



## LAHOTI OVERSEAS LIMITED

REGD. OFFICE :

307, ARUN CHAMBERS, TARDEO ROAD,

MUMBAI - 400 034. INDIA

TEL.: 91-22-40 500 100 • FAX : 91-22-40 500 150

Internet: <http://www.lahotioverseas.com>

E-Mail : [umesh@lahotioverseas.com](mailto:umesh@lahotioverseas.com)

Corporate Identity No. L74999MH1995PLC087643

**6 September 2023**

To  
Corporate Relationship Department  
**BSE Limited,**  
1st Floor, New Trading Ring,  
Rotunda Building, P J Tower  
Dalal Street, Fort,  
Mumbai - 400 001  
**Scrip Code –531842**

**Sub.: Notice of the 28th Annual General Meeting and Annual Report for FY2023**

Dear Sir/ Madam,

This is further to our letter dated 10 August 2023, wherein the Company had informed that the 28th Annual General Meeting (AGM) of the Company is scheduled to be held on Saturday, 30 September 2023 at 3.00 pm through Video Conference / Other Audio-Visual Means.

In terms of Regulation 34(1) and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Notice of the 28th Annual General Meeting and Annual Report for F.Y 2023:

We request you to kindly take this on record.

Thanking you,

For **Lahoti Overseas Limited**

**Deep Shah**  
**Company Secretary**

**Encl:** As above



## NOTICE

Notice is hereby given that the Twenty Eight Annual General Meeting of Lahoti Overseas Limited will be held on Saturday, September 30, 2023 at 3.00 p.m. through Video Conferencing to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt
  - a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 with the reports of the Board of Directors' and Auditors' thereon.
  - b) The Audited Consolidated Financial Statements of the Company for the financial yearended March 31, 2023 and Auditors' Report thereon.
2. To declare a final dividend at Rs. 0.20/- (10%) per equity share of the face value of Rs.2/- for the financial year 2022-23.
3. To appoint a Director in place of Mr. Umesh Lahoti (DIN:00361216) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

4. **Payment of Remuneration to Mr. Umesh Lahoti (DIN: 00361216), Managing Director of the Company for the remaining period of his tenure:**

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

“RESOLVED THAT pursuant to the provisions of Section 196 ,197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and regulations, including any statutory modification or re-enactments made thereof and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration committee and approval of Board subject to the approval of

competent authority if required approval of the member of the company be and is hereby accorded to approve the remuneration Upto Rs. 48,00,000 for the remaing period of two years of his tenure, along with perquisite as applicable to directors in addition to salary as mentioned in explanatory statement as annexed to the notice with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Secton 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the remuneration paid / payable to Mr. Umesh Lahoti (DIN-00361216), as Managing Director (MD) with effect from 12th August, 2023, on the terms and condition as approved by the Nomination and Remuneration Committee for the remaining period of his tenure shall be as under:

1. **Terms of Remuneration:** 2 Years i.e. with effect from 12th August, 2023 upto 12th August, 2025.
2. **Salary:** maximum upto Rs. 48,00,000 /- per annum
3. **Perquisites:** Perquisites applicable to the Director in addition to salary, as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Umesh Lahoti , Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with section 197 read with Part-II of schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”



5. **Revision in terms of remuneration of Mr. Aadhitiya Lahoti (DIN 01501504), whole time director of the company.**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 (“the Act”), the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and on the recommendation of the nomination and remuneration committee and approval of board and subject to approval of the competent authority, approval of the members of the company be and is hereby accorded to approve the revision in remuneration of Mr. Aadhitiya Lahoti, Whole Time Director of the Company including perquisites which will be read as follows:

- **Salary:** Rs. 12,00,000 with an annual increment (upto Rs. 36,00,000)
- **Perquisites:** a) Housing:- House Rent Allowances @60 % of the basic Salary or Rent Free Accommodation, if so chosen then in such case, no HRA will be paid and the valuation of rent free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.

RESOLVED FURTHER THAT except for the revision in the remuneration including Perquisite i (a) related to Housing as mentioned above, all other terms and conditions of appointment, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT pursuant to the provision of section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 Mr. Aadhitiya Lahoti Shall be the KMP of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Umesh Lahoti , Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with section 197 read with Part-II of schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By order of the Board of Directors  
For Lahoti Overseas Limited**

Sd/-  
**Deep Shah**  
**Company Secretary & Compliance Officer**  
**ACS No. 61488**

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

**Registered Office:**  
**307, Arun Chambers,**  
**Tardeo Road, Mumbai Central- 400034**



## NOTES:

1. In The Ministry of Corporate Affairs (“MCA”) has, vide its general circular no. 10/2022 dated 28 December 2022 read with circular nos. 20/2020 dated 5 May 2020, 17/2020 dated 13 April 2020 and 14/2020 dated 8 April 2020 (collectively referred to as “MCA Circulars”), inter-alia, permitted conduct of Annual General Meeting (“AGM”) through Video Conferencing or any Other Audio-Visual Means (“VC/OAVM”) facility. In compliance with the MCA Circulars, the Company will be convening its 37th AGM through VC/OAVM facility provided by National Services Depositories Limited (“NSDL”) without the physical presence of the Shareholders at a common venue. The registered office of the Company as stated in this Notice shall be the deemed venue of the AGM.
2. Pursuant to the Circular No. 14/2021 dated April 08, 2021, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2021, April 13, 2021 and May 05, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Members who would like to express their views or ask questions during the AGM may register themselves by sending their questions by September 26, 2023 from their registered Email ID mentioning their name, DP ID and Client ID / Folio No, PAN, mobile number at [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com)
7. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on September 23, 2023. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2021 dated April 13, 2021, the Notice calling the AGM has been uploaded on the website of the Company at [www.lahotioverseas.com](http://www.lahotioverseas.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. AGM being convened through VC/OAVM is in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular and SEBI LODR Regulations 2015 as other applicable circulars .





The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Companies Act), relating to the special businesses to be transacted at the meeting is annexed hereto.

10. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from September 24, 2023, to September 30, 2023 (both days inclusive) for the purpose of determining entitlement of members to final dividend for the financial year ended on 31st March, 2023.
11. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM is annexed.
12. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting, is entitled to appoint a proxy / proxies to attend and vote instead of himself/ herself, such proxy/ proxies need not be member(s) of the company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
13. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address at [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited for assistance in this regard by sending a mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. Annual listing fee for the year 2023-24 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2023-24 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
18. Members desiring any information as regards the businesses proposed to be transacted at this meeting are requested to write to the Company at [investors@lahotioverseas.com](mailto:investors@lahotioverseas.com) at least 7 days before the date of the meeting to enable the management.
19. The Notice of the AGM along with the Annual Report for FY 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories/RTA.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
21. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH -13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.



22. For receiving dividend in the bank accounts and for receipt of all communications, including Annual Report, Notices, etc. from the Company, members are advised to register / update their address, E-mail ID and bank mandates (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank / Branch code and account type) at weblink: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html), in case shares are held in physical form. In case shares are held in electronic form, the same shall be updated with their DPs. In case of any queries, the shareholder can write to the Company or its RTA on the email Id's i.e. [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com) and [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
23. Members, whether holding shares in electronic/ physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company/ RTA.
24. The final dividend for FY 2022-23 on equity shares as recommended by the Board of Directors, if approved by the members at the AGM, will be paid to those Equity Shareholders whose names appear in the Register of Members / Register of Beneficial Owners as at the close of business hours on September 23, 2023 ("Record Date"), subject to deduction of tax at source wherever applicable.
25. Members holding shares in electronic form may note that as per the circular issued by NSDL and CDSL, it is mandatory for the Company to print on the dividend warrants, bank details of beneficiary owners/ Members as furnished by these Depositories while making payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to advise such changes only to their respective Depository Participants (DPs).
26. Final Dividend of FY 2022-23, if approved by the Members at the ensuing AGM, will be paid by October 29, 2023, to those:
  - a) Members whose name appears in the Register of Members of the Company as on the closing hour of September 23, 2023 ("Record Date").
  - b) Beneficial Owners whose name appears in the list of Beneficial Owners list as on the closing hours of September 23, 2023 furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).
27. In case of remittance of dividend in electronic form, an intimation of the dividend payment would be sent to the members. In case of members who are not covered by NECS/electronic facility, the dividend amount will be remitted by means of dividend warrants/demand drafts which will be posted to their respective registered address.
28. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rate for the various categories, the Members are requested to refer the Finance Act, 2020 including amendments thereof and Annexure – II of this Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN Category with their depository Participants ("DPs") in case shares are held in Demat mode or in case shares are held in physical form with the Company/ Registrars and Transfer Agent ('RTA') by sending documents/ following procedure given in Annexure- II on or before September 29, 2023.
29. In terms of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Interim Dividend for FY 2015-16, Final Dividend for FY 2016-17, Final Dividend for FY 2017-2018, Final Dividend for FY 2018-19, Interim Dividend for 2019-20, Final Dividend for FY 2020-21, and Final Dividend for FY 2021-2022 are due for transfer to IEPF in the year 2023, 2024, 2025, 2026, 2027, 2028 and 2029 respectively. Members are requested to ensure that they claim the respective



dividend(s) before transfer of the said amount to IEPF. Members who have not encashed their dividend warrants for said dividend(s) are requested to contact the Company or/Registrar and Transfer Agent. Further, please note that pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules") notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. The list of shareholder of Unclaimed dividend is available on Company's website. [www.lahotioverseas.in](http://www.lahotioverseas.in)

30. NRI Members are requested to:

Change their residential status on return to India permanently.

Furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.

31. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.

32. In compliance with MCA Circulars and SEBI Circulars, Notice of the 28th AGM along with the Annual Report of 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 28th Annual General Meeting and Annual Report 2022-23 will also be available on the Company's website [www.lahotioverseas.in](http://www.lahotioverseas.in) and websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL <https://www.evoting.nsdl.com>.

Members of the Company holding shares either in physical form or in Dematerialized form as on Friday, August 25, 2023 will be sent the Annual Report for the financial year 2022-23 and Notice of 28th Annual General Meeting through electronic mode.

33. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com). Copies of any documents referred to in the Notice and Explanatory Statement are also available for inspection at the Registered Office of the Company on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. upto the date of the AGM.

34. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the AGM will be the Registered Office of the Company.

**35. Updation of PAN, KYC, and nomination details**

SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSDPoD-1/P/CIR/2023/37 dated 16th March, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios where in the PAN, KYC, and nomination details were not available on or after 1st April, 2023, were to be frozen by the RTA and would be eligible for lodging grievance or any service request only after registering the required details. The said timeline of 1st April, 2023 for freezing of folios has been extended to 1st October, 2023.



Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from 1st April, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

If a Shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, the Shareholder may submit the same in the prescribed form. Shareholders holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before 30th September, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the website of the Company at [www.lahotioverseas.com](http://www.lahotioverseas.com) and its RTA at [www.linkintime.co.in](http://www.linkintime.co.in) and email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance

Link Intime India Pvt Limited  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai – 400 083  
Tel No : +91 22 49186270  
Fax: +91 22 49186060  
E-mail id : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**Instructions for e-voting and joining the AGM are as follows:**

**The Board of Directors of the Company has appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, as Scrutinizers to scrutinize the remote e-voting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.**

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.lahotioverseas.com](http://www.lahotioverseas.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchange where the shares of Company are listed i.e. [www.bseindia.com](http://www.bseindia.com)

1. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.



2. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL

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

The remote e-voting period begins on Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting

thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2023.

How do I vote electronically using NSDL e-Voting system?

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

### **Step 1: Access to NSDL e-Voting system**





#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>4. Click on 'Access to e-voting' appearing on the left hand side under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or ESP – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>2. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5 above.</li> </ol> <p><b>B. E-voting Website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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

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

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



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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
5. Your User ID details are given below :

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

6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



7. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. EVEN of the Company is 125851. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@lahotioverseas.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@lahotioverseas.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. Information required to be provided as per Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed / re-appointed is as below:

Agenda Item No.	3
Name of Director	Umesh Lahoti
Age (years)	58 years
Qualifications	B.Com,
Expertise	Finance & Exports
Directorships held in other Companies	As per Annex-I
Memberships / Chairmanships of committees of other public companies.	As per Annex-II
Shareholding (No. of shares)	44,84,000 Equity Shares
Relationship with Directors, Manager or other KMP	Brother of Mr. Ujwal Rambilas Lahoti, Executive Director



# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



## Annex-I-

### Directorships held in other Companies – Mr. Umesh Rambilas Lahoti

S I . No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1.	Hind Commerce Limited	Managing Director
2.	Bhalchandram Clothing Limited	Director
3.	Mansadevi Textile and Yarn Suppliers Private Limited	Director
4.	Pawansoot Textiles Private Limited	Director
5.	Yashodanandan Textiles Private Limited	Director
6.	Janaksuta Textiles and Yarns Private Limited	Director
7.	G Varadan Private Limited	Director
8.	Lahoti Spintex and Energy Limited	Director
9.	Elementry Realtors Private Limited	Director
10.	Crystal Tradecom Limited	Director
11.	Bauble Investments Private Limited	Director
12.	The Cotton Textile Export promotion Council	Director
13.	Kirti Stockbrokers LLP	Designated Partner
14.	Shakambri Fabrics Private Limited	Director

## Annex-II-

### Memberships / Chairmanships of committees of other public companies – Mr. Umesh Rambilas Lahoti

Sr No	Name of the Company	Type of Committee	Position
1	Hind Commerce Limited	Stakeholder's Relationship Committee	Member
2	Bhalchandram Clothing Limited	Stakeholder's Relationship Committee	Member
3	Bhalchandram Clothing Limited	Stakeholder's Relationship Committee	Member

The brief profile of the Directors to be appointed is given below:

Mr. Umesh Rambilas Lahoti, is the Managing Director of the Company. He did his graduation in Commerce from Shivaji University, Kolhapur. After completing his graduation, he joined the family business of wholesale cloth trading.

He has more than 34 years of experience in the business of yarn and clothing trading and further has experience in the field of construction, textile, spinning and exports of coon yarns. Presently, He is looking after day to day operations and management of the company.

He also serves in the Board of various public and private limited Companies.

Place: Mumbai

Date: August 10, 2023

Registered Office:

307, Arun Chambers,

Tardeo Road, Mumbai Central- 400034

By Order of the Board of Directors  
For Lahoti Overseas Limited

Sd/-

**Deep Shah**

Company Secretary & Compliance Officer



## Annexure

### INTIMATION ON DEDUCTION OF TAX ON FINAL DIVIDEND 2022-23:

In accordance with the provisions of the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders. The Company shall therefore be required to comply with the provisions of deduction of tax at source (TDS) at the applicable rates at the time of payment of final dividend for the financial year ended on 31st March, 2023 to the shareholders in accordance with the provisions of the Income Tax Act ("IT" Act). The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. **Please note that all the details and declarations furnished should pertain to FY 2022-23.**

The TDS for various categories of shareholders along with required documents are provided below:

#### I. For Resident Shareholders -

Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.

##### a. Resident Individuals:

No tax shall be deducted on the dividend payable to resident individuals if -

- i. Total dividend amount paid to them during the Financial Year 2022-23 does not exceed ₹5,000; or
- ii. The shareholders provide Form 15G (applicable to an individual) / Form 15H (applicable to an individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all the fields are mandatory to be filled up in the said Forms and the Company may at its sole discretion reject the form if it does not fulfill the requirement of law.

## Note:

1. Availability of valid Permanent Account Number (PAN) for the registered Folio/DP ID- Client ID is mandatory. In the absence of valid PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the Act.
2. Shareholders are requested to ensure Aadhar number is linked with his/her PAN as provided under Section 139(AA)(2) of the Act, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20% as provided under Section 206AA of the Act.

##### a. Resident Non-Individuals:

No tax shall be deducted on the dividend payable to the following resident non-individuals if they provide details and documents as given below:

- i. **Insurance Companies:** Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- ii. **Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under Section 10 (23D) of the Act along with self- attested copy of PAN card and certificate of registration with SEBI.
- iii. **Alternative Investment Fund (AIF):** Self-declaration that its income is exempt under Section 10 (23FBA) of the Act and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. **National Pension System (NPS) Trust:** Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.



- v. **Other Non-Individual shareholders:** Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.
- b. **In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of Act, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.**
- c. Benefit under Rule 37BA - In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration.
- II. For Non-resident Shareholders -**
- a. Taxes are required to be withheld in accordance with the provisions of Section 195 and 196D of the Act, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.
- ii. Self-attested copy of Tax Residency Certificate (TRC) (for the period 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022) obtained from the tax authorities of the country of which the shareholder is a resident.
- iii. Self-declaration in Form 10F
- iv. Self-declaration by shareholder certifying the following:
- Meeting the eligibility requirements under DTAA
  - Entitlement to receive the Dividend being a beneficial owner of the Shares for The period 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023.
  - Is and will continue to remain the tax resident of the country of its residence during the period 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023.
  - Does not have Permanent Establishment (PE) / Place of Effective Management in India
- v. In case of Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), copy of SEBI registration certificate.

- vi. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

It is recommended that shareholders should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

Further, as per Section 90 of the Act, the non-resident shareholder has an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the DTAA benefits, the non-resident shareholders are required to provide the following:

- i. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident shareholder shall furnish (a) name, (b) email id, (c) contact number, (d) address in residency country, (f) Tax Identification Number of the residency country.

### III. TDS to be deducted at higher rate in case of non-filers of Return of Income

The Finance Act, 2021, has inter alia inserted the provisions of section 206AB of the Act effect from July 1, 2021. The provisions of section 206AB of the Act require to deduct or to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':



- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

The 'specified person' is defined under section 206AB (3) of the Act as person who has:

- a. Not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
- b. Subjected to tax deduction (TDS) and tax collection (TCS) at source in aggregate amounting to ` 50,000 or more in each of such two immediate previous years.

The non-resident shareholders who do not have the permanent establishment (PE) in India are excluded from the scope of a specified person.

In case of a shareholder Section 206AA and Section 206AB both are applicable, then tax will be deducted at higher of the rates provided in these sections.

The Central Board of Direct Taxes (CBDT) has vide Circular No. 11 dated June 21, 2021, has clarified that new functionality will be activated for compliance check under section 206AB of the Act. Accordingly, for determination of rate of TDS on Dividend payment, the Company will be using the said Functionality for the purpose of determination of rate of TDS under section 194.

## PAYMENT OF DIVIDEND

The final dividend on Equity Shares for FY 2021-22, once approved by the shareholders of the Company at the AGM, will be paid after deducting the tax at source as under:

### A. FOR RESIDENT SHAREHOLDERS:

- Nil deduction in case the total dividend paid is upto ` 5,000/-.
- Nil deduction for resident shareholders in case Form 15G / Form 15H (as applicable) is submitted along with self-attested copy of the PAN linked to Aadhar. Please note that the duly filled up forms submitted through your registered email ID will be accepted in the present circumstances, Ongoing Pandemic.
- NIL/ lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 197 of the Act.
- 10% for resident shareholders in case PAN is provided / available.
- 20% for resident shareholders in case PAN is not provided / not available/ PAN-Aadhar linking not done/ non-filers of Return of Income.
- Higher rate as discussed in point III above in case of non-filers of Return of Income, as applicable

### B. FOR NON-RESIDENT SHAREHOLDERS:

- Tax treaty rate (based on tax treaty with India) for beneficial non-resident shareholders, as applicable will be applied on the basis of documents submitted by the non-resident shareholders.
- NIL/ lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 195/197 of the Act.
- 20% plus applicable surcharge and cess for non-resident shareholders in case the above mentioned documents are not submitted.



## C. FOR SHAREHOLDERS HAVING MULTIPLE ACCOUNTS UNDER DIFFERENT STATUS / CATEGORY:

Shareholders holding Ordinary shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

## SUBMISSION OF TAX RELATED DOCUMENTS:

Kindly note that the documents as mentioned above are required to be submitted to the Registrar at email ID: [investor@lahotioverseas.in](mailto:investor@lahotioverseas.in) or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before September 29, 2023 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. Incomplete and/or unsigned forms and declarations will not be considered by the Company. **No communication/documents on the tax determination / deduction shall be considered post September 30, 2023.**

If the requisite documents and details are not provided by the shareholders within the specified time, TDS would be regulated as per the provisions of the Act. In such a case, if TDS is deducted at a rate which is considered higher than the applicable rate of tax in a particular case, refund of such excess TDS may be claimed by the shareholder as provided under law. No claim shall, however, lie against the Company for such deduction of TDS. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

Further, shareholders who have not registered their email address are requested to register the same with our RTA at weblink: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html). Shareholders are further requested to complete necessary formalities with regard to their Bank accounts updation for enabling the Company to make timely credit of dividend in respective bank accounts. For any queries related to the payment of dividend, shareholders can write on email Id's i.e. [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com)

By Order of the Board of Directors  
For Lahoti Overseas Limited  
Sd/-

**Deep Shah**  
Company Secretary & Compliance Officer

Place: Mumbai  
Date: August 10, 2023  
Registered Office:  
307, Arun Chambers,  
Tardeo Road, Mumbai Central- 400034





## Annexure to Notice

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No. 4 & Item No. 5 of the accompanying Notice dated August 10, 2023:

#### Item No.4

Mr. Umesh Lahoti has been re- appointed as Managing Director of the Company by the members in their 25th Annual General Meeting of the Company held on December 28, 2020 for a further period of Five (5) years with effect from August 13, 2020 on the remuneration Up to Rs. 48,00,000 p.a for a period of 3 years and other perquisites applicable to director in addition to salary.

Further on the recommendation by nomination and remuneration committee the Board of Directors of the company at its meeting held on 10th August, 2023, subject to the approval of members in their ensuing AGM, has approved the remuneration for the remaining period of two years of his tenure of appointment as Managing Director.

Therefore, It is proposed to seek members' approval for the payment of remuneration to Mr. Umesh Lahoti (DIN: 00361216) as Managing Director of the Company, for a remaining period of two years of his tenure. in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

None of the Directors, key managerial personnel and/ or their relatives are concerned or interested in the Resolution except Mr. Umesh Lahoti (DIN: 00361216) and his relative/s. The Board recommends passing of the special resolution by members in Annual General Meeting.

#### Item No.5

Mr. Aadhitiya Lahoti has been re- appointed as whole-time Director of the Company by the members in their 27th Annual General Meeting of the Company held on September 30, 2022 for a further period of Five (5) years with effect from September 01, 2022 on the remuneration including Salary of Rs. 12,00,000 /- p.a., with an annual increment (upto Rs. 36,00,000) and other perquisites viz. Medical Reimbursement, Leave Travel Concession, club fees and personal accidental insurance and Housing Allowances i.e the Expenditure by the Company on hiring/ leasing furnished accommodation will be subject to 60% of the salary, over and above 10% payable by the Whole Time Director, In case the accommodation is owned by the Company, 10% of the salary of the Whole Time Director shall be deducted by the Company.

Now, on the recommendation of the nomination and remuneration committee and the Board proposed to revise the remuneration of Mr. Aadhitiya Lahoti by providing Accommodation facility as perquisites in the following manner

- **Salary:** Rs. 24,00,000 with an annual increment (upto Rs. 36,00,000)
- **Perquisites:** a) Housing:- House Rent Allowances @60 % of the basic Salary or Rent Free Accomodation, if so choosen then in such case, no HRA will be paid and the valuation of rent free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.

and Board of Directors of the company at its meeting held on 10th August, 2023, subject to the approval of members in their ensuing AGM, approved the revision in remuneration including perquisites of Mr. Aadithiya Lahoti (DIN: 01501504) and on same terms and conditions as recommended by the Nomination and Remuneration Committee of the Board as mentioned above.



It is proposed to seek members' approval for revision in remuneration to Mr. Aadhitiya Ujwal Lahoti(DIN: 01501504) as Executive Director (WTD) of the Company, in terms of the applicable provisions of the Act and the remuneration, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

Further, except for the revision in the remuneration including Perquisite i (a) related to Housing as mentioned above, all other terms and conditions of appointment, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

The Board recommends passing of the special resolution for the revision in remuneration of Mr. Aadhitiya Lahoti as Whole Time Director.

None of the Directors, key managerial personnel and/ or their relatives are concerned or interested in the Resolution except Mr. Aadhitiya Ujwal Lahoti (DIN: 01501504) and his relative/s.

**The following additional information as required by Schedule-V to the Companies Act, 2013 is given below:**

## I. General Information:

(I) Nature of Industry: The Company is, inter alia, in the business of Export of textile.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on April 24, 1995 and commenced business thereafter.

(iii) Financial performance based on given indicators- as per audited Financial results for the year ended 31st March, 2023:

Particulars	Rs in Crores
Gross Turnover & Other Income	323.57
Net Profit	15.65
Net Worth	176.05

## II. Information about the appointee:

i) Background details: Refer as stated above.

ii) Past remuneration during the financial year ended 31st March, 2023: Rs. 21.60 lac

iii) Job Profile and his suitability:

Mr. Umesh Lahoti was appointed as Whole time Director of the Company. He was appointed as Managing Director. Taking into consideration his qualification and expertise and the development of the Company under his leadership, the 'Managing Director' is best suited for the responsibilities currently assigned to him.

Following are the details of the annual salary & remuneration proposed to be paid to Mr. Umesh Lahoti, Managing Director as required by Schedule V to the Companies Act, 2013 is given below

III. Salary, Perquisites, Allowances & Remuneration per annum

**Tenure of Appointment:** 5 Years

**Remuneration:** 3 years further extend to two years

**Salary:** upto Rs. 48,00,000 per annum

1. **Perquisites:** Perquisites applicable to the Director in addition to salary, as follows:-



## a) Housing :

The Expenditure by the Company on hiring/leasing furnished accommodation will be subject to 60% of the salary, over and above 10% payable by the Whole Time Director.

I. In case the accommodation is owned by the Company, 10% of the salary of the Whole Time Director shall be deducted by the Company.

b) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing-i. mentioned above

## c) Medical Reimbursement:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary per year or three month's salary over a period of three years.

## d) Leave Travel Concession:

Leave Travel Concession for self and family subject to maximum of once in a year incurred in accordance with the Rules of the Company.

## e) Club Fees:

Fees of clubs subject to a maximum to two clubs. No admission and life membership fees will be allowed, but not including admission fees payable at the time of acquiring Club membership.

## f) Personal Accident Insurance:

Personal Accident Insurance of an amount, the annual premium of which does not exceed 50,000 per annum.

The remuneration payable to Mr. Umesh Lahoti, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the companies Act, 2013 or such other limits as may be prescribed from time to time.

## Remuneration Based on Net Profit:

Any increment in salary & perquisite payable to Mr. Umesh Lahoti as may be recommended by Nomination & remuneration Committee approved by the Board of Directors of the Company shall be in addition to remuneration mentioned above. Except Mr. Umesh Lahoti and Mr. Ujwal Lahoti, no other Director, Key Managerial Personnel (KMP) or their respective are concerned or interested in the resolutions mentioned at Items Nos.4 of the Notice.

The Board of Directors of your Company recommends the passing of Special Resolutions as set-out under Items No. 4 & 5 of the Notice for approval by the members.





**LAHOTI**  
OVERSEAS LIMITED

**Growth**  
is a way of life

# 28th

## ANNUAL REPORT

### 2022-2023



Regd. Off.307, Arun Chambers,  
Tardeo Road, Mumbai 400 034  
India.



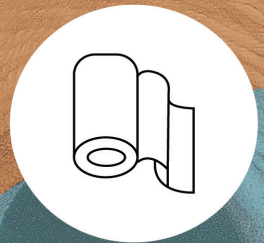
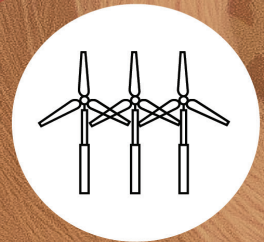
+91-22-40500100  
FAX: +91-22-405000150



[investor@lahotioverseas.com](mailto:investor@lahotioverseas.com)



[www.lahotioverseas.in](http://www.lahotioverseas.in)

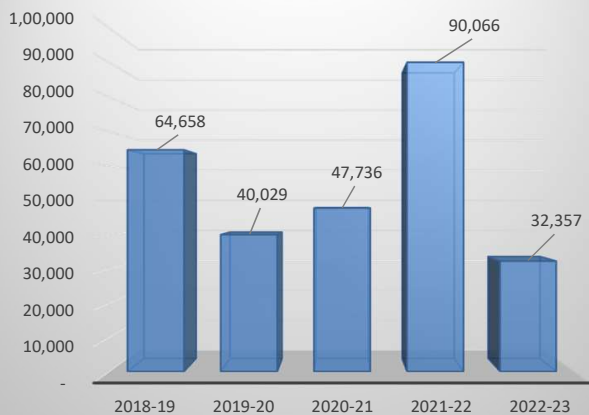




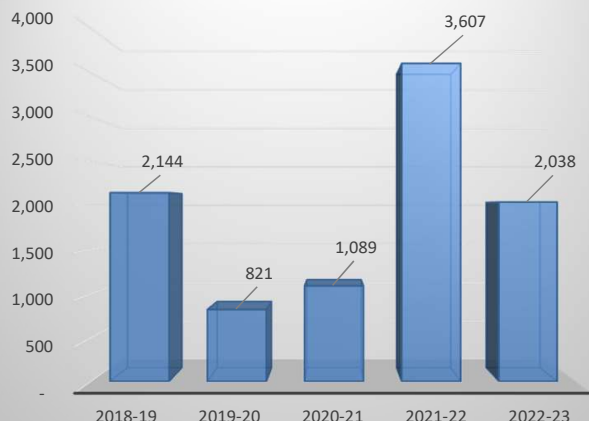
# LAHOTI OVERSEAS LIMITED

## PERFORMANCE REVIEW

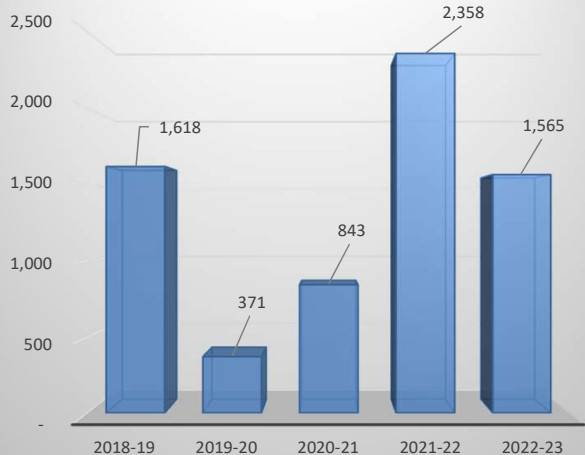
### Gross Total Income (₹ in Lakhs)



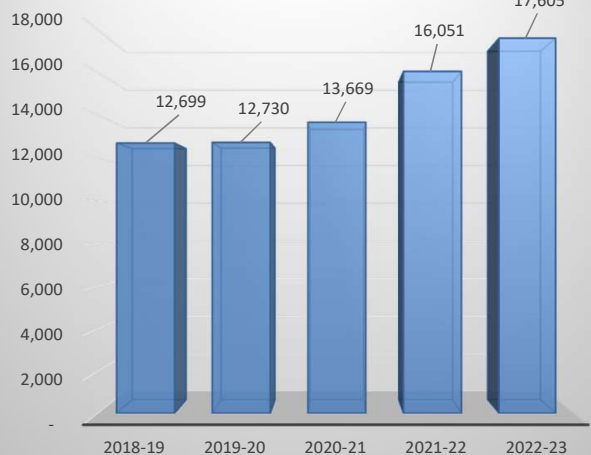
### Profit Before Tax (₹ in Lakhs)



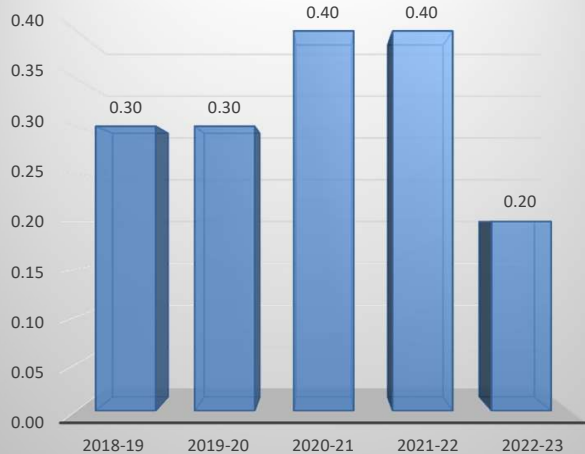
### Net Profit (₹ in Lakhs)



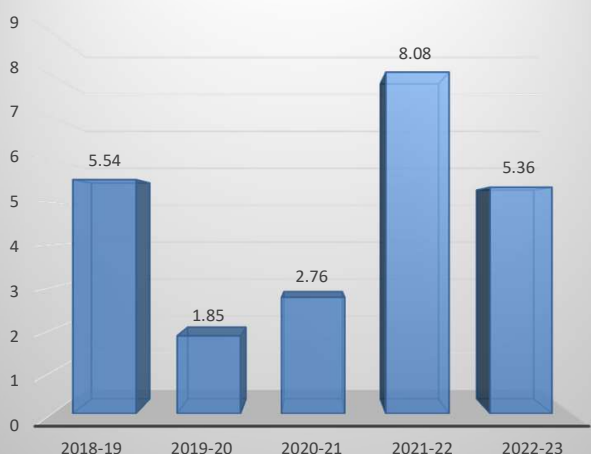
### Net Worth (₹ in Lakhs)



### Dividend Per Share (₹)



### Earning Per Share







**28<sup>TH</sup> ANNUAL REPORT  
OF  
LAHOTI OVERSEAS LIMITED  
2022-2023**





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## Corporate Information

CIN: L74999MH1995PLC087643

### BOARD OF DIRECTORS

Mr. Ujwal Rambilas Lahoti (DIN 00360785)	-	Executive Chairman
Mr. Umesh Rambilas Lahoti (DIN 00361216)	-	Managing Director
Mr. Aadhitiya Ujwal Lahoti (DIN 01501504)	-	Whole Time Director
Mr. Prakash Ramchandra Bang (DIN 00088837)	-	Non-Executive Independent Director
Mr. Prem Sardarilal Malik (DIN 00023051)	-	Non-Executive Independent Director
Ms. Meghna Vijay Panchal (DIN 07082835)	-	Non-Executive Independent Director / Woman Director

### KEY MANAGERIAL PERSONNEL

Mr. Umesh Rambilas Lahoti	-	Managing Director
Mr. Ujwal Lahoti	-	Executive Director
Mr. Aadhitiya Lahoti	-	Executive Director
Mr. Pradeep Bachhuka	-	Chief Financial Officer
Mr. Deep Shah	-	Company Secretary (Appointed wef 14th November, 2022)
Ms. Akshita Jhavar	-	Company Secretary (Resigned wef 29th August, 2022)

### STATUTORY AUDITORS

Chartered Accountants  
P C Ghadiali and Co LLP  
207, Arun Chambers, Tardeo  
Main Road, Mumbai 400 034

### INTERNAL AUDITORS

LSM & Co.  
516, Summit Business Bay, Chakala,  
Near WEH Metro Station & PVR,  
Behind gurunanak Petrol Pump,  
Andheri (E) Mumbai 400093

### SECRETARIAL AUDITORS

Kothari H. & Associates  
208, P. J. Towers, Dalal Street, Fort,  
Mumbai - 400 001.

### BANKERS

DBS Bank Limited  
YES Bank Limited  
HDFC Bank Limited  
RBL Limited  
Shinhan Bank  
Federal Bank

### REGISTERED OFFICE

307, Arun Chambers,  
Tardeo Road, Mumbai - 400 034.  
Tel.: +91-22-4050 0100 I Fax: +91-22-4050 0150  
e-mail: investor@lahotioverseas.com  
Web: [www.lahotioverseas.in](http://www.lahotioverseas.in)  
CIN: L74999MH1995PLC087643

### LISTED IN STOCK EXCHANGES

Bombay Stock Exchange, Mumbai



## REGISTRAR & TRANSFER AGENTS

### LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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

## DIRECTORS' BIOGRAPHY

### Mr. Ujwal Rambilas Lahoti -Executive Chairman

Mr. Ujwal Rambilas Lahoti has done his graduation in Commerce from Pune University and has more than 39 years of experience in the business of yarn and cloth trading and exports. He handles the trading division of the Company which mainly includes Exports of Yarns, Fabrics, and other allied Textile products. He is looking after overall Merchandise Trading activities of the Company.

### Mr. Umesh Rambilas Lahoti- Managing Director

Mr. Umesh Rambilas Lahoti did his graduation in Commerce from Shivaji University, Kolhapur. After completing his graduation, he joined the family business of wholesale cloth trading. He has more than 36 years of experience in the business of yarn and clothing trading and further has experience in the field of construction, textile, spinning and exports of cotton yarns. Presently, He is looking after day to day operations and management of the company.

