, these have been substantially confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year the Company has not been sanctioned working capital limits in excess of five Crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company does not arise.

(₹ in Lakhs)

Loan to	Aggregate amount during the year	Amount outstanding as on March 31, 2024
Subsidiaries	837.00	361.00
Joint venture	NIL	NIL
Associates	NIL	NIL

- (A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees to subsidiaries, joint ventures and associates: (Contd.)

(₹ in Lakhs)

Guarantee to	Aggregate amount during the year	Amount outstanding as on March 31, 2024
Subsidiaries	NIL	3,760.99
Joint venture	NIL	NIL
Associates	NIL	NIL

- (B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances, but has not stood guarantees or provided security, to parties other than subsidiaries, joint ventures and associates:

(₹ in Lakhs)

Loan to	Aggregate amount during the year	Amount outstanding as on March 31, 2024
Loan to others	1,767.00	6,887.45

- (b) The investments made, guarantee provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans, except wherever interest free loans have been granted, are not prejudicial to the Company's interest.
- (c) In respect of loans and advances in the nature of loans, no schedule of repayment of principal and payment of interest has been stipulated.
- (d) In respect of aforesaid loans, there is no amount overdue for more than ninety days.
- (e) During the year no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) During the year the Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of Section 2 of the Companies Act, 2013 are as under:

Aggregate amount (₹ in Lakhs)	% of the total loans granted	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of Section 2 of the Companies Act, 2013 (₹ in Lakhs)
2,604.00	32.14%	837.00

- (iv) In our opinion and according to the information and explanations given to us the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, in respect of loans granted, investments made, guarantees, and security provided.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and accordingly the question of complying with Sections 73 and 76 of the Companies Act, 2013 does not arise. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 74 and 75 or any other relevant provisions of the Companies Act, 2013. According to the information and explanations given to us, no Order has been passed by the Company Law Board or the National Company
- Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.
- (vi) The maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of products of the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

- (b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, details of statutory dues referred to in sub-clause (a) have not been deposited as on March 31, 2024 on account of disputes are given below:

Name of statutes	Nature of dues	Amount (₹ in Lakhs)	The period to which the amount relates	Forum where dispute is pending
CGST ACT, 2017	GST demand (net of deposit)	226.20	2017-18	Under Appeal
CGST ACT, 2017	GST demand (net of deposit)	151.94	2018-19	Under Appeal

- (viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), that has not been recorded in the books of account.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted on repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, and the procedure performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been utilised for long term purposes by the Company.
- (e) According to the information and explanations given to us, and the procedure performed by us, we report that the Company has taken no funds from any entity or person on account of or meet the obligations of its subsidiaries, associates or joint venture. Accordingly, reporting under clause 3(ix) of the Order is not applicable
- (f) According to the information and explanations given to us, and the procedure performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies during the year. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has raised no money by way of an initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (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 explanation 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) 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 explanation given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, was not required to be filed with the Central Government. Accordingly, reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) 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 explanation given to us, the Company has received no whistle -blower complaints during the year. Accordingly, reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) (a) As the Company is not a Nidhi Company, therefore, the clauses (xii)(a), (b) and (c) of the Order are not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act and the details have been disclosed in the

financial statements, etc., as required by the Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

- (xiv) (a) In our opinion and According to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by us.
- (xv) The Company has not entered into non-cash transactions with Directors or persons connected with him. Accordingly, the reporting under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion and according to the information and explanation given to us the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934);
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934; Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3(xv)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the Management of the Company, the Group does not have any CIC, which is part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xv)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, the reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanation given to us and on the basis of the financial ratios (also refer note 55 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumption, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance sheet date will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub Section 5 of Section 135 of the Act. This matter has been disclosed in note 42 to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub Section (6) of Section 135 of Companies Act.

(xxi) The reporting under clause 3(xxii) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Ajay Paliwal & Co.**
Chartered Accountants
Firm's Registration No.: 12345C

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGXCX4046

Place of signature: Mumbai
Date: May 09, 2024

“Annexure B”

To the Independent Auditors’ Report on the Internal Financial Controls with reference to financial statement 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 **SAT Industries Limited** (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) 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 Auditors judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to (Referred to in paragraph 7(g) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date) 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 internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Ajay Paliwal & Co.**
Chartered Accountants
Firm's Registration No.: 12345C

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGXCX4046

Place of signature: Mumbai

Date: May 09, 2024

Standalone Balance Sheet

As at March 31, 2024

(₹ in Lakhs)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	3	799.00	649.03
(b) Capital Work-in-Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets	4	0.15	0.15
(f) Intangible Assets under development		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets			
(i) Investments	5	6,381.18	5,461.71
(ii) Trade receivables		-	-
(iii) Loans	6	2,637.08	1,362.70
(iv) Others		-	-
(i) Deferred tax assets (net)		9,018.26	6,824.41
(j) Other non-current assets	7	27.03	125.50
(2) Current Assets			
(a) Inventories	8	-	361.73
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	9	1,185.93	850.81
(iii) Cash and Cash Equivalents	10	33.42	1,805.91
(iv) Bank balances other than (iii) above	11	20,929.40	-
(v) Loans	12	4,307.32	4,307.32
(vi) Others	13	48.63	45.17
(c) Current Tax Assets (Net)		26,504.71	7,009.22
(d) Other Current Assets	14	-	-
		2,161.53	1,489.17
Total Assets		38,510.66	16,459.20
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	2,261.70	2,261.70
(b) Other Equity	16	32,494.84	9,758.39
		34,756.54	12,020.09
LIABILITIES			
(1) Non-Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	8.41	12.92
(ia) Lease Liabilities		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item(b) to be specified)		8.41	12.92
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)	18	141.11	138.18
(d) Other non-current liabilities		-	-
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	2,937.78	3,471.11
(ia) Lease liabilities		-	-
(ii) Trade payables		-	-
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	20	161.51	716.24
(iii) Other financial liabilities (other than those specified in item (c))		3,099.29	4,187.35
(d) Other current liabilities	21	32.20	74.18
(c) Provisions		-	-
(d) Current Tax Liabilities (Net)	22	473.11	26.48
Total Equity and Liabilities		38,510.66	16,459.20

See accompanying notes to financial statements 1 to 62.

As per our Report Attached.

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGX4046

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024

Standalone Statement of Profit and Loss

For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Note no.	Year ended March 31, 2024	Year ended March 31, 2023
Income			
I Revenue from operations	23	6,677.25	10,746.01
II Other income	24	27,015.47	616.59
III Total Income (I+II)		33,692.72	11,362.60
IV Expenses			
Cost of Materials consumed	25	5,110.06	8,758.47
Purchases of Stock-in-Trade	26	226.99	140.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	27	-	1.09
Employee benefits expense	28	182.72	114.33
Finance costs	29	220.59	197.85
Depreciation and amortization expense	31	50.97	54.92
Other expenses	30	766.96	1,211.52
Total expenses		6,558.29	10,478.18
V Profit before exceptional items and tax (III-IV)		27,134.43	884.42
VI Exceptional items		-	-
VII Profit/(loss) before tax (V-VI)		27,134.43	884.42
VIII Tax expense			
(1) Current tax		4,114.20	137.29
(2) (Excess)/Short Provision for tax of earlier years		10.33	4.04
(3) Deferred tax		2.93	(0.27)
IX Profit/(loss) for the period from continuing operation (VII-VIII)		23,006.97	743.36
X Profit/(Loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from discontinued operation (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		23,006.97	743.36
XIV Other Comprehensive Income			
A (i) Item that will not be reclassified to profit or loss			
Equity Instrument through other comprehensive		12.19	6.86
(ii) Income tax relating to item that will not be reclassified to profit or loss		-	-
B (i) Item that will be reclassified to profit or loss		-	-
(ii) Income tax relating to item that will be reclassified to profit or loss		-	-
XV Total Comprehensive Income for the period (XIII+XIV) (Comprising profit (loss) and other Comprehensive Income for the period)		23,019.16	750.22
XVI Earnings per equity share (for continued Operation):			
(1) Basic	32	20.34	0.66
(2) Diluted	32	20.34	0.66
XVII Earnings per equity share (for discontinued Operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVIII Earnings per equity share (for discontinued & continuing operations)			
(1) Basic	32	20.34	0.66
(2) Diluted	32	20.34	0.66

See accompanying notes to the financial statement 1 to 62.