### Mr. Aadhitiya Ujwal Lahoti- Whole Time Director/ Joint Executive Director

Mr. Aadhitiya Ujwal Lahoti, did his B.Com& FMBA and has experience of 18 years in Marketing in textile Industries and also business development. His knowledge about modern business environment and management system will help in the growth and performance the Company.

### Mr. Prakash Ramchandra Bang-Independent Director

Mr. Prakash Ramchandra Bang has Over 51 years of practical experience in India and abroad across a range of products and services. He was instrumental in building and executing creative and marketing strategies for various brands including Hallmark Cards, Indian Express, Kinetic Engineering, BPL Mobile, roomsXML.com, Bangoes.com, YoGoYo.com, Vama, Men's Avenue, Lahoti Overseas and many others. Mr. Prakash Bang is a regular speaker at many management institutes and professional forums. He is the author of the critically acclaimed book, 'YOUR ENTERPRISE ISN'T DEAD.YET'

### Mr. Prem Sardarilal Malik-Independent Director

Mr. Prem Sardarilal Malik has vast experience of over 58 years in textile and clothing industries at top Management. He is the past chairman of Past Chairman of Cotton Textile Export Promotion Council and Ex-CEO of Mafatlal Industries Limited.

### Ms. Meghna Vijay Panchal-Woman Independent Director

Ms. Meghna Vijay Panchal is a Non-Executive Woman Independent Director of Company. She holds a Bachelors degree in Arts and has experience in Business Administration.



## DIRECTORS' REPORT

TO  
THE MEMBERS OF  
LAHOTI OVERSEAS LIMITED

Your Company's Directors take pleasure in presenting the Twenty Eight Annual Report along with Audited Financial Statements of your Company and its

subsidiaries for the Financial Year ended March 31, 2023.

### FINANCIAL RESULTS:

The financial performance of the Company, for the year ended March 31, 2023 is summarized below:

(₹ in lakhs)

Particulars	Standalone		Consolidated	
	For the Financial Year Ended		For the Financial Year Ended	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Income from Operation	31,850.72	89,197.43	31,850.72	89,197.43
Other Income	462.01	771.14	471.61	785.85
Unrealized Gain/(Loss) (net)	44.42	97.26	46.16	94.41
Gross Total Income	<b>32,357.15</b>	90,066.13	<b>32,349.67</b>	90,081.98
Gross Profit before, Depreciation and Tax	<b>2946.14</b>	3,925.82	<b>2,357.03</b>	3,941.29
Less: Depreciation	<b>283.92</b>	319.04	<b>283.92</b>	319.04
<b>Profit Before Tax</b>	<b>2062.22</b>	3,606.78	<b>2,073.11</b>	3622.25
<b>Provision for Tax</b>				
Current Tax	<b>576.03</b>	980.96	<b>577.61</b>	984.02
Deferred Tax	<b>(78.49)</b>	269.64	<b>(78.05)</b>	269.93
Profit after Tax before period items	<b>1564.68</b>	2,356.18	<b>1573.55</b>	2,368.30
Other Comprehensive Income (Net of Tax)	<b>105.72</b>	141.14	<b>105.72</b>	141.14
Total Income for Period Net of Tax	<b>1670.39</b>	2497.32	<b>1679.27</b>	2,509.44
Balance b/f from previous year	<b>13647.20</b>	11,265.13	<b>15528.09</b>	11,316.24
<b>Amount available for appropriation</b>	<b>1670.39</b>	2497.32	<b>1679.27</b>	13,825.68
Less: Dividend Payout	<b>116.69</b>	116.69	<b>116.69</b>	116.69
Corporate Dividend Tax	-	-	-	-
Transferred to General Reserves	-	-	-	-
Reserves and surplus	<b>17,020.51</b>	15,466.85	<b>17,090.62</b>	15,528.09

### RESULTS OF OPERATIONS:

#### Standalone

During the year under review your Company has reported a standalone total income from operation of Rs. 31,850.72 Lakhs as compared to Rs. 89,197.43 Lakhs for the previous year. Further, the net profit for the current year under review was Rs.1,564.68 Lakh as compared to Rs. 2,357.62 Lakhs in previous year.

#### Consolidated

During the year under review your Company has reported a Consolidated total income from operation of Rs.31,850.72 Lakhs as compared to Rs. 89,197.43 Lakhs for the previous year.

Further, the net profit for the current year under review was Rs. 1573.55 Lakh as compared to Rs. 2,368.30 Lakhs in previous year

#### DIVIDEND:

Based on the Company's performance, Your Directors are pleased to recommend for approval of members a Final dividend @ 10% (i.e. 0.20) per equity share on 2,91,71,500 Equity shares of Face Value of Rs. 2 each amounting to Rs.58,34,300/- for the Financial Year 2022-23. The final dividend on equity shares, if approved by the members, will subject to deduction of income tax at source.

The Register of Members of the Company will remain closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) for annual closing.





## GENERAL RESERVE

The Company has not transferred any amount to the General Reserve during the financial year ended March 31, 2023.

## INVESTOR EDUCATION AND PROTECTION FUND

During the year, the unclaimed dividend amount of Rs.1,09,570.80 pertaining to the final dividend for the financial year 2014-2015 & interim dividend for financial year 2015-2016 were transferred to the Investor Education & Protection Fund in compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013

In compliance with these provisions read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, your Company also transferred 6,426 & 4025 Equity shares to the Demat Account of the IEPF Authority, in respect of which dividend had remained unpaid/unclaimed for a consecutive period of 7 years.

## NATURE OF BUSINESS AND CHANGES THEREIN:

The Company is engaged in the business of Merchant Exports of Cotton textiles and to specialize in the export of quality Cotton Yarns and fabrics. Lahoti's range today covers a wide variety of Cotton Yarns including carded & combed ring spun yarns of coarse & fine counts, ply yarns, special yarns and grey knitted and woven fabrics.

The Company is also engaged in the business of setting up of Power projects and to generate, supply, distribute, transmit and transform electric or other sources of power.

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

## MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

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

## SUBSIDIARY COMPANY:

The Company has 1(one) Wholly Owned Subsidiary as on March 31, 2023:

### 1. G Varadan Limited.

During the year under review, no company became or ceased to be a subsidiary, joint venture or associate of the Company.

The Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statement of the Company and all its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiary in the prescribed format AOC-1 is appended as Annexure 1 to the Directors' Report.

The Audited Consolidated Financial Statements (CFS) of your Company for the financial year ended March 31, 2023, prepared in compliance with the provisions of Ind AS 27 issued by the Institute of Chartered Accountants of India (ICAI) and notified by the Ministry of Corporate Affairs (MCA), Government of India also form part of this Annual Report.

Details of the Subsidiaries are given in the Extract of Annual Return in Form No. MGT - 9 as on March 31, 2023 and the same is annexed as Annexure - 5 to this Board's Report.

The Annual Reports of the Subsidiary will be made available for inspection by any Member of the Company at the Registered Office of your Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400 034 between 11:00 A.M. to 1:00 P.M. on any working day upto the date of ensuing AGM. The Annual Reports of the aforesaid Subsidiary for the financial year ended March 31, 2023 shall be provided to any Member of the Company upon receipt of written request. In view of the continuing statutory restrictions on the movement of persons at several places in the Country, Members may also send an advance request at the e-mail id - investor@lahotioverseas.com for an electronic inspection of the aforesaid documents.

The Annual Reports along with the Audited Financial Statements of the Subsidiary of your Company are also available on the website of the Company at [www.lahotioverseas.in](http://www.lahotioverseas.in)

No Independent Director on the Board of the Company is required to be inducted on the Board of its subsidiary as the subsidiary is not a material non-listed subsidiary Company as defined in the SEBI (Listing Obligations



and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company reviews the financial statements of the unlisted subsidiary company. The minutes of the Board meetings of unlisted subsidiary company are regularly placed at the Board meetings of the Company.

## DEPOSIT:

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. No amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 2013 as on the date of Balance Sheet and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 specifies the requirement for approval of the Board and/or the Members, as and when applicable in related party transactions in relation to contracts/arrangements.

During the year under review the Company has not entered into related party transactions as per the provisions of Section 188 of the Companies Act, 2013. Thus disclosure in Form AOC-2 is not required. Further there are no materially significant related party transactions during the year under review made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company.

The Company has formulated a related party transactions policy and the same is displayed on the website of the company viz. <http://lahotioverseas.in/PDFs/policies/related-party-transactions-policy.pdf>

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

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.

However, the Company was not required to pass special resolution as the Loans advanced and investments made in accordance with the said provisions has not exceeded the limits as specified in the provision.

## BOARD OF DIRECTORS:

As per the requirements of Section 149, 152 of the Companies Act, 2013 (the Act) and such other applicable provisions of the Act and as per provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which defines the composition of the Board, the Board of Directors of the Company have been constituted in compliance with the said Sections.

Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment detailing their role and function in the Company, the format of the letter of appointment whereof is available on the website of the Company at: <http://lahotioverseas.in/PDFs/terms-and-conditions-of-appointment-of-independent-directors.pdf>

As on the date of this report, the Company's Board consists of the following Independent Directors:

1. Mr. Prakash Ramchandra Bang
2. Mr. Prem Sardarilal Malik
3. Ms. Meghna Panchal

As per Section 152 and other applicable provisions of the Companies Act, 2013 read with applicable Articles of the Articles of Association of the Company, Mr. Umesh Lahoti, Director of the Company is liable to retire by rotation and is eligible for re-appointment.

## KEY MANAGERIAL PERSONNEL

Mr. Umesh Lahoti, Managing Director, Mr. Ujwal Lahoti, Executive Director, Mr. Aadhitya Lahoti, Executive Director Mr. Pradeep Bachhuka, Chief Financial Officer and Mr. Deep Shah, Company Secretary & Compliance Officer are the Key Managerial Personnel of the Company, in terms of Section 2(51) read with Section 203(1) of the Companies Act, 2013.

\*Ms. Akshita Jhavar resigned wef 29th August, 2022 and Mr. Deep Shah Appointed wef 14th November, 2022 as Company Secretary and Compliance Officer



## DECLARATION BY INDEPENDENT DIRECTORS:

Mr. Prakash Ramchandra Bang, Mr. Prem SardarilalMalik and Ms. Meghna Vijay Panchal are the Independent Directors on the Board of the Company. The Company has received the declaration from all the Independent Directors confirming that they meet the criteria as set out in the provisions of Section 149(6) of the Companies Act, 2013 and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### A) Formal Annual Evaluation

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board of Directors on recommendation of the Nomination and Remuneration Committee have evaluated the effectiveness of the Board/ Director(s) for the financial year 2022-2023.

## COMMITTEES OF BOARD:

The Board has 4 Committees: Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee and the Corporate Social Responsibility Committee. A detailed note on the functions of the Board and Committee are provided in the Corporate Governance Report. The Composition of the Committees are as follows:

### 1. Audit Committee

The Audit Committee comprises of the following members:

Name of the Director	Designation in the Committee
Mr. Prakash Ramchandra Bang (Independent Director)	Chairperson
Ms. Meghna Vijay Panchal (Independent Director)	Member
Mr. Prem Sardarilal Malik (Independent Director)	Member

Kindly refer to the section on Corporate Governance under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

### 2. Stakeholder's Relationship Committee

Name of the Director	Designation in the Committee
Ms. Meghna Vijay Panchal (Non-Executive Independent Director)	Chairperson
Mr. Umesh Rambilas Lahoti (Managing Director)	Member
Mr. Ujwal Rambilas Lahoti (Executive Director)	Member

Kindly refer to the section on Corporate Governance under the head, 'Stakeholders Relationship Committee' for matters relating to constitution, meetings and functions of the Committee.

### 3. Nomination and Remuneration Committee

Name of the Director	Designation in the Committee
Ms. Meghna Vijay Panchal (Independent Director)	Chairperson
Mr. Prakash Ramchandra Bang (Independent Director)	Member
Mr. Prem Sardarilal Malik (Independent Director)	Member

Kindly refer section on Corporate Governance, under the head, 'Nomination & Remuneration Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

### 4. Corporate Social Responsibility Committee

Name of the Director	Designation in the Committee
Mr. Ujwal Rambilas Lahoti (Executive Director)	Chairperson
Mr. Prakash Ramchandra Bang (Independent Director)	Member
Mr. Umesh Rambilas Lahoti (Managing Director)	Member



## NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND VARIOUS COMMITTEES:

During the year, Four Board Meetings were convened and held, the details of number of meetings of the Board and various Committees during the Financial Year 2022-2023 forms part of the Corporate Governance Report.

## COMPANIES POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

In Compliance with Section 178 of the Companies Act, 2013 and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board constituted the Nomination and Remuneration Committee comprising of Three (3) Non-Executive Independent Directors of the Company and further the Board in consultation with the Nomination and Remuneration Committee formulated the Nomination and Remuneration Policy.

The Remuneration policy of the Company comprises inter alia the aims and objectives, principles of remuneration, guidelines for remuneration to Executive and Non-Executive Directors and Key Managerial Personnel and criteria for identification of the Board Members and appointment of Senior Management.

The Criteria set out identification of the Board members are given hereunder:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. 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.

The Nomination and Remuneration Policy has been posted on the website of the Company <http://lahotioverseas.in/PDFs/policies/nomination-and-remuneration-committee-policy.pdf>

## ANNUAL EVALUATION OF THE BOARD:

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its own performance and as well as that of its Committees and individual Directors, including the Chairperson of the Board.

## INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statement. During the year no reportable material weakness in the design or operations were observed.

## INTERNAL CONTROLS OVER FINANCIAL REPORTING (ICFR)

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures 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.

## CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company has constituted a CSR Committee comprising of Mr. Ujwal Rambilas Lahoti as Chairperson, Mr. Umesh Rambilas Lahoti & Mr. Prakash Ramachandra Bang as its members. The Committee is responsible for formulating and monitoring the CSR policy of the Company.

CSR activities, as per the provisions of the Companies Act, 2013, may be undertaken by the Company through a registered trust or a registered society.

The CSR policy as adopted by the Company can be viewed on the website of the Company at: <http://lahotioverseas.in/PDFs/policies/corporate-social-responsibility-policy.pdf>.



The Annual report on the CSR activities undertaken by the Company is appended to this report as Annexure -2.

## NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND VARIOUS COMMITTEES:

During the year, Four Board Meetings were convened and held, the details of number of meetings of the Board and various Committee during the Financial Year 2022-2023 forms part of the Corporate Governance Report.

## VIGIL MECHANISM/WHISTLE BLOWER:

As per the provisions of Section 177(9) and 177(10) of the Companies Act, 2013 and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has adopted a Whistle Blower Policy to report genuine concerns or grievances and to deal with the instances of fraud and mismanagement.

The Whistle Blower Policy has been posted on the website of the Company <http://lahotioverseas.in/PDFs/policies/whistle-blower-policy.pdf>

During the year under review, there were no complaints/concerns that arose.

## DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained /received from the operating management, your Directors make the following statement and confirm that-

- (a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of 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 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.

## AUDITORS AND AUDITORS' REPORT:

In accordance with Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, P C Ghadiali And Co LLP., Chartered Accountants, Mumbai (Registration No. 103132W/W-100037) Statutory Auditors of the Company to hold office for five consecutive years from the conclusion of the 27th Annual General Meeting of the Company held on 30th September, 2022 till the conclusion of 32nd Annual General Meeting to be held in 2027, as required under section 139 of the companies act, 2013 read with companies (Audit & Auditors) Rules 2014.

The Reports of the Statutory Auditors, P C Ghadiali And Co LLP, Chartered Accountants on the Standalone and Consolidated Financial Statements of the Company for the Financial year 2023 form part of this Annual Report. The statutory auditors have submitted a unmodified opinion on the audit of Financial Statements for the year 2023 and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report and therefore the same does not call for any further comments/explanation from the Directors.

## SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Your Company has appointed Kothari H. & Associates, a firm of Practicing Company Secretaries as a Secretarial Auditor of the Company, for conducting secretarial audit of Company for the Financial Year 2022 – 23.

The report in respect of the Secretarial Audit carried out by Kothari H. & associates Company Secretaries in Form MR-3 for the FY 2022-23 forms part of this report as Annexure 3. The said report does not contain any adverse observation or qualification requiring





explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

## **COST AUDITOR**

The Company is not required to maintain cost records and conduct cost audit in accordance with Section 148(1) of the Act read with Rule 3 of the Companies (Cost Record and Audit) Rules, 2014 as the business of the Company is not covered under the said rules and limits.

## **REPORTING OF FRAUDS BY AUDITORS**

During the year, neither the Statutory Auditor nor the Secretarial Auditor have reported to the Audit Committee under Section 143(2) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report

## **EQUITY SHARES WITH DIFFERENTIAL RIGHTS:**

The Company has not issued any equity shares with differential rights / sweat equity shares/ employee stock options or not made any provision of its own shares by employees or by trustees for the benefit of employees during the Financial Year 2022-2023.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the Financial Year 2022-2023

## **LISTING:**

At present the Company's Equity Shares are listed at BSE Limited and the Company has paid Listing Fees to the above Stock Exchanges for the year 2022-23.

## **DISCLOSURE OF REMUNERATION PAID TO DIRECTOR AND KEY MANAGERIAL PERSONAL:**

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as Annexure 4 to the Board's report.

## **SIGNIFICANT AND MATERIAL ORDERS:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **RISK MANAGEMENT:**

Risk management is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Risk management's objective is to assure uncertainty does not deflect the endeavor from the business goals.

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A risk management committee consisting of senior executives of the Company periodically reviews these procedures to ensure that executives' management controls risk through means of a properly defined framework. A senior independent director is associated with the committee. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board. The risk management policy is displayed on the website of the Company viz. <http://lahotioverseas.in/PDFs/policies/risk-management-policy.pdf>

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed and forms an integral part of the Annual Report.

## **REPORT ON CORPORATE GOVERNANCE**

The Report on Corporate Governance for the year under review together with the certificate from the Auditor of the Company regarding compliance of the conditions of Corporate Governance, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

## **CERTIFICATE FROM PCS UNDER SCHEDULE V (C) (10) (I) OF SEBI (LODR)**

The Certificate from the practicing Company secretary as per Schedule V (C) (10) (i) of SEBI (LODR) certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this Director's Report as Annexure-6





## EXTRACTS OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on 31 March 2023 is available on the Company's website at <http://www.lahotioverseas.in/annual-reports.asp>

## ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy. The Company has installed energy conservative equipment's like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp).

The Company has maintained a technology friendly environment for its employees to work in. Your Company uses latest technology and equipment's. However, since the Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.

During the period under review the Company has earned Foreign Exchange of Rs. 21,125.17 Lakhs and incurred the Foreign Exchange outgo of Rs. 244.21 Lakhs

## COMPLIANCE WITH SECRETARIAL STANDARDS:

During the year under review, the Company has duly complied with the applicable provisions of the Revised Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

## PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has in place the "Policy on Prevention of Sexual Harassment at the Workplace" in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints were received by the Committee for Redressal.

## OTHER DISCLOSURES

- The Company was not required to transfer any amount to Investor Education and Protection Fund under section 125 of the Act.
- No petition/ application has been admitted under Insolvency and Bankruptcy Code, 2016, by the National Company Law Tribunal.

## ACKNOWLEDGEMENT

Your Company's Directors wish to express their grateful appreciation for co-operation and support received from customers, financial institutions, Banks, regulatory authorities, customers, vendors and members and the society at large.

Deep sense of appreciation is also recorded for the dedicated efforts and contribution of the employees at all levels, as without their focus, commitment and hard work, the Company's consistent growth would not have been possible, despite the challenging environment.

## For and on behalf of the Board of Directors

Sd/-

**Ujwal Rambilas Lahoti**  
(Executive Chairman)  
(DIN 00360785)

Sd/-

**Umesh Rambilas Lahoti**  
(Managing Director)  
(DIN 00361216)

**Place: Mumbai**

**Date: August 10, 2023**



## ANNEXURES TO DIRECTORS' REPORT

### ANNEXURE -1

#### 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

(Rs. in Lakhs)

Particulars	Details
Name of the subsidiary	G Varadan Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2023
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
Share capital	5,00,000 (5000 Equity Shares of Rs. 100/- each)
Reserves & surplus	33.01
Total assets	38.14
Total Liabilities	38.14
Investments	23.12
Turnover	NIL
Profit before taxation	1.40
Provision for taxation	0.88
Profit after taxation	0.52
Proposed Dividend	NIL
% of shareholding	100% (Wholly owned Subsidiary)

Details of New Subsidiary/ Joint ventures/Associate Companies.

Sr. No	Name of Company	Subsidiary / Joint ventures/ Associate Company	Date of becoming of Subsidiary / Joint ventures/ Associate Company.
	NIL		

Details of the Company who ceased to be its Subsidiary/ Joint ventures/Associate Companies.

Sr. No	Name of Company	Subsidiary / Joint ventures/ Associate Company	Date of cession of Subsidiary / Joint ventures/ Associate Company.
	NIL		

For and on behalf of the Board of Directors

**Sd/-** Ujwal R. Lahoti  
Executive Chairman  
DIN No: 00360785

**Sd/-** Umesh R. Lahoti  
Managing Director  
DIN No: 00361216

**Sd/-** Pradeep Bacchuka  
Chief Financial Officer

**Sd/-** Deep Shah  
Company Secretary

Place: Mumbai  
Date: August 10, 2023

## ANNEXURE -2

### REPORT ON CORPORATE SOCIAL RESPONSIBILITY

#### 1. Brief outline on CSR Policy of the Company:

The Company shall decide to undertake any of the CSR activities/ projects as enumerated in Schedule VII of the Companies Act, 2013 or such other CSR activities/ projects as may be notified by Ministry of Corporate Affairs from time to time.

#### 2. Composition of the CSR Committee:

Sr.No	Name of Director	Designation / Nature of Directorship	Nature of Directorship
1	Ujwal Lahoti	Chairman	Executive Director
2	Umesh Lahoti	Member	Managing Director
3	Prakash Bang	Member	Independent Director

#### 3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board is available on the website of the Company at the following links <http://www.lahotioverseas.in/investor-relations.asp>

#### 4. Details of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable

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

#### 6. Average net profit of the company as per section 135(5): 1712.92

a) Two percent of average net profit of the company as per section 135(5): Surplus arising out of the CSR projects or programmes or activities of the previous financial years: 34.26

b) Amount required to be set off for the financial year, if any: Nil

c) Total CSR obligation for the financial year (7a+7b-7c):

7. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
23.26	11 Lacs	29/4/2023			

**(b) Details of CSR amount spent against ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency. CSR No	
1	Shaurya Bhawan Ayodhya	Construction of facilities for Senior Citizen	No	Ayodhya	300000	No	ABMM Maheshwari Reilef Foundation	CSR00001475

**(c) Details of CSR amount spent against other than ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	State.	District.	Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Name.	CSR registration number.
1.	OMKAR ANDH APANG SAMAJIK SANSTHA	Eradicating Poverty, Empowering Women	Yes	Maharashtra	Mumbai	2350000	No	OMKAR ANDH APANG SAMAJIK SANSTHA	CSR00003196

**(d) Amount spent in Administrative Overheads: Not Applicable**

**(e) Amount spent on Impact Assessment, if applicable: Not Applicable**

**(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 34,50,000**

**(g) Excess amount for set off, if any: Nil**

Sl. No.	Particular	Amount (Rs.in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	34,26,000
(ii)	Total amount spent for the Financial Year	34,50,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	24,000
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	24.000

8. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil



9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details).
  - a. Date of creation or acquisition of the capital asset(s):
  - b. Amount of CSR spent for creation or acquisition of capital asset:
  - c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc:
  - d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):
10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

**For Lahoti Overseas Limited**

Sd/-

**Ujwal Rambilas Lahoti**  
(Chairman of CSR Committee)  
DIN: 00360785

Sd/-

**Umesh Rambilas Lahoti**  
(Managing Director)  
DIN: 00361216



## Annexure -3

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[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,  
**Lahoti Overseas Limited**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 ('Audit period') complied with the statutory provisions listed here under 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, minute books, forms and returns filed and other records maintained by Lahoti Overseas Limited for the financial year ended on March 31, 2023 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder as amended from time to time;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the Audit Period)
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the SEBI (Share Based Employee Benefits) Regulations 2014: **(Not applicable to the company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the Audit Period)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)** and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amended from time to time;





- We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the company has complied with the 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 year under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously 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** Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

**We further report that** during the audit period the Company has not passed any resolution for:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc,
- v. Foreign technical collaborations.

**For Kothari H. & Associates  
Practicing Company Secretaries  
(Peer Review. 593/2019)**

**Sonam Jain  
Membership No.9871  
Certificate of Practice No. 12402  
UDIN: F009871E000775317**

Place: Mumbai  
Date: August 10, 2023

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**  
**Lahoti Overseas Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our 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, we 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. Wherever 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

**For Kothari H. & Associates**  
**Practicing Company Secretaries**  
**(Peer Review. 593/2019)**

**Sonam Jain**  
**Membership No.9871**  
**Certificate of Practice No. 12402**  
**UDIN: F009871E000775317**

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

## ANNEXURE -4

### REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-2023, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-2023 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S.No	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2022-2023 (₹ in lakhs)	% increase in Remuneration in the Financial year 2022-2023	Ratio of Remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of KMP/Director against the performance of the Company
1.	Mr. Umesh Lahoti – Managing Director	21.60	(0%)	5.16:1	Remuneration of KMP/Director increased by 1.29% and profit before tax decreased 43%.
2.	Mr. Ujwal Lahoti – Whole time Director	25.80	(0%)	6.16:1	
3.	Mr. Aadhitiya Lahoti – Whole Time Director	12.00	(0%)	2.87:1	
4.	Mr. Pradeep Bachhuka – Chief Financial Officer	14.28	(3.72%)	3.41:1	
5.	Mr. Deep Shah – Company Secretary (w.e.f. 14/11/2022)	4.18	0%	1.56:1	

Note: No other Director other than Managing Director and Whole Time Director received any remuneration other than sitting fees for the financial year 2022-2023

- ii. The Median remuneration of the employees during the financial year was Rs. 4.18 Lacs
- iii. In the financial year 2022-2023, there was an increase of 10.92% in the median remuneration of the employees
- iv. There were 40 permanent employees on the rolls of the Company as on March 31, 2023
- v. The Profit before tax of the Company for the financial year 2022-23 decreased by 43 % and the increase in median remuneration is 10.92%. The key parameters for the variable component of the remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and as per the Remuneration policy for Directors and Senior Management.
- vi. **Affirmation that remuneration is as per Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration policy of the Company.

For and on behalf of the Board of Directors

Sd/-                                          Sd/-  
 Ujwal R. Lahoti                          Umesh R. Lahoti  
 (Executive Chairman)                  (Managing Director)  
 (DIN No: 00360785)                  (DIN No: 00361216)

Place: Mumbai  
 Date: August 10, 2023



## ANNEXURE -5

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of  
**LAHOTI OVERSEAS LIMITED**  
307 ARUN CHAMBERS TARDEO ROAD MUMBAI  
Maharashtra – 400063

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **LAHOTI OVERSEAS LIMITED** having CIN **L74999MH1995PLC087643** and having registered office at 307 ARUN CHAMBERS TARDEO ROAD MUMBAI Maharashtra – 400063 produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers,

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. PREM SARDARILAL MALIK	00023051	28/03/2012
2	Mr. PRAKASH RAMCHANDRA BANG	00088837	12/07/2001
3.	Mr. UJWAL RAMBILAS LAHOTI	00360785	01/03/2012
4.	Mr. UMESH LAHOTI	00361216	24/04/1995
5.	Mr. AADHITIYA UJWAL LAHOTI	01501504	01/09/2007
6.	Mrs. MEGHNA VIJAY PANCHAL	07082835	13/02/2015

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.

**For Kothari H. & Associates**  
**Company Secretaries**

Sd/-

**Sonam Jain**  
(Partner)

Membership No.: F9871  
CP No.: 12402

UDIN : F009871E000559453

Place: Mumbai  
Date: 10<sup>th</sup> August, 2023



## MANAGEMENT DISCUSSION & ANALYSIS

### Industry Structure and Development

#### Textile division:

The Textile Industry in India is second largest employer after agriculture providing jobs to the various classes of peoples and is one of the significant contributors to the Indian economy. During the year 2022-23, the Cotton Textile Industry in India has experienced an improvement on account of overall sluggish demands from overseas markets. The depreciation of the Indian currency has helped achieving better realizations for export and has increased the competitiveness of the Exports from India. However the sluggishness in world market particularly in the last quarter of the financial year combined together with the appreciation of the Indian Currency has affected the competitiveness of the Indian Export, reflecting lower volumes and profits for the exporters.

Revival is only expected once Raw Material Prices Comes back to reasonable level and the improvement in demands overseas will enable whole textile value chain to move on smoothly.

Lahoti Overseas Limited is mainly engaged in the export of various kinds of Cotton Yarns, Grey Cotton Fabrics and allied Textile Products. Company has a strong presence in Overseas Markets in the products. Company enjoy good reputation in the Global Markets by way of its Competitiveness and efficient services.

#### Power Projects Division:

Government of India has taken several measures to encourage Renewable Energy Sector in India. Many State Governments and Government undertakings also have come out with the Reverse Bidding System to fulfil their obligations for Renewable Energy and combined with this sector has become the most talked about sector attracting huge investments and has the potential for huge growth in future.

Lahoti Overseas Limited has ventured into the Renewable Energy Sector by installation of Wind Power projects and Solar Power projects. However the falling trend in the power purchase prices are affecting adversely on the profit margins and growth prospects.

### Awards and Recognitions

- The Company has won the Gold, Silver & Bronze trophies consistently since 1997 from TEXPROCIL (Cotton Textile Export Promotion Council) for excellence in export of cotton yarn.
- The Company has won the prestigious “Niryat Shree” award from The Federation of Indian Export Organization (FIEO) for the year 2003-2004. The Company also won Silver plaque from Government of Maharashtra for the year 1995-96, 1996-97 and Gold Plaque for the year 2009-2010.
- The Company has won the Business World International Business Award for Category – “Best Export House” for excellent performance in exports in the year 2010-11.
- The Company has received Second Award in Merchant Exporter Category and Third Award in Trading House Category from Government of Maharashtra for its export performance in the year 2010-11.
- The Company has been awarded with Gold Trophy Award for highest exports of Cotton Yarn (count 50s & below Category II by Texprocil for the year 2021-22.

These awards recognised the efforts of the Company in the creation of path breaking trends and excellent export performance in Cotton Textile Industry.



## Opportunities and Threats

### Textile Division

The future of Indian Cotton Textile Industry is highly depending on availability of raw material at a competitive price. With the introduction of Hybrids and BT Cotton, the cotton production in India is increasing every year. The government is making efforts to supply proper quality seeds at a reasonable price to the growers and it is expected that the supply of quality cotton will be comfortable.

In the past, the Textile Industry did not develop in an organized manner and the policy favored fragmentation resulting in organized players suffering heavily because of the distorted fiscal structure. Fortunately, in the last few years, the Government has now provided level playing field to all the sectors of textile industry and therefore, large investments are coming in the textile industry. Government had given good incentives under Technology Upgradation Fund Scheme, Textile Park Scheme and also benefits to the processing sector, which will give boost to the textile industry. Various state government are also offering attractive incentive to textile industry.

### Power Projects Division:

Power Projects specifically the Renewable Energy projects are highly capital intensive. These projects are also dependant on natural resources like wind, water, sunlight etc. The requirement of good infrastructures such as connectivity of roads, viability of communication systems play key roles in such projects. Being highly capital intensive, the cost of production of energy is relatively higher in such projects. However there is no consumption of Raw Materials and also due to the substantial reduction in the capital cost in recent times, these projects are now becoming viable. The floor price of REC have been revised downwards recently will help to increase the sale of REC, however the matter of allowing the vintage multiplier to the old investors in the sector is still to be resolved and the same is subsidized. The matter of PPA with the Rajasthan electricity board has been recently resolved with settlement reached between the parties at Rajasthan High Court.

## Segment wise and Product wise performance

### Textile Division

Revenue in Textile Division has shown a decreased by Rs.57,338.85 Lakhs when compared to last year. The profits of the Company shown decrease of Rs..792.94 Lakhs when compared to last year profits.

### Power Projects Division:

Revenue from Power Division decreased by Rs.7.78 Lakhs when compared to last year. However the Profits of Power division has shown an increase by Rs.256.89 lakhs.

## Outlook

### Textile Division

The long term objective of the Company is to remain strong player in the cotton textiles export market with strong emphasis on product and market development, value added yarns, customer services and Technology Up gradation. Your Company is also continuously improving its operational efficiency, and cost control which alone can improve the bottom line in future in highly competitive environment. Further, your Company is hopeful to get advantage of the overall good times likely to come for the Indian Cotton Textile Industry and will do all out efforts to secure the bigger share of the increasing market in future.

A stable outlook on cotton and synthetic textiles would result from favourable policy environment, improvements in demand-supply position, continued stability in input costs and consequent improvement in margins/liquidity. However, the good monsoon and pick up in Indian economy due to various measures taken by the Government would unleash demand in the long run and offset any slowdown in exports. Further, the hope of revival of Chinese and European economy will also bring the positive growth for this sector.

By encashing the rich experience gained by the Company in the Cotton Textile sector, the company has plans to increase its efforts of marketing and to open up foreign offices in order to better serve its customers. The emphasis will also be on more exports of value added items such as dyed yarns, speciality yarns and grey and dyed fabrics.





## **Power Projects Division:**

The overall outlook of the Renewable Energy sector in India has been positive. The supportive steps taken by Government of India and almost all State Governments in India have given a big boost to this sector. The reduction in capital cost of the project particularly in Solar Power have made this sector viable and due to the improvement in technology, this sector will become more competitive and self-sufficient. India has huge potential for Wind and Solar Power as the availability of wind and sunlight are available in abundance in India with favorable weather conditions and India has the fifth largest installed wind power capacity in the world.

## **Risks and Concern**

### **A. Brief risk factors for Textile projects**

- Our business shall dependent on the availability/supply and cost of raw materials which we source from domestic suppliers. Any significant increase in the prices of these raw materials or decrease in the availability of the raw materials, could adversely affect our results of operations;
- Our business is subject to regulation by several authorities, which could have an adverse effect on our business and our results of operations;
- We are heavily dependent on our Promoters and the loss of their guidance and services may adversely affect our business or results of operations;
- Change in Government of India's Economic Liberalization policies may hinder prices of our equity shares;
- Change in Tax laws in India (i.e. Goods & Service Tax & Income Tax) may increase tax liabilities of the company inversely affecting PAT;
- Slowdown in the Indian economy may inverse effect in our profit;
- Any Natural calamities, terrorist attack on India may hinder our profit;
- Change in economic regulations and laws may also effect the company adversely.

### **B. Brief risk factors for Power projects**

- Risk of property damage or liability stemming from errors during the building of new projects;
- Risk affecting the viability of the project developer, for example, risks related to key personnel, financial solidity and technical ability to execute on plans;
- Risk of environmental damage caused by the solar park including any liability following such damage;
- Risk of insufficient access to investment and operating capital;
- Risk of a cost increases for key input factors such as labour or modules, or rate decreases for electricity generated;
- Risk of unscheduled plant closure due to the lack of resources, equipment damages or component failures;
- Risk of reduction in sale price;
- Risk of components generating less electricity over time than expected;
- Risk of a change in policy that may affect the profitability of the project, for example changes in levels of tax credit or RPS targets. Also, this includes changes in policy as related to permitting and interconnection and implementation of such policy by Government;
- Risk of changes in electricity generation due to lack of sunshine or dust covering solar panels for long periods of time;
- Risk that all or parts of the solar park will be subject to sabotage, terrorism or theft and thus generate less electricity than planned;
- Risk of Natural Calamities.

### **Internal Control Systems and their adequacy**

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized usage or disposition and that transactions are authorized, recorded and reported correctly.



The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

## Financial and Operational Performance

During the year under review your Company has reported a total income of Rs.32,357.15 Lakhs out of which the sale realization has andecreased by 64.51% at Rs.31,546.96 Lakhs when compared to previous years proceeds of Rs.88,885.81Lakhs from the textile division and a decrease of 2.46% at Rs.303.95 Lakhs when compared to previous year proceeds of Rs. 311.62Lakhs in the Power division.