As per our Report Attached

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGXCX4046

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024

Standalone Cash Flow Statement

For the year ended March 31, 2024

(₹ in Lakhs)

Sr. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A	Cash Flow from Operating Activities		
	Net Profit before tax	27,134.43	884.42
	Adjustments for:		
	Depreciation	50.97	54.92
	Interest Paid	220.59	197.85
	Dividend Received	(264.94)	(210.75)
	Profit on sale of Property, Plant and Equipment	-	(247.84)
	Profit on sale of Share	(26,424.04)	(156.38)
	Bad Debts	1.81	-
	Refund of income tax	(10.91)	-
	Income tax for earlier year	(10.33)	4.04
	TDS not recoverable	-	1.05
	Operating Profit before working capital changes	697.58	527.31
	Adjustment for:		
	Trade Receivables	(336.93)	(498.01)
	Trade payables	(554.74)	246.62
	Loans	(1,274.38)	(276.09)
	Changes in Inventories	361.73	36.67
	Other financial assets	(3.46)	80.73
	Financial liabilities	(533.33)	591.68
	Non-financial liabilities	2.93	(1.66)
	Current liabilities	(41.98)	35.23
	Increase/(Decrease) non-current assets	98.47	43.04
	Increase/(Decrease) in other current assets	(21,601.75)	786.82
	Cash Generated from Operations	(23,185.86)	1,572.33
	Income Tax Paid	3,641.09	110.81
	Net Cash Inflow/(Out Flow) from Operation (A)	(26,826.95)	1,461.52
B	Cash Flow from Investing Activities:		
	Purchase of property, plant and equipment	(200.93)	(17.89)
	Dividend	264.94	210.75
	Sale of property, plant and equipment	-	331.50
	Sale of Investments	26,693.93	398.34
	Purchase of investments - Non-Current	(1,195.65)	(430.77)
	Net Cash Inflow/(Outflow) from investing Activities (B)	25,562.29	491.93
C	Cash flow from Financing Activities		
	Repayment of borrowings	-	-
	Increase in borrowings	(4.51)	11.37
	Dividend Paid	(282.71)	(282.71)
	Interest Paid	(220.59)	(197.85)
	Net Cash Inflow/(Out Flow) from Financing Activities (C)	(507.84)	(469.21)
	Net Increase/Decrease in cash & Cash equivalents (A+B+C)	(1,772.49)	1,484.24
	Cash and Cash equivalents at the beginning of the year	1,805.91	321.67
	Cash and Cash equivalents at the end of the year	33.42	1,805.91

Standalone Cash Flow Statement (Contd.)

For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
I. Cash and cash equivalents as per above comprise of the following:		
Cash on hand	0.84	1.17
Balances with scheduled banks:		
On current accounts	32.58	68.01
On deposit accounts (deposits having an original maturity of 3 Months or less)	-	1,736.73
Cash and cash equivalent as per note 10	33.42	1,805.91

II. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows" specified under Section 133 of the Companies Act, 2013.

The notes 1 to 62 form an integral part of the financial statements.

This is the Statement of Cash Flows referred to in our report of even date.

As per our Report Attached

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGXCX4046

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time
Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director
and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024

Standalone Statement of Changes in Equity

A) EQUITY SHARE CAPITAL

(1) Current reporting period

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
2,261.70	-	-	-	2,261.70

(2) Previous reporting period

(₹ in Lakhs)

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
2,261.70	-	-	-	2,261.70

B) OTHER EQUITY

(₹ in Lakhs)

	Reserves & Surplus				Equity Instruments through other Comprehensive Income	Total
	Capital Reserve	Securities premium	General Reserve	Retained earnings		
Balance at the end of the reporting period - March 31, 2022	338.25	7,898.00	47.40	573.65	(47.73)	9,290.99
Profit for the year	-	-	-	743.36	-	743.36
Other Comprehensive Income	-	-	-	-	6.86	6.86
Dividend	-	-	-	282.71	-	282.71
Total Comprehensive Income for the year	-	-	-	-	-	-
Balance at the end of the reporting period - March 31, 2023	338.25	7,898.00	47.40	1,034.30	(40.87)	9,758.39
Profit for the year	-	-	-	23,006.97	-	23,006.97
Other Comprehensive Income	-	-	-	-	12.19	12.19
Dividend	-	-	-	282.71	-	282.71
Total Comprehensive income for the year	-	-	-	-	-	-
Balance at the end of the reporting period - March 31, 2024	338.25	7,898.00	47.40	23,758.56	(28.68)	32,494.84

See accompanying notes to financial statements.

As per our Report Attached.

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of **the Board**

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGXCX4046

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai

Dated: May 09, 2024

Notes to the Financial Statements

NOTE 1: COMPANY INFORMATION

- a) **SAT Industries Limited** (the Company), is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at 12th Floor, B-wing, Mittal Tower, Nariman Point, Mumbai - 400 021.
- b) The Company is engaged in the business of international trading, investment and finance, leasing of assets, manufacturing of flexible packaging, hose pipes, education etc. through its own or through subsidiary and associate companies.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

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 financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 17 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets

and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Property, Plant and Equipment - Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All up gradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

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 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 the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis.

The estimated useful lives of property, plant and equipment of the Company are as follows:

Plant and Equipment	7 - 25 Years
Furniture and Fixtures	8 - 10 Years
Vehicles	8 - 10 Years
Office Equipment	5 Years

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- a. for assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant.
- b. for separately acquired assets, at cost comprising the purchase price (including import duties and nonrefundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets. Internally generated brands, websites and customer lists are not recognised as intangible assets.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at April 01, 2016 measured as per the previous GAAP.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law (e.g., patents, licenses, trademarks, franchise and servicing rights) or the likelihood of technical, technological obsolescence (e.g., computer software, design, prototypes) or commercial obsolescence (e.g., lesser known brands are those to which adequate marketing support may not be provided). If, there are no such limitations, the useful life is taken to be indefinite. Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortized.

All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortization and/or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on FIFO Basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Company's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in Foreign Currency Translation Reserve.

Investment in Subsidiary and Associate

Investment in subsidiary and associate are carried at cost less accumulated impairment, if any.

Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and 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 measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition:

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification:

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment:

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification:

When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition:

Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- (a) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- (b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition:

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods includes excise and other duties which the Company pays as a principal but excludes amounts collected on behalf of third parties, such as sales tax and value added tax.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Employee Benefits

i) Short-term Employee benefits Liabilities for wages and salaries including nonmonetary benefits that are expected to be settled wholly within twelve Months after the end of the period in which the employees render the related service are classified as short term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected

to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined Benefit Plans

Gratuity Fund

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the payment of the Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Dividend

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Corporate Management Committee.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led.

Segment results represent profits before finance charges, unallocated corporate expenses and taxes. "Unallocated Corporate Expenses" include revenue and expenses that relate to initiatives/costs attributable to the enterprise as a whole and are not attributable to segments.

Financial and Management Information Systems

The Company's Accounting System is designed to comply with the relevant provisions of the Companies Act, 2013, to provide financial and cost information appropriate to the businesses and facilitate Internal Control.

Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

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

A. Judgements in applying accounting policies

The judgements, apart from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of intangible assets. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement. Certain trademarks have been considered of having an indefinite useful life taking into account that there are no technical, technological or commercial risks of obsolescence or limitations under contract or law. Other trademarks have been amortized over their useful economic life. Refer notes to the financial statements.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

2. Fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

3. Actuarial Valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

4. Claims, Provisions and Contingent Liabilities:

In respect of litigations where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Owned Assets					Under Operating Lease		
	Land - freehold	Furniture and Fixtures	Vehicle	Computers	Office Equipment	Moulds	Plant and Equipment	Total
Year ended March 31, 2024								
GROSS CARRYING AMOUNT								
Opening Gross Carrying Amount	-	2.83	216.55	10.95	10.95	509.59	319.70	1,070.57
Additions	196.65	-	-	3.36	0.92	-	-	200.93
Disposals/Adjustment	-	-	-	-	-	-	-	-
Closing Gross Carrying Amount	196.65	2.83	216.55	14.31	11.87	509.59	319.70	1,271.50
ACCUMULATED DEPRECIATION								
Opening Accumulated Depreciation	-	2.00	153.48	7.94	7.84	150.30	99.98	421.54
Depreciation charged during the year	-	0.17	16.85	1.82	0.91	18.44	12.77	50.96
Disposals/Adjustments	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	-	2.17	170.33	9.76	8.75	168.74	112.75	472.50
Net Carrying Amount	196.65	0.66	46.22	4.55	3.12	340.85	206.95	799.00
Year ended March 31, 2023								
Gross Carrying Amount								
Opening Gross Carrying Amount	-	3.06	200.41	9.86	10.29	612.83	319.70	1,156.15
Additions	-	-	16.14	1.09	0.66	-	-	17.89
Disposals/Adjustment	-	0.23	-	-	-	103.24	-	103.47
Closing Gross Carrying Amount	-	2.83	216.55	10.95	10.95	509.59	319.70	1,070.57
ACCUMULATED DEPRECIATION								
Opening Accumulated Depreciation	-	1.83	133.68	6.51	6.71	148.82	87.21	384.76
Depreciation charged during the year	-	0.17	19.80	1.43	1.13	19.61	12.77	54.91
Disposals/Adjustments	-	-	-	-	-	18.13	-	18.13
Closing Accumulated Depreciation	-	2.00	153.48	7.94	7.84	150.30	99.98	421.54
Net Carrying Amount	-	0.83	63.07	3.01	3.11	359.29	219.72	649.03

Note:

- There are no immovable Properties whose title deeds are not in the name of the Company.
- The Company has not revalued Property, Plant and Equipment.
- The Company has not revalued its intangible assets.
- The Company has no capital work in progress.
- There is no intangible assets under development.