Further the non-operating income amounts to Rs.868.69 Lakhs which has increased by 19.40% Rs.727.51 Lakhs as compared to the previous year

## Liquidity and Capital Resources

Particulars	2022-2023 (Rs. in Lakhs)	2021-2022 (Rs. in Lakhs)
Cash and Cash Equivalents -		
Beginning of the year	2135.15	428.19
End of the year	1901.50	2135.15
Net Cash provided (used) by -		
Operating activities	8829.23	1444.15
Investment activities	(3596.56)	(591.74)
Financial activities	(5466.32)	854.55

During the year, there has been a Cash outflow from Operating activity to the extent Rs.8,829.23 lakhs as against cash inflow of Rs.1444.15 Lakhs during the corresponding previous year. Further during the year there is cash outflow of Rs.3596.56 Lakhs on account of Investment activity as against outflow of Rs.591.74 Lakhs during the previous year. During the year the outflow generated over finance activity is Rs.5466.32 Lakhs as compare to inflow Rs.854.55 Lakhs in the previous year.

## Material Developments in Human Resources

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year. Recruitment process has been strengthened to ensure higher competence levels.

## Human Resources and Industrial Relations

Human Resource is the most vital factor to achieve the goals of any organization. To maintain its competitive edge in a highly dynamic industry, Company recognizes the importance of having a work force which is consumer-focused, performance-driven and future-capable. We believe in fostering equal employment opportunities, where individuals are selected and treated on the basis of their job-relevant merits and are given equal opportunities within the organization

There were 40 permanent employees on the rolls of the Company as on 31st March, 2023.

## For and on behalf of the Board of Directors

Sd/-

Ujwal Rambilas Lahoti  
(Executive Chairman)  
(DIN 00360785)

Sd/-

Umesh Rambilas Lahoti  
(Managing Director)  
(DIN 00361216)

Place: Mumbai

Date: August 10, 2023



## Report on Corporate Governance

In accordance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and some of the best practices followed internationally on Corporate Governance System and processes at Lahoti Overseas Limited is as follows:

### 1. Our Corporate Governance Philosophy

The Company believes in abiding by the Code of Governance so as to be a responsible corporate citizen and to serve to the best interests of all the stakeholders, viz., the employees, shareholders, customers, vendors and the society at large. The Company seeks to achieve this goal by being transparent in its business dealings, by disclosing all relevant information in an easily understandable manner, and by being fair to all stakeholders, by ensuring that the organization is managed and monitored in a responsible manner for creating and sharing stakeholder's value and the Company's activities are managed by a professionally competent and independent Board of Directors. The performance of the Company is driven by integrity which is vital to gain the trust of the stakeholders.

Our Endeavour is to follow the spirit of good governance rather than the mere letter of the conditions specified by regulatory authorities.

The Company has strived to adopt a corporate governance framework to align itself with the new guidelines of the Companies Act, 2013 and the new SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company ensures timely disclosures and sharing of accurate information about financials and performance as well as leadership and governance of the Company.

The Corporate Governance philosophy of the Company rests on five basic tenets viz., Board's accountability, value creation, strategic guidance, transparency and equitable treatment to all stakeholders.

## 2. Board of Directors (Board)

### a. Board composition:

The Company maintains optimum number of Directors in compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the best practices of Corporate Governance. The Board has the optimum combination of executive and non-executive/ Independent Directors thereby bringing objectivity and transparency in the Management and in dealings of the Company.

As on March 31, 2023, the Board consisted of Six Members of which 3 are Executive Directors and 3 are Non-Executive Directors. All members of the Board are persons with considerable experience and expertise in Industry.

The Chairman and Managing Director along with the Board of Directors provide leadership to the Board and to the Management in strategizing and realizing business objectives and are supported by the Executive Directors. The Independent Directors contribute by giving their valuable guidance and inputs with their independent judgment on the overall business strategies and performance.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee & Stakeholders Relationship Committees as per the provisions of the SEBI LODR Regulations), across all the companies in which he/she is Director. The necessary disclosures regarding committee positions have been made by all the Directors. None of the Directors holds office in more than 20 companies and in more than 10 public companies.



The Disclosures about the Category of the Directors along with their directorship & Committee Membership are given below as on March 31, 2023:

Name of the Director	Category- (Executive/ Non-Executive/ Independent)	No. of Outside Directorships held in Indian Public Limited Companies (including Lahoti Overseas Limited)	Number of Outside Committee positions held		Number of Board Meetings		Attended Last AGM
			Member	Chairman	Held	Attended	
Mr. Umesh RambilasLahoti	Executive	7	4	0	4	4	Yes
Mr. Ujwal RambilasLahoti	Executive	6	4	0	4	4	Yes
Mr. Aadhitiya Ujwal Lahoti	Executive	4	0	0	4	3	Yes
Mr. Prem Sardarilal Malik	Non-Executive & Independent	4	3	1	4	2	Yes
Mr. Prakash RamchandraBang	Non-Executive & Independent	5	1	3	4	4	Yes
Ms. MeghnaVijay Panchal	Non-Executive & Independent	3	1	2	4	4	Yes

\* Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions. The above Directorships & Committee Positions are including Directorships & Committee Positions in your company.

The number of directorships and the positions held on Board Committees by the directors are in conformity with the limits on the number of Directorships and Board Committee positions as laid down in the Companies Act, 2013 and the SEBI (LODR) Regulations on March 31, 2023.

Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company in accordance with Section 149 of the Companies Act, 2013, read with the relevant provisions of SEBI(LODR) Regulations.



(b) Name of the other listed entities where directors of the Company are Directors and category of Directorship as on March 31, 2023:

S.No.	Name of the Directors	Name of listed entities in which the concerned Director is a Director	Category of Directorship
1.	Ujwal R. Lahoti	Hind Commerce Limited	Non-Executive Director
		Bhalchandram Clothing Limited	Executive Director
2.	Umesh R. Lahoti	Hind Commerce Limited	Managing Director
		Bhalchandram Clothing Limited	Executive Director
3.	Aadhitiya U. Lahoti	Bhalchandram Clothing Limited	Non-Executive Director
4.	Prem S. Malik	INDO Count Industries Limited	Non-Executive Independent Director
5.	Prakash R. Bang	Hind Commerce Limited	Non-Executive Independent Director
		Bhalchandram Clothing Limited	Non-Executive Independent Director
6.	Meghna V. Panchal	Hind Commerce Limited	Non-Executive Independent Director
		Bhalchandram Clothing Limited	Non-Executive Independent Director

### Key Board qualifications, expertise and attributes

The Board of Directors of the Company recognizes that qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The table below summarizes the key qualifications, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board:

Sr. No.	Name of Director	Knowledge on Company's businesses, policies and culture knowledge of the industry	Corporate Governance Experience with a major organisation that demonstrates rigorous governance Standards.	Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,	Financial Proficiency in financial accounting and reporting, corporate finance and internal controls.	Technical / Professional skills
1.	Mr. Ujwal Lahoti	✓	-	✓	✓	✓
2.	Mr. Umesh Lahoti	✓	✓	✓	✓	✓
3.	Mr. Aadhitiya Lahoti	✓	-	✓	✓	✓
4.	Mr. Prem S. Malik	✓	✓	✓	✓	✓
5.	Mr. Prakash R. Bang	✓	✓	✓	✓	✓
6.	Mrs. Meghna V. Panchal	✓	-	✓	✓	✓



**(c) Board Meetings held and attendance:**

The Board meets at least once in each quarter inter alia to review the quarterly results. In addition, the Board also meets whenever it is necessary. The Board periodically reviews compliance reports of all laws applicable to the Company.

Steps are taken by the Company to rectify instances of non-compliances, if any.

The Board of Directors (hereinafter referred to as “the Board”) met for Four (4) number of times during the Year under review:

Sr. No.	Date of Meetings	Venue and time of the meeting	Directors present	Directors to whom Leave of absence was granted
1.	May 27, 2022	Venue: Through Video Conferencing Time: 03.45.p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr. Prem Sardarilal Malik 4.Mr. Prakash Ramchandra Bang 5. Ms. Meghna Vijay Panchal	Mr. Aadhitiya Lahoti
2.	August 2, 2022	Venue: Through Video Conferencing Time: 03.45.p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr Aadhitiya Lahoti 4.Mr. Prakash Ramchandra Bang 5. Ms. Meghna Vijay Panchal 6. Mr. Prem Sardarilal Malik	
3.	November 14, 2022	Venue: At the registered office Time: 02.45.p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr Aadhitiya Lahoti 4.Mr. Prakash Ramchandra Bang 5. Ms. Meghna Vijay Panchal	1. Mr. Prem Sardarilal Malik
4.	February 14, 2023	Venue: At the registered office Time: 03.00.p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr. Aadhitiya Ujwal Lahoti 4. Mr. Prakash Bang 5. Ms. Meghna Vijay Panchal	1. Mr. Prem Sardarilal Malik

\*The gap between two Board Meetings held during the year 2022-23 does not exceeds 120 days. Excluding the separate meeting of Independent Directors, in which non independent directors were not eligible to participate





## Procedure of Board/ Committee Meeting

The agenda papers with relevant explanatory notes and material documents relating to matters for perusal of the Board/ Committee are circulated in advance, so as to facilitate discussion and informed decision-making in the meeting.

### The information placed / required to be placed before the board of directors inter alia, includes:

- Annual operating plans and budgets and any updates
- Capital budgets and any updates
- Quarterly results of the Company and its operating divisions or business segments
- Minutes of meetings of Audit Committee and other Committees of the Board
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary
- Show cause, demand, prosecution notices and penalty notices, which are materially important
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems
- Any material default in financial obligations to and by the Company, or substantial non- payment for goods sold by the Company
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human

Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

- Sale of material nature of investments, subsidiaries, assets which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

### (d) Independent Directors:

As on the date of this report, the Company's Board consists of the following Independent Directors:

1. Mr. PrakashRamchandra Bang
2. Mr. PremSardarilal Malik
3. Ms. Meghna Vijay Panchal

### (e) Relationship Between the Directors:

Mr. Umesh Lahoti and Mr. Ujwal Lahoti are brothers and Mr. Aadhitiya Lahoti is son of Mr. Ujwal Lahoti. Except for the aforementioned none of the directors are related to each other.

### (f) Number of shares and Convertible Instruments held by Non-Executive Directors:

None of the Non-Executive Directors hold any shares and/or Convertible Instruments of the company in their name.

### (g) Familiarization program for Directors

As per the provisions of SEBI (LODR) Regulations, the Company provides training to the Independent Directors in the Board Meeting itself to familiarize them about the Industry's specific issues to enable them to understand the business environment in which the Company Operates, their roles and responsibilities, Code of Conduct and other business ethics, nature and industry of the Company and the business model of the Company.



The Company acknowledges the importance of continuous education and training of the Directors to enable effective discharge of their responsibility.

<http://www.lahotioverseas.in/policies.asp>

## (h) Code of Conduct:

### Code of Conduct for the Board Members and Senior Management of the Company

The Company has adopted **Code of Conduct for the Board Members and Senior Management of the Company** which is applicable to the Board of Directors including Independent Directors and Senior Management Personnel as defined in the Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company viz <http://lahotioverseas.in/PDFs/policies/code-of-conduct.pdf>

All Board members and senior management have confirmed compliance with the Code for the year ended March 31, 2023. The Annual Report contains a declaration to this effect signed by the Managing Director.

### Code of Conduct for Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading, 2015 in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the website of the Company viz <http://lahotioverseas.in/PDFs/policies/code-of-conduct-policy-for-prevention-of-insider-trading.pdf>

The Company has adopted the Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) in compliance with Regulation 8(1) and other applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI Circular No. CIR/ISD/01/2015 dated 11th May, 2015.

The Code is displayed on the website of the Company viz <http://lahotioverseas.in/PDFs/policies/code-for-fair-disclosure-of-upsi.pdf>

## OTHER COMMITTEES OF THE BOARD

### 3. Audit Committee

The Audit Committee consists of Mr. Prakash Ramachandra Bang, Chairman, Ms. Meghna Vijay Panchal and Mr. Prem Sardarilal Malik the members. The Committee held 4 (Four) meetings during the year. All the members of the Audit Committee are Non-Executive and Independent Directors. All the members are financially literate and have accounting / related financial management expertise.

The Audit Committee advises the Management on the areas where internal control system can be improved. The Company has appointed Lahoti Navneet and Co., Chartered Accountants as Internal Auditors to review and report on the internal control system. The report of the internal auditors is reviewed by the Audit Committee. The Internal Auditors submits their recommendations for the Audit Committee and provides their road map for future action.

The terms of reference, role, function, responsibility and constitution of the Audit Committee is in accordance to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the LODR Regulation.

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter alia, includes the following function:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
- Recommending to the Board of Directors, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors



- Reviewing with the management the Annual Financial Statements before submission to the Board of Directors for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the Board of Directors' report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the Financial Statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any Related Party Transactions;
  - g. Qualifications in the draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing with the management the performance of statutory and internal auditors and the adequacy of internal control systems
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blowing mechanism;
- Approval of appointment of the chief financial officer (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing, amongst others, the qualifications, experience and background of the candidate;
- Review & monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans & investments;
- Valuation of undertakings or assets of the company;
- Evaluation of internal financial controls and risk management systems;
- Examination of the financial statement and the auditor's report thereon;
- Monitoring the end use of funds raised through public offers and related matters;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



- To investigate any activity within its terms of reference;
- To have full access to information contained in the records of the Company;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### a. Composition and Audit Committee Meetings

There were 4 (four) meetings of the Audit Committee held during the year ended March 31, 2023, i.e. on May 27, 2022, August 2, 2022, November 14, 2022 and February 14, 2023. Necessary quorum was present at all the meetings.

Name of Committee Members	Category	No. of Meetings attended
Mr. Prakash Ramachandra Bang	Chairman	4
Mr. Prem Sardarilal Malik	Member	2
Ms. Meghna Vijay Panchal	Member	4

The meetings of the Audit Committee are usually attended by the Managing Director, Chief Financial Officer, the Company Secretary and a representative of the Internal Auditors and Statutory Auditors. The Business Operation Heads are invited to the Meetings, as and when required. The Company Secretary acts as the secretary to the Committee.

#### 4. Nomination and Remuneration Committee

In Compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations the Board constituted the Nomination and Remuneration Committee comprising of Three (3) Non-Executive Independent Directors of the Company with the following role and function:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions 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.
- To formulate criteria for evaluation and carry out evaluation of the performance of Directors, as well as Key Managerial, Independent Directors and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To ensure no violation, by an employee of any applicable laws in India or overseas, including:
  - (a) The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or
  - (b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
- To formulate detailed terms and conditions of employee stock option schemes including details pertaining to quantum of options to be granted, conditions for lapsing of vested options, exercise period, adjustments for corporate actions and procedure for cashless exercise and perform such other functions as are required to be performed by the Remuneration Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended ("ESOP Guidelines"), in particular, those stated in Clause 5 of the ESOP Guidelines; as and when required.

- To devise a policy on Board diversity
- To Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- To develop a succession plan for the Board and to regularly review the plan.

### (a) Composition and Meetings of Nomination and Remuneration Committee

Name of Committee Members	Category	No. of Meetings Conducted	No. of Meetings attended
Mr. Meghna Vijay Panchal	Chairperson	3	3
Mr. Prakash Ramchandra Bang	Independent Director	3	3
Mr. Prem Sardarila Malik	Independent Director	2	2

There were 3 (Three) Committee meeting Financial year on May 27, 2022, August 2, 2022, November 14, 2022 wherein the matters of Appointment & Re-appointment of Key Managerial Personnel of the company were discussed, approved and recommended by the Committee to the Board. The meeting was conducted with requisite quorum.

### b. Remuneration Policy:

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors in consultation with the Nomination and Remuneration Committee has formulated the Nomination and Remuneration Policy. The Policy has been divided into three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and perquisites etc.

Briefly the formulated policy comprises of the following:

- Appointment criteria and qualification - setting up of criteria and positive attributes and independence for identification and selection of directors, KMP and Senior Management positions
- Recommendation to the Board on appointment and removal of Directors, KMP and Senior Management Personnel
- Specifying the term and tenure of the Director
- Procedure and criteria for evaluation of Performance of every Director
- Removal and Retirement of Directors
- Remuneration Structure of Whole-time Director, KMP and Senior Management Personnel
- Remuneration structure of Non- Executive / Independent Director

The Nomination and Remuneration Policy has been posted on the website of the Company <http://lahotioverseas.in/PDFs/policies/nomination-and-remuneration-committee-policy.pdf>

### c. Remuneration of Directors:

All Executive Directors receive salary, allowances, perquisites and commission while Non-Executive Independent Directors receive sitting fees for attending Board and Committee meetings. Payment of remuneration to the Chairman & Managing Director and the Executive Directors is governed by an Agreement entered into between the Company and the Managerial Personnel, the terms and conditions of which have been duly approved by the Board and the shareholders of the Company.

Salary paid to the Executive Directors including Commission is as follows:

(Rs. in Lakhs)

Particulars	Name of the Executive Director		
	Mr. Ujwal R Lahoti	Mr. Umesh R Lahoti	Mr. Aadhitiya Ujwal Lahoti
Gross Salary	21.60	21.60	12.00
Commission and Perquisites	4.20	NIL	NIL
Date of Agreement	April 01, 2019	August 13, 2020	September 01, 2022
No. of Years	5 years	5 years	5 years
Period of Agreement	Up to March 31, 2024	Up to August 12, 2025	Up to August 30, 2027
Notice Period	3 months	3 months	3 months
Stock Options	Nil	Nil	Nil

Details of Sitting Fees paid to the Independent Directors for 2022-2023

Name of the Director	Sitting Fees (in Rs.)
Mr. Prem S Malik	16,500.00
Mr. Prakash R Bang	33,000.00
Ms. Meghna S Panchal	36,000.00

**Note:**

- None of the Directors received any loans or advances from the Company during the year.
- No remuneration other than the sitting fees for attending Board & Committee Meetings was paid to the Independent Directors.

**5. Stakeholder's Relationship Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI(LODR) Regulations the Stakeholder's Relationship Committee consists of two executive directors of the company and a non-executive director being the Chairperson of the committee. The role of the Committee includes to consider and resolve the grievances of all stakeholders of the Company.

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

- Redressal of Shareholders', debenture holders' and other security holders' investors complaints including complaints related to transfer of shares;

- Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed in the Listing Regulation.

**(a) Composition and Meetings of Stakeholder's Relationship Committee**

The Committee met four (4) times in the during the Year i.e. on May27, 2022, August 2, 2022, November14, 2022 and February14, 2023. Necessary quorum was present at all the meetings.

The composition of the Committee is as mentioned below:

Name of the Director	Position	Category
Ms. Meghna Vijay Panchal	Chairperson	Non-Executive Director
Mr. Umesh Rambilas Lahoti	Member	Executive Director
Mr. Ujwal Rambilas Lahoti	Member	Executive Director



The attendance at the meeting held is as follows:

Name of Committee Members	Category	No. of Meetings Conducted	No. of Meetings attended
Ms. Meghna Vijay Panchal	Chairman of the Committee & Independent Director	4	4
Mr. Umesh Rambilas Lahoti	Executive Director/ Managing Director	4	4
Mr. Ujwal Rambilas Lahoti	Executive Director	4	4

No queries/ complaints were received by the Company from shareholders. There were no pending letters/ complaints. The status of Shareholders' complaints received upto March 31, 2023 is as stated below:

No. of Complaints received during the 12 (twelve) months period ended March 31, 2022	0
No. of Complaints resolved as on March 31, 2023	0
No of Complaints pending as on March 31, 2023	0
No. of pending share transfers as on March 31, 2023	0

No request for transfer or dematerialization of shares was pending as on 31st March, 2023.

#### **Name, Designation and Address of the Compliance Officer:**

##### **Mr. Deep Shah**

Company Secretary & Compliance Officer  
Lahoti Overseas Limited  
307, Arun Chambers, Tardeo Road,  
Mumbai – 400 034.  
Tel No.: +91-22-4050 0100 I  
Fax No.: +91-22-4050 0150  
E-mail: [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com)

#### **6. Corporate Social Responsibility Committee**

The terms of reference of the Corporate Social Responsibility (CSR) Committee inter alia includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy (Policy) indicating activities to be undertaken by the company in Compliance with the provisions of the Companies Act, 2013;
  - To recommend the amount of expenditure to be incurred on the CSR activities;
  - To monitor the implementation of the framework of the CSR Policy;
  - To collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the Committees of respective companies are in a position to report separately on such projects or programs in accordance with CSR rules.
  - The CSR initiatives / activities of the Company will be identified and initiated by the CSR Committee
  - The CSR Committee may delegate its responsibility to any senior or key managerial person as and when deemed fit
  - The CSR activities shall be undertaken within India
- a. Composition and Meetings of the members of CSR Committee**

The Committee met one time in a financial year 2022-23 i.e. on February 14, 2023. Composition of CSR Committee and details of attendance of the members at the Meeting during the year is as under:



Name of the Director	Position	Category	No. of Meetings Conducted	No. of Meetings attended
Mr. Ujwal Rambilas Lahoti	Member	Executive Director	1	1
Mr. Prakash Ramchandra Bang	Chairman	Independent Director	1	1
Mr. Umesh Rambilas Lahoti	Member	Managing Director	1	1

## 7. Details on General Body Meetings

### a. Date, Time and Venue for the last three Annual General Meetings & Extra Ordinary

#### Meeting held

Financial years	Dates	AGM/EGM	Time	Venues
2019-2020	28/12/2020	AGM	3.00 P.M.	Through Video Conferencing
2020-2021	28/09/2021	AGM	3.00 P.M.	Through Video Conferencing
2021-2022	30/09/2022	AGM	3.00 P.M.	Through Video Conferencing

### b. Details of the Special Resolutions passed in the previous three AGM

1. At the AGM held on 28th December, 2020-02
2. At the AGM held on 28th September, 2021- Nil
3. At the AGM held on 30th September, 2022- Nil

### c. Details of the Special Resolutions passed through Postal Ballot- NIL

### d. E-Voting

In accordance with the law, a poll (electronically and by physical ballot) was conducted on all the resolutions of the Notice, all the members were given on option to vote through electronic means using the NSDL platform.

**Note:** During the year under review, the Company has not passed any special resolution through postal ballot. At present there is no proposal for passing any Special Resolution by postal ballot.

## 8. Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary as defined under in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiary, including the investments made by the subsidiary, if any

The Company has formulated a policy for determining material subsidiaries and the policy is disclosed on the website of the company viz <http://lahotioverseas.in/PDFs/policies/material-subsiary-policy.pdf>

## 9. Disclosures

### 9.1 Materially significant Related Party Transaction

The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval in compliance with the provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

During the year under review the Company has not entered into related party transactions as per the provisions of Section 188 of the Companies Act, 2013. Thus disclosure in Form AOC-2 is not required. Further there are no materially significant related party transactions during the year under review made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Suitable disclosure as required under AS-18 has been mentioned in the Notes to Accounts.



The Company has formulated a related party transactions policy and the same is displayed on the website of the company viz. <http://lahotioverseas.in/PDFs/policies/related-party-transactions-policy.pdf>

## 9.2 Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authority on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the companies by these authorities.

## 9.3 Whistle Blower Mechanism

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code or ethics. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy is displayed on the website of the Company viz <http://lahotioverseas.in/PDFs/policies/whistle-blower-policy.pdf>

## 9.4 Disclosure of Accounting Treatment

The Company has followed the Accounting Standards laid down by the Companies (Accounting Standards) Rules, 2006 in the preparation of its Financial Statements.

## 9.5 Disclosure on risk management

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A risk management committee consisting of senior executives of the Company periodically reviews these procedures to ensure that executives' management controls risk through means of a properly defined framework. A senior independent director is associated with the committee. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board. The risk management policy is displayed on the website of the Company viz. <http://lahotioverseas.in/PDFs/policies/risk-management-policy.pdf>

## 9.6 Compliance with Corporate Governance Requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

The Company has adhered to all the mandatory and non-mandatory requirements of the Corporate Governance as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

A Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

## 9.7 Prevention of Insider Trading

The Company has adopted a Code of Conduct policy for Prevention of Insider trading with a view to regulate the trading of securities by the Directors and Designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase of Company shares by the Directors and Designated employees while in possession of Unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. All Board of Directors and designated employees have confirmed compliance with the code.

## 9.8 CEO / CFO Certification

The Managing Director of the Company has been certified to the Board in accordance with Regulation 33 read with Schedule IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 pertaining to CEO/CFO Certification for the Financial Year ended March 31, 2023.

## 10. Means of Communication

**Website:** The Company's website contains a separate dedicated section "Investors" where information sought by shareholders is available. The Annual Report of the Company, Policies and Quarterly Reports of the Company, apart from the details about the Company, Board of Directors and Management, are also available on the website in a user friendly and downloadable form at <http://lahotioverseas.in/investor-relations.asp>.



**Quarterly Result:** The Unaudited quarterly and half yearly Financial Results are announced within 45 days of the closure of the relevant quarter and the Audited Annual Results are announced within 60 days from the closure of the Financial Year as per the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The approved results are forthwith sent to the Stock Exchanges where the Company's shares are listed and also published in English & Vernacular newspapers.

The Financial Results as per Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are published within 48 hours from the Board Meeting where they are approved in Financial Express (in English) and Lakshdeep (in Marathi). The results are also displayed on the website of the company ([www.lahotioverseas.in](http://www.lahotioverseas.in)).

The Financial Results are reported to the Stock Exchanges where the Company is listed i.e. BSE Limited through BSE Online Portal.

**Shareholding Pattern:** The quarterly Shareholding Pattern and the Corporate Governance Report of the Company are filed with BSE Ltd. through BSE Online Portal. The Shareholding Pattern is also displayed on the Company's website under the "Investor Relations" section.

**Annual Report:** Annual Report containing Audited Standalone Accounts, Consolidated Financial Statements together with Board's Report, Auditors Report and other important information are circulated to members entitled thereto. The Management's Discussion and Analysis (MDA) Report forms part of the Annual Report and is displayed on the Company's website [www.lahotioverseas.in](http://www.lahotioverseas.in) & BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, among others are also filed electronically on the Listing Centre.

**SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## 11. Compliance with Non- Mandatory Requirements

Your Company has complied with the following non-mandatory requirements as prescribed in Regulation 27 Schedule II Part E of the Listing Regulations:

### 11.1 Shareholders Rights

The quarterly Financial Results including summary of significant events of relevant period of three months are published in newspaper.

### 11.2 Modified Opinion in Auditors Report

The Statutory Auditor's report on financial statements for the FY 2022-23 does not contain any modified opinion. Your Company continues to adopt best practices to ensure regime of the financial statements with unmodified audit qualifications

### 11.3 Reporting of Internal Auditors:

The Internal Auditors reports to the Audit Committee.

### 11.4 Auditor's Remuneration:

The remuneration for the Financial Year ended 31st March, 2023 is Rs. 4,74,000/-

### 11.5 Training of Board Members

For Orientation and to get familiar with the Company's business operations, governance procedures and practices, detailed presentations are periodically made to the Board members on the business model of the Company, risk profile of the business parameters and their responsibilities as Directors.

### 11.6 Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A):

During the year under review, your Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A).

### 11.7 Recommendations of the Committees:

All decisions and recommendations of the Committees are placed before the Board for information or approval. During the financial year, the Board has accepted the



recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.

### 11.8 Disclosure of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

Loans and advances forms part of the related party disclosures in the notes to the financial statements for the financial year ended March 31, 2023.

### 11.9 Auditors Certificate on Corporate Governance

The Auditors Certificate on compliance of Corporate

## 12. General Shareholder Information

The Company is a Listed Public Limited Company registered with Registrar of Companies, Mumbai, Maharashtra having its registered office at 307, Arun Chambers, Tardeo Road, Mumbai – 400034 bearing CIN: L74999MH1995PLC087643.

Governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is forming part of this Report.

### 11.10 Review of Governance practices

We have in this report attempted to present the governance practices and principles being followed at Lahoti Overseas Limited as evolved over the years, and as best suited to the needs of our Business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognized practices of governance so as to meet the expectations of our stakeholders.

Annual General Meeting	
Day, Date & Time	Saturday, September30, 2023 at 3.00 P.M.
Venue	Through Video Conferencing
Financial year	2022-23
Book Closure Date	Sunday, September24, 2023 to Saturday, September30, 2023
Listed on Stock Exchanges	Bombay Stock Exchange Limited (BSE) P. J. Tower, Dalal Street, Fort, Mumbai – 400 001.
Stock Code / Symbol	BSE: 531842 / LAHOTIOV
Demat International Security Identification Number (ISIN)	INE515C01023
In NSDL and CDSL for Equity Shares	

### Share Transfer Agents and Share transfer system:

Lahoti Overseas Limited has appointed LINK INTIME INDIA PRIVATE LIMITED as Registrars and Transfer Agents (RTA) to handle the physical Share Transfer related work and for Electronic connectivity as per the directives of SEBI. The Company's equity shares are traded in the Stock Exchanges compulsorily in Demat mode. The Stakeholders Relationship Committee meets periodically for dealing with matters concerning securities of the Company.

For transfer of shares in physical form, the Company has introduced transfer cum Demat facility to avoid unnecessary mailing of Certificates. Certificates duly transferred are returned to those, who opt to receive certificates in physical form.

There are no legal proceedings against the Company on any share transfer matter.



## 12.1 Stock Data – Market price

Table below gives the monthly high and low prices and volumes of Lahoti Overseas Limited equity shares listed at BSE Limited for the year 2022-2023:

Months	High	Low	No. of Shares traded	Number of Trades	Value of Shares traded (in Rs.)
April – 2022	45	29.35	9,57,343	4,332	3,71,03,142
May – 2022	47.5	33	9,36,135	4,097	3,94,89,424
June – 2022	51	37	9,37,885	4,986	4,24,60,263
July – 2022	41.65	37.5	2,87,781	1,376	1,13,23,110
August – 2022	42.45	31.95	4,49,092	2,203	1,56,39,130
September – 2022	40.45	30	8,50,693	3,862	3,01,43,702
October – 2022	33.6	26.45	3,37,750	1,421	1,05,11,873
November – 2022	33.75	29.15	4,15,055	1,644	1,29,18,396
December – 2022	36.65	29	5,48,399	2,219	1,83,15,402
January – 2023	35.65	30.3	3,93,643	1,441	1,28,04,257
February – 2023	31.5	24.9	3,91,326	1,562	1,12,03,906
March – 2023	27.88	21.51	3,96,593	1,263	98,48,333

Performance of the Company vis-a vis Index during FY 2022-23

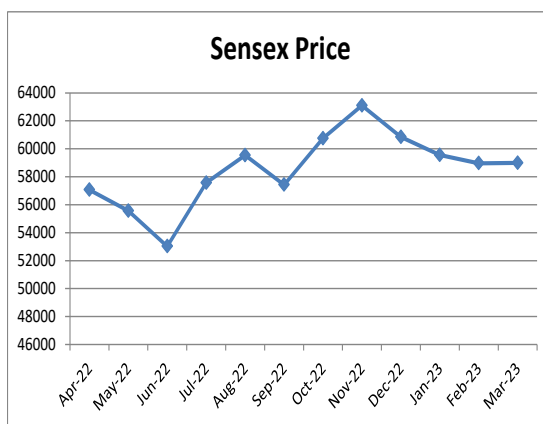
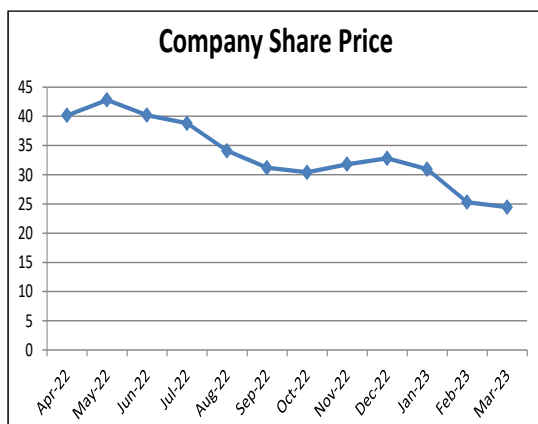






Table below gives the pattern of shareholding by ownership and Share Class respectively:

c. Pattern of shareholding as on March 31, 2023

	Category	No. of Shares Held	%age of Shareholding
A.			
1.	Promoters	-	-
	Indian Promoters	17446425	59.8064
	Foreign Promoters	-	-
2.	Persons acting in concert		
	Total A	17446425	59.8064
B.	Non-Promoters' Holding		
3.	Institutional Investors	-	-
a.	Mutual Funds and UTI	-	-
b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)	0	0
	Sub-Total (i)	0	0
4.	Non-Institutional Investors		
a.	Indian Public	4918639	16.8611
b.	Hindu Undivided Family	190367	0.6526
c.	Private Corporate Bodies	1506670	5.1649
d.	NRIs/OCBs	753391	2.5826
e.	Foreign Company	4219544	14.4646
f.	Clearing Member	113077	0.3876
g.	IEPF	22187	0.0761
h.	Any Other (Trusts)	-	-
	Sub-Total (ii)	11723875	40.1895
	Total B: (i) + (ii)	11725075	40.1936
	Grand Total: A + B	29171500	100.00

d. Distribution of shareholding on March 31, 2023

Shareholding of Shares	No. of Shareholders	% of total shareholders	No. of Ordinary Shares	% of Total Shareholding
Less than 500	3654	72.1564	576900	1.9776
501 – 1000	641	12.658	558823	1.9156
1001 – 2000	321	6.3389	505253	1.732
2001 – 3000	138	2.7251	354567	1.2155
3001 – 4000	55	1.0861	196783	0.6746
4001 – 5000	94	1.8562	450330	1.5437
5001 – 10000	80	1.5798	587982	2.0156
10001 - and above	81	1.5995	25940862	88.9254
Grand Total	5064	100	29171500	100

# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



e. Dematerialization of Shares as on March 31, 2023

Particulars	No. of Equity Shares	% to Share Capital
NSDL	18129930	61.70
CDSL	10861485	36.97
Physical	180085	0.61%
TOTAL	29171500	99.28

## Dematerialization

The Company's equity shares are under compulsory Demat trading. The ISIN of the Scrip is INE515C01023. As on March 31, 2023, Dematerialized shares accounted for 29171500 number of shares, i.e. 99.27% of the total equity. The Company has appointed LINK INTIME INDIA PRIVATE LIMITED as RTA to handle the physical Share Transfer related work and for Electronic connectivity as detailed below:

### LINK INTIME (INDIA) PRIVATE LIMITED

C-101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083  
Tel No: +91 22 49186270 Fax: +91 22 49186060  
E-mail id: rnt.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in

### CORRESPONDENCE ADDRESS FOR INVESTOR

**Contact person: Mr. Deep Shah, Company Secretary**  
Company Secretary & Compliance Officer  
Secretarial Department,  
Lahoti Overseas Limited  
307, Arun Chambers, Tardeo Road,  
Mumbai – 400 034.  
Tel No.: +91-22-4050 0100 I Fax No.: +91-22-4050  
0150  
E-mail: investor@lahotioverseas.com

### Details of Public Funding Obtained in the Last Three Years

No capital has been raised from public in the last three years.

## DECLARATION BY THE MANAGING DIRECTOR

### UNDER REGULATION 34 READ WITH SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To  
The Members of  
**LAHOTI OVERSEAS LIMITED**

I, Umesh Lahoti, Managing Director of Lahoti Overseas Limited hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year ended March 31, 2023 as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Lahoti Overseas Limited

Sd/-

**Umesh Rambilas Lahoti**  
Managing Director  
(DIN 00361216)

Place: Mumbai  
Date: August 10, 2023



## CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY

We, Umesh Lahoti, Managing Director and Pradeep Bachhuka, Chief Financial Officer of Lahoti Overseas Limited certify that:

- a. We have reviewed financial statements and the Cash Flow Statement for the year ended March 31, 2023 and that to the best of our knowledge and belief state that:
  - i. these statements do not contain any materially untrue statements, or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

**For Lahoti Overseas Limited**

Sd/-

**Umesh Rambilas Lahoti**  
Managing Director  
(DIN: 00361216)

**For Lahoti Overseas Limited**

Sd/-

**Pradeep Bachhuka**  
Chief Financial Officer

**Place: Mumbai**

**Date: August 10, 2023**



## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of,  
**LAHOTI OVERSEAS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Lahoti Overseas Ltd, for the year ended March 31, 2023, as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Company for the period April 01, 2022 to March 31, 2023.

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

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

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained by the Company, there were no investor grievances remaining unattended/pending for more than 30 days.

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

**For P C Ghadiali and Co LLP**  
**Chartered Accountants**  
**FRN: 103132W/W-100037**

Sd/-  
**Pannkaj Ghadiali**  
**(Managing Partner)**  
**Membership No: 031745**  
**UDIN: 23031745BGXVNI2506**

**Place: Mumbai**  
**Date: 10th August, 2023**



## INDEPENDENT AUDITOR'S REPORT

### To the Members of Lahoti Overseas Limited

### Report on the Audit of the Standalone Ind AS Financial Statements

#### Opinion

We have audited the standalone financial statements of Lahoti Overseas Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in equity, Statement of Cash Flows for the year then ended and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



## Description of Key Audit Matter

Sr. No.	The Key Audit Matter	How the matter was addressed in our audit
1.	<p><b>Revenue Recognition:</b></p> <p><b>Solar Plant:</b> The existing PPA between the Company and Jodhpur Vidyut Vitran Nigam Ltd. (Jodhpur Discom) for the Solar Power Plant at Pali District, Rajasthan expired on 31/03/2019. The company approached Jodhpur Discom for the renewal of the PPA, however the application of the Company was rejected.</p> <p>During the F.Y. 2022-23 the Solar Unit of the Company has generated 30,84,917 k/wh which has been supplied to the grid. Since the PPA is not renewed and it is uncertain at what rate per kilowatt will the Company receive the revenue, the conditions for recognizing revenue as laid down in Ind As 115 – “Revenue Recognition” are not fulfilled. Hence the Company has decided not to recognize any revenue from the said power plant for the financial year 2022-23.</p>	<p><b>Our audit procedures included:</b></p> <ol style="list-style-type: none"> <li>Assessing the appropriateness of the revenue recognition accounting policies, including those relating to discounts, rebates and incentives by comparing with accounting standards. Applicable;</li> <li>Evaluated the design and implementation of the processes and internal controls relating to implementation of the revenue accounting standard;</li> <li>Performing substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included sales invoices/contracts and shipping documents.</li> <li>Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams.</li> </ol>

### Information other than the Financial Statement and Auditors Report Thereon

The Company’s Management and Board of Directors is responsible for the other information. The other information comprises Board’s Report, Report on Corporate governance but does not include standalone financial statements and auditor’s report thereon.

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

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

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

### Management’s Responsibility for Standalone Financial Statements

The Company’s Management and 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 Ind AS 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 Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with relevant rules issued thereunder. 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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.

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

## **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional

skepticism throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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 (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the 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, the Statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone Ind AS 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 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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;



- i. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- ii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For and on behalf of

**P C Ghadiali and Co LLP**

Chartered Accountants

Firm No. 103132W/W-100037

Sd/-

**Pannkaj C Ghadiali**

Managing Partner

Membership Number: 031745

UDIN No. 23031745BGXVMN9183

Place: Mumbai

Date: May 25, 2023

## Annexure - A to the Independent Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2023, we report that:

- i. In respect of Company's Property, Plant & Equipment:
  - a.
    - (A) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
    - (B) According to the information and explanations give to us and based on our examination of the records of the Company, the company does not own any intangible assets. Accordingly, para (i)(a) (B) of the Order is not applicable.
  - b. As explained to us, physical verification of Property, Plant and Equipment is being conducted in a phased programme by the management designed to cover all the assets at reasonable intervals, which in our opinion is reasonable having regard to the size of the Company and the nature of assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all immovable properties owned by the Company are held in the name of the Company.
  - d. The Company was not required to revalue its Property, Plant and Equipment during the FY 2022-23, Accordingly, para (i)(c) the Order is not applicable.
  - e. According to the information and explanations give to us and based on our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, Accordingly, para (i)(e) to the Order is not applicable.



- i.
- a. As explained to us by the management, inventories purchased by the Company are directly dispatched from the premises of the supplier to the place of export or the buyer's premises. Due to the specialized nature of the business it is not possible to physically verify the inventories. The stock as on the balance sheet date is either in transit or at the premises of the supplier.
- b. During the F.Y. 2022-23 the company has been sanctioned working capital limits exceeding Rs. 5 crore in aggregate, from banks or financial institutions on the basis hypothecation of stock and book debts. In this regards, subject to reconciliation statements prepared by the Company, provided in Note No. 33 of the Standalone Financial Statements, stock statements filed by the company with the banks and financial institutions are in agreement with the books of accounts of the Company.
- ii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties as covered in the register maintained under Section 189 of the Act. Accordingly, para 3 of the order is not applicable.
- iii. 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 Act, with respect to loans, investments and guarantees made.
- iv. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit within the meaning of Section 73 to 76 of the Act and the rules framed thereunder. In the case of amounts which are deemed to be deposits the company has complied with the directives issued by the Reserve Bank of India and the provision of section 73 to 76 or any other provisions of the Companies Act and the rules made thereunder.
- v. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vi.
- a. According to the records of the Company and the information and explanations given to us, the Company has generally been regularly depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales-Tax, Duty of Customs, Duty of Excise, Value added Tax, Goods and Service Tax, Cess and any other statutory dues applicable to it. There are no undisputed statutory dues as referred to above as at 31st March, 2023 outstanding for a period of more than six months from the date they become payable.
- b. According to the information and explanations given to us, the dues in respect of Sales Tax, Duty of Customs, Excise Duty and Goods and Service Tax is not pending. Dues in respect of Income Tax that have not been deposited with the appropriate authority on account of dispute and the forum where the disputes are pending are given below:

Name of Statue	Nature of Dues	Amount (Rupees in Lakhs)	Period to which the amount relates (Previous years)	Forum where the dispute is pending
Income Tax Act	Income Tax (including Interest)	51.31	2012-13	CIT (Appeals)
		92.90	2013-14	CIT (Appeals)
		334.92	2016-17	CIT (Appeals)
		258.84	2020-21	CIT (Appeals)



- viii. Based on our audit procedures and according to the information and explanations given by the management, there are no such transactions which were earlier not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
- a. Based on our audit procedures and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans from bank. Further as per the records of the Company, during the year there were no loans or borrowings from any financial institution, government or debenture holders.
- b. Based on our audit procedures and according to the information and explanations given by the management the company has not been declared as a willful defaulter by any bank of financial institutions
- c. In our opinion and according to the information and the explanation given to us, the Company has not raised any term loans.
- d. Based on our audit procedures and according to the information and explanations given by the management, the short term funds raised by the company have not been used for its long term purposes.
- e. Based on our audit procedures and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate companies.
- f. Based on our audit procedures and according to the information and explanations given by the management, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x.
- a. Based on our audit procedures and according to the information and explanations given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, para 3(x)(a) of the Order is not applicable.
- b. Based on our audit procedures and according to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence para 3(x)(b) of the Order is not applicable.
- xi. Based upon the audit procedures performed and to the best of our knowledge and belief and according to the information and explanations given to us no fraud on the company has been noticed or reported during the year. We have nothing to report in para 3(xi) of the Order.
- xii. Based upon the audit procedures performed and to the best of our knowledge and belief and according to the information and explanations given to us the Company is not a Nidhi company. Accordingly, para 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv.
- a. According to the information and explanations given to us and based on our examination of the records of the Company, the company has an internal audit system which is commensurate with the size and nature of its business.
- b. The report of the internal auditors of the period under consideration have been considered by us at the time of drawing an opinion on the financial statements of the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.



- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, para 3(xvi) of the Order is not applicable.
- xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.
- xviii. According to the information and the explanations given to us and based on our examination of the records of the Company, there has been no resignation by the statutory auditor of the Company during the period under consideration. Accordingly, para 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dated of realization of financial assets and the payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and the management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that the company is capable of meeting its liabilities existing as at the balance sheet date as and when they fall due within a period of 1 year from the balance sheet date.
- xx.
- a. Accordingly to the information and explanation given to us and based on our examination of books of accounts and other documents, in respect of other than ongoing projects, an amount of ₹ 8 lakhs has been transferred towards the unspent amount to a fund as specified in Schedule VII of the Companies Act on 30/04/2023 in compliance with the second provision to sub-section (5) of section 135 of the Act.
- b. Accordingly to the information and explanation given to us and based on our examination of books of accounts and other documents, no amounts unspent under sub-section (5) of section 135 of the Act, pursuant to on-going projects, has been transferred to special account is compliance with the provisions of sub-section (6) of Section 135 of the Act.
- xxi. Our opinions are drawn on the standalone financial statements of the Company and its state of affairs as at 31st March, 2023. Accordingly any reporting as required under para 3(xxi) of the Order is not applicable.

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

**Sd/-**  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745  
UDIN No. 23031745BGXVMN9183

Place: Mumbai  
Date: May 25, 2023





## Annexure - B to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of Lahoti Overseas Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent

applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial 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 of the Company and its subsidiary companies, 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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements as at

31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

**P C Ghadiali and Co LLP**

Chartered Accountants

Firm No. 103132W/W-100037

Sd/-

**Pannkaj C Ghadiali**

Managing Partner

Membership Number: 031745

UDIN No. 23031745BGXVMN9183

Place: Mumbai

Date: May 25, 2023

# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



## Standalone Financial Statements Balance Sheet as at March 31, 2023

(₹ in lakhs)

Sr. No.	Particulars	Note No.	Total As at 31/03/2023	Total As at 31/03/2022
	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Plant, property and equipment	2	1,122.54	1,309.86
	(b) Capital Work-In-Progress	3	62.57	11.03
	(c) Investment property	4	1,769.65	1,864.07
	(d) Financial assets			
	(i) Investments	5	1,523.24	2,199.83
	(ii) Trade receivables	6(a)	78.95	78.95
	(iv) Other Financial Assets	8(a)	306.15	377.97
	(e) Non-Current tax assets (net)	9(a)	177.00	181.22
	(f) Deferred tax asset (net)	15	-	-
			<b>5,040.10</b>	<b>6,022.93</b>
2	<b>Current assets</b>			
	(a) Inventories	10	1,452.52	907.30
	(b) Financial assets			
	(i) Investments	5A	4,542.88	-
	(ii) Trade receivables	6(b)	4,722.50	12,526.27
	(iii) Cash and cash equivalents	11	1,901.50	2,135.15
	(iv) Loans and Advances	7	2.75	3.98
	(v) Other Financial Assets	8(b)	1,690.14	1,631.66
	(c) Other Current assets	12	353.89	611.51
	(d) Current Tax Assets (Net)	9(b)	551.03	883.18
			<b>15,217.21</b>	<b>18,699.04</b>
	<b>Total Assets</b>		<b>20,257.31</b>	<b>24,721.97</b>
	<b>EQUITY AND LIABILITIES</b>			
1	<b>Equity</b>			
	(a) Equity Share Capital	13	584.59	584.59
	(b) Other Equity	14	17,020.51	15,466.85
			<b>17,605.10</b>	<b>16,051.44</b>
2	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Long-term borrowings		-	-
	(i) Trade payables	16(a)	-	-
	-Total outstanding dues to micro enterprises and small enterprises		-	-
	-Total outstanding dues to creditors other than micro enterprises and small enterprises		18.83	44.07
	(b) Other long-term liabilities	17	176.47	180.67
	(c) Long-term provisions	18	58.16	61.19
	(d) Deferred Tax Liabilities (Net)	15	253.96	296.89
			<b>507.42</b>	<b>582.81</b>
3	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Short-term borrowings	19	857.32	6,164.88
	(ii) Trade payables	16(b)	-	-
	-Total outstanding dues to micro enterprises and small enterprises		9.89	15.73
	-Total outstanding dues to creditors other than micro enterprises and small enterprises		153.11	359.49
	(b) Other current liabilities	20	528.77	517.50
	(c) Short-term provisions	21	24.81	49.16
	(d) Current Tax Liabilities	22	570.89	980.96
			<b>2,144.79</b>	<b>8,087.72</b>
	<b>Total Equity and Liabilities</b>		<b>20,257.31</b>	<b>24,721.97</b>

See accompanying notes forming part of the financial statements 1 to 48

As per our report attached of even date

For and on behalf of the Board of Directors

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Ujwal R. Lahoti**  
Executive Chairman  
DIN No: 00360785

Sd/-  
**Umesh R. Lahoti**  
Managing Director  
DIN No: 00361216

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745

Sd/-  
**Pradeep Bacchuka**  
Chief Financial Officer

Sd/-  
**Deep Shah**  
Company Secretary

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023



## Standalone Financial Statements

### Statement of Profit and Loss for the year ended March 31, 2023

		(₹ in lakhs)	
Particulars	Note No.	Total	Total
		As at 31/03/2023	As at 31/03/2022
I Revenue from operations	23	31,850.72	89,197.43
II Other income	24	462.01	771.14
III Unrealized Gain/(Loss) (net)		44.42	97.26
	<b>Total revenue</b>	<b>32,357.15</b>	<b>90,065.83</b>
IV <b>Expenses:</b>			
Purchases of stock-in-trade	25	28,127.22	77,865.49
Changes in inventories of stock-in-trade	26	(545.23)	422.39
Employee benefits expense	27	333.43	328.20
Finance cost	28	125.22	520.80
Depreciation and amortisation expense	2 and 4	283.92	319.04
Other expenses	29	1,994.37	7,003.11
	<b>Total expenses</b>	<b>30,318.93</b>	<b>86,459.04</b>
V <b>Profit/(loss) before exceptional items and tax</b>		<b>2,038.22</b>	<b>3,606.79</b>
VI <b>Exceptional Item Gain / (Loss)</b>			
Provision for Doubtful Debts		24.00	-
VII <b>Profit Before tax</b>		<b>2,062.22</b>	<b>3,606.79</b>
VIII <b>Tax expense:</b>			
Current tax for current year		570.89	980.96
Short/(Excess) provision of earlier years		5.14	(1.43)
		<b>576.03</b>	<b>979.53</b>
Deferred tax		(78.49)	269.64
		<b>497.54</b>	<b>1,249.17</b>
IX <b>Profit for the year</b>		<b>1,564.68</b>	<b>2,357.62</b>
X <b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss			
(a) Measurement of defined employee benefit plan		13.26	(10.57)
(b) Fair value changes relating to own credit risk		128.01	199.18
		<b>141.27</b>	<b>188.61</b>
(ii) Income Tax on items that will not be reclassified to profit or loss		(35.56)	(47.47)
XI <b>Total Income for the period, Net of Tax (IX+X)</b>		<b>1,670.39</b>	<b>2,498.76</b>
XII <b>Earnings Per Shares (for Continuing Operations)</b>			
(a) Basic	30	5.36	8.08
(b) Diluted	30	5.36	8.08

See accompanying notes forming part of the financial statements 1 to 48

As per our report attached of even date

For and on behalf of the Board of Directors

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Ujwal R. Lahoti**  
Executive Chairman  
DIN No: 00360785

Sd/-  
**Umesh R. Lahoti**  
Managing Director  
DIN No: 00361216

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745

Sd/-  
**Pradeep Bacchuka**  
Chief Financial Officer

Sd/-  
**Deep Shah**  
Company Secretary

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023



## Standalone Financial Statements

Cash Flow Statement for the year ended March 31,2023

(₹ in lakhs)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before Tax and prior period items</b>	<b>2,062.22</b>	3,606.79
<u>Adjustments for:</u>		
Interest Paid	43.49	188.63
Depreciation	283.92	319.04
(Profit) / Loss on sale of Property, Plant and Equipment	4.10	(4.36)
Rent Received	(194.55)	(200.87)
Other Non-operating Income	(1.81)	-
Profit on sale of Investment	(67.21)	-
Unrealised (Gain)/Loss	(55.08)	(97.26)
Interest Received	(17.94)	(0.44)
Dividend Received	(3.48)	(1.77)
<b>Net Profit from Operating Activities</b>	<b>2,053.66</b>	3,809.77
<b>Movements in Working Capital</b>		
(Increase)/Decrease in Inventories	(545.23)	422.39
(Increase)/Decrease in Trade & Other Receivables	7,791.38	(2,423.20)
(Increase)/Decrease in Other current assets	257.62	(310.39)
(Increase)/Decrease in Short term loans and advances	(57.25)	158.27
(Increase)/Decrease in Long Term Receivables	76.03	563.56
Increase/(Decrease) Trade Payables, Current Liabilities & Provisions"	(201.99)	93.45
Increase/(Decrease) Other Long Term Liabilities & Long term provisions	6.04	13.48
<b>Cash Generated from Operations</b>	<b>9,380.27</b>	2,327.34
Taxes paid	(551.03)	(883.18)
<b>Net Cash Flow Before Extraordinary Items</b>	<b>8,829.23</b>	1,444.16
Exceptional Items / Adjustments (Non-Operating Income)	-	-
<b>Cash Flow From Operating Activities After Extraordinary Items</b>	<b>8,829.23</b>	1,444.16
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment's	(6.36)	(80.76)
Additions to Capital Work in Progress	(51.54)	(11.03)
Sale of Property, Plant and Equipment's	0.10	6.99
Purchase of Investment	(4,542.96)	(710.00)



## Standalone Financial Statements

### Cash Flow Statement for the year ended March 31,2023

Particulars	(₹ in lakhs)	
	Year Ended 31/03/2023	Year Ended 31/03/2022
Sale of Investment	788.22	-
Interest Received	17.94	0.44
Dividend Received	3.48	1.77
Rent Received	194.55	200.87
<b>Net Cash Flow from Investing Activities</b>	<b>(3,596.56)</b>	<b>(591.74)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid	(116.69)	(116.69)
Interest paid	(43.49)	(188.63)
Increase/(Decrease) in Loans	(5,306.14)	1,159.86
Net Cash From Financing Activities	(5,466.32)	854.54
Net Increase in Cash and Cash Equivalents (A+B+C)	(233.65)	1,706.96
Cash and Cash Equivalents (Opening Balance)	2,135.15	428.19
Cash and Cash Equivalents (Closing Balance)	1,901.50	2,135.15
	<b>(233.65)</b>	<b>1,706.96</b>

#### Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on Cash Flow Statement.
- Cash and cash equivalent at the end of year represents cash and bank balances.
- Previous year's figures have been rearranged/regrouped, wherever necessary.

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

As per our report attached of even date

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745

Place: Mumbai  
Dated: 25/05/2023

For and on behalf of the Board of Directors

Sd/-  
**Ujwal R. Lahoti**  
Executive Chairman  
DIN No: 00360785

Sd/-  
**Pradeep Bacchuka**  
Chief Financial Officer

Place: Mumbai  
Dated: 25/05/2023

Sd/-  
**Umesh R. Lahoti**  
Managing Director  
DIN No: 00361216

Sd/-  
**Deep Shah**  
Company Secretary

Place: Mumbai  
Dated: 25/05/2023





## Notes forming part of the Standalone Financial Statements

### Corporate Information

The Company was formed in 1995 with the main object to undertake the business of merchant exports and trading activity of yarn and textiles. The Company is a public limited company incorporated in India and has its registered office at 307, Arun Chambers, Tardeo, Mumbai 400034. The company diversified its operations in generation of power through wind mills and solar panels.

### **1. Significant Accounting Policies**

#### **i. Basis of Preparation**

- a) The financial statements have been prepared in compliance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.
- b) The financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value financial instruments measured at fair value through profit and loss.

#### **ii. Critical accounting estimates and judgments:**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions, that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

#### **a. Useful lives of property, plant and equipment and intangible assets:**

The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant and equipment and Intangible assets as at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

#### **b. Impairment testing:**

Property, plant and equipment and Intangible assets that are subject to amortization/depreciation are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

#### **c. Fair value measurement of derivative and other financial instruments:**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgments in selection of a method in making assumptions that are mainly based on market conditions existing at the Balance Sheet date and in identifying the most appropriate estimate of fair value when a wide range of fair value measurements are possible.

#### **d. Litigation:**

From time-to-time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgment is made when



## Notes forming part of the Standalone Financial Statements

evaluating, among other factors, the probability of unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

### a. Defined benefit plans:

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

### i. Borrowing Costs:

Borrowing costs are recognized in the Statement of Profit and Loss in the year in which they are incurred.

### ii. Inventories:

Finished Goods: At lower of cost and net realizable value.

### iii. Property, Plant and Equipment:

Items of property, plant and equipment are stated in balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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

Depreciation is recognised so as to write off the cost of assets (other than freehold land and Capital work-in-progress) less their residual values on written down value method over their useful lives as indicated in Schedule II of the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives are as follows:

Asset Category	No. of Years
Buildings	60
<u>Plant and machinery –</u>	
Wind Power Generation	22
Solar Power Generation	22
Computers and Computer Peripherals	3
Furniture and fixtures	10
Office Equipment	5
Vehicles	6

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment ('PPE') recognized as of April 01, 2014 i.e. transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### iv. Income Taxes:

Income tax expense comprises current and deferred tax. It is recognized in profit and loss except to the extent that it relates to items recognized directly in equity or in OCI.

#### a. Current tax

- i. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to



## Notes forming part of the Standalone Financial Statements

be paid to the tax authorities. Current tax assets and liabilities are offset only if:

- i. there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority; and
- ii. There is intention either to settle on a net basis, or to realize the asset and settle the liability simultaneously

### b. Deferred tax

Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss. Provision for tax liabilities require judgments on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

### v. Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur. If the consideration promised in a contract includes a variable amount, the company estimates the amount of consideration to which it will be entitled in exchange for rendering the promised services to a customer. The amount of consideration can vary because of discounts, rebates, refunds, credits, price concessions, incentives, performance

bonuses, or other similar items. The promised consideration can also vary if an entitlement to the consideration is contingent on the occurrence or non-occurrence of a future event.

### Income from operations:

The Company has adopted Ind AS 115 – Revenue from Contract with Customers with effect from 1st April, 2018.

Revenue is measured at the fair value of the consideration received or receivable. Revenue from export sale of goods is recognized; on the date of Bill of Lading/Airway Bill and significant risks and rewards in respect of ownership of products are transferred by the Company after the Bill of Lading/Airway Bill is accepted by the buyer against the payment of consideration or bank acceptance for making the payment within specified period of credit, the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold and no significant uncertainty exist regarding the amount of consideration that will be derived from the sale of goods as well as regarding its ultimate collection.

Amounts disclosed as revenue are net of variable consideration on account of various Discounts, Rebates, incentives offered by the Company as a part of the contract.

### a. Export Sales:

The company accounts for its Export Sales, consistently on the basis of date of Bill of Lading / Airway Bill. This applies to all export sales made on Cost Insurance and Freight (CIF), Free on Board (FOB), Cost & Freight (C & F), and Cash against Delivery of Documents (CADD) basis.

### b. Local Sales:

The company accounts for its local sales at the fair value of the consideration received or receivable.

### c. Income from Sale of Power Generation:

Income from sale of power is recognized on the basis of the meter reading taken as per the Electric Board Authorities (EBA) based on the Power Purchase Agreements (PPA).



## Notes forming part of the Standalone Financial Statements

### a. Interest income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal amount outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### b. Dividend:

Dividend income from investment is recognised when the right to receive payment has been established,

Provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

### c. Rental Income/Lease Income:

Rent/Lease Income is recognized as and when they accrue on the basis of Rent/Lease Agreement entered into by the company and the lessee.

### d. Export Incentives:

#### i) Duty Drawback:

Export benefits under duty entitlement passbook and duty drawback are accounted on accrual basis to the extent considered receivable.

#### ii) RODTEP:

Revenue on sale of RODTEP licenses are recognized as and when the company identifies a buyer of these licenses in the open market and is able to sell them.

### l. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### a. Financial assets:

##### Initial recognition and measurement

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

##### Subsequent measurement

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

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income
- Debt instruments and equity instruments at fair value through profit or loss
- Equity instruments measured at fair value through other comprehensive income
- Other Investments (government bonds)

##### Debt instruments at amortized cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met;

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in Other Income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.



## Notes forming part of the Standalone Financial Statements

### Debt instrument at fair value through other comprehensive income

A 'debt instrument' is measured as at fair value through other comprehensive income if both of the following criteria are met:

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

Debt instruments included within the fair value through other comprehensive income category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit or loss. On de-recognition of the asset, cumulative gain or loss previously recognised in other comprehensive income is reclassified from the equity to profit or loss. Interest earned whilst holding fair value through other comprehensive income debt instrument is reported as interest income using the EIR method.

### Debt instrument at fair value through profit or loss

Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as fair value through other comprehensive income, is classified as at fair value through profit or loss.

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

### Equity instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit or loss. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at fair value through other comprehensive income, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the fair value through profit or loss category are measured at fair value with all changes recognized in the profit or loss.

### a. Financial liabilities and equity instruments

#### Classification as debt or equity

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

#### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.





## Notes forming part of the Standalone Financial Statements

### Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or is designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred principally for the purpose of repurchasing in the near term or on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at fair value through profit or loss are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest rate method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item in profit or loss.

### De recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de recognition under Ind AS 109. A financial liability (or a part of a financial liability) is

derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### I. Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and balance with Bank.

### II. Earnings per Share:

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares as above and also the weighted average number of equity shares upon conversion of all dilutive potential equity shares.

### III. Cash Flow Statements:

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of Company is segregated.

### IV. Employees benefits:

- i. Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit and loss account of the year in which the related service is rendered. These benefits include compensated absences such as paid annual leave and performance incentives.
- ii. Post-employment and other long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses are recognized in full in Profit and Loss account for the period in which they occur.

Liability towards Gratuity is being discharged regularly in accordance with the terms of employment with the employees.





## Notes forming part of the Standalone Financial Statements

iii. Provident Fund scheme: The Company makes specified monthly contributions towards Employee Provident Fund to Employees' Provident Fund Organization. Interest is credited to respective employees on regular basis as per the interest rate notified by government on time to time by Employee Provident Fund to Employees' Provident Fund Organization.

### V. Impairment of Assets:

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in a prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.

### VI. Financial risk management:

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

#### Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

#### i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the

Company's receivables from customers and investments in debt securities, cash and cash equivalents, mutual funds, bonds etc.

The carrying amount of financial assets represents the maximum credit exposure.

#### Cash and cash equivalents

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the company's policy. Investment of surplus funds are made in mainly in mutual funds & fixed deposits with good returns and within approved credit ratings.

#### ii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

#### iii. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments and all short term and long-term debt. The Company is exposed to market risk primarily related interest rate risk and the market value of its investments.

#### iv. Recent Accounting pronouncements:

##### **Standards issued but not yet effective;**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There are no such notifications which would have been applicable from April 1, 2022.



**Note 2 : Property, Plant and Equipment**  
**Current Year**

(₹ in lakhs)

Particulars	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	As at 1st April, 2022	Additions	Deletions	Other Adjust-ment	As at 31st March, 2023	As at 1st April, 2022	For the year	Deduc-tion	As at 31st March, 2023	As at 31st March, 2022
Export Division										
Land	71.26	-	-	-	71.26	-	-	-	71.26	71.26
Furniture and Fixtures	82.93	0.40	26.79	-	56.54	0.34	0.34	25.47	3.69	4.95
Office Equipment	42.01	0.77	8.96	-	33.82	0.76	0.76	8.51	2.59	3.03
Computers and Computer Peripherals	73.90	6.24	53.39	-	26.75	3.73	3.73	50.98	6.61	6.51
Motor Car	304.29	-	-	1.04	303.25	48.83	48.83	-	72.51	122.38
Plant and Machinery	2.44	-	-	-	2.44	-	-	-	0.15	0.15
Sub-Total (A)	576.84	7.41	89.14	1.04	494.06	53.66	53.66	84.96	156.81	208.29
Solar Division										
Land	16.40	-	-	-	16.40	-	-	-	16.40	16.40
Plant and Machinery	1,674.67	-	-	-	1,674.67	63.79	63.79	-	433.42	497.21
Sub-Total (B)	1,691.08	-	-	-	1,691.08	63.79	63.79	-	449.82	513.61
Wind Power I Division										
Plant and Machinery	465.00	-	-	-	465.00	3.84	3.84	-	29.57	33.41
Sub-Total (C)	465.00	-	-	-	465.00	3.84	3.84	-	29.57	33.41
Wind Power II Division										
Land	15.91	-	-	-	15.91	-	-	-	15.91	15.91
Plant and Machinery	804.64	-	-	-	804.64	18.97	18.97	-	133.15	152.11
Sub-Total (D)	820.55	-	-	-	820.55	18.97	18.97	-	149.05	168.02
Wind Power III Division										
Plant and Machinery	1,002.06	-	-	-	1,002.06	49.24	49.24	-	337.28	386.52
Sub-Total (E)	1,002.06	-	-	-	1,002.06	49.24	49.24	-	337.28	386.52
Total as on 31.03.2023 (A+B+C+D+E)	4,555.53	7.41	89.14	1.04	4,472.75	189.50	189.50	84.96	1,122.54	1,309.86

## Notes forming part of the Standalone Financial Statements

### Note 3 : Capital Work in Progress

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 1st April, 2022	Additions	Deletions	Other Adjustment	As at 1st April, 2022	For the year	Deduction	As at 31st March, 2023	As at 31st March, 2022
	Furniture and Fixtures	11.03	51.54	-	-	-	-	-	62.57
Total as on 31.03.2023	11.03	51.54	-	-	-	-	-	62.57	11.03

### Note:

#### Capital Work in Progress Aging Schedule

Capital Work in Progress (CWIP)	Amount in CWIP for a period of			Total
	Less than 1 year	1 to 2 years	2 to 3 years	
	Furniture and Fixtures	51.54	11.03	

### Note 4 : Investment Property

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 1st April, 2022	Additions	Deletions	Other Adjustment	As at 1st April, 2022	For the year	Deduction	As at 31st March, 2023	As at 31st March, 2022
	Investment Properties	2,551.49	-	-	-	687.43	94.42	-	781.85
Total as on 31.03.2023	2,551.49	-	-	-	687.43	94.42	-	781.85	1,864.06



**Note 2 : Property, Plant and Equipment  
Previous Year.**

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 1st April, 2021	Additions	Deletions	Other Adjust-ment	As at 31st March, 2022	As at 1st April, 2021	For the year	Deduc-tion	As at 31st March, 2022	As at 31st March, 2021
Export Division										
Land	71.26	-	-	-	71.26	-	-	-	71.26	71.26
Furniture and Fixtures	82.51	0.42	-	-	82.93	77.71	0.28	-	4.95	4.80
Office Equipment	41.72	0.29	-	-	42.01	37.95	1.03	-	3.03	3.77
Computers and Computer Peripherals	70.25	3.65	-	-	73.90	63.64	3.75	-	6.51	6.61
Motor Car	280.49	76.40	52.60	-	304.29	173.11	58.77	49.97	122.38	107.38
Plant and Machinery	2.44	-	-	-	2.44	2.28	0.01	-	0.15	0.16
Sub-Total (A)	548.68	80.76	52.60	-	576.84	354.69	63.84	49.97	208.29	193.99
Solar Division										
Land	16.40	-	-	-	16.40	-	-	-	16.40	16.40
Plant and Machinery	1,674.67	-	-	-	1,674.67	1,104.29	73.18	-	497.21	570.39
Sub-Total (B)	1,691.08	-	-	-	1,691.08	1,104.29	73.18	-	513.61	586.79
Wind Power I Division										
Plant and Machinery	465.00	-	-	-	465.00	427.25	4.34	-	33.41	37.75
Sub-Total (C)	465.00	-	-	-	465.00	427.25	4.34	-	33.41	37.75
Wind Power II Division										
Land	15.91	-	-	-	15.91	-	-	-	15.91	15.91
Plant and Machinery	804.64	-	-	-	804.64	630.85	21.67	-	152.11	173.78
Sub-Total (D)	820.55	-	-	-	820.55	630.85	21.67	-	168.02	189.69
Wind Power III Division										
Plant and Machinery	1,002.06	-	-	-	1,002.06	559.12	56.43	-	386.52	442.95
Sub-Total (E)	1,002.06	-	-	-	1,002.06	559.12	56.43	-	386.52	442.95
<b>Total as on 31.03.2022 (A+B+C+D+E)</b>	<b>4,527.36</b>	<b>80.76</b>	<b>52.60</b>	<b>-</b>	<b>4,555.53</b>	<b>3,076.19</b>	<b>219.45</b>	<b>49.97</b>	<b>1,309.86</b>	<b>1,451.18</b>

## Notes forming part of the Standalone Financial Statements

### Note 3 : Capital Work in Progress

Particulars	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	As at 1st April, 2021	Additions	Deletions	Other Adjust-ment	As at 31st March, 2022	As at 1st April, 2021	For the year	Deduc-tion	As at 31st March, 2022	As at 31st March, 2021
	Furniture and Fixtures	-	11.03	-	-	11.03	-	-	-	-
<b>Total as on 31.03.2022</b>	-	<b>11.03</b>	-	-	<b>11.03</b>	-	-	-	-	<b>11.03</b>

### Note:

#### Capital Work in Progress Aging Schedule

Capital Work in Progress (CWIP)	Amount in CWIP for a period of			Total
	Less than 1 year	1 to 2 years	2 to 3 years	
	Furniture and Fixtures	11.03	-	

### Note 4 : Investment Property

Particulars	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	As at 1st April, 2021	Additions	Dele-tions	As at 31st March, 2022	As at 1st April, 2021	For the year	Deduction	As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2022
	Investment Properties	2,551.49	-	-	2,551.49	587.84	99.59	687.43	1,864.07	1,963.66
<b>Total as on 31.03.2022</b>	<b>2,551.49</b>	-	-	<b>2,551.49</b>	<b>587.84</b>	<b>99.59</b>	<b>687.43</b>	<b>1,864.07</b>	<b>1,963.66</b>	<b>1,864.06</b>

# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



## Notes forming part of the Standalone Financial Statements

### Note 5 : Non-current investments

(₹ in lakhs)

Particulars	As at 31 March, 2023				As at 31 March, 2022				
	Face Value	No of Units	Cost	Fair Value (₹)	Face Value	No of Units	Cost	Fair Value (₹)	
<b>A. In Subsidiaries</b>									
Investment in fully paid up Equity Shares of Subsidiaries									
G. Varadan Limited	100	5,000.00	47.60	47.60	100	5,000	47.60	47.60	
<b>Total</b>	-	<b>5,000.00</b>	<b>47.60</b>	<b>47.60</b>	-	<b>5,000.00</b>	<b>47.60</b>	<b>47.60</b>	
<b>B Investment in Equity Instruments</b>									
<b>Quoted</b>									
Emami Limited	1	7,200	0.84	25.80	1	7,200	0.84	32.24	
Emami Realty Limited	2	733	0.01	0.46	2	733	0.01	0.44	
Jet Airways Limited	10	356	1.95	0.21	10	356	1.95	0.29	
TCS Limited	1	2,296	2.44	73.61	1	2,296	2.44	85.84	
Punjab National Bank	10	19,715	4.61	9.21	10	19,715	4.61	6.91	
Union Bank Limited	10	2,900	0.46	1.93	10	2,900	0.46	1.12	
L.G.Balkrishna Limited	10	400	0.02	2.96	10	400	0.02	2.15	
Bank of India	10	900	0.41	0.67	10	900	0.41	0.41	
Cadila Health Care Limited	5	7,500	1.24	36.86	5	7,500	1.24	26.15	
FCS Software Limited	1	14,820	0.37	0.30	1	14,820	0.37	0.58	
GSPL Limited	10	2,253	0.61	5.96	10	2,253	0.61	5.85	
Reliance Industries Limited	10	692	1.67	16.13	10	692	1.67	18.23	
LGB Forge Limited	1	1,000	0.02	0.08	1	1,000	0.02	0.11	
Zydus Wellness Limited	10	320	0.01	4.96	10	320	0.01	4.80	
<b>Total</b>	-	<b>61,085.00</b>	<b>14.65</b>	<b>179.14</b>	-	<b>61,085.00</b>	<b>14.65</b>	<b>185.13</b>	
<b>C Investment in Mutual Funds</b>									
Aditya Birla Sun Life Medium Term Plan - Growth - Regular Plan	-	-	-	-	-	8,27,289.52	150.00	218.52	
HDFC Corporate Debt Opportunities Fund	-	53,10,015.63	815	1,075.62	-	53,10,015.63	815.00	1,033.79	
ICICI Prudential Credit Risk Fund - Growth	-	-	-	-	-	19,96,027.71	500.00	502.50	
HDFC Credit Risk Debt Fund - Growth Option	-	10,89,400.13	210	220.67	-	10,89,400.13	210.00	212.09	
<b>Total</b>	-	<b>63,99,415.76</b>	<b>1,025.00</b>	<b>1,296.30</b>	-	<b>92,22,732.99</b>	<b>1,675.00</b>	<b>1,966.90</b>	
<b>D Investment in Government Securities</b>									
National Saving Certificate	-	-	0.20	0.20	-	-	0.20	0.20	
<b>Total</b>	-	-	<b>0.20</b>	<b>0.20</b>	-	-	<b>0.20</b>	<b>0.20</b>	
<b>Total (A+B)</b>	-	<b>64,65,500.76</b>	<b>1,087.45</b>	<b>1,523.24</b>	-	<b>92,88,817.99</b>	<b>1,737.45</b>	<b>2,199.83</b>	