NOTE 4: INTANGIBLE ASSETS

(₹ in Lakhs)

	Software		Total
Year ended March 31, 2024			
GROSS CARRYING AMOUNT			
Opening Gross Carrying Amount	0.16	-	0.16
Additions	-	-	-
Disposals/Adjustment	-	-	-
Closing Gross Carrying Amount	0.16	-	0.16
ACCUMULATED DEPRECIATION			
Opening Accumulated Depreciation	-	-	-
Depreciation charged during the year	0.01	-	0.01
Disposals/Adjustments	-	-	-
Closing Accumulated Depreciation	0.01	-	0.01
Net Carrying Amount	0.15	-	0.15
Year ended March 31, 2023			
Opening Gross Carrying Amount	-	-	-
Additions	0.16	-	0.16
Disposals/Adjustment	-	-	-
Closing Gross Carrying Amount	0.16	-	0.16
ACCUMULATED DEPRECIATION			
Opening Accumulated Depreciation	-	-	-
Depreciation charged during the year	-	-	-
Disposals/Adjustments	-	-	-
Closing Accumulated Depreciation	0.16	-	0.16

NOTE 5: INVESTMENTS - NON-CURRENT

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount (₹ in Lakhs)	No. of units	Amount (₹ in Lakhs)
(A) Investments in Equity Instruments				
i) Unquoted				
(a) Investments in Subsidiary (fully paid up)				
(Carried at cost)				
Italica Global FZC	100	34.04	100	34.04
(Shares of AED 1,850 each)				
Aeroflex Finance Pvt Ltd	71,00,000	710.00	21,00,000	210.00
(Shares of ₹ 10/- each)				
(b) Investment in CCD				
Positive Food Ventures Pvt Ltd - CCD	3,394	4.75	3,394	4.75
(CCD of ₹ 10/- each)				
Gozing Technology Pvt Ltd - CCD	35	2.10	35	2.10
(CCD of ₹ 10/- each)				
Legalpay Technology Pvt Ltd - CCD	500	5.00	500	5.00
(CCD of ₹ 10/- each)				
Ncome Tech Solutions Pvt Ltd - CCD	-	-	20	2.80
(CCD of ₹ 10/- each)				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount (₹ in Lakhs)	No. of units	Amount (₹ in Lakhs)
Artha Energy Projects Pvt Ltd - CCD (CCD of ₹ 10/- each)	50	50.00	-	-
(c) Investment in CCPS				
Globalvalue Food And Condiments Pvt Ltd (CCPS of ₹ 10/- each)	26	2.50	26	2.50
Aubotz Labs Pvt Ltd (Face Value 10/-)	39	7.01	39	7.01
Botson Labs Pvt Ltd (Face Value 10/-)	1,902	12.51	1,030	7.52
Broomees India Pvt Ltd (Face Value 10/-)	112	16.26	64	11.04
CarterPorter Pvt Ltd (Face Value 10/-)	44	3.60	44	3.60
Chakshu.AI Pvt Ltd (Face Value 10/-)	985	10.00	985	10.00
Comfypets Pvt Ltd (Face Value 10/-)	97	11.03	97	11.03
Crescere Technologies Pvt Ltd (Face Value 10/-)	10	7.00	10	7.00
Devnagri AI Pvt Ltd (Face Value 10/-)	94	10.92	40	6.52
DVDP Technologies Pvt Ltd (Face Value 10/-)	79	7.01	79	7.01
Ensuredit Technologies Pvt Ltd (Face Value 10/-)	120	2.48	120	2.48
Expertrons Technologies Pvt Ltd (Face Value 10/-)	12	10.73	12	10.73
Frello Technology Pvt Ltd (Face Value 10/-)	39	9.23	39	9.23
Giggle Galaxy Pvt Ltd (Face Value 10/-)	27,064	6.22	27,064	6.22
Joule Consulting Pvt Ltd (Face Value 10/-)	240	6.69	240	6.69
Meliorism Switchism Pvt Ltd (Face Value 10/-)	129	10.07	129	10.07
Mothersense Technologies Pvt Ltd (Face Value 10/-)	2	4.28	2	4.28
Ncome Tech Solutions Pvt Ltd (Face Value 10/-)	89	12.87	42	5.09
Pinbox Inclusion Pvt Ltd (Face Value 10/-)	11	11.69	11	11.69
Prescinto Technologies Pvt Ltd (Face Value 10/-)	429	11.71	257	5.99

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount (₹ in Lakhs)	No. of units	Amount (₹ in Lakhs)
Qzense Labs Pvt Ltd	41	3.94	17	2.31
(Face Value 10/-)				
Sampatra Technologies Pvt Ltd	750	7.61	750	7.61
(Face Value 10/-)				
Seygnux Solutions Pvt Ltd	39	5.59	39	5.59
(Face Value 10/-)				
Shrikar Datakund Pvt Ltd	52	7.52	52	7.52
(Face Value 10/-)				
SPV Laboratories Pvt Ltd	7,400	7.03	7,400	7.03
(Face Value 10/-)				
Tecso Charge Zone Pvt Ltd	2,191	4.60	2,191	4.60
(Face Value 10/-)				
Wizzy Softech Pvt Ltd	97	11.11	97	11.11
(Face Value 10/-)				
Asht Capital Pvt Ltd - CCPS	174	16.07	114	11.01
(Face Value 10/-)				
Cyberviking Ventures Pvt Ltd/Nooble - CCPS	13	6.97	13	6.97
(Face Value 10/-)				
DCG Tech Limited - CCPS	4,340	25.00	4,340	25.00
(Face Value 10/-)				
Globalvalue Food And Condiments Pvt Ltd - CCPS	26	2.50	26	2.50
(Face Value 10/-)				
Gozing Technology Pvt Ltd - CCPS	115	4.25	115	4.25
(Face Value 10/-)				
Mestis Energy Pvt Ltd - CCPS	104	11.01	104	11.01
(Face Value 10/-)				
Red Basil Technologies Pvt Ltd - CCPS	904	11.01	904	11.01
(Face Value 10/-)				
Riverus Technology Solutions Pvt Ltd - CCPS	93,862	15.00	93,862	15.00
(Face Value 10/-)				
Snippt Media Pvt Ltd - CCPS	1,248	10.01	1,248	10.01
(Face Value 10/-)				
Sunfox Technologies Pvt Ltd - CCPS	53	6.99	53	6.99
(Face Value 10/-)				
Text Mercato Solutions Pvt Ltd - CCPS	15	5.02	15	5.02
(Face Value 10/-)				
Thermal Energy Service Solutions Pvt Ltd - CCPS	155	11.05	155	11.05
(Face Value 10/-)				
Zoofresh Foods Pvt Ltd - CCPS	5,175	25.97	2,159	15.29
(Face Value 10/-)				
Easy To Pitch Networks Pvt Ltd	13	9.09	13	9.09
(Face Value 10/-)				
Thinkmetal Pvt Ltd	116	11.02	-	-
(Face Value 10/-)				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount (₹ in Lakhs)	No. of units	Amount (₹ in Lakhs)
Bugbase Security Pvt Ltd (Face Value 10/-)	64	11.14	-	-
Dr. Jackfruit India Pvt Ltd (Face Value 10/-)	10	11.96	-	-
Fifty Fintech Pvt Ltd (Face Value 10/-)	79	11.13	-	-
Geoalgo Technologies Pvt Ltd (Face Value 10/-)	305	11.03	-	-
Imagine Healthfin Pvt Ltd CCPS (Face Value 10/-)	3,895	11.00	-	-
Metashop Pvt Ltd - CCPS (Face Value 10/-)	68	11.15	-	-
Super Saiyan Labs Pvt Ltd (Face Value 10/-)	66	11.14	-	-
Toroi Technologies Pvt Ltd (Face Value 10/-)	217	16.14	-	-
Xetgo Pvt Ltd - CCPS (Face Value 10/-)	294	40.10	-	-
Dolf Labs Pvt Ltd - EQ (Face Value 10/-)	114	11.08	-	-
(d) Investments in Others (fully paid up) (At fair value through other comprehensive income)				
Ensuredit Technologies Pvt Ltd - E/S (Shares of ₹ 10/- each)	23	0.47	123	2.54
Positive Food Ventures Pvt Ltd - E/S (Shares of ₹ 10/- each)	89	0.12	89	0.12
Vphrase Analytics Solution Pvt Ltd (Shares of ₹ 10/- each)	112	10.13	112	10.13
Ideope Media Pvt Ltd (Shares of ₹ 10/- each)	-	-	5	0.10
Urbtranz Technologies Pvt Ltd (Shares of ₹ 10/- each)	279	3.11	279	3.11
Creditas Solutions Pvt Ltd (Shares of ₹ 10/- each)	-	-	2,904	55.00
Zeva Capsol Pvt Ltd (Shares of ₹ 10/- each)	19,634	20.01	19,634	20.01
Reconext Labs Pvt Ltd (Shares of ₹ 10/- each)	16	2.11	16	2.11
Eduvanz Financing Pvt Ltd (Shares of ₹ 10/- each)	4,294	31.40	4,294	31.40
Flickstree Productions Pvt Ltd (Shares of ₹ 10/- each)	50	6.19	50	6.19
Metro politan Exchange Limited (Shares of ₹ 1/- each)	5,00,000	6.10	5,00,000	6.10

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount (₹ in Lakhs)	No. of units	Amount (₹ in Lakhs)
Nuve Pro Technologies Pvt Ltd (Shares of ₹ 1/- each)	76,920	20.00	76,920	20.00
Kalprik Technologies Pvt Ltd (Shares of ₹ 1/- each)	21,688	5.12	21,688	5.12
Bohri Kitchen Pvt Ltd (Shares of ₹ 10/- each)	55	4.73	55	4.73
Karma Primary Healthcare Services Pvt Ltd (Shares of ₹ 1/- each)	1,188	5.97	1,188	5.97
Truelan Textiles Pvt Ltd (Shares of ₹ 10/- each)	32	3.15	32	3.15
SynThera Biomedical Pvt Ltd (Shares of ₹ 10/- each)	82	5.03	82	5.03
Switchme Technologies and Services Pvt Ltd (Shares of ₹ 10/- each)	103	5.00	103	5.00
Insource Operational Optimizers Pvt Ltd (Shares of ₹ 1/- each)	34,165	5.00	34,165	5.00
Mynvax Pvt Ltd (Shares of ₹ 10/- each)	51	5.00	51	5.00
Supa Star Foods Pvt Ltd (Shares of ₹ 10/- each)	136	9.97	136	9.97
Lenden Club Techserve Pvt Ltd (Shares of ₹ 1/- each)	1,011	0.01	1,011	0.01
Lightsaber Food Ventures Pvt Ltd (Shares of ₹ 10/- each)	51	5.82	51	5.82
Rare Plant Handicrafts Limited (Shares of ₹ 10/- each)	514	19.46	514	19.46
Irida Interactive Pvt Ltd (Shares of ₹ 10/- each)	30	5.53	30	5.53
Wi Digital Services Pvt Ltd (Shares of ₹ 10/- each)	2,825	0.29	2,825	0.29
Rocktium Com Technology Pvt Ltd (Shares of ₹ 10/- each)	84	0.01	84	0.01
Instoried Research Labs Pvt Ltd (Shares of ₹ 10/- each)	344	0.03	344	0.03
Ramtirth Leasing and Finance Co. Pvt Ltd (Shares of ₹ 10/- each)	9,265	0.93	9,265	0.93
My Aashiana Management Services Pvt Ltd (Shares of ₹ 10/- each)	25,480	26.31	25,480	26.31
Zoofresh Foods Pvt Ltd (Shares of ₹ 10/- each)	244	1.42	-	-
(e) Investment in Convertible Preference Shares				
Duronto Technologies Pvt Ltd (Shares of ₹ 45/- each)	1,122	10.00	1,122	10.00

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount (₹ in Lakhs)	No. of units	Amount (₹ in Lakhs)
Lithasa Technologies Pvt Ltd	83	19.03	83	19.03
Pre-Series A1 Cumulative Convertible Preference shares of ₹ 100/- each fully paid up				
Ideope Media Pvt Ltd	-	-	-	4.95
(Shares of ₹ 10/- each)				
Stay Vista Pvt Ltd	-	-	-	-
(Shares of ₹ 10/- each)				
Manali E-Business Pvt Ltd	112	5.04	112	5.04
0.01% (Shares of ₹ 10/- each)				
Reverus Technology Solutions Pvt Ltd	31,286	5.18	31,286	5.18
0.01% (Shares of ₹ 10/- each)				
Text Mercato Solutions Pvt Ltd	32	5.18	32	5.18
(Shares of ₹ 10/- each)				
Entellus Business Solutions Pvt Ltd	17	2.89	17	2.89
(Shares of ₹ 10/- each)				
Mynvax Pvt Ltd	24	7.69	24	7.69
(Shares of ₹ 10/- each)				
Trudel Faishion Pvt Ltd	33	5.19	33	5.19
(Shares of ₹ 10/- each)				
Modaviti E-Marketing Pvt Ltd	25	0.01	25	0.01
(Shares of ₹ 10/- each)				
Skilancer Solar Pvt Ltd	36	2.09	36	2.09
(Shares of ₹ 10/- each)				
Getsup for Change Service Pvt Ltd	84	0.01	84	0.01
(Shares of ₹ 300/- each)				
Mynvax Pvt Ltd	17	4.70	17	4.70
(Shares of ₹ 10/- each)				
(f) Investment in Funds				
Venture Capital Fund				
9Unicorns Accelerator Fund - I	85,000	84.95	85,000	85.00
(Units of ₹ 100/- each)				
Blinc Fund II	700	69.98	350	35.00
(Units of ₹ 10000/- each)				
Z Nation Lab Growth Fund	3,360	296.05	2,270	232.59
(Units of ₹ 100/- each)				
Artha Select Fund	10,000	10.00	10,000	10.00
(Units of ₹ 100/- each)				
Beams Fintech Fund I	35,000	35.00	35,000	35.00
(Units of ₹ 100/- each)				
Siriusone Capital Fund	25,000	25.50	25,000	25.50
(Units of ₹ 100/- each)				
India Quotient Fund II - Venture Capital Fund	100	69.34	100	75.91
(Units of ₹ 100000/- each)				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount (₹ in Lakhs)	No. of units	Amount (₹ in Lakhs)
Artha Continuum Fund	15,000	15.44	-	-
(Units of ₹ 100/- each)				
1 Funds Trust 2	11	11.00	-	-
(Units of ₹ 100000/- each)				
Gostops Hospitality Pvt Ltd	16	16.00	-	-
(Units of ₹ 100000/- each)				
India Inflection Opportunity Trust	195	195.00	-	-
(Units of ₹ 100000/- each)				
Simyog Technology Pvt Ltd	8	8.00	-	-
(Units of ₹ 100000/- each)				
Artha Venture Fund-1	27,000	76.07	27,000	77.14
(Units of ₹ 100/- each)				
LV Angel Fund	11	5.36	11	11.36
(Units of ₹ 100000/- each)				
B) Investments in LLP				
Rubis Capital Advisors LLP	-	5.12	-	5.12
3.13 % Share				
EQUIPACT ADVISORY LLP	-	100.00	-	-
6.67 % Share				
C) Investments in Equity Instruments				
i) Quoted				
(a) Investments in Subsidiary (fully paid up)				
(Carried at cost)				
Sah Polymers Limited	1,43,16,000	1,854.95	1,43,16,000	1,854.95
(Shares of ₹ 10/- each)				
Aeroflex Industries Ltd.*	7,91,81,833	1,837.81	2,10,75,408	2,049.61
(Shares of ₹ 10/- each)				
(b) Others				
Tirupati Sarjan Limited	3,75,000	46.27	3,75,000	34.08
(Shares of ₹ 10/- each)				
Total		6,381.18		5,461.71

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Total Investment	6,381.18	5,461.71
Aggregate amount of Quoted Investments	3,767.72	1,929.91
Market value of the Quoted Investments	1,09,000.15	1,889.03
Aggregate amount of Unquoted Investments	2,613.46	3,572.68
Aggregate provision for appreciation In value of Investments	1,05,232.43	40.88

*quoted with effect from August 31, 2023.