### Note 5 A : Current investments

	As at 31 March, 2023					As at 31 March, 2022				
	Face Value	No of Units	Cost	March 31, 2023	Fair Value (₹)	Face Value	No of Units	Cost	March 31, 2022	Fair Value (₹)
<b>Investment in Bond</b>										
6.15% ABFL 30-May-23	-	100	978.50	978.50	978.50	-	-	-	-	-
Muthoot Finance 9.00% 19-April-23	-	100,000	1,072.58	1,072.58	1,072.58	-	-	-	-	-
Shriram Finance 17-May-23 MLD	-	290	2,223.79	2,223.79	2,223.79	-	-	-	-	-
Shriram Finance 27-Apr-23 MLD	-	23	268.02	268.02	268.02	-	-	-	-	-
<b>Total</b>	-	<b>100,413</b>	<b>4,542.88</b>	<b>4,543</b>	<b>4,542.88</b>	-	-	-	-	-





## Notes forming part of the Standalone Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
<b>6</b>	<b><u>Trade receivables</u></b> <b>(Refer Note No. 37)</b>		
(a)	<b><u>Non-Current</u></b>		
	Trade Receivables (Considered Good)		
i.	Secured	-	-
ii.	Unsecured (#)		
	- From Related Parties	-	-
	- From Others	78.95	78.95
iii.	Trade Receivables which have significant increase in Credit Risk	-	-
iv.	Trade Receivables – Credit Impaired	-	-
	<b>Sub-Total (a)</b>	<b>78.95</b>	<b>78.95</b>
(b)	<b><u>Current</u></b>		
i.	Secured	-	-
ii.	Unsecured (#)		
	- From Related Parties	-	-
	- From Others	4,722.50	12,526.27
iii.	Trade Receivables which have significant increase in Credit Risk	-	-
iv.	Trade Receivables – Credit Impaired	-	-
	<b>Sub-Total (b)</b>	<b>4,722.50</b>	<b>12,526.27</b>
	<b>Total</b>	<b>4,801.44</b>	<b>12,605.22</b>
<b>7</b>	<b><u>Loans and Advances</u></b>		
(a)	<b><u>Current</u></b>		
	<u>Loans and advances to employees</u>		
	Unsecured, considered good	2.75	3.98
	<b>Total</b>	<b>2.75</b>	<b>3.98</b>
<b>8</b>	<b><u>Other Financial Assets</u></b>		
(a)	<b><u>Non - Current</u></b>		
i.	<u>Security deposits</u>		
	Unsecured, considered good	6.15	54.13
ii.	Advance to Suppliers	-	23.84
iii.	Advance for Capital Expenditures	300.00	300.00
iv.	Other Advances	-	-
	<b>Sub-Total (a)</b>	<b>306.15</b>	<b>377.97</b>
(b)	<b><u>Current</u></b>		
i.	Balances with government authorities		
	- <u>Indirect Tax authorities</u>		
	Goods and Service Tax (Net)	355.92	299.69
	Value Added Tax	0.47	0.47



## Notes forming part of the Standalone Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
ii.	Advance against expenses (Unsecured, considered good)	40.16	12.29
iii.	Advance to Suppliers for goods		
	Unsecured, considered good - Current	1,293.58	1,343.20
	Less : Provision for Doubtful Debts	-	(24.00)
	Net Balances	1,293.58	1,319.20
iv.	Inter-divison Balances	-	-
	<b>Sub-Total (b)</b>	<b>1,690.14</b>	<b>1,631.66</b>
	<b>Total (a+b)</b>	<b>1,996.29</b>	<b>2,009.63</b>
<b>9</b>	<b><u>Tax Assets/(Liabilities) (Net)</u></b>		
(a)	<b><u>Non-Current</u></b>		
	Balances with Direct Tax Authorities (Net of Provision for Tax)	177.00	181.22
	<b>Sub-Total (a)</b>	<b>177.00</b>	<b>181.22</b>
(b)	<b><u>Current</u></b>		
	Advance Tax/TDS/TCS Receivable (A.Y. 2023-24)	551.03	883.18
	<b>Sub-Total (b)</b>	<b>551.03</b>	<b>883.18</b>
	<b>Total (a+b)</b>	<b>728.04</b>	<b>1,064.40</b>
<b>10</b>	<b><u>Inventories</u></b>		
(a)	Stock-in-Transit	1,452.52	745.02
(a)	Work-in-Progress	-	162.28
	<b>Total</b>	<b>1,452.52</b>	<b>907.30</b>
<b>11</b>	<b><u>Cash and cash equivalents</u></b>		
(a)	Cash on hand	14.83	14.07
	<b>Sub-Total (a)</b>	<b>14.83</b>	<b>14.07</b>
(b)	<b><u>Balances with banks</u></b>		
	- In current accounts	1,304.74	2,064.34
	- In earmarked accounts	581.92	56.74
	<b>Sub-Total (b)</b>	<b>1,886.66</b>	<b>2,121.08</b>
	<b>Total</b>	<b>1,901.50</b>	<b>2,135.15</b>
<b>12</b>	<b><u>Other current assets</u></b>		
i.	Export Incentive Receivable	34.88	421.08
ii.	Prepaid Expenses	2.14	10.69
iii.	Foreign Currency Receivable	139.00	-
iv.	Others	177.87	179.74
	<b>Total</b>	<b>353.89</b>	<b>611.51</b>

## Standalone Financial Statements

### Statement of Changes in Equity

Particulars	As at 31/03/2023		As at 31/03/2022		(₹ in lakhs)
	₹	₹	₹	₹	
<b>A. Equity Share Capital</b>					
Balance at the Beginning of the reporting period		584.59		584.59	
Changes in Equity Share Capital due to Prior Period Errors		-		-	
Restated Balance at Balance at the Beginning of the reporting period		584.59		584.59	
Changes in Equity during the current year		-		-	
Balance at the end of the reporting period		584.59		584.59	
<b>B. Other Equity</b>					
	Share application money pending allotment	₹			
	Equity component of compound financial instruments	₹			
	Reserves and Surplus				
	Securities Premium Reserve	₹	₹	₹	₹
	Retained Earnings	₹	₹	₹	₹
	General Reserve	₹	₹	₹	₹
	Remeasurement of Defined Benefit Plan				
	Difference in Foreign Exchange Rates				
	<b>Total</b>				
Balance as at 1st April 2021		914.53	11,265.13	905.13	13,084.79
Changes in accounting policy or prior period errors		-	-	-	-
Restated balance at the beginning of the reporting period		914.53	11,265.13	905.13	13,084.79
Profit for the year		-	2,357.62	-	2,357.62
Other Comprehensive Income		-	141.14	-	141.14
Total Comprehensive Income for the year		914.53	13,763.89	905.13	15,583.55
Dividends		-	(116.69)	-	(116.69)
Balance as at 31st March 2022		914.53	13,647.20	905.13	15,466.86
<b>Balance as at 1st April 2022</b>		914.53	13,647.20	905.13	15,466.86
Changes in Accounting Policies/Prior Period errors		-	-	-	-
Restated Balance as at 1st April, 2022		914.53	13,647.20	905.13	15,466.86
Profit for the year		-	1,564.68	-	1,564.68
Other Comprehensive Income		-	105.72	-	105.72
Total Comprehensive Income for the year		914.53	15,317.60	905.13	17,137.25
Dividends Declared		-	(116.69)	-	(116.69)
Any other change		-	(0.06)	-	(0.06)
Balance as at 31st March 2023		914.53	15,200.85	905.13	17,020.51



## Notes forming part of the Standalone Financial Statements

### Note No. 13 : Share capital

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
(a) Authorised Equity shares of ₹ 2 each with voting rights	3,00,00,000	600.00	3,00,00,000	600.00
(b) Issued Equity shares of ₹ 2 each with voting rights	2,91,71,500	583.43	2,91,71,500	583.43
(c) Subscribed and fully paid up Equity shares of ₹ 2 each with voting rights	2,91,71,500	583.43	2,91,71,500	583.43
(d) Share Forfeiture Account	2,11,000	1.16	2,11,000	1.16

#### Notes:-

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
<u>Equity shares with voting rights</u> Opening Balance	2,91,71,500	584.59	2,91,71,500	584.59
Closing Balance	2,91,71,500	584.59	2,91,71,500	584.59

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares held	% holding in that class of shares	No. of Shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>				
Ujwal R Lahoti	53,45,000	18.32	53,45,000	18.32
Umesh R Lahoti	44,84,000	15.37	44,84,000	15.37
Jayashri U Lahoti	23,75,500	8.14	23,75,500	8.14
Manjushri Umesh Lahoti	19,34,500	6.63	19,34,500	6.63
Kirti Stock Brokers LLP	16,10,000	5.52	16,10,000	5.52
Billion Way Garment Limited	42,40,800	14.54	42,40,800	14.54
<b>Total</b>	<b>1,99,89,800</b>	<b>68.53</b>	<b>1,99,89,800</b>	<b>68.53</b>

# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



## Notes forming part of the Standalone Financial Statements

(iii) Details of Shares held by Promoters of the Company

Shares held by the promoters as at 31/03/2023			% of Change during the year
Promoter Name	No. of Shares held	% of Total Shares	
Ujwal R Lahoti	53,45,000	18.32%	-
Umesh R Lahoti	44,84,000	15.37%	-
Jayashree U Lahoti	23,75,500	8.14%	-
Manjushri Umesh Lahoti	19,34,500	6.63%	-
Kirti Stockbrokers LLP	16,10,000	5.52%	-
Hind Commerce Limited	7,07,500	2.43%	-
Aadhitiya Ujwal Lahoti	3,40,500	1.17%	-
Shashwat Umesh Lahoti	2,08,500	0.71%	-
Ujwal R Lahoti HUF	1,88,500	0.65%	-
Saurabh Umesh Lahoti	1,40,425	0.48%	-
Amrithaa Sagar Makhija	65,000	0.22%	-
R K Lahoti HUF	47,000	0.16%	-
<b>Total</b>	<b>1,74,46,425</b>	<b>60%</b>	-

Shares held by the promoters as at 31/03/2022			% of Change during the year
Promoter Name	No of Shares held	% of Total Shares	
Ujwal R Lahoti	53,45,000	18.32%	-
Umesh R Lahoti	44,84,000	15.37%	-
Jayashree U Lahoti	23,75,500	8.14%	-
Manjushri Umesh Lahoti	19,34,500	6.63%	-
Kirti Stockbrokers LLP	16,10,000	5.52%	-
Hind Commerce Limited	7,07,500	2.43%	-
Aadhitiya Ujwal Lahoti	3,40,500	1.17%	-
Shashwat Umesh Lahoti	2,08,500	0.71%	-
Ujwal R Lahoti HUF	1,88,500	0.65%	-
Saurabh Umesh Lahoti	1,40,425	0.48%	-
Amrithaa Sagar Makhija	65,000	0.22%	-
R K Lahoti HUF	47,000	0.16%	-
<b>Total</b>	<b>1,74,46,425</b>	<b>60%</b>	-



## Notes forming part of the Standalone Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
<b>14</b>	<b><u>Other Equity</u></b>		
	(a) Securities premium account		
	Opening balance	914.53	914.53
	<b>Closing balance</b>	<b>914.53</b>	<b>914.53</b>
	(b) General reserve		
	Opening balance	905.13	905.13
	<b>Closing balance</b>	<b>905.13</b>	<b>905.13</b>
	(c) Surplus in Statement of Profit and Loss		
	Opening balance	13,647.20	11,265.13
	<u>Add:</u> Profit for the year	1,670.39	2,498.76
	<u>Less:</u> Dividend	(116.69)	(116.69)
	Any other change	(0.06)	-
	<b>Closing balance</b>	<b>15,200.85</b>	<b>13,647.20</b>
	<b>Total</b>	<b>17,020.51</b>	<b>15,466.85</b>
<b>15</b>	<b><u>Deferred Tax Assets/(Liabilities)</u></b>		
	<u>Tax effect of items constituting deferred tax liability</u>		
	Opening Balance	(296.89)	20.22
	On difference between book balance and tax balance of Property, Plant and Equipments	(232.90)	(272.50)
	Tax effect of items constituting deferred tax assets/liabilities	311.38	2.86
	Tax difference on Other Comprehensive Income	(35.56)	(47.47)
	<b>Deferred Tax Asset/(Liability)</b>	<b>(253.96)</b>	<b>(296.89)</b>
<b>16</b>	<b><u>Trade Payables</u></b>		
	(Refer Note No. 38)		
	(a) <b><u>Non-Current</u></b>		
	i. Outstanding dues to Micro Enterprises and Small Enterprises		
	-For Goods	-	-
	-For Expenses and Services	-	-
	Outstanding dues to other than Micro Enterprises and Small Enterprises		
	ii. Enterprises		
	(a) to related parties		
	(b) to others		
	- For Goods	-	2.38
	- For Expenses and Services	18.83	41.68
	<b>Sub-Total (a)</b>	<b>18.83</b>	<b>44.07</b>





## Notes forming part of the Standalone Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
(b)	<b><u>Current</u></b>		
i.	Outstanding dues to Micro Enterprises and Small Enterprises		
	-For Goods	-	0.45
	-For Expenses and Services	<b>9.89</b>	15.28
	<b>Sub-total (i)</b>	<b>9.89</b>	<b>15.73</b>
	Outstanding dues to other than Micro Enterprises and Small Enterprises		
ii.	Enterprises		
	(a) to related parties	-	-
	(b) to others		
	- For Goods	<b>24.92</b>	27.27
	- For Expenses and Services	<b>128.19</b>	332.23
	<b>Sub-total (ii)</b>	<b>153.11</b>	<b>359.49</b>
	<b>Sub-Total (b) (i+ii)</b>	<b>163.00</b>	<b>375.22</b>
	<b>Total (a+b)</b>	<b>181.83</b>	<b>419.29</b>
17	<b><u>Other long-term liabilities</u></b>		
	<u>Others:</u>		
	(i) Rent deposits	<b>161.47</b>	165.67
	(ii) Advance from Customers	<b>15.00</b>	15.00
	<b>Total</b>	<b>176.47</b>	<b>180.67</b>
18	<b><u>Long-term Provisions</u></b>		
	<u>Provision for employee benefits:</u>		
	(a) Provision for gratuity	<b>58.16</b>	61.19
	<b>Total</b>	<b>58.16</b>	61.19
19	<b><u>Short-term borrowings</u></b>		
	Working capital Loans		
	(i) From Banks - Secured [Note(i)]	<b>710.19</b>	5,766.91
	(ii) From Related Parties - Unsecured	<b>38.13</b>	82.97
	(ii) From Others - Unsecured	<b>109.01</b>	315.00
	<b>Total</b>	<b>857.32</b>	<b>6,164.88</b>



## Notes forming part of the Standalone Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
(i)	<u>Break-up of secured short-term borrowings:</u>		
	<u>(a) P.C.F.C. :-</u>		
	HDFC Bank Ltd.	299.67	227.25
	Federal Bank	410.51	-
	<u>(c) Post Shipment From:-</u>		-
	HDFC Bank Ltd.	-	380.32
	Shinhan Bank Co. Ltd.	-	2,003.04
	YES Bank Ltd.	-	430.00
	Federal Bank Ltd.	-	550.57
	RBL Bank Ltd.	-	512.31
	Woori Bank Ltd.	-	1,663.42
	<b>Total</b>	<b>710.19</b>	<b>5,766.91</b>

The loans from HDFC Bank Ltd., Shinhan Bank Co. Ltd., YES Bank Ltd., Federal Bank Ltd. RBL Bank Ltd. Woori Bank Ltd. are secured against Hypothecation of Stock and Book Debts of the Company with pari passu clause.

### 20 Other current liabilities

(a)	<u>Other payables</u>		
i.	Statutory remittances	12.64	31.24
ii.	Advances from customers	516.13	593.65
(b)	Foreign Currency Payable**	-	(107.39)
	<b>Total</b>	<b>528.77</b>	<b>517.50</b>

\*\*Foreign Currency Payable consists of Unamortized premium on forward contracts.

### 21 Short-term provisions

(a)	<u>Provision for employee benefits</u>		
(i)	Provision for Bonus	9.82	25.92
(ii)	Provision for Leave Salary	3.65	3.32
(iii)	Provision for Gratuity	11.34	19.92
	<b>Total</b>	<b>24.81</b>	<b>49.16</b>

### 22 Tax Liabilities

(a)	<u>Current</u>		
(i)	Provision for tax	570.89	980.96
	<b>Total</b>	<b>570.89</b>	<b>980.96</b>



## Notes forming part of the Standalone Financial Statements

(₹ in lakhs)

Note No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
<b>23</b>	<b><u>Revenue from operations</u></b>		
(a)	Sale of products [Note i]	29,428.56	86,965.93
(b)	Other operating revenues [Note ii]	2,422.16	2,231.51
	<b>Total</b>	<b>31,850.72</b>	<b>89,197.43</b>
<u>Note:</u>			
(i)	<u>Sale of products comprises</u>		
	-Generation of Power	303.95	311.62
	-Traded goods	29,124.61	86,654.30
	<b>Total</b>	<b>29,428.56</b>	<b>86,965.93</b>
(ii)	<u>Other operating revenues comprise:</u>		
	-Duty drawback	361.30	1,431.11
	-Export incentives (RODTEP)	2,060.86	800.40
	<b>Total</b>	<b>2,422.16</b>	<b>2,231.51</b>
<b><u>Disaggregation of Revenue</u></b>			
<b><u>Revenue based on Geography</u></b>			
	- Export	21,846.49	84,520.61
	- Domestic	7,582.07	2,445.32
	<b>Total Revenue from Operations</b>	<b>29,428.56</b>	<b>86,965.93</b>
<b>24</b>	<b><u>Other income</u></b>		
(a)	Interest income (i)	192.00	37.93
(b)	Dividend Income	3.48	1.77
(c)	Insurance Claim Received	-	17.10
(d)	Commission Received	0.40	0.20
(e)	Profit/(Loss) on sale of Property, Plant & Equipment	-	4.36
(f)	Gain on Exchange Rate Difference	2.57	507.18
(g)	Gain on Cancellation of Forward Contract	-	1.74
(h)	Rental Income	194.55	200.87
(i)	Other Non Operating Income	1.81	-
(j)	Capital Gain/(Loss) (ii)	67.21	-
	<b>Total</b>	<b>462.01</b>	<b>771.14</b>



## Notes forming part of the Standalone Financial Statements

Note No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Note :			
(i)	<u>Interest income comprises:</u>		
	Interest from Banks on Deposit	9.57	0.02
	Interest on loans and advances to Employees	8.37	0.42
	Interest on Bonds	174.06	37.49
	<b>Total - Interest income</b>	<b>192.00</b>	<b>37.93</b>
(ii)	<u>Capital Gain/(Loss)</u>		
	Long Term Capital Loss	(1.13)	-
	Short Term Capital Gain	68.33	-
	<b>Total Capital Gain /Loss</b>	<b>67.21</b>	<b>-</b>
<b>25</b>	<b><u>Purchase of traded goods</u></b>		
(a)	Yarn, Cotton, fabric (net)	28,127.22	77,865.49
	<b>Total</b>	<b>28,127.22</b>	<b>77,865.49</b>
<b>26</b>	<b><u>Changes in inventories of stock-in-trade</u></b>		
(a)	<u>Inventories at the end of the year:</u>		
	Stock-in-trade	1,452.52	745.02
	Work-in-progress	-	162.28
(b)	<u>Inventories at the beginning of the year:</u>		
	Stock-in-trade	745.02	
	Work-in-progress	162.28	1,329.69
	<b>Net (increase) / decrease</b>	<b>(545.23)</b>	<b>422.39</b>
<b>27</b>	<b><u>Employee benefits expense</u></b>		
(a)	Salaries and wages	310.39	303.70
(b)	Contributions to provident and other funds	19.01	21.49
(c)	Staff welfare expenses	4.02	3.02
	<b>Total</b>	<b>333.43</b>	<b>328.20</b>
<b>28</b>	<b><u>Finance costs</u></b>		
(a)	Interest expense on Borrowing	43.49	188.63
(b)	Other finance costs	81.73	332.17
	<b>Total</b>	<b>125.22</b>	<b>520.80</b>



## Notes forming part of the Standalone Financial Statements

Note No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
29	<b>Other expenses</b>		
(a)	<b>Office &amp; Administrative expenses:</b>		
	Auditor's Fees [Note(i)]	4.74	4.74
	Bad Debts	23.84	-
	CSR Activities Expenses [Note(31)]	34.50	68.00
	Donation	0.39	0.41
	Electricity Expenses	2.30	2.92
	Inspection Charges	3.09	5.31
	Insurance Premium	36.03	42.19
	Legal and Professional Charges	45.84	43.99
	Motor Car Expenses	17.22	11.93
	Office & General Expenses	173.49	299.21
	Postage and Telephone Charges	16.02	19.31
	Printing and Stationary	4.70	5.64
	Rent, Rates and Taxes	80.18	52.60
	Repairs & Maintenance	122.69	88.64
	Travelling & Conveyance	92.03	48.42
	<b>Sub-Total (a)</b>	<b>657.06</b>	<b>693.31</b>
(b)	<b>Selling and Distribution expenses</b>		
	Local Freight & other Shipment cost	300.49	886.30
	Ocean Freight	814.63	4,607.96
	Commission Expenses	185.39	793.08
	Sales Promotion Expenses	36.80	22.47
	<b>Sub-Total (b)</b>	<b>1,337.31</b>	<b>6,309.81</b>
	<b>Total</b>	<b>1,994.37</b>	<b>7,003.11</b>
Note (i)	<b>Payments to the auditors comprises of:</b>		
	As Auditors - Statutory audit	3.50	3.50
	For Tax Audit	0.79	0.79
	For Certification & Consultancy Services	0.45	0.45
	<b>Total</b>	<b>4.74</b>	<b>4.74</b>
30	Earnings Per Share		
	The Earning per share according to the Ind-AS-33 is as under:		
	Profit for the year	1,564.68	2,357.62
	Shares outstanding during the year (Nos.)	2,91,71,500	2,91,71,500
	<b>Earnings per Share</b>		
	Basic	5.36	8.08
	Diluted	5.36	8.08



## Notes forming part of the Standalone Financial Statements

### Note No. 31 : Note on Corporate Social Responsibility (CSR):

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

(₹ in lakhs)

Sr. No.	Particulars	Year ended 31/03/2023	Year ended 31/03/2022
i.	Amount required to be spent by the Company	34.26	24.60
ii.	Amount of Expenditure Incurred	26.50	7.00
iii.	Shortfall at the end of the year (*)	7.76	17.60
iv.	Total of previous years short fall (8)	-	-
v.	Reasons for shortfall	NA	
vi.	Nature of CSR activities	Promotion of Education Shaurya Bhawan	
vii.	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.	-	-
viii.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	-

#### Notes:

\*The company has transferred the amount of shortfalls to a separate fund i.e. Unspent CSR Account as provided in Schedule VII of the Act, the details of which are provided hereunder:

(₹ in lakhs)

Particulars	Year ended 31/03/2023	Year ended 31/03/2022
Shortfall for the year	7.76	17.60
Shortfall of previous years	-	-
<b>Total Shortfalls</b>	<b>7.76</b>	<b>17.60</b>
Amount deposited in the Unspent CSR Account during F.Y. 2022-23	-	18.00
Amount deposited in the Unspent CSR Account on 30/04/2022	8.00	-
Shortfall / (Excess)	(0.24)	(0.40)





## Notes forming part of the Standalone Financial Statements

### Note No. 32 : Key Financial Ratios:

Sr. No.	Particulars	Numerator	Denominator	Note No.	As at 31/03/2023	As at 31/03/2022	Variance
1	Current Ratio	Current Assets	Current Liabilities	(i)	7.09	2.31	207%
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	(ii)	0.05	0.38	-87%
3	Debt Service Coverage Ratio (#)	Earnings available for debt service	Debt Service	(ii)	2.16	0.43	397%
4	Return on Equity Ratio (\$)	Net Profit after Tax	Average Shareholder's Equity	(iii)	9.30%	15.87%	-41%
5	Inventory Turnover Ratio (%)	Sales/Revenue from Operations	Average Stock	(iv)	28.99	85.99	-66%
6	Net Capital Turnover Ratio (^)	Sales/Revenue from Operations	Working Capital	(iv)	2.44	8.41	-71%
7	Net Profit Ratio (&)	Net Profit	Revenue	(v)	4.84%	2.62%	85%
8	Return on Capital Employed (*)	Net Profit Before Interest and tax	Capital Employed	(vi)	11.63%	22.82%	-49%
9	Return on Investment	Income from Investment	Time weighted average value of investments	NA	5.21%	5.93%	-12%

### Notes:

- (i) During the year there is significant increase in the Current Investment & decrease in short term borrowing compared to previous year, hence there is improvement in the ratio.
- (ii) During the year there is significant decrease in short term borrowing compared to previous year, hence there is improvement in the ratio.
- (iii) During the year profit has declined due to decrease in operations have led to unfavourable ratio.
- (iv) During the year there is significant decrease in operations and non favourable market conditions have led to unfavourable ratio.
- (v) Even though operations decreased during the year, the ratio was improved since the ratio of costs to sales was lower than it was the year before.
- (vi) Throughout the year, capital employed has increased, but profits decreased due to reduced in operations have caused an unfavourable ratio.



## Notes forming part of the Standalone Financial Statements

### Note No. 33 : Note on Borrowings secured against current assets

The loans from DBS Bank Ltd., HDFC Bank Ltd., Shinhan Bank Co. Ltd., YES Bank Ltd., Federal Bank Ltd. RBL Bank Ltd. Woori Bank Ltd. are secured against Hypothecation of Stock and Book Debts of the Company with pari pasu clause. However the Company is required to file monthly stock statements with HDFC Bank Ltd. only.

The Summary of reconciliation and reasons for material discrepancies are as under

(₹ in lakhs)

Quarter	Name of Bank	Particulars of securities provided	Amount as per books of accounts	Amount as reported in the quarterly return/statement	Amount of difference	Reason for material discrepancies
June, 2022	HDFC Bank Ltd.	Stock-in-Transit	365.98	73.21	292.77	Note - 1
September, 2022	HDFC Bank Ltd.	Stock-in-Transit	436.23	348.06	88.17	
December, 2022	HDFC Bank Ltd.	Stock-in-Transit	485.55	451.75	33.80	
March, 2023	HDFC Bank Ltd.	Stock-in-Transit	1,452.52	1,312.38	140.14	
June, 2022	HDFC Bank Ltd.	Receivables	5,362.25	4,006.47	1,355.78	Note - 2
September, 2022	HDFC Bank Ltd.	Receivables	4,119.35	3,447.68	671.67	
December, 2022	HDFC Bank Ltd.	Receivables	2,724.92	2,215.81	509.11	
March, 2023	HDFC Bank Ltd.	Receivables	4,722.50	4,244.12	478.38	

Note - 1 : Reconciliation of Stock Statements filed with Banks and Books of Accounts

(₹ in lakhs)

Particulars	For the quarter ended			
	June, 2021	September, 2022	December, 2022	March, 2023
<b>Value of Inventories as per Books of accounts</b>	<b>365.98</b>	<b>436.23</b>	<b>485.55</b>	<b>1,452.52</b>
<u>Less:</u>				
Value of Inventories not submitted to bank (not converted to sales/receiveables)	189.41	-	-	-
Revision in price after submission	-	-	-	-4.82
Inventories for Domestic Sales and Inventories lying with the Job Worker	110.62	88.17	33.80	96.84
	64.34	-	-	48.12
	364.37	88.17	33.80	140.14
<u>Add:</u>				
Value of Inventories converted to sales/receiveables before/at the end of the quarter	71.60	-	-	-
<b>Value of Inventories submitted to Banks</b>	<b>73.21</b>	<b>348.06</b>	<b>451.75</b>	<b>1,312.38</b>

## Notes forming part of the Standalone Financial Statements

Note - 2 : Reconciliation of Receiveables Statements filed with Banks and Books of Accounts

(₹ in lakhs)

Particulars	For the quarter ended			
	June, 2022	September, 2022	December, 2022	March, 2023
<b>Balance of Receiveables as per Books of accounts</b>	<b>5,362.25</b>	<b>4,119.35</b>	<b>2,724.92</b>	<b>4,722.50</b>
<b>Less:</b>				
Value of domestic receiveables not submitted	1,082.83	523.61	475.18	474.20
Value of receiveables pertaining to the power division	167.21	52.90	12.21	16.58
Revaluation of Debtors	105.74	95.16	21.72	-12.40
	<b>1,355.78</b>	<b>671.67</b>	<b>509.11</b>	<b>478.38</b>
<b>Add:</b>				
Invoices finalized after submission of statements to the banks	174.20	-	566.42	11.43
<b>Balance of Receiveables submitted to the Banks</b>	<b>4,006.47</b>	<b>3,447.68</b>	<b>2,215.81</b>	<b>4,244.12</b>

### Note No. 34A : Related Party Disclosure (with whom transactions exist):

Disclosure requirements as per Ind-AS-24 "Related Party Disclosure" and terms and conditions of transactions are as follows:

The sales & services provided and received from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured, interest free and will be settled in cash. There have been no guarantees received or provided for any related party receivables or payables.

- i. The Company has identified following parties for the purpose of Related Party Disclosure:

Subsidiary Companies:	Holding (%)
G Varadan Limited	100.00

### Entities in which KMP / relatives of KMP have significant influence :

PSWare Information Pvt. Ltd.

Bauble Investment Pvt. Ltd.

### Key Management Personnel (KMP):

Name	Designation	DIN
Mr. Umesh R. Lahoti	Managing Director	361216
Mr. Ujwal R Lahoti	Executive Director	360785
Mr. Aadhitya Lahoti	Whole Time Director	1501504
Mr. Deep Shah	Company Secretary	-
Mr. Pradeep Bachhuka	Chief Financial Officer	-

### Relatives of KMP have significant influence

Name	Relation
Mrs. Aanchal A. Lahoti	Spouse of Director
Mr. Saurabh Lahoti	Son of Director



## Notes forming part of the Standalone Financial Statements

### ii. List of related party transactions during the year:

(₹ in Lakhs)

Sr. No.	Entity	Relation	Transaction type	Year ended 31/03/2023	Year ended 31/03/2022
1	G Varadan Limited	Subsidiary	Rent Paid	9.60	9.60
2	PSWare Information Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	9.60	9.60
3	Bauble Investment Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	-	-
4	Mr. Umesh Lahoti	Managing Director	Loan Taken	5.42	458.00
5	Mr. Ujwal Lahoti	Executive Director	Loan Taken	7.51	659.00
6	Mr. Umesh Lahoti	Managing Director	Loan Repaid	30.01	434.74
7	Mr. Ujwal Lahoti	Executive Director	Loan Repaid	35.04	652.63
8	Mr. Umesh Lahoti	Managing Director	Interest Paid	4.49	15.44
9	Mr. Ujwal Lahoti	Executive Director	Interest Paid	2.79	36.67
10	Mr. Umesh Lahoti	Managing Director	Managerial remuneration	21.60	21.60
11	Mr. Ujwal Lahoti	Executive Director	Managerial remuneration	25.80	25.80
12	Mr. Aadhitya Lahoti	Director	Managerial remuneration	12.00	12.00
13	Mr. Pradeep Bachhuka	CFO	Remuneration	14.27	12.86
14	Miss. Akshita Jhavar	Company Secretary	Remuneration	3.76	6.51
15	Mr. Umesh Lahoti	Managing Director	Loan Payable	18.92	39.01
16	Mr. Ujwal Lahoti	Executive Director	Loan Payable	19.21	43.96
17	Mr. Prem Malik	Director	Director Sitting Fees	0.17	0.30
18	Mr. Prakash Bang	Director	Director Sitting Fees	0.33	0.41
19	Mrs. Meghna Panchal	Director	Director Sitting Fees	0.36	0.43
20	Mrs. Aanchal A. Lahoti	Relative of Director	Salary to Relative	3.21	3.20
21	Mr. Saurabh Lahoti	Relative of Director	Salary to Relative	13.80	12.00
22	Mr. Deep Shah	Company Secretary	Remuneration	4.70	-

\* Parties identified by the Management and relied upon by the auditors.



**Note No. 34 B : Related Party Disclosure (with whom transactions exist):**

iii. Summary of transactions during the year with related parties:

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Entities in which KMP / relatives of KMP have significant influence (PSWare Information Pvt. Ltd. & Bauble Investments Private Limited)		Subsidiary (G. Varadan Ltd.)		Key Management Personnel (KMP)		Directors Sitting Fees		Salary to Relatives	
		C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
1	Rent Paid	9.60	9.60	9.60	9.60	-	-	-	-	-	-
2	Loan Taken	-	-	-	-	12.93	1,117.00	-	-	-	-
3	Loan Repaid	-	-	-	-	65.05	1,087.37	-	-	-	-
4	Interest Paid	-	-	-	-	7.28	52.11	-	-	-	-
5	Managerial Remuneration	-	-	-	-	82.13	78.77	-	-	-	-
6	Directors Sitting Fees	-	-	-	-	-	-	0.86	1.14	-	-
7	Salary to Relatives	-	-	-	-	-	-	-	-	17.01	15.20
8	Outstanding balances	-	-	-	-	-	-	-	-	-	-
9	Loans and Advances	-	-	-	-	-	-	-	-	-	-
10	Receivable (Deposit)	-	-	-	-	-	-	-	-	-	-
11	Payable (Loan)	-	-	-	-	38.13	82.97	-	-	-	-



## Notes forming part of the Standalone Financial Statements

### Note No. 35 : Disclosures forming part of the financial statements

#### Financial Instruments - Fair value and risk management

##### (a) Financial instruments by category

The following table presents the carrying amounts of each category of financial assets and liabilities as at 31st March, 2023.

(₹ in lakhs)			
Particulars	FVTPL	Amortised Cost	Total carrying value
<b>Financial assets</b>			
(a) Investment in Equity Instrument	179.14	-	179.14
(b) Investment in Mutual Fund	1,296.30	-	1,296.30
(c) Investment in National Saving Certificate	0.20	-	0.20
(d) Investment Property	-	1,769.65	1,769.65
(e) Investment in Subsidiaries	47.60	-	47.60
<b>Total</b>	<b>1,523.24</b>	<b>1,769.65</b>	<b>3,292.88</b>
<b>Financial liabilities</b>			
(a) Non Current			
Trade Payable	-	18.83	18.83
(b) Current			
Trade Payable	-	163.00	163.00
<b>Total</b>	<b>-</b>	<b>181.83</b>	<b>181.83</b>

The following table presents the carrying amounts of each category of financial assets and liabilities as at 31st March, 2022.

(₹ in lakhs)			
Particulars	FVTPL	Amortised Cost	Total carrying value
<b>Financial assets</b>			
(a) Investment in Equity Instrument	185.13	-	185.13
(b) Investment in Mutual Fund	1,966.90	-	1,966.90
(c) Investment in National Saving Certificate	0.20	-	0.20
(d) Investment Property	-	1,864.07	1,864.07
(e) Investment in Subsidiaries	47.60	-	47.60
<b>Total</b>	<b>2,199.83</b>	<b>1,864.07</b>	<b>4,063.90</b>
<b>Financial liabilities</b>			
(a) Non Current			
Trade Payable	-	44.07	44.07
(b) Current			
Trade Payable	-	375.22	375.22
<b>Total</b>	<b>-</b>	<b>419.29</b>	<b>419.29</b>

## Notes forming part of the Standalone Financial Statements

### (b) Fair Value Hierarchy

(₹ in lakhs)

Particulars	As at 31st March, 2023			
	Fair Value measurement using Profit & Loss			
	Total	(Level 1)	(Level 2)	(Level 3)
		Quoted prices in active market	Significant observable inputs	Significant unobservable inputs
<b>Assets measured at fair value:</b>				
Equity Investment	179.14	179.14	-	-
Investment in Mutual Fund	1,296.30	1,296.30	-	-
Investment in National Saving Certificate	0.20	-	-	0.20
Investment in Subsidiaries	47.60	-	-	47.60
<b>Total</b>	<b>1,523.24</b>	<b>1,475.44</b>	<b>-</b>	<b>47.80</b>

(₹ in lakhs)

Particulars	As at 31st March, 2022			
	Fair Value measurement using Profit & Loss			
	Total	(Level 1)	(Level 2)	(Level 3)
		Quoted prices in active market	Significant observable inputs	Significant unobservable inputs
<b>Assets measured at fair value:</b>				
Equity Investment	185.13	185.13	-	-
Investment in Mutual Fund	1,966.90	1,966.90	-	-
Investment in National Saving Certificate	0.20	-	-	0.20
Investment in Subsidiaries	47.60	-	-	47.60
<b>Total</b>	<b>2,199.83</b>	<b>2,152.03</b>	<b>-</b>	<b>47.80</b>





## Notes forming part of the Standalone Financial Statements

### Note No. 36A : Segment Reporting

Segment wise disclosure information as per Ind-AS-108 on “Operating Segment” is as below:

#### A. General Information

1. Segments have been identified in line with the Ind-AS-108.
2. Business segment have been identified on the basis of nature of the products/services, the risk-return profile on individual basis.  
Company has disclosed Business Segment as the primary segment. The risk-return profile of the company’s business is determined predominantly by the nature of its products and services. Accordingly, business segments constitute the primary segment for disclosure of segment information.
4. Composition of Business Segment:

Name of segment	Comprises of	Revenue from operations (%)
Trading Division	Export Sales	99.05
Power Division	Power Generation	0.95

5. The Segment Revenue, Results, Assets and liabilities include the respective amounts identifiable and amounts allocated on reasonable basis.