NOTE 6: FINANCIAL ASSETS - LOANS NON-CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Other Loans:		
(a) Loan considered good - secured	-	-
(b) Loan considered good - unsecured	2,637.08	1,362.70
(c) Loans which have significant increase in Credit Risk	-	-
(d) Loans - Credit impaired	-	-
	2,637.08	1,362.70
Less: Allowance for doubtful debts	-	-
Total	2,637.08	1,362.70

Note 6.1: No loans are due from Directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties.

NOTE 7: OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advances other than Capital Advances		
- Others	0.32	0.32
Other advances:		
- With Statutory Authorities	26.70	14.12
- Advance Against Shares	-	111.05
Total	27.03	125.50

NOTE 8: INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
At lower of cost and net realisable value		
Raw material - SS Billet	-	361.73
Total	-	361.73

NOTE 9: TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Trade Receivables considered good - secured	-	-
(b) Trade Receivables considered good - unsecured	1,185.93	850.81
(c) Trade Receivables which have significant increase in Credit Risk	-	-
(d) Trade Receivables - Credit impaired	-	-
	1,185.93	850.81
Less: Allowance for doubtful debts	-	-
Total	1,185.93	850.81

Note 9.1: No trade receivables are due from Directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no trade receivables are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties.

Trade receivables ageing schedule as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 6 Months	6 Months-1 year	1-2 years	
(i) Undisputed Trade receivables - considered good	25.75	1,129.08	31.10	1,185.93
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-
(v) Disputed Trade Receivables - credit impaired	-	-	-	-
(vi) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-
Total	25.75	1,129.08	31.10	1,185.93

Trade receivables ageing schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 6 Months	6 Months-1 year	1-2 years	
(i) Undisputed Trade receivables - considered good	808.69	42.12	-	850.81
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-
(v) Disputed Trade Receivables - credit impaired	-	-	-	-
(vi) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-
Total	808.69	42.12	-	850.81

NOTE 10: CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Balances with banks		
i) In Current Accounts	32.58	68.01
ii) In Fixed Deposit*	-	1,736.73
b) Cash on hand	0.84	1.17
Total	33.42	1,805.91

*Includes interest accrued ₹ 0.00 Lakhs (pr. yr. ₹ 11.73 Lakhs)

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior period.

NOTE 11: BANK BALANCE OTHRES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Bank Deposit with less than 12 Months maturity	20,500.00	-
- Interest accrued on deposit etc.	429.40	-
Total	20,929.40	-

NOTE 12: FINANCIAL ASSETS - LOANS CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Loan considered good - secured	-	-
(b) Loan considered good - unsecured*	4,307.32	4,307.32
(c) Loans which have significant increase in Credit Risk	-	-
(d) Loans - Credit impaired	-	-
	4,307.32	4,307.32
Less: Allowance for doubtful debts	-	-
Total	4,307.32	4,307.32

Note 12.1: No loans are due from Directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties disclosed as mentioned in Note No. 35.

No loans and advances are due from Directors or other officers and related party of the Company

Loans or advances in the nature of loans granted to promoters, directors, KMP's and the related parties

(a) Repayable on demand; or (b) Without specifying terms of period of repayment.

(₹ in Lakhs)

Type of Borrower	Amount of loan or advance in the nature of outstanding as on March 31, 2024	Amount of loan or advance in the nature of outstanding as on March 31, 2023
Promoters	-	-
Directors	-	-
KMP's	-	-
Related Parties	361.00	-
Total	361.00	-

NOTE 13: OTHER CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Bank Deposit with more than 12 Months maturity	2.00	2.01
Other Financial Assets		
- Interest accrued on loan, deposit etc.	46.63	43.16
Total	48.63	45.17

NOTE 14: OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advances other than capital advances		
- Others	17.00	2.06
Other advances:		
- With Statutory Authorities	68.38	15.96
- Prepaid Expenses	2.94	1.99
- Employees	2.12	4.30
- Other Receivables	2,053.53	1,450.73
Advance to Suppliers	17.57	14.13
Total	2,161.53	1,489.17

NOTE 15: SHARE CAPITAL

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount (₹ in Lakhs)	No. of Shares	Amount (₹ in Lakhs)
Authorised				
Equity Shares of ₹ 2/- each	14,50,00,000	2,900.00	14,50,00,000	2,900.00
	14,50,00,000	2,900.00	14,50,00,000	2,900.00
Issued				
Equity Shares of ₹ 2/- each fully paid up	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Total	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 15.1:

Reconciliation for No. of shares outstanding during the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount (₹ in Lakhs)	No. of Shares	Amount (₹ in Lakhs)
Shares outstanding at the beginning of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 15.2:

Details of shareholders holding more than 5%

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% of holding	No. of shares	% of holding
1. Sat Invest Private Limited	5,08,35,000	44.95%	5,08,35,000	44.95%
2. DA Tradetech Private Limited	-	-	72,09,321	6.38%
3. Space Age Polymers LLP	-	-	66,19,455	5.85%
4. A Flex Invest Private Limited	75,00,000	6.63%	75,00,000	6.63%

Note 15.3: The Company has only one class of equity shares having face value of ₹ 2/- each. The holder of the equity share is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid-up equity share capital of the Company. The dividend proposed by Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in the same proportion as the capital paid-up on the equity shares held by them bears to the total paid-up equity share capital of the Company.

Note 15.4: There are no calls unpaid on equity shares.

Note 15.5: No Equity shares have been forfeited.

Note 15.6: No shares have been reserved for issue under options.

Note 15.7: The Company has not allotted any shares pursuant to contract without payment being received in cash.

Shares held by promoters at the end of the year

Promoter Name*	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% of holding	No. of shares	% of holding
M/s. Sat Invest Pvt Ltd	5,08,35,000	44.95%	5,08,35,000	44.95%
M/s. A Flex Invest Pvt Ltd	75,00,000	6.38%	75,00,000	6.38%
Total	5,83,35,000	51.33%	5,83,35,000	51.33%

*Considered as per the information filed by the Company with stock exchanges for the year ended March 31, 2024 and Annual return filed by the Company for the year ended March 31, 2023.

NOTE 16: OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Securities Premium		
As per the last year accounts	7,898.00	7,898.00
Add: Addition during the year	-	-
	7,898.00	7,898.00
2. Capital Reserve		
As per the last year accounts	338.25	338.25
3. General Reserve		
As per the last year accounts	47.40	47.40
4. Retained Earnings		
As per the last year accounts	1,515.61	1,055.07
Add: Surplus for the year	23,006.97	743.36
	24,522.58	1,798.43
Less: Dividend on equity shares	282.71	282.71
	24,239.87	1,515.61
5. Equity Instruments through Other Comprehensive Income		
As per the last year accounts	(40.87)	(47.73)
Add: Addition during the year	12.19	6.86
	(28.68)	(40.87)
Total	32,494.84	9,758.39

Nature and purpose of reserves

1) Securities Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

2) General Reserve

General Reserve: This Reserve is created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

3) Capital Reserve

Capital Reserve represents the amount forfeited on not exercising the option attached to the conversion of warrants into equity shares within a scheduled time.

4) Retained Earnings:

This Reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

5) Equity Instruments through Other Comprehensive Income:

This Reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

NOTE 17: BORROWINGS - NON-CURRENT

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	Current	Non-Current	Current	Non-Current
Secured				
Term Loan				
From Bank				
Yes Bank ^(a)	4.09	8.41	2.92	12.92
Others				
Kotak Mahindra Prime Limited ^{(b)&(c)}	-	-	-	-
ICICI Bank	-	-	-	-
Total	4.09	8.41	2.92	12.92

- (a) Term loan from Yes Bank is secured against hypothecation of Car no. MH01 DX 9934. The loan is repayable in 60 equated monthly instalments of ₹ 37,079/- each commencing from June 15, 2023 and the last instalment is payable on May 15, 2027. Rate of Interest as on March 31, 2024 is @7.51% There was no continuing default in the repayment of instalment and interest thereon.
- (b) Term loan from Yes Bank is secured against hypothecation of Car no. MH01 DB 1251. Now the loan has been fully repaid and the last instalment is Paid on March 02, 2023. There was no continuing default in the repayment of instalment and interest thereon.
- (c) Term loan from Kotak Mahindra Prime Limited is secured against hypothecation of Car no. MH01 DK 9693. Now the loan has been fully repaid the last instalment is paid on February 05, 2023. There was no continuing default in the repayment of instalment and interest thereon.