The Managing Director of the Company, Mr. Umesh Lahoti, acts as the Chief Operating Decision Maker (“CODM”) The CODM evaluates the Company’s performance and allocates resources based on an analysis of various performance indicators by operating segments.

#### B. Information about Major Customers

1. Revenues of approximately ₹ 11,516.90 lakhs (Previous year 31st March, 2022 – ₹ 52613.39 lakhs) are derived from the following external customer:

Details of major area of operation: (₹ in lakhs)

Sr. no.	Country/Area/Region	For the year ended 31/03/2023	For the year ended 31/03/2022
1	Bangladesh	5,206.66	28,264.44
2	S.Korea	4,199.13	8,307.27
3	Turkey	2,111.11	16,041.68
TOTAL		11,516.90	52,613.39

#### C. Segment Assets:

(₹ in lakhs)

Sr. No.	Division	As at 31/03/2023	As at 31/03/2022
1	Trading Division	16,142.44	19,756.71
2	Power Division	94.14	(162.84)
3	Un-allocable	4,020.72	5,128.10
TOTAL		20,257.31	24,721.97



## Notes forming part of the Standalone Financial Statements

### Note No.36B : Segment Report

#### Primary Segments - Business Segments:

(₹ in lakhs)

Particulars	Trading Division		Power		Un-allocable		Total	
	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2023	For the year ended 31/03/2022
Gross Segment Revenue	31,546.96	88,885.81	303.95	311.62	-	-	31,850.91	89,197.43
Less:- Intersegment Revenue	-	-	-	-	-	-	-	-
Net Segment Revenue	31,546.96	88,885.81	303.95	311.62	-	-	31,850.91	89,197.43
Segment Results : (Profit / Loss Before Tax , Interest and Investment Income from each segment)	1,600.09	3,461.35	56.92	(202.45)	-	-	1,657.01	3,258.90
Add: Interest Income	-	-	-	-	192.00	37.93	192.00	37.93
Add: Rental Income	-	-	-	-	194.55	200.87	194.55	200.87
Add: Dividend Received	-	-	-	-	3.48	1.77	3.48	1.77
Add: Other Income	-	-	-	-	116.41	623.77	116.41	623.77
Add: Profit/(Loss) on sale of investments	-	-	-	-	-	-	-	-
Add: Profit/(Loss) on sale of Plant, property & Equipement	-	-	-	-	-	4.36	-	4.36
Profit before Interest and Tax	-	-	-	-	-	-	2,163.44	4,127.60
Less:- Interest	-	-	-	-	(125.22)	(520.81)	(125.22)	(520.81)
Profit Before Tax	-	-	-	-	-	-	2,038.22	3,606.79
Provision for Tax	-	-	-	-	-	-	-	-
Current Tax net off MAT credit	-	-	-	-	-	-	576.03	980.96
Deferred	-	-	-	-	-	-	(78.49)	269.64
Profit After Tax	-	-	-	-	-	-	1,540.68	2,356.18

## Notes forming part of the Standalone Financial Statements

(₹ in lakhs)

Particulars	Trading		Power		Un-allocable		Total	
	As At	As At	As At	As At	As At	As At	As At	As At
	31/03/2023	31/03/2022	31/03/2023	31/03/2022	31/03/2023	31/03/2022	31/03/2023	31/03/2022
<b>a) Segment Assets</b>								
Property, Plant and Equipment	156.81	208.29	965.73	1,101.57	-	-	1,122.54	1,309.86
Capital Work In Progress	62.57	11.03	-	-	-	-	62.57	11.03
Investment Properties	-	-	-	-	1,769.65	1,864.07	1,769.65	1,864.07
Investments	-	-	0.20	0.20	1,523.04	2,199.63	1,523.24	2,199.83
Other Assets, Loans and Advances (Excluding Tax Assets)	15,923.06	19,537.39	(871.79)	(1,264.61)	-	-	15,051.27	18,272.78
Unallocable Assets (Tax Assets)	-	-	-	-	728.04	1,064.40	728.04	1,064.40
<b>Total Assets</b>	<b>16,142.44</b>	<b>19,756.71</b>	<b>94.14</b>	<b>(162.84)</b>	<b>4,020.72</b>	<b>5,128.10</b>	<b>20,257.31</b>	<b>24,721.97</b>
<b>b) Segment Liabilities</b>								
Loan Funds	857.32	6,164.88	-	-	-	-	857.32	6,164.88
Liabilities & Provisions (Excluding Tax Liabilities)	1,189.91	1,490.68	34.08	34.01	-	-	1,223.99	1,524.69
Unallocable (Tax Liabilities)	-	-	-	-	570.89	980.96	570.89	980.96
<b>Total Liabilities</b>	<b>2,047.23</b>	<b>7,655.56</b>	<b>34.08</b>	<b>34.01</b>	<b>570.89</b>	<b>980.96</b>	<b>2,652.21</b>	<b>8,670.53</b>
<b>Net Segment Assets</b>	<b>14,095.21</b>	<b>12,101.15</b>	<b>60.06</b>	<b>(196.84)</b>	<b>3,449.83</b>	<b>4,147.14</b>	<b>17,605.10</b>	<b>16,051.44</b>
Particulars	Trading		Wind Power		Un-allocable		Total	
	As At	As At	As At	As At	As At	As At	As At	As At
	31/03/2023	31/03/2022	31/03/2023	31/03/2022	31/03/2023	31/03/2022	31/03/2023	31/03/2022
Capital Expenditure			-	-	-	-	-	-
Segment Depreciation	53.66	63.84	135.84	155.61	94.42	99.59	283.92	319.04
Non - Cash Expenses other than Depreciation	-	-	-	-	-	-	-	-

Segment Reporting : Segment identification, reportable segments

i) Primary/secondary segment reporting format:

The risk-return profile of the company's business is determined predominantly by the nature of its products and services. Accordingly, business segments constitute the primary segment for disclosure of segment information.

ii) Segment Identification:

2. Business segment have been identified on the basis of nature of the products/services, the risk-return profile on individual basis.

iii) Reportable Segment:

Reportable segment has been identified as per the criteria specified in Ind AS 108 "Operating Segment" issued by the Institute of Chartered Accountants of India.

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amount and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

## Notes forming part of the Standalone Financial Statements

### Note No. 37 : Trade Receivables Ageing Schedule

With reference to the outstanding amount of trade receivables as on the balance sheet date, the ageing schedule is as follows:

1. For the year ended 31st March, 2023

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade receivables-</u>						
(a)	Considered Good	4,722.50	-	-	-	78.95	4,801.44
(b)	Which have significant increase in risk credit	-	-	-	-	-	-
(c)	Credit Impaired	-	-	-	-	-	-
(ii)	<u>Disputed Trade receivables-</u>						
(a)	Considered Good	-	-	-	-	-	-
(b)	Which have significant increase in risk credit	-	-	-	-	-	-
(c)	Credit Impaired	-	-	-	-	-	-
	<b>Total</b>	<b>4,722.50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>78.95</b>	<b>4,801.44</b>

2. For the year ended 31st March, 2022

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade receivables-</u>						
(a)	Considered Good	12,526.27	-	-	-	78.95	12,605.22
(b)	Which have significant increase in risk credit	-	-	-	-	-	-
(c)	Credit Impaired	-	-	-	-	-	-
(ii)	<u>Disputed Trade receivables-</u>						
(a)	Considered Good	-	-	-	-	-	-
(b)	Which have significant increase in risk credit	-	-	-	-	-	-
(c)	Credit Impaired	-	-	-	-	-	-
	<b>Total</b>	<b>12,526.27</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>78.95</b>	<b>12,605.22</b>

## Notes forming part of the Standalone Financial Statements

### Note No. 38 : Trade Payables Ageing Schedule

With reference to the outstanding amount of trade payables as on the balance sheet date, the ageing schedule is as follows:

1. For the year ended 31st March, 2023

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade Payables-</u>						
(a)	MSME	9.89	-	-	-	-	9.89
(b)	Others	151.50	0.53	0.08	-	-	152.11
(ii)	<u>Disputed Trade Payables-</u>						
(a)	MSME	-	-	-	-	-	-
(b)	Others	-	-	1.00	-	18.83	19.83
	<b>Total</b>	<b>161.39</b>	<b>0.53</b>	<b>1.08</b>	<b>-</b>	<b>18.83</b>	<b>181.83</b>

2. For the year ended 31st March, 2022

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade Payables-</u>						
(a)	MSME	15.73	-	-	-	-	15.73
(b)	Others	358.43	1.00	19.37	-	-	378.80
(ii)	<u>Disputed Trade Payables-</u>						
(a)	MSME	-	-	-	-	-	-
(b)	Others	-	0.06	5.87	-	18.83	24.76
	<b>Total</b>	<b>374.16</b>	<b>1.06</b>	<b>25.24</b>	<b>-</b>	<b>18.83</b>	<b>419.29</b>



## Notes forming part of the Standalone Financial Statements

### Note No. 39 : Employee Benefits

The disclosures required under Ind AS-19 “Employee Benefits” are given below:

Defined Contribution Plan

Contributions to Defined Contribution Plan recognized and charged off for the year are as under:

Particulars	(₹ in Lakhs)	
	31-03-2023	31-03-2022
Employer’s Contribution to Provident Fund	7.90	8.24

### Defined Benefit Plan:

#### a. **Gratuity:**

The liability in respect of employees is provided in the books based on the actuarial valuation. At the time of actual payment of Gratuity, the gratuity payable account is credited.

#### b. **Leave encashment:**

The Company provides for estimated leave encashment liability each year on the basis of accumulated leave due to each employee at the year end, value based on salaries including allowances of the last month of the Accounting Year.

### **Reconciliation of Defined Benefit Obligation and fair value of plan assets is as under:**

#### a. **Actuarial Assumptions**

The financial and demographic assumptions on annual basis used for valuation as at the Valuation Date are shown below. The assumptions as at the Valuation Date are used to determine the Present Value of Defined Benefit Obligation at that date.

#### Summary of Assumptions

Particulars	31-03-2023	31-03-2022
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Retirement Age	65 years	65 years
Attrition Rate	For service 2 years and below 25 % p.a.	For service 2 years and below 25 % p.a.
	For service 3 years to 4 years 18 % p.a.	For service 3 years to 4 years 18 % p.a.
	For service 5 years and above 11 % p.a.	For service 5 years and above 11 % p.a.
<b><u>Financial Assumptions</u></b>		
Salary Escalation Rate	6.00 % p.a.	6.00 % p.a.
Discount Rate	6.70%	6.26%



## Notes forming part of the Standalone Financial Statements

### b. Gratuity Unfunded:

(₹ in Lakhs)

Particulars	Year Ending 31/03/2023	Year Ending 31/03/2022
Current Service Cost	6.06	4.25
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Current Service Cost	-	-
<b>Total Service Cost</b>	<b>6.06</b>	<b>4.25</b>
Interest Expense on DBO	4.60	3.18
Interest(Income) on Plan Assets	-	-
Interest(Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling)/Onerous Liability	-	-
<b>Total Net Interest Cost</b>	<b>4.60</b>	<b>3.18</b>
Benefits paid directly by the employer	(9.01)	(1.53)
<b>Total Benefits Paid</b>	<b>(9.01)</b>	<b>(1.53)</b>
Reimbursement of Other Long-Term Benefits	-	-
Defined Benefit Cost included in P & L	-	-
Re-measurements-Due to Demographic Assumptions	-	(0.02)
Re-measurements-Due to Financial Assumptions	(2.56)	(1.90)
Re-measurements-Due to Experience Adjustments	(10.71)	12.48
(Return)on Plan Assets(Excluding Interest Income)	-	-
(Return)on Reimbursement Rights	-	-
Changes in Asset Ceiling/Onerous Liability	-	-
<b>Total Re-measurements in OCI</b>	<b>(13.26)</b>	<b>10.57</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>(11.61)</b>	<b>16.46</b>

### Note No. 40 : Provisions, Contingent Liabilities And Contingent Assets:

#### i. Provisions:

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.





## Notes forming part of the Standalone Financial Statements

### ii. Contingent liabilities:

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

#### a. Claims not acknowledged by the Company relating to cases contested by the Company:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Income Tax Matter (Pending before Appellate Authorities in respect of which the Company is in appeal)		
- For A.Y.: 2013-14	51.31	48.20
- For A.Y.: 2014-15	92.90	171.62
- For A.Y.: 2017-18	334.92	334.92
- For A.Y.: 2018-19	-	7.36
- For A.Y.: 2020-21	258.84	-

### iii. Contingent Assets:

Company doesn't have any Contingent assets, hence are not recognized.

## Note No. 41 : Foreign Currency Transactions

### a. Initial Recognition:

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

### b. Conversion:

At the year-end, monetary items in foreign currencies are converted into rupee equivalents at the year-end exchange rates.

### c. Exchange Differences:

All exchange differences arising on settlement and conversions of foreign currency transactions are included in Other Comprehensive Income.



## Notes forming part of the Standalone Financial Statements

### d. **Forward Exchange Contracts:**

In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the spot rate is recognized as gain/loss. The gain by way of premium on open forward contracts as on the reporting date is amortized over the period of contract on pro-rata basis. The mark to market gain or loss on open forward contracts being the difference between forward contracts booked at spot rate and rate prevailing at the year- end date is recognized in Other Comprehensive Income.

### **Note No. 42 : Expenditure in foreign currency:**

(₹ in Lakhs)

Particulars	Year ending 31/03/2023	Year ending 31/03/2022
Foreign Bank Charges	49.30	164.36
Foreign Traveling Expenses	59.11	13.12
Overseas Commission	96.62	384.80
Liaison Office at Bangladesh	39.18	14.97
<b>Total</b>	<b>244.21</b>	<b>577.25</b>

### **Note No. 43 : Earning in Foreign Exchange:**

FOB value of export: ₹ 21,125.17 Lakhs (Previous Year ₹ 80,308.25 Lakhs).

(₹ in Lakhs)

Particulars	Year ending 31/03/2023	Year ending 31/03/2022
FOB value as per Financials	24438.01	86807.05
Less: Discount Given	(76.05)	(55.76)
Duty Drawback	(361.30)	(1,430.11)
Export Incentive	(2,060.86)	(800.40)
Ocean Freight	(814.63)	(4,212.53)
<b>FOB as per Notes</b>	<b>21,125.17</b>	<b>80,308.25</b>

### **Note No. 44 : Leases:**

#### a. **Lease Expense**

Ind AS 116 is effective from April 2019, Ind AS 116 replaces the existing standard Ind AS 17 and specifies how an entity will recognize, measure, present and disclose leases.

The company has certain operating leases with subsidiary/associate company not of material value for office facilities. Such leases are generally with the option of renewal, with termination at short notice and there exist no formal agreement to categorize it as a Right of Use asset ("RoU Asset") for long term basis and accordingly capitalizing the same on Discounted Cash Flow (DCF) basis is not practical. Rental expenses of ₹ 19.20 Lakhs (31st March, 2022: ₹ 19.20 Lakhs) in respect of obligation under operating leases have been recognized in Statement of Profit and Loss for the year.

## Notes forming part of the Standalone Financial Statements

### b. Lease Income:

The company has certain investment properties let out under lease/right-to-use agreements. The said agreements are in the nature of operating leases, which generates a material value in the form of lease rents.

As per Ind-AS-116 “Leases”, in case of operating leases, the company “lessor” is required to recognise the income generated from the lease on a systematic basis. The company recognises the lease income as and when the payments are due and received on the basis of the lease agreement. As on 31st March, 2023, the company has following investment properties:

(₹ in lakhs)

Particulars	Amortized cost	Fair Value
Flat at Dhawalgiri, Mumbai	216.12	NOTE - 1
Office at Arun Chambers, Tardeo	1.09	
Office at Coimbatore	3.78	
Office at Marathon Futurex, Worli	1,188.72	
Flat at Lodha Aria, Sewri	348.95	
Plot of Land at Ahmednagar	11.00	
<b>Total</b>	<b>1,769.65</b>	-

Note – 1: As per Ind-AS-116 “Leases”, the company is required to disclose the fair value of its Investment Properties as on the Balance Sheet date. However, the company is unable to provide the fair value of its investment properties as on 31st March, 2023.

There is no financial impact of such non – compliance on the financial statements, as it is a mere disclosure is in the notes to accounts which is informative in nature.

### **Note No. 45 : Note on Revenue Recognition of the Solar Division**

The Company owns and operates a Solar Power Plant at Pali District, Rajasthan. The existing PPA between the Company and Jodhpur Vidyut Vitran Nigam Ltd. (Jodhpur Discom) expired on 31/03/2019. Thereafter the company approached Jodhpur Discom for the renewal of the PPA, however the application of the Company was rejected by Jodhpur Discom. Jodhpur Discom has rejected the application of all other similar solar power generating units in the said district.

Despite of the non-renewal of the PPA, the Company generated 37,58,466 k/wh, 37,99,999 k/wh and 36,85,815 of power during the financial year 2019-20, 2020-21 and 2021-22 respectively and continued to recognize the revenue on the basis of the rate mentioned in the expired PPA i.e. ₹ 3.14 per kilowatt.

The Renewable Energy Association of Rajasthan (REAR) has filed writ petition with the Rajasthan High Court, Jaipur Bench on behalf of all the aggrieved power generation units operating their Solar Power Plant in the Pali District, Rajasthan and the matter is pending disposal.

During the F.Y. 2022-23 the Solar Unit of the Company has generated 30,84,917 k/wh which has been supplied to the grid.



## Notes forming part of the Standalone Financial Statements

Since the PPA is not renewed and it is uncertain at what rate per kilowatt will the Company receive the revenue, the conditions for recognising revenue as laid down in Ind AS 119 - "Revenue Recognition" are not fulfilled. Moreover, there exists an uncertainty regarding the recovery of the revenue already recognized during FY 2019-20, 2020-21 and 2021-22. In light of these facts the Company has decided not to recognize any revenue from the said power plant for the financial year 2022-23.

### **Note No. 46 : Micro, Small And Medium Enterprises:**

- i. As at 31st March, 2023, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, and Medium Enterprises Development Act, 2006, to whom the group owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.
- ii. 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. This has been relied upon by the auditors.

### **Note No. 47 : Re-classification of previous year figures:**

Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amount and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

### **Note No. 48 : Proposed Dividend**

The Board of Directors in its meeting has not proposed any dividend for the financial year 2022-23.

As per our report attached of even date

For and on behalf of the Board of Directors

Signature to Notes to Account from 1 to 48

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Ujwal R. Lahoti**  
Executive Chairman  
DIN No: 00360785

Sd/-  
**Umesh R. Lahoti**  
Managing Director  
DIN No: 00361216

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745

Sd/-  
**Pradeep Bacchuka**  
Chief Financial Officer

Sd/-  
**Deep Shah**  
Company Secretary

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023



## INDEPENDENT AUDITOR'S REPORT

To the members of  
Lahoti Overseas Limited

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of Lahoti Overseas Limited (hereinafter referred to as "the Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of changes in equity, Consolidated Statement of Cash Flows for the year then ended and notes to the Consolidated AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated AS 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 ("Ind AS") under section 133 of the Act read with the other accounting principles generally accepted in India, of the Consolidated state of affairs of the Company as at March 31, 2023, and Consolidated profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 as amended and IND AS. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the 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 Ind AS 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 on the Consolidated Financial Statement.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31st, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



Description of Key Audit Matter		
Sr. No.	The Key Audit Matter	How the matter was addressed in our audit
1	<p><b>Revenue Recognition:</b></p> <p><b>Solar Plant:</b> The existing PPA between the Company and Jodhpur Vidyut Vitran Nigam Ltd. (Jodhpur Discom) for the Solar Power Plant at Pali District, Rajasthan expired on 31/03/2019. The company approached Jodhpur Discom for the renewal of the PPA, however the application of the Company was rejected.</p> <p>During the F.Y. 2022-23 the Solar Unit of the Company has generated 30,84,917 k/wh which has been supplied to the grid. Since the PPA is not renewed and it is uncertain at what rate per kilowatt will the Company receive the revenue, the conditions for recognizing revenue as laid down in Ind As 115 –“Revenue Recognition” are not fulfilled. Hence the Company has decided not to recognize any revenue from the said power plant for the financial year 2022-23</p>	<p><b>Our audit procedures included:</b></p> <ol style="list-style-type: none"> <li>Assessing the appropriateness of the revenue recognition accounting policies, including those relating to discounts, rebates and incentives by comparing with accounting standards. applicable.</li> <li>Evaluated the design and implementation of the processes and internal controls relating to implementation of the revenue accounting standard;</li> <li>Performing substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included sales invoices/ contracts and shipping documents</li> <li>Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams;</li> </ol>

## Information other than the Financial Statement and Auditors Report Thereon

The Holding Company’s Management and Board of Directors is 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 auditor report thereon. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

## Responsibilities of Management for the Consolidated Financial Statements

The Statement has been prepared on the basis of the annual Consolidated Financial Statements. The Holding Company’s management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of requirements of the Act that gives a true and fair view of the consolidated financial state of affairs, consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the applicable accounting standards prescribed under Section 133 of the Act. The respective Board of Directors of the entities included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the



accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or errors, 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 Statement, management and Board of directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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 statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(1) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate Internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results 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 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 within the Holding Group to express an opinion on the interim condensed 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 interim condensed consolidated financial statements of which we are independent auditor

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.





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 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.**

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statement
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept by the Company so far as it appears from our examination of those books.
  - c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Statement of Changes in Equity

and the consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statement.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary as on 31st March, 2023 taken on record by the Board of Directors of respective Companies, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
2. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
  3. With respect to the other matters to be included in the Auditor Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The consolidated financial statement disclose the impact of pending litigations as at 31st March, 2023 on its financial position of the Group;
    - ii. The Company and its subsidiary company incorporate in India did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses; and



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv.
- a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- d) The dividend declared or paid during the year by the Holding Company is in compliance with section 123 of the Act.
4. **With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.**

For and on behalf of

**P C Ghadiali and Co LLP**

Chartered Accountants

Firm No. 103132W/W-100037

Sd/-

**Pannkaj C Ghadiali**

Managing Partner

Membership Number: 031745

UDIN No. 23031745BGXVMO2574

Place: Mumbai

Date: May 25, 2023



## Annexure “A” to the Independent Auditors’ Report

### Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March, 2023, we have audited the internal financial controls over financial reporting of Lahoti Overseas Limited (“the Company”) and its subsidiary companies which are companies incorporated in India, as of that date.

### Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, 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 respective Companies 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 (“the ICAI”). These responsibilities include the design, Implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, 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 auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, 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 authorization 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 and to the best of our information and according to the explanations given to us, the Company

and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an internal financial controls with reference to financial statements as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the respective companies 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 and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745  
UDIN No. 23031745BGXVMO2574

Place: Mumbai  
Date: May 25, 2023



## Consolidated Financial Statements

Balance Sheet as at March 31, 2023

(₹ in lakhs)

Sr. No.	Particulars	Note No.	As at 31/03/2023	As at 31/03/2022
<b>ASSETS</b>				
1	<b>Non-current assets</b>			
	(a) Plant, property and equipment	2	1,122.54	1,309.86
	(b) Capital Work-In-Progress	3	62.57	11.03
	(c) Investment property	4	1,769.69	1,864.11
	(c) Goodwill	6	42.60	42.60
	(d) Financial assets			
	(i) Investments	5	1,539.61	2,212.85
	(ii) Trade receivables	7(a)	78.95	78.95
	(iv) Other Financial Assets	9(a)	306.15	377.77
	(e) Non-Current tax assets (net)	10(a)	177.00	181.22
	(f) Deferred tax asset (net)	16	-	-
			<u>5,099.12</u>	<u>6,078.39</u>
2	<b>Current assets</b>			
	(a) Inventories	11	1,452.52	907.30
	(b) Financial assets			
	(i) Investments	5A	4,554.04	4.07
	(ii) Trade receivables	7(b)	4,722.51	12,526.27
	(iii) Cash and cash equivalents	12	1,902.36	2,137.34
	(iv) Loans and Advances	8	2.75	3.98
	(v) Other Financial Assets	9(b)	1,690.14	1,631.66
	(c) Other Current assets	13	355.59	611.51
	(d) Current Tax Assets (Net)	10(b)	551.03	885.97
			<u>15,230.93</u>	<u>18,708.09</u>
	<b>Total Assets</b>		<u>20,330.05</u>	<u>24,786.48</u>
<b>EQUITY AND LIABILITIES</b>				
1	<b>Equity</b>			
	(a) Equity Share Capital	14	584.59	584.59
	(b) Other Equity	15	17,090.62	15,528.09
			<u>17,675.21</u>	<u>16,112.67</u>
2	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Long-term borrowings		-	-
	(i) Trade payables	17(a)	-	-
	-Total outstanding dues to micro enterprises and small enterprises		-	-
	-Total outstanding dues to creditors other than micro enterprises and small enterprises		18.83	44.07
	(b) Other long-term liabilities	18	176.47	180.67
	(c) Long-term provisions	19	58.16	61.19
	(d) Deferred Tax Liabilities (Net)	16	254.69	297.18
			<u>508.15</u>	<u>583.11</u>
3	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Short-term borrowings	20	857.32	6,164.88
	(ii) Trade payables	17(b)		
	-Total outstanding dues to micro enterprises and small enterprises		10.18	15.86
	-Total outstanding dues to creditors other than micro enterprises and small enterprises		153.11	359.49
	(b) Other current liabilities	21	528.80	517.30
	(c) Short-term provisions	22	24.81	49.16
	(d) Current Tax Liabilities	23	572.47	984.02
			<u>2,146.69</u>	<u>8,090.71</u>
	<b>Total Equity and Liabilities</b>		<u>20,330.05</u>	<u>24,786.48</u>

See accompanying notes forming part of the financial statements 1 to 49

As per our report attached of even date

For and on behalf of the Board of Directors

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Ujwal R. Lahoti**  
Executive Chairman  
DIN No: 00360785

Sd/-  
**Umesh R. Lahoti**  
Managing Director  
DIN No: 00361216

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745

Sd/-  
**Pradeep Bacchuka**  
Chief Financial Officer

Sd/-  
**Deep Shah**  
Company Secretary

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023



## Consolidated Financial Statements

### Statement of Profit and Loss for the year ended March 31, 2023

		(₹ in lakhs)		
Particulars		Note No.	Year ended 31/03/2023	Year ended 31/03/2022
I	Revenue from operations	24	31,850.72	89,197.43
II	Other income	25	471.61	785.85
III	Unrealized Gain/(Loss) (net)		46.16	98.41
	<b>Total revenue</b>		<b>32,368.49</b>	<b>90,081.69</b>
IV	<b>Expenses:</b>			
	Purchases of stock-in-trade	26	28,127.22	77,865.49
	Changes in inventories of stock-in-trade	27	(545.23)	422.39
	Employee benefits expense	28	333.43	328.20
	Finance cost	29	125.22	520.80
	Depreciation and amortisation expense	2 and 4	283.92	319.04
	Other expenses	30	1,994.82	7,003.50
	<b>Total expenses</b>		<b>30,319.38</b>	<b>86,459.43</b>
V	<b>Profit/(loss) before exceptional items and tax</b>		<b>2,049.11</b>	<b>3,622.25</b>
VI	<b>Exceptional Item Gain / (Loss)</b>			
	Provision for Doubtful Debts		24.00	-
VII	<b>Profit Before tax</b>		<b>2,073.11</b>	<b>3,622.25</b>
VIII	Tax expense:			
	Current tax for current year		572.47	984.02
	Short/(Excess) provision of earlier years		5.14	(1.43)
			577.61	982.59
	Deferred tax		(78.05)	269.93
			499.56	1,252.52
IX	<b>Profit for the year</b>		<b>1,573.55</b>	<b>2,369.73</b>
X	<b>Other Comprehensive Income</b>			
	(i) Items that will not be reclassified to profit or loss			
	(a) Measurement of defined employee benefit plan		13.26	(10.57)
	(b) Fair value changes relating to own credit risk		128.01	199.18
			141.27	188.61
	(ii) Income Tax on items that will not be reclassified to profit or loss		(35.56)	(47.47)
XI	<b>Total Income for the period, Net of Tax (IX+X)</b>		<b>1,679.27</b>	<b>2,510.88</b>
XII	<b>Earnings Per Shares (for Continuing Operations)</b>			
	(a) Basic	31	5.39	8.12
	(b) Diluted	31	5.39	8.12

See accompanying notes forming part of the financial statements 1 to 49

As per our report attached of even date

For and on behalf of the Board of Directors

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Ujwal R. Lahoti**  
Executive Chairman  
DIN No: 00360785

Sd/-  
**Umesh R. Lahoti**  
Managing Director  
DIN No: 00361216

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745

Sd/-  
**Pradeep Bacchuka**  
Chief Financial Officer

Sd/-  
**Deep Shah**  
Company Secretary

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023



## Consolidated Financial Statements

### Cash Flow Statement for the year ended March 31, 2023

(₹ in lakhs)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before Tax and prior period items</b>	<b>2,073.11</b>	3,622.25
<b>Adjustments for:</b>		
Interest Paid	43.49	188.63
Depreciation	283.92	319.04
(Profit) / Loss on sale of Property, Plant and Equipment	4.10	(4.36)
Rent Received	(194.55)	(210.47)
Other Non-operating Income	(1.81)	-
Profit on sale of Investment	(67.21)	(0.63)
Unrealised (Gain)/Loss	(56.82)	(98.41)
Interest Received	(17.94)	(0.44)
Dividend Received	(3.48)	(6.20)
<b>Net Profit from Operating Activities</b>	<b>2,062.81</b>	3,809.41
<b>Movements in Working Capital</b>		
(Increase)/Decrease in Inventories	(545.23)	422.39
(Increase)/Decrease in Trade & Other Receivables	7,791.37	(2,423.20)
(Increase)/Decrease in Other current assets	257.36	(311.93)
(Increase)/Decrease in Short term loans and advances	(57.25)	158.27
(Increase)/Decrease in Long Term Receivables	76.04	563.56
Increase/(Decrease) Trade Payables, Current Liabilities & Provisions	(201.83)	94.29
Increase/(Decrease) Other Long Term Liabilities & Long term provisions	6.07	13.48
<b>Cash Generated from Operations</b>	<b>9,389.33</b>	2,326.27
Taxes paid	(552.73)	(886.71)
<b>Net Cash Flow Before Extraordinary Items</b>	<b>8,836.60</b>	1,439.56
Exceptional Items / Adjustments (Non-Operating Income)	-	-
<b>Cash Flow From Operating Activities After Extraordinary Items</b>	<b>8,836.60</b>	1,439.56
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment's	(6.36)	(80.76)
Additions to Capital Work in Progress	(51.54)	(11.03)
Sale of Property, Plant and Equipment's	0.10	6.99
Purchase of Investment	(4,551.66)	(722.40)
Sale of Investment	788.22	1.10





## Consolidated Financial Statements

Interest Received	17.94	0.44
Dividend Received	3.48	6.20
Rent Received	194.55	210.47
Net Cash Flow from Investing Activities	<b>(3,605.26)</b>	(589.00)

### C CASH FLOW FROM FINANCING ACTIVITIES

Dividend Paid	(116.69)	(116.69)
Interest paid	(43.49)	(188.63)
Increase/(Decrease) in Loans	(5,306.14)	1,159.86
Net Cash From Financing Activities	<b>(5,466.32)</b>	854.54
Net Increase in Cash and Cash Equivalents (A+B+C)	<b>(234.98)</b>	1,705.11
Cash and Cash Equivalents (Opening Balance)	2,137.34	432.23
Cash and Cash Equivalents (Closing Balance)	<b>1,902.36</b>	2,137.34
	<b>(234.98)</b>	1,705.11

#### Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on Cash Flow Statement.
- Cash and cash equivalent at the end of year represents cash and bank balances.
- Previous year's figures have been rearranged/regrouped, wherever necessary.

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

As per our report attached of even date

For and on behalf of the Board of Directors

For and on behalf of  
**P C Ghadiali and Co LLP**  
Chartered Accountants  
Firm No. 103132W/W-100037

Sd/-  
**Ujwal R. Lahoti**  
Executive Chairman  
DIN No: 00360785

Sd/-  
**Umesh R. Lahoti**  
Managing Director  
DIN No: 00361216

Sd/-  
**Pannkaj C Ghadiali**  
Managing Partner  
Membership Number: 031745

Sd/-  
**Pradeep Bacchuka**  
Chief Financial Officer

Sd/-  
**Deep Shah**  
Company Secretary

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023

Place: Mumbai  
Dated: 25/05/2023



## Notes forming part of the Consolidated Financial Statements

### A. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements (CFS) is prepared in accordance with IND AS110 “Consolidated Financial Statements” as specified in the Companies (Accounting Standards) Rules, 2006. The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with IND AS 110 – “Consolidated Financial Statements”. The CFS comprises the financial statements of Lahoti Overseas Limited (LOL) and its subsidiaries.

The notes and significant policies to the CFS are intended to serve as a guide for better understanding of the Group’s position. In this respect, the company has disclosed such notes and policies which represent the required disclosure.

### B. GOODWILL ON CONSOLIDATION

The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

Goodwill is deemed to have an indefinite useful life and is reported at acquisition value with deduction for accumulated impairments.

#### 1. Significant Accounting Policies

##### I. Basis of Preparation

- a) The financial statements have been prepared in compliance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.
- b) The financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value financial instruments measured at fair value through profit and loss.

#### II. Critical accounting estimates and judgments:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions, that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

##### a) Useful lives of property, plant and equipment and intangible assets:

The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant and equipment and Intangible assets as at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

##### b) Impairment testing:

Property, plant and equipment and Intangible assets that are subject to amortization/ depreciation are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.



## Notes forming part of the Consolidated Financial Statements

### c) Fair value measurement of derivative and other financial instruments:

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgments in selection of a method in making assumptions that are mainly based on market conditions existing at the Balance Sheet date and in identifying the most appropriate estimate of fair value when a wide range of fair value measurements are possible.

### d) Litigation:

From time-to-time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgment is made when evaluating, among other factors, the probability of unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

### e) Defined benefit plans:

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

### III. Borrowing Costs:

Borrowing costs are recognized in the Statement of Profit and Loss in the year in which they are incurred.

### IV. Inventories:

Finished Goods: At lower of cost and net realizable value.

### V. Property, Plant and Equipment:

Items of property, plant and equipment are stated in balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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

Depreciation is recognised so as to write off the cost of assets (other than freehold land and Capital work-in-progress) less their residual values on written down value method over their useful lives as indicated in Schedule II of the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives are as follows:

Asset Category	No. of Years
Buildings	60
<b><u>Plant and machinery -</u></b>	
Wind Power Generation	22
Solar Power Generation	22
Computers and Computer Peripherals	3
Furniture and fixtures	10
Office Equipment	5
Vehicles	6

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment ('PPE') recognized as of April 01, 2014 i.e. transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.



## Notes forming part of the Consolidated Financial Statements

### VI. Income Taxes:

Income tax expense comprises current and deferred tax. It is recognized in profit and loss except to the extent that it relates to items recognized directly in equity or in OCI.

#### a. **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Current tax assets and liabilities are offset only if:

- i. there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority; and
- ii. There is intention either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### b. **Deferred tax**

Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss. Provision for tax liabilities require judgments on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

### VII. Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured based on the consideration specified in the contract with a customers. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur. If the consideration promised in a contract includes a variable amount, the company estimates the amount of consideration to which it will be entitled in exchange for rendering the promised services to a customer. The amount of consideration can vary because of discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, or other similar items. The promised consideration can also vary if an entitlement to the consideration is contingent on the occurrence or non-occurrence of a future event.

#### **Income from operations:**

The Company has adopted Ind AS 115 – Revenue from Contract with Customers with effect from 1st April, 2018.

Revenue is measured at the fair value of the consideration received or receivable. Revenue from export sale of goods is recognized; on the date of Bill of Lading/Airway Bill and significant risks and rewards in respect of ownership of products are transferred by the Company after the Bill of Lading/Airway Bill is accepted by the buyer against the payment of consideration or bank acceptance for making the payment within specified period of credit, the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold and no significant uncertainty exist regarding the amount of consideration that will be derived from the sale of goods as well as regarding its ultimate collection.

Amounts disclosed as revenue are net of variable consideration on account of various Discounts, Rebates, incentives offered by the Company as a part of the contract.