NOTE 18: DEFERRED TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	138.18	139.84
Deferred tax liability		
Depreciation	1.63	(0.57)
Gratuity	1.30	0.30
Deferred tax assets		
Amalgamation	-	1.39
Gratuity	-	-
Net amount charged to Profit & Loss	2.93	(0.27)
Total	141.11	138.18

NOTE 19: BORROWINGS - CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current maturity of long term debt*	4.09	2.92
Others	2,933.69	3,468.19
Total	2,937.78	3,471.11

*for security etc. refer NOTE 17.

NOTE 20: TRADE PAYABLE

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	161.51	716.24
Total	161.51	716.24

Trade payables ageing schedule as at March 31, 2024

(₹ in Lakhs)

	Outstanding for following periods from due date of payment			Total
	Less than 6 Months	6 Months- 1 year	1-2 years	
(i) Undisputed - Micro & small enterprises	-	-	-	-
(ii) Undisputed Others	120.62	35.50	5.39	161.51
(iii) Disputed dues - Micro & small enterprises	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
Total	120.62	35.50	5.39	161.51

Trade payables ageing schedule as at March 31, 2023

(₹ in Lakhs)

	Outstanding for following periods from due date of payment			Total
	Less than 6 Months	6 Months- 1 year	1-2 years	
(i) Undisputed - Micro & small enterprises	-	-	-	-
(ii) Undisputed Others	706.91	4.18	5.15	716.24
(iii) Disputed dues - Micro & small enterprises	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
Total	706.91	4.18	5.15	716.24

NOTE 21: OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Liabilities	23.64	53.79
Advance from Customers	8.56	20.39
Total	32.20	74.18

NOTE 22: CURRENT TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Income Tax (Net of advance tax)	473.11	26.48
Total	473.11	26.48

NOTE 23: REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
i) Trading	224.30	147.09
ii) Manufacturing Goods	5,776.06	9,865.43
iii) Services		
a) Income from Equipment Uses Charges	97.74	119.39
b) Income from Interest	347.96	472.40
c) Income from Professional Fees	210.00	111.82
d) Commission	-	29.88
e) Income from Investments	21.19	-
Total	6,677.25	10,746.01

NOTE 24: OTHER INCOME

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Profit from Sale of Investment in Shares	25,580.77	156.38
Other Income	1,169.76	1.62
Profit on Sale of Property, Plant and Equipment	-	247.84
Dividend	264.94	210.75
Total	27,015.47	616.59

NOTE 25: COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Stock	361.73	397.31
Add: Purchases and adjustments	4,748.33	8,722.89
	5,110.06	9,120.20
Less: Closing Stock	-	361.73
Total	5,110.06	8,758.47

NOTE 26: PURCHASE OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Traded Goods	226.99	140.00
Total	226.99	140.00

NOTE 27: CHANGES IN INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
At the end of the Year		
Closing Stock	-	-
At the beginning of the Year		
Opening Stock	-	1.09
Total	-	1.09

NOTE 28: EMPLOYEE BENEFITS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Salary, Wages, Bonus & Other Benefits	178.49	113.35
Gratuity fund contributions	4.23	0.98
Total	182.72	114.33

NOTE 29: FINANCE COST

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest on Borrowing	213.61	191.64
Interest on Delayed Payment of Tax	6.98	6.21
Total	220.59	197.85

NOTE 30: OTHER EXPENSES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Payment to Auditor as Auditor	0.50	0.65
Advertisement and Publicity	1.23	19.66
Bad Debts Written Off	1.81	-
Bank Charges and Commission	1.86	0.23
Conveyance & Travelling Expenses	7.58	11.30
Depository Charges	1.50	1.50
CSR Activities	12.00	5.20
Electricity and Power	3.23	2.38
Listing Fees	5.85	6.50
ROC Filing Fees	0.41	0.26
Insurance Charges	2.81	3.53
Profession Tax Enrolment	0.10	0.03
Web Development Expenses	3.23	2.94
Office Expenses	18.95	21.08
Printing & Stationery	1.09	1.71
Legal & Professional Fees	52.91	45.70
Miscellaneous Expenses		
Rent Expenses	18.23	20.32
GST Expenses	-	1.82
TDS not Recoverable	-	1.05
Tax Expenses	-	0.36
Directors Sitting Fees	3.00	1.00
Job Charges	553.89	843.30
Carriage Outward	53.30	201.57
Telephone & Communication Expenses	6.81	4.44
Maharashtra Labour Welfare	-	0.01
Demat Charges	0.30	0.06
Repairs & Maintenance (Others)	9.16	12.60
Other Expenses	7.21	2.32
Total	766.96	1,211.52

NOTE 31: ADDITIONAL INFORMATION

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation and amortization expenses		
(i) Depreciation	50.96	54.91
(ii) Amortization	0.01	0.01
Total	50.97	54.92

NOTE 32: EARNINGS PER SHARE

Particulars	2023-24	2022-23
Earning per share has been computed as under		
(a) Profit for the year (₹ in Lakhs)	23,006.97	743.36
(b) Weighted average number of Ordinary shares outstanding for the purpose of basic earnings per share	11,30,85,000	11,30,85,000
(c) Effect of potential Equity shares on conversion of outstanding share warrants	-	-
(d) Weighted average number of equity shares in computing diluted earnings per share [(b)+(c)]	11,30,85,000	11,30,85,000
(e) Earnings per share on profit for the year (Face Value ₹ 2.00 per share)		
-Basic (a/b)	20.34	0.66
-Diluted (a/d)	20.34	0.66

NOTE 33: CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Contingent liabilities - Claim not acknowledged as debt		
GST for the FY 2017-18 including interest and penalty.	226.20	226.20
GST for the FY 2018-19 including interest and penalty.	151.94	-
Total	378.14	226.20

Guarantees

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(b) Guarantee given on behalf of subsidiary		
i) Guarantee given by the Company to Kotak Mahindra Bank Limited, Mumbai against loan provided to Aeroflex Industries Limited	-	5,500.00
ii) Guarantee given by the Company to ICICI Bank Ltd against loan provided to Sah Polymers limited	300.00	300.00
iii) Guarantee given by the Company to Uco Bank against loan provided to Sah Polymers limited	3,460.99	3,360.00
(c) Commitments		
i) Estimated amount of contracts remaining to be executed on capital accounts and not provided for	-	-

NOTE 34: DETAILS OF SUBSIDIARY

Name	Country of incorporation	% of ownership interest as at March 31, 2024	% of ownership interest as at March 31, 2023
Sah Polymers Limited	India	55.50%	55.50%
Aeroflex Finance Private Limited	India	100.00%	100.00%
Aeroflex Industries Limited*	India	61.23%	92.18%
Italica Global FZC, UAE	UAE	100.00%	100.00%

*changed due to offer for sale by the Company and initial public issue by Aeroflex Industries Limited.

Financial Instruments and Related Disclosures**1. Capital Management:**

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations through internal accruals, borrowings etc. The Company aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

2. Categories of financial Instruments and fair value:

Carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Measured at amortised cost				
i) Cash and Cash Equivalent	33.42	33.42	1,805.91	1,805.91
ii) Other Bank balance	-	-	-	-
iii) Loans	6,944.40	6,944.40	5,670.02	5,670.02
iv) Trade receivables	1,185.93	1,185.93	850.81	850.81
v) Other financial assets	48.63	48.63	45.17	45.17
Sub Total	8,212.39	8,212.39	8,371.92	8,371.92
A:				
a) Measured at fair value through OCI				
i) Equity Instrument	1,844.40	1,844.40	1,313.15	1,313.15
Sub Total	1,844.40	1,844.40	1,313.15	1,313.15
Total Financial assets	10,056.79	10,056.79	9,685.06	9,685.06
b) Financial Liabilities				
Measured at amortised cost				
i) Borrowings	2,946.19	2,946.19	3,484.03	3,484.03
ii) Trade Payables	161.51	161.51	716.24	716.24
iii) Other Financial Liabilities	-	-	-	-
Total financial liabilities	3,107.70	3,107.70	4,200.27	4,200.27

B:
a) Level 1: Quoted price (unadjusted) in active market for identities assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e. price s) or indirectly (i.e. derived from prices)

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

C: Financial Risk Management

The Company has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Company’s risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance. The Company does regularly monitor, analyze and manage the risks faced by the Company and to set and monitor appropriate risk limits and controls for mitigation of the risks.

a. Management of Market Risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings and investments instruments. The Company is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since its borrowings and investments are all in fixed rate instruments. Investments are largely in subsidiaries and associates and are on long term basis.