## Notes forming part of the Consolidated Financial Statements

### a. Export Sales:

The company accounts for its Export Sales, consistently on the basis of date of Bill of Lading / Airway Bill. This applies to all export sales made on Cost Insurance and Freight (CIF), Free on Board (FOB), Cost & Freight (C & F), and Cash against Delivery of Documents (CADD) basis.

### b. Local Sales:

The company accounts for its local sales at the fair value of the consideration received or receivable.

### c. Income from Sale of Power Generation:

Income from sale of power is recognized on the basis of the meter reading taken as per the Electric Board Authorities (EBA) based on the Power Purchase Agreements (PPA).

### d. Interest income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal amount outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### e. Dividend:

Dividend income from investment is recognised when the right to receive payment has been established,

Provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

### f. Rental Income/Lease Income:

Rent/Lease Income is recognized as and when they accrue on the basis of Rent/Lease Agreement entered into by the company and the leasee

### g. Export Incentives:

#### i) Duty Drawback:

Export benefits under duty entitlement passbook and duty drawback are accounted on accrual basis to the extent considered receivable.

#### i) RODTEP:

Revenue on sale of RODTEP licenses are recognized as and when the company identifies a buyer of these licenses in the open market and is able to sell them.

## VIII. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### a. Financial assets:

#### Initial recognition and measurement

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

#### Subsequent measurement

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

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income
- Debt instruments and equity instruments at fair value through profit or loss
- Equity instruments measured at fair value through other comprehensive income
- Other Investments (government bonds)

#### Debt instruments at amortized cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met;

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding



## Notes forming part of the Consolidated Financial Statements

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in Other Income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

### **Debt instrument at fair value through other comprehensive income**

A 'debt instrument' is measured as at fair value through other comprehensive income if both of the following criteria are met:

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

Debt instruments included within the fair value through other comprehensive income category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in other comprehensive income is reclassified from the equity to profit or loss. Interest earned whilst holding fair value through other comprehensive income debt instrument is reported as interest income using the EIR method.

### **Debt instrument at fair value through profit or loss**

Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as fair value through other comprehensive income, is classified as at fair value through profit or loss.

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

### **Equity instruments**

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit or loss. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at fair value through other comprehensive income, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity

Equity instruments included within the fair value through profit or loss category are measured at fair value with all changes recognized in the profit or loss.

## **b. Financial liabilities and equity instruments**

### **Classification as debt or equity**

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





## Notes forming part of the Consolidated Financial Statements

### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

### Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or is designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred principally for the purpose of repurchasing in the near term or on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at fair value through profit or loss are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest rate method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item in profit or loss.

### De recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### IX. Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and balance with Bank.

### X. Earnings per Share:

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares as above and also the weighted average number of equity shares upon conversion of all dilutive potential equity shares.

### XI. Cash Flow Statements:

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of Company is segregated.

### XII. Employees benefits:

- i. Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit and loss account of the year in which the related service is rendered. These benefits include compensated absences such as paid annual leave and performance incentives.
- ii. Post-employment and other long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount





## Notes forming part of the Consolidated Financial Statements

payable determined using actuarial valuation techniques.

Actuarial gains and losses are recognized in full in Profit and Loss account for the period in which they occur.

Liability towards Gratuity is being discharged regularly in accordance with the terms of employment with the employees.

- iii. **Provident Fund scheme:** The Company makes specified monthly contributions towards Employee Provident Fund to Employees' Provident Fund Organization. Interest is credited to respective employees on regular basis as per the interest rate notified by government on time to time by Employee Provident Fund to Employees' Provident Fund Organization.

### XIII. **Impairment of Assets:**

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in a prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.

### XIV. **Financial risk management:**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

#### **Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

#### i. **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities, cash and cash equivalents, mutual funds, bonds etc.

The carrying amount of financial assets represents the maximum credit exposure.

#### **Cash and cash equivalents**

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the company's policy. Investment of surplus funds are made in mainly in mutual funds & fixed deposits with good returns and within approved credit ratings.

#### ii. **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

#### iii. **Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments and all short term and long-term debt. The Company is exposed to market risk primarily related interest rate risk and the market value of its investments.

### XV. **Recent Accounting pronouncements:**

#### **Standards issued but not yet effective;**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There are no such notifications which would have been applicable from April 1, 2022.

# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



**Note 2 : Property, Plant and Equipment**  
Current Year

(₹ in lakhs)

Particulars	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	As at 1st April, 2022	Additions	Deletions	Other Adjust-ment	As at 31st March, 2023	As at 1st April, 2022	For the year	Deduc-tion	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
<b>Export Division</b>												
Land	71.26	-	-	-	71.26	-	-	-	71.26	71.26	71.26	71.26
Furniture and Fixtures	82.93	0.40	26.79	-	56.54	77.99	0.34	25.47	3.69	4.95	3.69	4.95
Office Equipment	42.01	0.77	8.96	-	33.82	38.97	0.76	8.51	2.59	3.03	2.59	3.03
Computers and Computer Peripherals	73.90	6.24	53.39	-	26.75	67.39	3.73	50.98	6.61	6.51	6.61	6.51
Motor Car	304.29	-	-	1.04	303.25	181.91	48.83	-	72.51	122.38	72.51	122.38
Plant and Machinery	2.44	-	-	-	2.44	2.29	-	-	0.15	0.15	0.15	0.15
Sub-Total (A)	576.84	7.41	89.14	1.04	494.06	368.55	53.66	84.96	156.81	208.29	156.81	208.29
<b>Solar Division</b>												
Land	16.40	-	-	-	16.40	-	-	-	16.40	16.40	16.40	16.40
Plant and Machinery	1,674.67	-	-	-	1,674.67	1,177.46	63.79	-	433.42	497.21	433.42	497.21
Sub-Total (B)	1,691.08	-	-	-	1,691.08	1,177.46	63.79	-	449.82	513.61	449.82	513.61
<b>Wind Power I Division</b>												
Plant and Machinery	465.00	-	-	-	465.00	431.59	3.84	-	29.57	33.41	29.57	33.41
Sub-Total (C)	465.00	-	-	-	465.00	431.59	3.84	-	29.57	33.41	29.57	33.41
<b>Wind Power II Division</b>												
Land	15.91	-	-	-	15.91	-	-	-	15.91	15.91	15.91	15.91
Plant and Machinery	804.64	-	-	-	804.64	652.52	18.97	-	133.15	152.11	133.15	152.11
Sub-Total (D)	820.55	-	-	-	820.55	652.52	18.97	-	149.05	168.02	149.05	168.02
<b>Wind Power III Division</b>												
Plant and Machinery	1,002.06	-	-	-	1,002.06	615.54	49.24	-	337.28	386.52	337.28	386.52
Sub-Total (E)	1,002.06	-	-	-	1,002.06	615.54	49.24	-	337.28	386.52	337.28	386.52
Total as on 31.03.2023 (A+B+C+D+E)	4,555.53	7.41	89.14	1.04	4,472.75	3,245.67	189.50	84.96	1,122.54	1,309.86	1,122.54	1,309.86

**Note 3 : Capital Work in Progress**

Particulars	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As at 1st April, 2022	Additions	Deletions	Other Adjustment	As at 31st March, 2023	As at 1st April, 2022	For the year	Deduction	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
	Furniture and Fixtures	11.03	51.54	-	-	62.57	-	-	-	-	62.57
Total as on 31.03.2023	11.03	51.54	-	-	62.57	-	-	-	-	62.57	11.03

**Note:**

**Capital Work in Progress Aging Schedule**

Capital Work in Progress (CWIP)	Amount in CWIP for a period of			Total
	Less than 1 year	1 to 2 years	2 to 3 years	
	Furniture and Fixtures	51.54	11.03	

**Note 4 : Investment Property**

Particulars	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As at 1st April, 2022	Additions	Deletions	Other Adjustment	As at 31st March, 2023	As at 1st April, 2022	For the year	Deduction	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
	Investment Properties	2,551.97	-	-	-	2,551.97	687.86	94.42	-	782.27	1,769.69
Total as on 31.03.2023	2,551.97	-	-	-	2,551.97	687.86	94.42	-	782.27	1,769.69	1,864.11

**Note 2 : Property , Plant and Equipment  
Previous Year.**

(₹ in lakhs)

Particulars	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	As at 1st April, 2021	Additions	Deletions	Other Adjustment	As at 31st March, 2022	As at 1st April, 2021	For the year	Deduction	As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2022	As at 31st March, 2021
<b>Export Division</b>												
Land	71.26	-	-	-	71.26	-	-	-	-	-	71.26	71.26
Furniture and Fixtures	82.51	0.42	-	-	82.93	77.71	0.28	-	77.99	-	4.95	4.80
Office Equipment	41.72	0.29	-	-	42.01	37.95	1.03	-	38.97	-	3.03	3.77
Computers and Computer Peripherals	70.25	3.65	-	-	73.90	63.64	3.75	-	67.39	-	6.51	6.61
Motor Car	280.49	76.40	52.60	-	304.29	173.11	58.77	49.97	181.91	-	122.38	107.38
Plant and Machinery	2.44	-	-	-	2.44	2.28	0.01	-	2.29	-	0.15	0.16
<b>Sub-Total (A)</b>	<b>548.68</b>	<b>80.76</b>	<b>52.60</b>	<b>-</b>	<b>576.84</b>	<b>354.69</b>	<b>63.84</b>	<b>49.97</b>	<b>368.55</b>	<b>368.55</b>	<b>208.29</b>	<b>193.99</b>
<b>Solar Division</b>												
Land	16.40	-	-	-	16.40	-	-	-	-	-	16.40	16.40
Plant and Machinery	1,674.67	-	-	-	1,674.67	1,104.29	73.18	-	1,177.46	-	497.21	570.39
<b>Sub-Total (B)</b>	<b>1,691.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,691.08</b>	<b>1,104.29</b>	<b>73.18</b>	<b>-</b>	<b>1,177.46</b>	<b>-</b>	<b>513.61</b>	<b>586.79</b>
<b>Wind Power I Division</b>												
Plant and Machinery	465.00	-	-	-	465.00	427.25	4.34	-	431.59	-	33.41	37.75
<b>Sub-Total (C)</b>	<b>465.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>465.00</b>	<b>427.25</b>	<b>4.34</b>	<b>-</b>	<b>431.59</b>	<b>-</b>	<b>33.41</b>	<b>37.75</b>
<b>Wind Power II Division</b>												
Land	15.91	-	-	-	15.91	-	-	-	-	-	15.91	15.91
Plant and Machinery	804.64	-	-	-	804.64	630.85	21.67	-	652.52	-	152.11	173.78
<b>Sub-Total (D)</b>	<b>820.55</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>820.55</b>	<b>630.85</b>	<b>21.67</b>	<b>-</b>	<b>652.52</b>	<b>-</b>	<b>168.02</b>	<b>189.69</b>
<b>Wind Power III Division</b>												
Plant and Machinery	1,002.06	-	-	-	1,002.06	559.12	56.43	-	615.54	-	386.52	442.95
<b>Sub-Total (E)</b>	<b>1,002.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,002.06</b>	<b>559.12</b>	<b>56.43</b>	<b>-</b>	<b>615.54</b>	<b>-</b>	<b>386.52</b>	<b>442.95</b>
<b>Total as on 31.03.2022 (A+B+C+D+E)</b>	<b>4,527.36</b>	<b>80.76</b>	<b>52.60</b>	<b>-</b>	<b>4,555.53</b>	<b>3,076.19</b>	<b>219.45</b>	<b>49.97</b>	<b>3,245.67</b>	<b>3,245.67</b>	<b>1,309.86</b>	<b>1,451.18</b>

**Note 3 : Capital Work in Progress**

Particulars	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	As at 1st April, 2021	Additions	Deletions	Other Adjustment	As at 31st March, 2022	As at 1st April, 2021	For the year	Deduction	As at 31st March, 2022	As at 31st March, 2021
Furniture and Fixtures	-	11.03	-	-	11.03	-	-	-	11.03	-
<b>Total as on 31.03.2022</b>	-	11.03	-	-	11.03	-	-	-	11.03	-

Note:

**Capital Work in Progress Aging Schedule**

Capital Work in Progress (CWIP)	Amount in CWIP for a period of			Total
	Less than 1 year	1 to 2 years	2 to 3 years	
Furniture and Fixtures	11.03	-	-	11.03

**Note 4 : Investment Property**

Particulars	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	As at 1st April, 2021	Additions	Deletions	Other Adjustment	As at 31st March, 2022	As at 1st April, 2021	For the year	Deduction	As at 31st March, 2022	As at 31st March, 2021
Investment Properties	2,551.97	-	-	-	2,551.97	588.27	99.59	687.85	1,864.11	1,963.70
<b>Total as on 31.03.2022</b>	2,551.97	-	-	-	2,551.97	588.27	99.59	687.85	1,864.11	1,963.70

## Notes forming part of the Consolidated Financial Statements

### Note 5 : Non-current investments

(₹ in lakhs)

Particulars	As at 31 March, 2023				As at 31 March, 2022			
	Face Value	No of Units	Cost	Fair Value (₹)	Face Value	No of Units	Cost	Fair Value (₹)
<b>B Investment in Equity Instruments</b>								
<b>Quoted</b>								
Emami Limited	1	7,200	0.84	25.80	1	7,200	0.84	32.24
Emami Realty Limited	2	733	0.01	0.46	2	733	0.01	0.44
Jet Airways Limited	10	356	1.95	0.21	10	356	1.95	0.29
TCS Limited	1	2,296	2.44	73.61	1	2,296	2.44	85.84
Punjab National Bank	10	19,715	4.61	9.21	10	19,715	4.61	6.91
Union Bank Limited	10	2,900	0.46	1.93	10	2,900	0.46	1.12
L.G.Balkrishna Limited	10	400	0.02	2.96	10	400	0.02	2.15
Bank of India	10	900	0.41	0.67	10	900	0.41	0.41
Cadila Health Care Limited	5	7,500	1.24	36.86	5	7,500	1.24	26.15
FCS Software Limited	1	14,820	0.37	0.30	1	14,820	0.37	0.58
GSPL Limited	10	2,253	0.61	5.96	10	2,253	0.61	5.85
Reliance Industries Limited	10	692	1.67	16.13	10	692	1.67	18.23
LGB Forge Limited	1	1,000	0.02	0.08	1	1,000	0.02	0.11
Zyudus Wellness Limited	10	320	0.01	4.96	10	320	0.01	4.80
<b>Total</b>	-	<b>61,085.00</b>	<b>14.65</b>	<b>179.14</b>	-	<b>61,085.00</b>	<b>14.65</b>	<b>185.13</b>
<b>C Investment in Mutual Funds</b>								
Aditya Birla Sun Life Medium Term Plan - Growth - Regular Plan	-	-	-	-	-	8,27,289.52	150.00	218.52
HDFC Corporate Debt Opportunities Fund	-	53,10,015.63	815	1,075.62	-	53,10,015.63	815.00	1,033.79
ICICI Prudential Credit Risk Fund - Growth	-	-	-	-	-	19,96,027.71	500.00	502.50
HDFC Credit Risk Debt Fund - Growth Option	-	10,89,400.13	210	220.67	-	10,89,400.13	210.00	212.09
Icici Prudential Balance Advantage Fund - Icw	-	96,089.29	48	50.47	-	96,089.29	47.51	47.61
Nippon India Balanced Fund -Growth Plan	-	10,789.98	13	13.51	-	10,789.98	12.02	13.01
<b>Total</b>	-	<b>65,06,295.02</b>	<b>1,085.62</b>	<b>1,360.27</b>	-	<b>92,22,732.99</b>	<b>1,734.53</b>	<b>2,027.52</b>
<b>D Investment in Government Securities</b>								
National Saving Certificate	-	-	0.20	0.20	-	-	0.20	0.20
<b>Total</b>	-	-	<b>0.20</b>	<b>0.20</b>	-	-	<b>0.20</b>	<b>0.20</b>
<b>Total (A+B)</b>	-	<b>65,67,380.02</b>	<b>1,100.47</b>	<b>1,539.61</b>	-	<b>92,83,817.99</b>	<b>1,749.39</b>	<b>2,212.85</b>

### Note 5 A : Current investments

Particulars	As at 31 March, 2023				As at 31 March, 2022			
	Face Value	No of Units	Cost	Fair Value	Face Value	No of Units	Cost	Fair Value
<b>A. Investment in Bond</b>								
6.15% ABFL 30-May-23	-	100	978.50	978.50	-	-	-	-
Muthoot Finance 9.00% 19-April-23	-	1,00,000	1,072.58	1072.58	-	-	-	-
Shriram Finance 17-May-23 MLD	-	290	2,223.79	2223.79	-	-	-	-
Shriram Finance 27-Apr-23 MLD	-	23	268.02	268.02	-	-	-	-
<b>B. Investment in Mutual Funds</b>								
Nippon India Arbitrage Fund - Growth	-	18,814	4.07	4.27	-	18,814.12	4.01	4.07
Nippon India Arbitrage Fund - Growth	-	30,351	8.70	6.89	-	-	-	-
<b>Total</b>	-	<b>1,49,578</b>	<b>4,555.65</b>	<b>4,554.04</b>	-	<b>18,814.12</b>	<b>4.01</b>	<b>4.07</b>



## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
6	Goodwill		
	Cost of Investment in Subsidiary		
	G. Varadan Limited (5000 equity shares of Rs. 10/- each)	47.60	47.60
	Less: Equity Share Capital	(5.00)	(5.00)
		<u>42.60</u>	<u>42.60</u>
7	<b>Trade receivables</b>		
	<b>(Refer Note No. 38)</b>		
(a)	<b>Non-Current</b>		
	Trade Receivables (Considered Good)		
i.	Secured	-	-
ii.	Unsecured (#)		
	- From Related Parties	-	-
	- From Others	78.95	78.95
iii.	Trade Receivables which have significant increase in Credit Risk	-	-
iv.	Trade Receivables – Credit Impaired	-	-
	<b>Sub-Total (a)</b>	<u>78.95</u>	<u>78.95</u>
(b)	<b>Current</b>		
i.	Secured	-	-
ii.	Unsecured (#)		
	- From Related Parties	-	-
	- From Others	4,722.51	12,526.27
iii.	Trade Receivables which have significant increase in Credit Risk	-	-
iv.	Trade Receivables – Credit Impaired	-	-
	<b>Sub-Total (b)</b>	<u>4,722.51</u>	<u>12,526.27</u>
	<b>Total</b>	<u>4,801.45</u>	<u>12,605.22</u>
8	<b>Loans and Advances</b>		
(a)	<b>Current</b>		
	<u>Loans and advances to employees</u>		
	Unsecured, considered good	2.75	3.98
	<b>Total</b>	<u>2.75</u>	<u>3.98</u>
9	<b>Other Financial Assets</b>		
(a)	<b>Non - Current</b>		
i.	<u>Security deposits</u>		
	Unsecured, considered good	6.15	53.93
ii.	Advance to Suppliers	-	23.84
iii.	Advance for Capital Expenditures	300.00	300.00
	<b>Sub-Total (a)</b>	<u>306.15</u>	<u>377.77</u>
(b)	<b>Current</b>		
i.	Balances with government authorities		
	- Indirect Tax authorities		
	Goods and Service Tax (Net)	355.92	299.69
	Value Added Tax	0.47	0.47





## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
ii.	Advance against expenses (Unsecured, considered good)	40.16	12.29
iii.	Advance to Suppliers for goods		
	Unsecured, considered good - Current	1,293.58	1,343.20
	Less : Provision for Doubtful Debts	-	(24.00)
	Net Balances	1,293.58	1,319.20
iv.	Inter-divison Balances	-	-
	<b>Sub-Total (b)</b>	<b>1,690.14</b>	<b>1,631.66</b>
	<b>Total (a+b)</b>	<b>1,996.29</b>	<b>2,009.43</b>
<b>10</b>	<b><u>Tax Assets/(Liabilities) (Net)</u></b>		
(a)	<b><u>Non-Current</u></b>		
	Balances with Direct Tax Authorities (Net of Provision for Tax)	177.00	181.22
	<b>Sub-Total (a)</b>	<b>177.00</b>	<b>181.22</b>
(b)	<b><u>Current</u></b>		
	Advance Tax/TDS/TCS Receivable (A.Y. 2023-24)	551.03	885.97
	<b>Sub-Total (b)</b>	<b>551.03</b>	<b>885.97</b>
	<b>Total (a+b)</b>	<b>728.04</b>	<b>1,067.19</b>
<b>11</b>	<b><u>Inventories</u></b>		
(a)	Stock-in-Transit	1,452.52	745.02
(a)	Work-in-Progress	-	162.28
	<b>Total</b>	<b>1,452.52</b>	<b>907.30</b>
<b>12</b>	<b><u>Cash and cash equivalents</u></b>		
(a)	Cash on hand	14.88	14.12
	<b>Sub-Total (a)</b>	<b>14.88</b>	<b>14.12</b>
(b)	<b><u>Balances with banks</u></b>		
	- In current accounts	1,305.55	2,066.48
	- In earmarked accounts	581.92	56.74
	<b>Sub-Total (b)</b>	<b>1,887.47</b>	<b>2,123.22</b>
	<b>Total</b>	<b>1,902.36</b>	<b>2,137.34</b>
<b>13</b>	<b><u>Other current assets</u></b>		
i.	Export Incentive Receivable	34.88	421.08
ii.	Prepaid Expenses	2.14	10.69
iii.	Foreign Currency Receivable	139.00	-
iv.	Others	179.57	179.74
	<b>Total</b>	<b>355.59</b>	<b>611.51</b>

Statement of Changes in Equity		(₹ in lakhs)				(₹ in lakhs)			
		Particulars		As at 31/03/2023	As at 31/03/2022	Reserves and Surplus		Other Comprehensive Income	
A.	Equity Share Capital	Share application money pending allotment	Equity component of compound financial instruments	Retained Earnings	General Reserve	Remeasurement of Defined Benefit Plan	Difference in Foreign Exchange Rates		
	Balance at the Beginning of the reporting period	₹	₹	₹	₹	₹	₹	₹	₹
	Changes in Equity Share Capital due to Prior Period Errors	-	-	914.53	905.13	-	-	-	13,135.90
	Restated Balance at Balance at the Beginning of the reporting period	-	-	-	-	-	-	-	-
	Changes in Equity during the current year	-	-	914.53	905.13	-	-	-	13,135.90
	<b>Balance at the end of the reporting period</b>	-	-	<b>584.59</b>	<b>905.13</b>	<b>584.59</b>	<b>584.59</b>	<b>584.59</b>	<b>17,090.62</b>
B.	Other Equity	Share application money pending allotment	Equity component of compound financial instruments	Retained Earnings	General Reserve	Remeasurement of Defined Benefit Plan	Difference in Foreign Exchange Rates	Total	
	Balance as at 1st April 2021	-	-	914.53	905.13	-	-	-	13,135.90
	Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
	Restated balance at the beginning of the reporting period	-	-	914.53	905.13	-	-	-	13,135.90
	Profit for the year	-	-	2,369.73	-	-	-	-	2,369.73
	Other Comprehensive Income	-	-	141.14	-	-	-	-	141.14
	Total Comprehensive Income for the year	-	-	13,827.11	905.13	-	-	-	15,646.77
	Dividends	-	-	(116.69)	-	-	-	-	(116.69)
	Short Provision of Income Tax	-	-	(1.99)	-	-	-	-	(1.99)
	Balance as at 31st March 2022	-	-	13,708.43	905.13	-	-	-	15,528.09
	Balance as at 1st April 2022	-	-	13,708.43	905.13	-	-	-	15,528.09
	Changes in Accounting Policies/Prior Period errors	-	-	-	-	-	-	-	-
	Restated Balance as at 1st April, 2022	-	-	13,708.43	905.13	-	-	-	15,528.09
	Profit for the year	-	-	1,573.55	-	-	-	-	1,573.55
	Other Comprehensive Income	-	-	105.72	-	-	-	-	105.72
	Total Comprehensive Income for the year	-	-	15,387.70	905.13	-	-	-	17,207.36
	Dividends Declared	-	-	(116.69)	-	-	-	-	(116.69)
	Any other change	-	-	(0.06)	-	-	-	-	(0.06)
	<b>Balance as at 31st March 2023</b>	-	-	<b>15,270.96</b>	<b>905.13</b>	<b>905.13</b>	<b>905.13</b>	<b>905.13</b>	<b>17,090.62</b>

## Notes forming part of the Consolidated Financial Statements

### Note No. 14 : Share capital

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
(a) Authorised Equity shares of ` 2 each with voting rights	3,00,00,000	600.00	3,00,00,000	600.00
(b) Issued Equity shares of ` 2 each with voting rights	2,91,71,500	583.43	2,91,71,500	583.43
(c) Subscribed and fully paid up Equity shares of ` 2 each with voting rights	2,91,71,500	583.43	2,91,71,500	583.43
(d) Share Forfeiture Account	2,11,000	1.16	2,11,000	1.16

#### Notes:-

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
<u>Equity shares with voting rights</u> Opening Balance	2,91,71,500	584.59	2,91,71,500	584.59
Closing Balance	2,91,71,500	584.59	2,91,71,500	584.59

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares held	% holding in that class of shares	No. of Shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>				
Ujwal R Lahoti	53,45,000	18.32	53,45,000	18.32
Umesh R Lahoti	44,84,000	15.37	44,84,000	15.37
Jayashri U Lahoti	23,75,500	8.14	23,75,500	8.14
Manjushri Umesh Lahoti	19,34,500	6.63	19,34,500	6.63
Kirti Stock Brokers LLP	16,10,000	5.52	16,10,000	5.52
Billion Way Garment Limited	42,40,800	14.54	42,40,800	14.54
Billion Way Garment Limited	4,240,800	14.54	4,240,800	14.54
Total	1,99,89,800	68.53	1,99,89,800	68.53



## Notes forming part of the Consolidated Financial Statements

(iii) Details of Shares held by Promoters of the Company

Shares held by the promoters as at 31/03/2023			% of Change during the year
Promoter Name	No. of Shares held	% of Total Shares	
Ujwal R Lahoti	53,45,000	18.32%	-
Umesh R Lahoti	44,84,000	15.37%	-
Jayashree U Lahoti	23,75,500	8.14%	-
Manjushri Umesh Lahoti	19,34,500	6.63%	-
Kirti Stockbrokers LLP	16,10,000	5.52%	-
Hind Commerce Limited	7,07,500	2.43%	-
Aadhitiya Ujwal Lahoti	3,40,500	1.17%	-
Shashwat Umesh Lahoti	2,08,500	0.71%	-
Ujwal R Lahoti HUF	1,88,500	0.65%	-
Saurabh Umesh Lahoti	1,40,425	0.48%	-
Amrithaa Sagar Makhija	65,000	0.22%	-
R K Lahoti HUF	47,000	0.16%	-
<b>Total</b>	<b>1,74,46,425</b>	<b>60%</b>	-

Shares held by the promoters as at 31/03/2022			% of Change during the year
Promoter Name	No of Shares held	% of Total Shares	
Ujwal R Lahoti	53,45,000	18.32%	-
Umesh R Lahoti	44,84,000	15.37%	-
Jayashree U Lahoti	23,75,500	8.14%	-
Manjushri Umesh Lahoti	19,34,500	6.63%	-
Kirti Stockbrokers LLP	16,10,000	5.52%	-
Hind Commerce Limited	7,07,500	2.43%	-
Aadhitiya Ujwal Lahoti	3,40,500	1.17%	-
Shashwat Umesh Lahoti	2,08,500	0.71%	-
Ujwal R Lahoti HUF	1,88,500	0.65%	-
Saurabh Umesh Lahoti	1,40,425	0.48%	-
Amrithaa Sagar Makhija	65,000	0.22%	-
R K Lahoti HUF	47,000	0.16%	-
<b>Total</b>	<b>1,74,46,425</b>	<b>60%</b>	-



## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
<b>15</b>	<b><u>Other Equity</u></b>		
	(a) Securities premium account		
	Opening balance	914.53	914.53
	<b>Closing balance</b>	<b>914.53</b>	<b>914.53</b>
	(b) General reserve		
	Opening balance	905.13	905.13
	<b>Closing balance</b>	<b>905.13</b>	<b>905.13</b>
	(c) Surplus in Statement of Profit and Loss		
	Opening balance	13,708.43	11,316.24
	<u>Add: Profit for the year</u>	1,679.27	2,510.88
	Add: Excess Provision for Income Tax	-	(1.99)
	Less: Dividend	(116.69)	(116.69)
	<u>Less: Any other change</u>	(0.05)	-
	Interim Dividend paid during the year	-	-
	Dividend Paid	(116.69)	-
	<b>Closing balance</b>	<b>13,708.44</b>	<b>11,316.24</b>
	<b>Total</b>	<b>17,090.62</b>	<b>15,528.09</b>
<b>16</b>	<b><u>Deferred Tax Assets/(Liabilities)</u></b>		
	<u>Tax effect of items constituting deferred tax liability</u>		
	Opening Balance	(297.18)	20.22
	On difference between book balance and tax balance of Property, Plant and Equipments	(232.90)	(272.50)
	Tax effect of items constituting deferred tax assets/liabilities	310.94	2.57
	Tax difference on Other Comprehensive Income	(35.56)	(47.47)
	<b>Deferred Tax Asset/(Liability)</b>	<b>(254.69)</b>	<b>(297.18)</b>
<b>17</b>	<b><u>Trade Payables</u></b>		
	<b>(Refer Note No. 38)</b>		
	(a) <b><u>Non-Current</u></b>		
	i. Outstanding dues to Micro Enterprises and Small Enterprises		
	-For Goods	-	-
	-For Expenses and Services	-	-
	Outstanding dues to other than Micro Enterprises and Small Enterprises		
	ii. (a) to related parties		
	(b) to others		
	- For Goods	-	2.38
	- For Expenses and Services	18.83	41.68
	<b>Sub-Total (a)</b>	<b>18.83</b>	<b>44.07</b>
	(b) <b><u>Current</u></b>		
	i. Outstanding dues to Micro Enterprises and Small Enterprises		
	-For Goods	-	0.45
	-For Expenses and Services	10.18	15.41
	<b>Sub-total (i)</b>	<b>10.18</b>	<b>15.86</b>



## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
ii.	Outstanding dues to other than Micro Enterprises and Small Enterprises		
	(a) to related parties	-	-
	(b) to others		
	- For Goods	24.92	27.27
	- For Expenses and Services	128.19	332.23
	<b>Sub-total (ii)</b>	<b>153.11</b>	<b>359.49</b>
	<b>Sub-Total (b) (i+ii)</b>	<b>163.29</b>	<b>375.35</b>
	<b>Total (a+b)</b>	<b>182.12</b>	<b>419.42</b>
<b>18</b>	<b><u>Other long-term liabilities</u></b>		
	<u>Others:</u>		
	(i) Rent deposits	161.47	165.67
	(ii) Advance from Customers	15.00	15.00
	<b>Total</b>	<b>176.47</b>	<b>180.67</b>
<b>19</b>	<b><u>Long-term Provisions</u></b>		
	<u>Provision for employee benefits:</u>		
	(a) Provision for gratuity	58.16	61.19
	<b>Total</b>	<b>58.16</b>	<b>61.19</b>
<b>20</b>	<b><u>Short-term borrowings</u></b>		
	Working capital Loans		
	(i) From Banks - Secured [Note(i)]	710.19	5,766.91
	(ii) From Related Parties - Unsecured	38.13	82.97
	(ii) From Others - Unsecured	109.01	315.00
	<b>Total</b>	<b>857.32</b>	<b>6,164.88</b>
(i)	<u>Break-up of secured short-term borrowings from:</u>		
	(a) P.C.F.C. :-		
	HDFC Bank Ltd.	299.67	227.25
	Federal Bank	410.51	-



## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	As at 31/03/2023	As at 31/03/2022
	<u>(b) Post Shipment From:-</u>		
	HDFC Bank Ltd.	-	380.32
	Shinhan Bank Co. Ltd.	-	2,003.04
	YES Bank Ltd.	-	430.00
	Federal Bank Ltd.	-	550.57
	RBL Bank Ltd.	-	512.31
	Woori Bank Ltd.	-	1,663.42
	<b>Total</b>	<b>710.19</b>	<b>5,766.91</b>

### Note:

The loans from HDFC Bank Ltd., Shinhan Bank Co. Ltd., YES Bank Ltd., Federal Bank Ltd. RBL Bank Ltd. Woori Bank Ltd. are secured against Hypothecation of Stock and Book Debts of the Company with pari pasu clause.

### 21 Other current liabilities

(a) <u>Other payables</u>			
i. Statutory remittances	12.67	31.04	
ii. Advances from customers	516.13	593.65	
(c) Foreign Currency Payable**	-	(107.39)	
<b>Total</b>	<b>528.80</b>	<b>517.30</b>	

\*\*Foreign Currency Payable consists of Unamortized premium on forward contracts.