(ii) Management of price risk:

The Company invests its surplus funds in deposits with banks on short term tenors on fixed interest rate and the same is not exposed to any price risk. This risk

is mitigated by the Company by investing the funds in various tenors depending on the liquidity needs of the Company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has no foreign currency transactions and is, therefore, not exposed to foreign exchange risk.

The Company is not an active investor in equity markets; it continues to hold certain investments in equity for long term value accretion which are accordingly measured at fair value through Other Comprehensive Income. The value of investments in such equity instruments as at March 31, 2024 is ₹ 1,195.65 Lakhs (2023 - ₹ 431.05 Lakhs). Accordingly, fair value fluctuations arising from market volatility is recognised in Other Comprehensive Income.

As the Company is virtually debt-free and its deferred payment liabilities do not carry interest, the exposure to interest rate risk from the perspective of Financial Liabilities is negligible. The investment is guided by tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation.

Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

b. Management of Credit Risk:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in deposits with banks.

Credit risk from trade receivables is managed through the Company’s policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

The Company’s customer base is large enough and does not have risk of credit concentration. Further, credit is extended in business interest.

c. Management of Liquidity Risk:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company’s objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust

cash management system. The Company maintains adequate sources of financing including debt and overdraft from domestic and international banks and financial markets at optimized cost.

The Company's Current assets aggregate to ₹ 28,666.23 Lakhs (2023 - ₹ 8,860.12 4 Lakhs) including Cash and cash equivalents and Other bank balances of ₹ 33.42 Lakhs (2023 - ₹ 1,805.91 Lakhs) against an aggregate Current liability of ₹ 3,604.60 Lakhs (2023 - ₹ 4,288.01 Lakhs); Non-Current liabilities due between one year to three years amounting to ₹ 8.41 Lakhs (2023 ₹ 12.92 Lakhs) and Non-Current liability due after three years amounting to ₹ NIL (2023 - NIL) on the reporting date. Further, while the Company's total equity stands at ₹ 34,756.54 Lakhs (2023 - ₹ 12,020.09 Lakhs), it has current borrowings of ₹ 2,937.78 Lakhs (2023 - ₹ 3,471.11 Lakhs). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due does not exist.

NOTE 35:

Disclosures in respect of related parties pursuant to Ind AS 24.

(i) Subsidiary:

- 01) Sah Polymers Limited
- 02) Aeroflex Finance Private Limited
- 03) Aeroflex Industries Limited
- 04) Italica Global. FZC, UAE

(ii) Step down subsidiary:

Fibcorp Polyweave Private Limited

(iii) Key Managerial Persons:

- 01) Mrs. Shehnaz D Ali, Whole-Time Director
- 02) Mr. Harikant Turgalia, Whole-Time Director and Chief Financial Officer
- 03) Ms. Alka Premkumar Gupta, Company Secretary

During the year following transactions were carried out with the related parties in the ordinary course of business at arm's length price:

(₹ in Lakhs)

Name of related party	2023-24	2022-23	Nature of transaction
Mr. Harikant Turgalia	20.46	16.20	Remuneration
Mrs. Shehnaz D. Ali	24.71	16.74	i) Remuneration
Ms. Alka Premkumar Gupta	18.39	9.31	i) Remuneration
Sat Invest Pvt. Ltd.	0.39	0.12	i) Fees paid on behalf
Aeroflex Finance Pvt. Ltd.	377.00	-	i) Unsecured Loan Given
	16.00	-	ii) Loan Repayment Received
	0.03	2.24	iii) Fees paid on behalf
Sah Polymers Ltd.	430.00	250.00	i) Unsecured Loan Given
	430.00	1,030.00	ii) Unsecured Loan Repaid
	5.05	59.36	iii) Interest Paid
	71.58	-	iv) Dividend Received
Aeroflex Industries Ltd.	-	400.00	i) Unsecured Loan Given
	-	11.00	ii) Interest Received
	-	400.00	iii) Loan Repayment
	193.36	-	iv) Dividend Received
	714.42	3.30	v) Exp Paid on behalf
	53.10	111.82	vi) Finance Management Consultancy
A Flex Invest Pvt Ltd	0.01	0.07	i) Exp Paid on behalf
	11.11	9.90	ii) Rent Paid
Fibcorp Polyweave Pvt Ltd	30.00	-	i) Unsecured Loan Given
	30.00	-	ii) Unsecured Loan Repaid
	0.03	-	iii) Interest Paid
SAT Foundation (earlier known as as Taha Charitable Trust)	12.00	5.20	CSR Expenditure

Closing balances

Name	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Mrs. Shehnaz D. Ali	1.59	1.40
Mr. Harikant Turgalia	1.38	1.35
Aeroflex Finance Pvt Ltd	361.00	-
Ms. Alka Premkumar Gupta	1.00	0.75

Closing balances in the case of other parties is NIL.

None of the related parties balances has been written off.

NOTE 36:

Disclosures pursuant to Section 186(4) of the Companies Act, 2013:

- (i) For investment refer to NOTE 5.
- (ii) For guarantee refer to NOTE 33(b). Guarantee has been utilised by the recipient for business.
- (iii) No security has been provided.
- (iv) Details of the loans provided during the year are as under:

Name of the borrower	Amount given during the year (₹ in Lakhs)	Tenure	Rate of interest	Utilised
Sah Polymers Ltd.	430.00	Repayable on demand	12% per annum	For Business purpose
Aeroflex Finance Pvt. Ltd.	377.00	Repayable on demand	Zero Interest Loan	For Business purpose
Fibcorp Polyweave Pvt. Ltd.	30.00	Repayable on demand	12% per annum	For Business purpose
Park Continental Pvt. Ltd.	1,603.00	2 Year	12% per annum	For Business purpose
Jugal Pushpa Manju Kabra	164.00	2 Year	12% per annum	For Business purpose

NOTE 37: TAX RECONCILIATIONS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Tax expenses recognised in the Statement of Profit and Loss		
Current Tax:		
Current tax on profits for the year	4,114.20	137.29
Deferred tax (Net)	2.93	(0.27)
Total income tax expenses	4,117.13	137.02

Reconciliation of tax expenses and the accounting profit:

The reconciliation between estimated income tax at statutory income tax rate into income tax expenses reported in Statement of Profit and Loss is given below:

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Profit before income tax	27,134.43	493.52
Current tax for the year	4,114.20	137.29
Indian statutory income tax rate	25.00%	28.00%
Expected income tax expenses	6,829.74	137.30

Reconciliation of tax expenses and the accounting profit: (Contd.)

The reconciliation between estimated income tax at statutory income tax rate into income tax expenses reported in Statement of Profit and Loss is given below:

	As at March 31, 2024	As at March 31, 2023
(₹ in Lakhs)		
Tax effect of adjustment to reconcile expected income tax Expenses to reported Income ax Expenses		
Tax effects of amounts which are not deductible for taxable income	4.78	-
MAT Credit Adjust	-	-
Effect of Depreciation under Income Tax	(1.33)	-
Effect of Capital Gain Tax under Income Tax	2,652.26	-
Others	59.83	-
	2,715.53	-
Total income tax expenses	4,114.20	137.30

Deferred Tax (Liabilities)

	As at March 31, 2024	As at March 31, 2023
(₹ in Lakhs)		
Property Plant and Equipment	50.96	54.91
Gratuity	4.23	0.98
Total deferred tax liabilities	55.19	55.89

Net Deferred tax (Liabilities)/Assets**Movement in Deferred tax Liabilities/Assets**

Particular	(₹ in Lakhs)		
	Property, Plant and Equipmint	Other Deferred Tax Assets	Deferred Tax Liabilities/Asset Net
As at March 31, 2021	141.35	-	133.84
(Charged)/Credited to Profit and Loss	4.60	-	4.60
As at March 31, 2022	145.95	-	138.44
(Charged)/Credited to Profit and Loss	(0.27)	-	(0.27)
As at March 31, 2023	145.68	-	138.18
(Charged)/Credited to Profit and Loss	2.93	-	2.93
As at March 31, 2024	148.61	-	141.11

NOTE 38: EMPLOYEE BENEFITS**a) Defined Benefit Plan****Gratuity:**

The Company participates in the Employees' Group Gratuity-Scheme of Life Insurance Corporation Limited, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions

of the Payment of Gratuity (Amendment) Act, 1997, or as per the Company's scheme whichever is more beneficial to the employees.

b) Amounts Recognised as Expense**i) Defined Benefit Plan**

Gratuity cost amounting to ₹ 4.22 Lakhs (Previous Year ₹ 0.98 Lakhs) has been included in NOTE 28 under Contribution to Provident and Other Funds.

NOTE 39:

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues (principal and/or interest), which are outstanding for more than 45 days as at the balance sheet date. During the year, there have been no payments made to Micro, Small and Medium Enterprises beyond 45 days. There were no amounts on account of interest due that were payable for the period where the principal has been paid but interest under the MSMED Act, 2006 not paid. Further, there were no amounts towards interest accrued that were remaining unpaid at the end of accounting year. Accordingly, there were no amounts due to further interest due and payable in the succeeding years. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

(₹ in Lakhs)

Information relating to the Micro, Small and Medium Enterprises	As at March 31, 2024	As at March 31, 2023
(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year; (i) Principal amount (ii) Interest	NIL	NIL
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
(c) The 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 Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

NOTE 40: SEGMENT INFORMATION

Segment information in accordance with Ind AS 108, 'Operating Segments', segment information has been given in the Consolidated Financial Statements of SAT Industries Limited and, therefore, no separate disclosure on segment information is given in the Standalone Financial Statements.

NOTE 41: CORPORATE SOCIAL RESPONSIBILITY (CSR)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
(i) Amount required to be spent by the Company during the year	10.68	5.20
(ii) Amount of expenditure incurred	12.00	5.20
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reasons for shortfall	Not Applicable	Not Applicable
(vi) Nature of CSR activities		
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above	-	-
Health and education	12.00	5.20
	12.00	5.20
(vii) Details of related party transactions: Out of (i) above, (₹ 12.00 Lakhs (Previous Year ₹ 5.20 Lakhs) contributed to Sat Foundation (formerly known as Taha Charitable Trust) which is related party.	-	-
(viii) The Company does not carry any provisions for corporate social responsibility expenses for the current year and the previous year.	-	-

NOTE 42:

Balances of banks, sundry debtors and trade payables, current liabilities etc. as on March 31, 2024 are subject to confirmation and reconciliation.

NOTE 43:

In the opinion of the Management, there is no impairment of assets in accordance with the Ind AS 36 as on the Balance Sheet date.

NOTE 44:

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

NOTE 48:

The future minimum lease rental receivable under the non-cancellable operating lease is as follows:

Particular	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Not later than one year	97.74	97.74
Later than one year and not later than five years	-	-
Later than five years	-	-

NOTE 49:

No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

NOTE 50:

The Company has taken no borrowings from banks on the basis of security of current assets of the Company.

NOTE 51:

The Company is not a declared willful defaulter by any bank or financial institution or other lender.

NOTE 45:

These financial statements were approved for issue with a resolution of the Board of Directors on May 09, 2024.

NOTE 46:

All amounts disclosed in the financial statements and Notes have been rounded off to the nearest Lakhs and decimal thereof as per the requirements of Schedule III to the Companies Act, 2013, unless otherwise stated.

NOTE 47:

Previous year's figures have been reclassified/regrouped wherever necessary to conform with the current Financial Statements.

NOTE 52:

The Company has no transaction with companies struck off under Section 248 of the Companies Act 2013 or Section 560 of Companies Act, 1956.

NOTE 53:

There is no charges or satisfaction yet to be registered with ROC beyond the statutory period.

NOTE 54:

The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE 55: RATIOS

Particulars	Formuale used	(₹ in Lakhs)		Explanation for any change in ratio by more than 25% as compared to previous year
		Ratio As at March 31, 2024	Ratio As at March 31, 2023	
(a) Current ratio	Current assets/ Current Liabilities	7.95	2.07	Reduction in short term borrowings so there is a Increase in current ratio. Surplus funds from subsidiary's IPO - offer for sale transaction helped improve the current ratio.
(b) Debt equity ratio	Total Debt/ Shareholder's Equity	0.08	0.29	Reduction in term borrowings and improved shareholder's equity due to higher profits.

NOTE 55: RATIOS (Contd.)

(₹ in Lakhs)

Particulars	Formulae used	Ratio	Ratio	Explanation for any change in ratio by more than 25% as compared to previous year
		As at March 31, 2024	As at March 31, 2023	
(c) Debt Service Coverage Ratio	Earnings available for debt service (before taxes)/Debt Service	2.43	3.41	Due to increase in repayment portion of borrowings during the year
(d) Return on Equity Ratio	Net profit after taxes/Average Shareholder's equity	98.37%	6.31%	Returns generated from subsidiary's IPO - offer for sale transaction improved the profitability
(e) Inventory Turnover Ratio	COGS/Average Inventory	29.51	23.42	Reduction in inventory at the end of the year
(f) Trade Receivables Turnover Ratio	Net credit sales/Average accounts Receivable	6.56	17.86	Due to slight decrease in sales and significant increase in the closing receivable
(g) Trade Payables Turnover Ratio	Net Credit purchase/Average Trade Payables	11.34	14.95	Reduction in purchasing of goods on credit and major payments to creditors at the end of the year
(h) Net Capital Turnover Ratio	Net Sales/Average Working capital	1.92	2.87	Reduction in short term borrowings and major payments to creditors at the end of the year increased the average working capital
(i) Net Profit Ratio	Net profit/Total Income	68.28%	6.54%	Returns generated from subsidiary's IPO - offer for sale transaction improved the profitability parallel to the total income
(j) Return on Capital Employed	Operating Earning before interest and taxes/Average Capital Employed	167.79%	7.52%	Returns generated from subsidiary's IPO - offer for sale transaction improved the profitability
(k) Return on Investment	Income generated from investment/Time weighted average investment	-	-	Not calculated as investment in start up are made with a long term view which do not give return immediately. The same is also with investments in subsidiary companies which are made with the purpose of acquisition of business and long term wealth creation strategy.

NOTE 56: SIGNIFICANT ARRANGEMENTS INTERMS OF SECTION 230 TO 237 OF THE COMPANIES ACT, 2013 DURING LAST YEAR

During the year no Scheme of Arrangement has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

NOTE 57: UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

(a) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) the the Intermediary (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the

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

(b) The Company has not received any fund from any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTE 58:

The Company has purchased 2.47 hectar freehold land in Village Modi, Tehsil Vallabh Nagar, Dist. Udaipur (Rajasthan).

NOTE 59:

There is no transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Further there is no previously unrecorded income and related assets requiring recording in the books of account during the year.

NOTE 60:

The Company has done an assessment to identify Core Investment Company (CIC) [including CICs in the Group] as per the necessary guidelines of Reserve Bank of India [including Core Investment Companies (Reserve Bank) Directions, 2016]. The Company is not a CIC and no entities have been identified as CIC in the Group, of which Company is a part.

NOTE 61:

The Company has not traded or invested in Cryptocurrency or Virtual Currency during the financial year.

NOTE 62:

(a) The Board of Directors of the Company has recommended a Final Dividend of ₹ 0.15 per Equity Share for the financial year ended March 31, 2024 (for the year ended March 31, 2023 - ₹ 0.10

per equity share) to be paid on fully paid Equity Shares amounting to ₹ 169.63 Lakhs. The Final Dividend is subject to the approval of shareholders at the Annual General Meeting and has not been included as a liability in these financial statements, including the Interim Dividend of ₹ 0.15 per equity share (for the year ended March 31, 2023 - ₹ 0.15 per equity share) declared by the Board of Directors, the total Equity Dividend for the year ended March 31, 2024 is ₹ 0.30 per Equity share (total Equity Dividend for the year ended March 31, 2023 - ₹ 0.25 per equity share).

(b) As approved by the shareholders a dividend of ₹ 0.10 per equity share aggregating to ₹ 113.09 Lakhs in respect of year ended March 31, 2023 has been paid during the year.

(c) As approved by the Board of Directors an Interim dividend of ₹ 0.15 per equity share aggregating to ₹ 169.63 Lakhs in respect of year ended March 31, 2024 has been paid during the year.

NOTE 63: EVENTS AFTER THE REPORTING PERIOD

The Board of Directors have recommended dividend of ₹ 0.15 per fully paid up equity share of ₹ 2/- each for the financial year 2023-24.

The NOTES referred to above form an integral part of the Financial Statements.

As per our Report Attached.

For **Ajay Paliwal & Company**
Chartered Accountants
FRN: 012345C

For and on behalf of the Board

Ajay Paliwal
Proprietor
M. No.: 403290
UDIN No.: 24403290BKHGXCX4046

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Shehnaz D Ali
Whole-Time
Director
DIN: 00185452

Harikant Turgalia
Whole-Time Director
and CFO
DIN: 00049544

Place: Mumbai
Dated: May 09, 2024



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