### 22 Short-term provisions

(a) <u>Provision for employee benefits</u>			
(i) Provision for Bonus	9.82	25.92	
(ii) Provision for Leave Salary	3.65	3.32	
(iii) Provision for Gratuity	11.34	19.92	
<b>Total</b>	<b>24.81</b>	<b>49.16</b>	

### 23 Tax Liabilities

(a) <u>Current</u>			
(i) Provision for tax	572.47	984.02	
<b>Total</b>	<b>572.47</b>	<b>984.02</b>	





## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
<b>24</b>	<b><u>Revenue from operations</u></b>		
(a)	Sale of products [Note i]	29,428.56	86,965.93
(b)	Other operating revenues [Note ii]	2,422.16	2,231.51
	<b>Total</b>	<b>31,850.72</b>	<b>89,197.43</b>
<u>Note:</u>			
(i)	<u>Sale of products comprises</u>		
	-Generation of Power	303.95	311.62
	-Traded goods	29,124.61	86,654.30
	<b>Total</b>	<b>29,428.56</b>	<b>86,965.93</b>
(ii)	<u>Other operating revenues comprise:</u>		
	-Duty drawback	361.30	1,431.11
	-Export incentives (RODTEP)	2,060.86	800.40
	<b>Total</b>	<b>2,422.16</b>	<b>2,231.51</b>
 <b><u>Disaggregation of Revenue</u></b>			
<b><u>Revenue based on Geography</u></b>			
	- Export	21,846.49	84,520.61
	- Domestic	7,582.07	2,445.32
	<b>Total Revenue from Operations</b>	<b>29,428.56</b>	<b>86,965.93</b>
<b>25</b>	<b><u>Other income</u></b>		
(a)	Interest income (i)	192.00	37.97
(b)	Dividend Income	3.48	6.20
(c)	Insurance Claim Received	-	17.10
(d)	Commission Received	0.40	0.20
(e)	Profit/(Loss) on sale of Property, Plant & Equipment	-	4.36
(f)	Gain on Exchange Rate Difference	2.57	507.18
(g)	Gain on Cancellation of Forward Contract	-	1.74
(h)	Rental Income	204.15	210.47
(i)	Other Non Operating Income	1.81	-
(j)	Capital Gain/(Loss) (ii)	67.21	0.63
	<b>Total</b>	<b>471.61</b>	<b>785.85</b>



## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Note :			
(i)	<u>Interest income comprises:</u>		
	Interest from Banks on Deposit	9.57	0.02
	Interest on loans and advances to Employees	8.37	0.42
	Interest on Bonds	174.06	37.49
	<b>Total - Interest income</b>	<b>192.00</b>	<b>37.93</b>
(ii)	<u>Capital Gain/(Loss)</u>		
	Long Term Capital Loss	(1.13)	-
	Short Term Capital Gain	68.33	-
	<b>Total Capital Gain /Loss</b>	<b>67.21</b>	<b>-</b>
<b>26</b>	<b><u>Purchase of traded goods</u></b>		
(a)	Yarn, Cotton, fabric (net)	28,127.22	77,865.49
	<b>Total</b>	<b>28,127.22</b>	<b>77,865.49</b>
<b>27</b>	<b><u>Changes in inventories of stock-in-trade</u></b>		
(a)	<u>Inventories at the end of the year:</u>		
	Stock-in-trade	1,452.52	745.02
	Work-in-progress	-	162.28
(b)	<u>Inventories at the beginning of the year:</u>		
	Stock-in-trade	745.02	
	Work-in-progress	162.28	1,329.69
	<b>Net (increase) / decrease</b>	<b>(545.23)</b>	<b>422.39</b>
<b>28</b>	<b><u>Employee benefits expense</u></b>		
(a)	Salaries and wages	310.39	303.70
(b)	Contributions to provident and other funds	19.01	21.49
(c)	Staff welfare expenses	4.02	3.02
	<b>Total</b>	<b>333.43</b>	<b>328.20</b>
<b>29</b>	<b><u>Finance costs</u></b>		
(a)	Interest expense on Borrowing	43.49	188.63
(b)	Other finance costs	81.73	332.17
	<b>Total</b>	<b>125.22</b>	<b>520.80</b>



## Notes forming part of the Consolidated Financial Statements

Note No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
30	<b>Other expenses</b>		
	<b>(a) Office &amp; Administrative expenses:</b>		
	Auditor's Fees [Note(i)]	4.82	4.81
	Bad Debts	23.84	-
	CSR Activities Expenses [Note(31)]	34.50	68.00
	Donation	0.39	0.41
	Electricity Expenses	2.30	2.92
	Inspection Charges	3.09	5.31
	Insurance Premium	36.03	42.19
	Legal and Professional Charges	46.17	44.28
	Motor Car Expenses	17.22	11.93
	Office & General Expenses	173.49	299.22
	Postage and Telephone Charges	16.02	19.31
	Printing and Stationary	4.70	5.64
	Rent, Rates and Taxes	80.22	52.61
	Repairs & Maintenance	122.69	88.64
	Travelling & Conveyance	92.03	48.42
	<b>Sub-Total (a)</b>	<b>657.51</b>	<b>693.70</b>
	<b>(b) Selling and Distribution expenses</b>		
	Local Freight & other Shipment cost	300.49	886.30
	Ocean Freight	814.63	4,607.96
	Commission Expenses	185.39	793.08
	Sales Promotion Expenses	36.80	22.47
	<b>Sub-Total (b)</b>	<b>1,337.31</b>	<b>6,309.81</b>
	<b>Total</b>	<b>1,994.82</b>	<b>7,003.50</b>
Note (i)	<b>Payments to the auditors comprises of:</b>		
	As Auditors - Statutory audit	3.58	3.57
	For Tax Audit	0.79	0.79
	For Certification & Consultancy Services	0.45	0.45
	<b>Total</b>	<b>4.82</b>	<b>4.81</b>
31	Earnings Per Share		
	The Earning per share according to the Ind-AS-33 is as under:		
	Profit for the year	1,573.55	2,369.73
	Shares outstanding during the year (Nos.)	2,91,71,500	2,91,71,500
	<b>Earnings per Share</b>		
	Basic	5.39	8.12
	Diluted	5.39	8.12

## Notes forming part of the Consolidated Financial Statements

### Note No. 32 : Note on Corporate Social Responsibility (CSR):

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

(₹ in lakhs)			
Sr. No.	Particulars	Year ended 31/03/2023	Year ended 31/03/2022
i.	Amount required to be spent by the Company	34.26	24.60
ii.	Amount of Expenditure Incurred	26.50	7.00
iii.	Shortfall at the end of the year (*)	7.76	17.60
iv.	Total of previous years short fall (8)	-	-
v.	Reasons for shortfall	NA	
vi.	Nature of CSR activities	<b>Promotion of Education</b>	
		<b>Shaurya Bhawan</b>	
vii.	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.	-	-
viii.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	-

#### Notes:

\*The company has transferred the amount of shortfalls to a separate fund i.e. Unspent CSR Account as provided in Schedule VII of the Act, the details of which are provided hereunder:

(₹ in lakhs)		
Particulars	Year ended 31/03/2023	Year ended 31/03/2022
Shortfall for the year	7.76	17.60
Shortfall of previous years	-	-
<b>Total Shortfalls</b>	<b>7.76</b>	<b>17.60</b>
Amount deposited in the Unspent CSR Account during F.Y. 2022-23	-	18.00
Amount deposited in the Unspent CSR Account on 30/04/2022	<b>8.00</b>	-
<b>Shortfall / (Excess)</b>	<b>(0.24)</b>	<b>(0.40)</b>



## Notes forming part of the Consolidated Financial Statements

### Note No. 33 : Key Financial Ratios:

Sr. No.	Particulars	Numerator	Denominator	Note No.	As at 31/03/2023	As at 31/03/2022	Vari- ance
1	Current Ratio	Current Assets	Current Liabilities	(i)	<b>7.10</b>	2.31	207%
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	(ii)	<b>0.05</b>	0.38	-87%
3	Debt Service Coverage Ratio (#)	Earnings available for debt service	Debt Service	(ii)	<b>2.17</b>	0.44	397%
4	Return on Equity Ratio (\$)	Net Profit after Tax	Average Sharehold- er's Equity	(iii)	<b>9.31%</b>	15.89%	-41%
5	Inventory Turnover Ratio (%)	Sales/Revenue from Operations	Average Stock	(iv)	<b>28.99</b>	85.99	-66%
6	Net Capital Turnover Ratio (^)	Sales/Revenue from Operations	Working Capital	(iv)	<b>2.43</b>	8.40	-71%
7	Net Profit Ratio (&)	Net Profit	Revenue	(v)	<b>4.86%</b>	2.63%	85%
8	Return on Capital Employed (*)	Net Profit Before Interest and tax	Capital Employed	(vi)	<b>11.64%</b>	22.83%	-49%
9	Return on Investment	Income from Investment	Time weighted average value of investments	NA	<b>5.31%</b>	6.25%	-15%

### Notes:

- (i) During the year there is significant increase in the Current Investment & decrease in short term borrowing compared to previous year, hence there is improvement in the ratio.
- (ii) During the year there is significant decrease in short term borrowing compared to previous year, hence there is improvement in the ratio.
- (iii) During the year profit has declined due to decrease in operations have led to unfavourable ratio.
- (iv) During the year there is significant decrease in operations and non favourable market conditions have led to unfavourable ratio.
- (v) Even though operations decreased during the year, the ratio was improved since the ratio of costs to sales was lower than it was the year before.
- (vi) Throughout the year, capital employed has increased, but profits decreased due to reduced in operations have caused an unfavourable ratio.

## Notes forming part of the Consolidated Financial Statements

### Note No. 34 : Note on Borrowings secured against current assets:

The loans from DBS Bank Ltd., HDFC Bank Ltd., Shinhan Bank Co. Ltd., YES Bank Ltd., Federal Bank Ltd. RBL Bank Ltd. Woori Bank Ltd. are secured against Hypothecation of Stock and Book Debts of the Company with pari pasu clause. However the Company is required to file monthly stock statements with HDFC Bank Ltd. only.

The Summary of reconciliation and reasons for material discrepancies are as under

(₹ in lakhs)

Quarter	Name of Bank	Particulars of securities provided	Amount as per books of accounts	Amount as reported in the quarterly return/statement	Amount of difference	Reason for material discrepancies
June, 2022	HDFC Bank Ltd.	Stock-in-Transit	365.98	73.21	292.77	Note - 1
September, 2022	HDFC Bank Ltd.	Stock-in-Transit	436.23	348.06	88.17	
December, 2022	HDFC Bank Ltd.	Stock-in-Transit	485.55	451.75	33.80	
March, 2023	HDFC Bank Ltd.	Stock-in-Transit	1,452.52	1,312.38	140.14	
June, 2022	HDFC Bank Ltd.	Receivables	5,362.25	4,006.47	1,355.78	Note - 2
September, 2022	HDFC Bank Ltd.	Receivables	4,119.35	3,447.68	671.67	
December, 2022	HDFC Bank Ltd.	Receivables	2,724.92	2,215.81	509.11	
<b>March, 2023</b>	<b>HDFC Bank Ltd.</b>	<b>Receivables</b>	<b>4,722.50</b>	<b>4,244.12</b>	<b>478.38</b>	

Note - 1 : Reconciliation of Stock Statements filed with Banks and Books of Accounts

(₹ in lakhs)

Particulars	For the quarter ended			
	June, 2021	September, 2022	December, 2022	March, 2023
<b>Value of Inventories as per Books of accounts</b>	<b>365.98</b>	<b>436.23</b>	<b>485.55</b>	<b>1,452.52</b>
<u>Less:</u>				
Value of Inventories not submitted to bank (not converted to sales/receiveables)	189.41	-	-	-
Revision in price after submission	-	-	-	-4.82
Inventories for Domestic Sales and Inventories lying with the Job Worker	110.62	88.17	33.80	96.84
	64.34	-	-	48.12
	364.37	88.17	33.80	140.14
<u>Add:</u>				
Value of Inventories converted to sales/receiveables before/at the end of the quarter	71.60	-	-	-
<b>Value of Inventories submitted to Banks</b>	<b>73.21</b>	<b>348.06</b>	<b>451.75</b>	<b>1,312.38</b>



## Notes forming part of the Consolidated Financial Statements

Note - 2 : Reconciliation of Receivables Statements filed with Banks and Books of Accounts

(₹ in lakhs)

Particulars	For the quarter ended			
	June, 2022	September, 2022	December, 2022	March, 2023
<b>Balance of Receivables as per Books of accounts</b>	<b>5,362.25</b>	<b>4,119.35</b>	<b>2,724.92</b>	<b>4,722.50</b>
<u>Less:</u>				
Value of domestic receivables not submitted	1,082.83	523.61	475.18	<b>474.20</b>
Value of receivables pertaining to the power division	167.21	52.90	12.21	<b>16.58</b>
Revaluation of Debtors	105.74	95.16	21.72	<b>-12.40</b>
	<b>1,355.78</b>	<b>671.67</b>	<b>509.11</b>	<b>478.38</b>
<u>Add:</u>				
Invoices finalized after submission of statements to the banks	174.20	-	566.42	<b>11.43</b>
<b>Balance of Receivables submitted to the Banks</b>	<b>4,006.47</b>	<b>3,447.68</b>	<b>2,215.81</b>	<b>4,244.12</b>

### Note No. 35A : Related Party Disclosure (with whom transactions exist):

Disclosure requirements as per Ind-AS-24 "Related Party Disclosure" and terms and conditions of transactions are as follows:

The sales & services provided and received from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured, interest free and will be settled in cash. There have been no guarantees received or provided for any related party receivables or payables.

#### i. Entities in which KMP / relatives of KMP have significant influence :

PSWare Information Pvt. Ltd.

Bauble Investment Pvt. Ltd.

#### Key Management Personnel (KMP):

Name	Designation	DIN
Mr. Umesh R. Lahoti	Managing Director	361216
Mr. Ujwal R Lahoti	Executive Director	360785
Mr. Aadhitya Lahoti	Whole Time Director	1501504
Mr. Deep Shah	Company Secretary	-
Mr. Pradeep Bachhuka	Chief Financial Officer	-

#### Relatives of KMP have significant influence

Name	Relation
Mrs. Aanchal A. Lahoti	Spouse of Director
Mr. Saurabh Lahoti	Son of Director



## Notes forming part of the Consolidated Financial Statements

### ii. List of related party transactions during the year:

(₹ in Lakhs)

Sr. No.	Entity	Relation	Transaction type	Year ended 31/03/2023	Year ended 31/03/20
1	PSWare Information Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	9.60	9.60
2	Bauble Investment Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	-	-
3	Mr. Umesh Lahoti	Managing Director	Loan Taken	5.42	458.00
4	Mr. Ujwal Lahoti	Executive Director	Loan Taken	7.51	659.00
5	Mr. Umesh Lahoti	Managing Director	Loan Repaid	30.01	434.74
6	Mr. Ujwal Lahoti	Executive Director	Loan Repaid	35.04	652.63
7	Mr. Umesh Lahoti	Managing Director	Interest Paid	4.49	15.44
8	Mr. Ujwal Lahoti	Executive Director	Interest Paid	2.79	36.67
9	Mr. Umesh Lahoti	Managing Director	Managerial remuneration	21.60	21.60
10	Mr. Ujwal Lahoti	Executive Director	Managerial remuneration	25.80	25.80
11	Mr. Aadhitya Lahoti	Director	Managerial remuneration	12.00	12.00
12	Mr. Pradeep Bachhuka	CFO	Remuneration	14.27	12.86
13	Miss. Akshita Jhawar	Company Secretary	Remuneration	3.76	6.51
14	Mr. Umesh Lahoti	Managing Director	Loan Payable	18.92	39.01
15	Mr. Ujwal Lahoti	Executive Director	Loan Payable	19.21	43.96
16	Mr. Prem Malik	Director	Director Sitting Fees	0.17	0.30
17	Mr. Prakash Bang	Director	Director Sitting Fees	0.33	0.41
18	Mrs. Meghna Panchal	Director	Director Sitting Fees	0.36	0.43
19	Mrs. Aanchal A. Lahoti	Relative of Director	Salary to Relative	3.21	3.20
20	Mr. Saurabh Lahoti	Relative of Director	Salary to Relative	13.80	12.00
21	Mr. Deep Shah	Company Secretary	Remuneration	4.70	-

\* Parties identified by the Management and relied upon by the auditors.

## Notes forming part of the Consolidated Financial Statements

### Note No. 35 B : Related Party Disclosure (with whom transactions exist):

#### iii. Summary of transactions during the year with related parties:

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Entities in which KMP / relatives of KMP have significant influence (PSWare Information Pvt. Ltd. & Bauble Investments Private Limited)		Key Management Personnel (KMP)		Directors Sitting Fees		Salary to Relatives	
		C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
1	Rent Paid	9.60	9.60	-	-	-	-	-	-
2	Loan Taken	-	-	12.93	1,117.00	-	-	-	-
3	Loan Repaid	-	-	65.05	1,087.37	-	-	-	-
4	Interest Paid	-	-	7.28	52.11	-	-	-	-
5	Managerial Remuneration	-	-	82.13	78.77	-	-	-	-
6	Directors Sitting Fees	-	-	-	-	0.86	1.14	-	-
7	Salary to Relatives	-	-	-	-	-	-	17.01	15.20
8	Outstanding balances	-	-	-	-	-	-	-	-
9	Loans and Advances	-	-	-	-	-	-	-	-
10	Receivable (Deposit)	-	-	-	-	-	-	-	-
11	Payable (Loan)	-	-	38.13	82.97	-	-	-	-

## Notes forming part of the Consolidated Financial Statements

### Note No. 36 : Disclosures forming part of the financial statements

#### Financial Instruments - Fair value and risk management

##### (a) Financial instruments by category

The following table presents the carrying amounts of each category of financial assets and liabilities as at 31st March, 2023.

(₹ in lakhs)

Particulars	FVTPL	Amortised Cost	Total carrying value
<b>Financial assets</b>			
(a) Investment in Equity Instrument	179.14	-	179.14
(b) Investment in Mutual Fund	1,371.43	-	1,371.43
(c) Investment in National Saving Certificate	0.20	-	0.20
(d) Investment in Bonds	4,542.88	-	4,542.88
(d) Investment Property	-	1,769.69	1,769.69
<b>Total</b>	<b>6,093.65</b>	<b>1,769.69</b>	<b>7,863.35</b>
<b>Financial liabilities</b>			
(a) Non Current			
Trade Payable	-	18.83	18.83
(b) Current			
Trade Payable	-	163.29	163.29
<b>Total</b>	<b>-</b>	<b>182.12</b>	<b>182.12</b>

The following table presents the carrying amounts of each category of financial assets and liabilities as at 31st March, 2022.

(₹ in lakhs)

Particulars	FVTPL	Amortised Cost	Total carrying value
<b>Financial assets</b>			
(a) Investment in Equity Instrument	185.13	-	185.13
(b) Investment in Mutual Fund	2,031.59	-	2,031.59
(c) Investment in National Saving Certificate	0.20	-	0.20
(d) Investment Property	-	1,864.11	1,864.11
<b>Total</b>	<b>2,216.93</b>	<b>1,864.11</b>	<b>4,081.04</b>
<b>Financial liabilities</b>			
(a) Non Current			
Trade Payable	-	44.07	44.07
(b) Current			
Trade Payable	-	375.35	375.35
<b>Total</b>	<b>-</b>	<b>419.42</b>	<b>419.42</b>



## Notes forming part of the Consolidated Financial Statements

### (b) Fair Value Hierarchy

(₹ in lakhs)

Particulars	As at 31st March, 2023			
	Fair Value measurement using Profit & Loss			
	Total	(Level 1)	(Level 2)	(Level 3)
		Quoted prices in active market	Significant observable inputs	Significant unobservable inputs
<b>Assets measured at fair value:</b>				
Equity Investment	179.14	179.14	-	-
Investment in Mutual Fund	1,371.43	1,371.43	-	-
Investment in National Saving Certificate	0.20	-	-	0.20
Investment in Bonds	4,542.88	4,542.88	-	-
<b>Total</b>	<b>6,093.65</b>	<b>6,093.45</b>	<b>-</b>	<b>0.20</b>

(₹ in lakhs)

Particulars	As at 31st March, 2022			
	Fair Value measurement using Profit & Loss			
	Total	(Level 1)	(Level 2)	(Level 3)
		Quoted prices in active market	Significant observable inputs	Significant unobservable inputs
<b>Assets measured at fair value:</b>				
Equity Investment	185.13	185.13	-	-
Investment in Mutual Fund	2,031.59	2,031.59	-	-
Investment in National Saving Certificate	0.20	-	-	0.20
<b>Total</b>	<b>2,216.93</b>	<b>2,216.72</b>	<b>-</b>	<b>0.20</b>

## Notes forming part of the Consolidated Financial Statements

### Note No. 37A : Segment Reporting

Segment wise disclosure information as per Ind-AS-108 on “Operating Segment” is as below:

#### A. General Information

1. Segments have been identified in line with the Ind-AS-108.
2. Business segment have been identified on the basis of nature of the products/services, the risk-return profile on individual basis.  
Company has disclosed Business Segment as the primary segment. The risk-return profile of the company’s business is determined predominantly by the nature of its products and services. Accordingly, business segments constitute the primary segment for disclosure of segment information.
3. Composition of Business Segment:

Name of segment	Comprises of	Revenue from operations (%)
Trading Division	Export Sales	99.05
Power Division	Power Generation	0.95

5. The Segment Revenue, Results, Assets and liabilities include the respective amounts identifiable and amounts allocated on reasonable basis.  
The Managing Director of the Company, Mr. Umesh Lahoti, acts as the Chief Operating Decision Maker (“CODM”) The CODM evaluates the Company’s performance and allocates resources based on an analysis of various performance indicators by operating segments.
- 6.

#### B. Information about Major Customers

1. Revenues of approximately ₹ 11,516.90 lakhs (Previous year 31st March, 2022 – ₹ 52613.39 lakhs) are derived from the following external customer:

Details of major area of operation: (₹ in lakhs)

Sr. no.	Country/Area/Region	For the year ended 31/03/2023	For the year ended 31/03/2022
1	Bangladesh	5,206.66	28,264.44
2	S.Korea	4,199.13	8,307.27
3	Turkey	2,111.11	16,041.68
<b>TOTAL</b>		<b>11,516.90</b>	<b>52,613.39</b>

#### C. Segment Assets:

(₹ in lakhs)

Sr. No.	Division	As at 31/03/2023	As at 31/03/2022
1	Trading Division	11,601.26	19,756.71
2	Power Division	94.14	(163.04)
3	Un-allocable	8,634.64	5,192.81
<b>TOTAL</b>		<b>20,330.05</b>	<b>24,786.48</b>



## Notes forming part of the Consolidated Financial Statements

### Note No. 37B : Segment Report

#### Primary Segments - Business Segments:

(₹ in lakhs)

Particulars	Trading Division		Power		Un-allocable		Total	
	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2023	For the year ended 31/03/2022
Gross Segment Revenue	31,546.96	88,885.81	303.95	311.62	-	-	31,850.91	89,197.43
Less:-								
Intersegment Revenue	-	-	-	-	-	-	-	-
Net Segment Revenue	31,546.96	88,885.81	303.95	311.62	-	-	31,850.91	89,197.43
Segment Results :	1,600.09	3,461.35	56.92	(202.45)	(0.45)	(0.39)	1,656.55	3,258.51
(Profit / Loss Before Tax , Interest and Investment Income from each segment)								
Add: Interest Income	-	-	-	-	192.00	37.97	192.00	37.97
Add: Rental Income	-	-	-	-	204.15	210.47	204.15	210.47
Add: Dividend Received	-	-	-	-	3.48	6.20	3.48	6.20
Add: Other Income	-	-	-	-	118.15	624.92	118.15	624.92
Add: Profit/(Loss) on sale of investments	-	-	-	-	-	0.63	-	0.63
Add: Profit/(Loss) on sale of Plant, property & Equipement	-	-	-	-	-	4.36	-	4.36
Profit before Interest and Tax	-	-	-	-	-	-	2,174.33	4,143.06
Less:- Interest	-	-	-	-	(125.22)	(520.81)	(125.22)	(520.81)
Profit Before Tax	-	-	-	-	-	-	2,049.11	3,622.25
Provision for Tax	-	-	-	-	-	-	-	-
Current Tax net off MAT credit	-	-	-	-	-	-	577.61	984.02
Deferred	-	-	-	-	-	-	(78.05)	269.93
Profit After Tax	-	-	-	-	-	-	1,549.55	2,368.30

## Notes forming part of the Consolidated Financial Statements

(₹ in lakhs)

Particulars	Trading		Power		Un-allocable		Total	
	As At 31/03/2023	As At 31/03/2022	As At 31/03/2023	As At 31/03/2022	As At 31/03/2023	As At 31/03/2022	As At 31/03/2023	As At 31/03/2022
<b>a) Segment Assets</b>								
Property, Plant and Equipment	156.81	208.29	965.73	1,101.57	-	-	1,122.54	1,309.86
Capital Work In Progress	62.57	11.03	-	-	-	-	62.57	11.03
Investment Properties	-	-	-	-	1,769.69	1,864.11	1,769.69	1,864.11
Goodwill	-	-	-	-	42.60	42.60	42.60	42.60
Investments	-	-	0.20	0.20	6,093.45	2,216.72	6,093.65	2,216.92
Other Assets, Loans and Advances (Excluding Tax Assets)	11,381.88	19,537.39	(871.79)	(1,264.81)	0.86	2.19	10,510.95	18,274.78
Unallocable Assets (Tax Assets)	-	-	-	-	728.04	1,067.19	728.04	1,067.19
<b>Total Assets</b>	<b>11,601.26</b>	<b>19,756.71</b>	<b>94.14</b>	<b>(163.04)</b>	<b>8,634.64</b>	<b>5,192.81</b>	<b>20,330.05</b>	<b>24,786.48</b>
<b>b) Segment Liabilities</b>								
Loan Funds	857.32	6,164.88	-	-	-	-	857.32	6,164.88
Liabilities & Provisions (Excluding Tax Liabilities)	1,189.91	1,490.68	34.08	34.01	-	-	1,223.99	1,524.69
Unallocable (Tax Liabilities)	-	-	-	-	573.52	984.24	573.52	984.24
<b>Total Liabilities</b>	<b>2,047.23</b>	<b>7,655.56</b>	<b>34.08</b>	<b>34.01</b>	<b>573.52</b>	<b>984.24</b>	<b>2,654.84</b>	<b>8,673.81</b>
<b>Net Segment Assets</b>	<b>9,554.03</b>	<b>12,101.16</b>	<b>60.06</b>	<b>(197.04)</b>	<b>8,061.12</b>	<b>4,208.56</b>	<b>17,675.21</b>	<b>16,112.67</b>
Particulars	Trading		Wind Power		Un-allocable		Total	
	As At 31/03/2023	As At 31/03/2022	As At 31/03/2023	As At 31/03/2022	As At 31/03/2023	As At 31/03/2022	As At 31/03/2023	As At 31/03/2022
Capital Expenditure								
Segment Depreciation	53.66	63.84	135.84	155.61	94.42	99.59	283.92	319.04
Non - Cash Expenses other than Depreciation	-	-	-	-	-	-	-	-

Segment Reporting : Segment identification, reportable segments

i) Primary/secondary segment reporting format:

The risk-return profile of the company's business is determined predominantly by the nature of its products and services. Accordingly, business segments constitute the primary segment for disclosure of segment information .

ii) Segment Identification:

2. Business segment have been identified on the basis of nature of the products/services, the risk-return profile on individual basis.

iii) Reportable Segment:

Reportable segment has been identified as per the criteria specified in Ind AS 108 "Operating Segment" issued by the Institute of Chartered Accountants of India

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amount and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.



## Notes forming part of the Consolidated Financial Statements

### Note No. 38 : Trade Receivables Ageing Schedule

With reference to the outstanding amount of trade receivables as on the balance sheet date, the ageing schedule is as follows:

1. For the year ended 31st March, 2023

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade Receivables -</u>						
(a)	Considered Good	4,722.51	-	-		78.95	4,801.45
(b)	Which have significant increase in risk credit	-	-	-		-	-
(c)	Credit Impaired	-	-	-		-	-
(ii)	<u>Disputed Trade Receivables -</u>						
(a)	Considered Good	-	-	-	-	-	-
(b)	Which have significant increase in risk credit	-	-	-	-	-	-
(c)	Credit Impaired	-	-	-	-	-	-
	<b>Total</b>	<b>4,722.51</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>78.95</b>	<b>4,801.45</b>

2. For the year ended 31st March, 2022.

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade receivables-</u>						
(a)	Considered Good	12,526.27	-	-	-	78.95	12,605.22
(b)	Which have significant increase in risk credit	-	-	-	-	-	-
(c)	Credit Impaired	-	-	-	-	-	-
(ii)	<u>Disputed Trade receivables-</u>						
(a)	Considered Good	-	-	-	-	-	-
(b)	Which have significant increase in risk credit	-	-	-	-	-	-
(c)	Credit Impaired	-	-	-	-	-	-
	<b>Total</b>	<b>12,526.27</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>78.95</b>	<b>12,605.22</b>

## Notes forming part of the Consolidated Financial Statements

### Note No. 39 : Trade Payables Ageing Schedule

With reference to the outstanding amount of trade payables as on the balance sheet date, the ageing schedule is as follows:

- For the year ended 31st March, 2023

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade Payables -</u>						
(a)	MSME	10.18	-	-	-	-	10.18
(b)	Others	151.50	0.53	0.08	-	-	152.11
(ii)	<u>Disputed Trade Payables -</u>						
(a)	MSME	-	-	-	-	-	-
(b)	Others	-	-	1.00	-	18.83	19.83
	<b>Total</b>	<b>161.68</b>	<b>0.53</b>	<b>1.08</b>	<b>-</b>	<b>18.83</b>	<b>182.12</b>

- For the year ended 31st March, 2022.

(₹ in lakhs)

Sr. No.	Particulars	Outstanding for the following periods from the due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i)	<u>Undisputed Trade Payables-</u>						
(a)	MSME	15.86	-	-	-	-	15.86
(b)	Others	358.43	1.00	19.37	-	-	378.80
(ii)	<u>Disputed Trade Payables-</u>						
(a)	MSME	-	-	-	-	-	-
(b)	Others	-	0.06	5.87	-	18.83	24.76
	<b>Total</b>	<b>374.29</b>	<b>1.06</b>	<b>25.24</b>	<b>-</b>	<b>18.83</b>	<b>419.42</b>



## Notes forming part of the Consolidated Financial Statements

### Note No. 40 : Employee Benefits

The disclosures required under Ind AS-19 “Employee Benefits” are given below:

#### Defined Contribution Plan

Contributions to Defined Contribution Plan recognized and charged off for the year are as under:

Particulars	(₹ in Lakhs)	
	31-03-2023	31-03-2022
Employer’s Contribution to Provident Fund	7.90	8.24

#### Defined Benefit Plan:

##### a. Gratuity:

The liability in respect of employees is provided in the books based on the actuarial valuation. At the time of actual payment of Gratuity, the gratuity payable account is credited.

##### b. Leave encashment:

The Company provides for estimated leave encashment liability each year on the basis of accumulated leave due to each employee at the year end, value based on salaries including allowances of the last month of the Accounting Year.

#### Reconciliation of Defined Benefit Obligation and fair value of plan assets is as under:

##### a. Actuarial Assumptions

The financial and demographic assumptions on annual basis used for valuation as at the Valuation Date are shown below. The assumptions as at the Valuation Date are used to determine the Present Value of Defined Benefit Obligation at that date.

##### Summary of Assumptions

Particulars	31-03-2023	31-03-2022
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Retirement Age	65 years	65 years
Attrition Rate	For service 2 years and below 25 % p.a.	For service 2 years and below 25 % p.a.
	For service 3 years to 4 years 18 % p.a.	For service 3 years to 4 years 18 % p.a.
	For service 5 years and above 11 % p.a.	For service 5 years and above 11 % p.a.
<b>Financial Assumptions</b>		
Salary Escalation Rate	6.00 % p.a.	6.00 % p.a.
Discount Rate	6.70%	6.26%

## Notes forming part of the Consolidated Financial Statements

### b. Gratuity Unfunded:

(₹ in Lakhs)

Particulars	Year Ending 31/03/2023	Year Ending 31/03/2022
Current Service Cost	6.06	4.25
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Current Service Cost	-	-
<b>Total Service Cost</b>	<b>6.06</b>	4.25
Interest Expense on DBO	4.60	3.18
Interest(Income) on Plan Assets	-	-
Interest(Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling)/Onerous Liability	-	-
<b>Total Net Interest Cost</b>	<b>4.60</b>	3.18
Benefits paid directly by the employer	(9.01)	(1.53)
<b>Total Benefits Paid</b>	<b>(9.01)</b>	(1.53)
Reimbursement of Other Long-Term Benefits	-	-
Defined Benefit Cost included in P & L	-	-
Re-measurements-Due to Demographic Assumptions	-	(0.02)
Re-measurements-Due to Financial Assumptions	(2.56)	(1.90)
Re-measurements-Due to Experience Adjustments	(10.71)	12.48
(Return)on Plan Assets(Excluding Interest Income)	-	-
(Return)on Reimbursement Rights	-	-
Changes in Asset Ceiling/Onerous Liability	-	-
<b>Total Re-measurements in OCI</b>	<b>(13.26)</b>	10.57
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>(11.61)</b>	16.46

### Note No. 41 : Provisions, Contingent Liabilities And Contingent Assets:

#### i. Provisions:

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.



## Notes forming part of the Consolidated Financial Statements

### ii. Contingent liabilities:

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

#### a. Claims not acknowledged by the Company relating to cases contested by the Company:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2021
Income Tax Matter (Pending before Appellate Authorities in respect of which the Company is in appeal)		
- For A.Y.: 2013-14	51.31	48.20
- For A.Y.: 2014-15	92.90	171.62
- For A.Y.: 2017-18	334.92	334.92
- For A.Y.: 2018-19	-	7.36
- For A.Y.: 2020-21	258.84	-

### iii. Contingent Assets:

Company doesn't have any Contingent assets.

## Note No. 42 : Foreign Currency Transactions

### a. Initial Recognition:

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

### b. Conversion:

At the year-end, monetary items in foreign currencies are converted into rupee equivalents at the year-end exchange rates.

### c. Exchange Differences:

All exchange differences arising on settlement and conversions of foreign currency transactions are included in Other Comprehensive Income.

## Notes forming part of the Consolidated Financial Statements

### d. **Forward Exchange Contracts:**

In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the spot rate is recognized as gain/loss. The gain by way of premium on open forward contracts as on the reporting date is amortized over the period of contract on pro-rata basis. The mark to market gain or loss on open forward contracts being the difference between forward contracts booked at spot rate and rate prevailing at the year- end date is recognized in Other Comprehensive Income.

### **Note No. 43 : Expenditure in foreign currency:**

(₹ in Lakhs)

Particulars	Year ending 31/03/2023	Year ending 31/03/2022
Foreign Bank Charges	49.30	164.36
Foreign Traveling Expenses	59.11	13.12
Overseas Commission	96.62	384.80
Liaison Office at Bangladesh	39.18	14.97
<b>Total</b>	<b>244.21</b>	<b>577.25</b>

### **Note No. 44 : Earning in Foreign Exchange:**

FOB value of export: ₹ 21,125.17 Lakhs (Previous Year ₹ 80,308.25 Lakhs).

(₹ in Lakhs)

Particulars	Year ending 31/03/2022	Year ending 31/03/2021
FOB value as per Financials	24438.01	86807.05
Less: Discount Given	(76.05)	(55.76)
Duty Drawback	(361.30)	(1,430.11)
Export Incentive	(2,060.86)	(800.40)
Ocean Freight	(814.63)	(4,212.53)
<b>FOB as per Notes</b>	<b>21,125.17</b>	<b>80,308.25</b>

### a. **Lease Expense**

Ind AS 116 is effective from April 2019, Ind AS 116 replaces the existing standard Ind AS 17 and specifies how an entity will recognize, measure, present and disclose leases.

The company has certain operating leases with subsidiary/associate company not of material value for office facilities. Such leases are generally with the option of renewal, with termination at short notice and there exist no formal agreement to categorize it as a Right of Use asset ("RoU Asset") for long term basis and accordingly capitalizing the same on Discounted Cash Flow (DCF) basis is not practical. Rental expenses of ₹ 19.20 Lakhs (31st March, 2022: ₹ 19.20 Lakhs) in respect of obligation under operating leases have been recognized in Statement of Profit and Loss for the year.



## Notes forming part of the Consolidated Financial Statements

### Note No. 45 : Leases:

#### b. Lease Income:

The company has certain investment properties let out under lease/right-to-use agreements. The said agreements are in the nature of operating leases, which generates a material value in the form of lease rents.

As per Ind-AS-116 “Leases”, in case of operating leases, the company “lessor” is required to recognise the income generated from the lease on a systematic basis. The company recognises the lease income as and when the payments are due and received on the basis of the lease agreement. As on 31st March, 2023, the company has following investment properties:

(₹ in lakhs)

Particulars	Amortized cost	Fair Value
Flat at Dhawalgiri, Mumbai	216.12	NOTE - 1
Office at Arun Chambers, Tardeo	1.09	
Office at Coimbatore	3.78	
Office at Marathon Futurex, Worli	1,188.72	
Flat at Lodha Aria, Sewri	348.95	
Plot of Land at Ahmednagar	11.00	
<b>TOTAL</b>	<b>1,769.65</b>	-

Note – 1: As per Ind-AS-116 “Leases”, the company is required to disclose the fair value of its Investment Properties as on the Balance Sheet date. However, the company is unable to provide the fair value of its investment properties as on 31st March, 2023.

There is no financial impact of such non – compliance on the financial statements, as it is a mere disclosure in the notes to accounts which is informative in nature.

### **Note No. 46 : Note on Revenue Recognition of the Solar Division**

The Company owns and operates a Solar Power Plant at Pali District, Rajasthan. The existing PPA between the Company and Jodhpur Vidyut Vitran Nigam Ltd. (Jodhpur Discom) expired on 31/03/2019. Thereafter the company approached Jodhpur Discom for the renewal of the PPA, however the application of the Company was rejected by Jodhpur Discom. Jodhpur Discom has rejected the application of all other similar solar power generating units in the said district.

Despite of the non-renewal of the PPA, the Company generated 37,58,466 k/wh, 37,99,999 k/wh and 36,85,815 of power during the financial year 2019-20, 2020-21 and 2021-22 respectively and continued to recognize the revenue on the basis of the rate mentioned in the expired PPA i.e. ₹ 3.14 per kilowatt.

The Renewable Energy Association of Rajasthan (REAR) has filed writ petition with the Rajasthan High Court, Jaipur Bench on behalf of all the aggrieved power generation units operating their Solar Power Plant in the Pali District, Rajasthan and the matter is pending disposal.

During the F.Y. 2022-23 the Solar Unit of the Company has generated 36,85,815 k/wh which has been supplied to the grid.





## Notes forming part of the Consolidated Financial Statements

Since the PPA is not renewed and it is uncertain at what rate per kilowatt will the Company receive the revenue, the conditions for recognising revenue as laid down in Ind AS 119 - "Revenue Recognition" are not fulfilled. Moreover, there exists an uncertainty regarding the recovery of the revenue already recognized during FY 2019-20, 2020-21 and 2021-22. In light of these facts the Company has decided not to recognize any revenue from the said power plant for the financial year 2022-23.

### **Note No. 47 : Micro, Small And Medium Enterprises:**

- i. As at 31st March, 2023, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, and Medium Enterprises Development Act, 2006, to whom the group owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.
- ii. 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. This has been relied upon by the auditors.

### **Note No. 48 : Re-classification of previous year figures:**

Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amount and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

### **Note No. 49 : Proposed Dividend**

The Board of Directors in its meeting has not proposed any dividend for the financial year 2022-23.

As per our report attached of even date

For and on behalf of the Board of Directors

**Signature to Notes to Account from 1 to 49**

**P C Ghadiali and Co LLP**

Chartered Accountants

Firm No. 103132W/W-100037

Sd/-

**Pannkaj C Ghadiali**

Managing Partner

Membership Number: 031745

Sd/-

**Ujwal R. Lahoti**

Executive Chairman

DIN No: 00360785

Sd/-

**Pradeep Bacchuka**

Chief Financial Officer

Sd/-

**Umesh R. Lahoti**

Managing Director

DIN No: 00361216

Sd/-

**Deep Shah**

Company Secretary

Place: Mumbai

Dated: 25/05/2023

Place: Mumbai

Dated: 25/05/2023

Place: Mumbai

Dated: 25/05/2023





