



**Date: June 20, 2023**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai,  
Maharashtra – 400 001.

Dear Sir/Madam,

**Sub: Annual Report under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 ('Listing Regulations')**

This is in furtherance to our letter dated June 14, 2023 wherein the Company had informed that the 37<sup>th</sup> Annual General Meeting ('AGM') of the Company will be held on **Thursday, July 13, 2023 at 4.30 p.m. (IST)** through **Video Conference / Other Audio Visual Means**.

Pursuant to Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report of the Company along with the Notice of the 37<sup>th</sup> AGM and other Statutory Reports for the Financial Year 2022-23. The same is also being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent/Depository Participants.

The same is also available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/annual\\_report\\_2022-23.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/annual_report_2022-23.pdf)

This is for your information and records.

Thanking you,

Yours Sincerely,  
**For Yasho Industries Limited**

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**Komal Bhagat**  
**(Company Secretary and Compliance Officer)**  
**Mem No. A49751**

**YASHO INDUSTRIES LIMITED**

**REGISTERED OFFICE:** Office No. 101/102, Peninsula Heights, C.D Barfiwala Marg, Juhu lane, Andheri (West), Mumbai – 400058, India  
TEL: +91 22 62510100; FAX: +91 22 62510199; E-Mail: info@yashoindustries.com; CIN No: L74110MH1985PLC037900

# SUSTAINED EFFORTS FOR SUSTAINABLE GROWTH.



YASHO INDUSTRIES LIMITED | ANNUAL REPORT 2022-23



# WHAT'S INSIDE

## 01-15

### Corporate Overview

Yasho Industries at a Glance	02
Milestone Moments in our Journey	07
Managing Director & CEO's Message	08
Financial Performance	10
Empowering Human Resources	11
Embedding Sustainability in Operations	13
Board of Directors	14

## 16-80

### Statutory Reports

Management Discussion & Analysis	16
Directors' Report	21
Corporate Governance Report	39
Business Responsibility & Sustainability Report	57

## 81-201

### Financial Statements

Standalone Financial Statements	81
Consolidated Financial Statements	144

## 202-217

Notice	202
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To download this report or to read online, please log on to [www.yashoindustries.com](http://www.yashoindustries.com)



**In over three decades, we have built an illustrious track record of performance, credibility, and earned a strong reputation in global markets. Notwithstanding industry upheavals and other macro headwinds, our resilient business model and capabilities has propelled us to a position of consistent growth and success.**

Our teams have always strived to maintain high-quality standards with a mindset of continuous improvement. We continue to focus on our core strengths while also exploring new opportunities that align with our business objectives. In recent years, we have gained significant market share in value-added chemicals, and we believe this sector holds great potential for us. Sustained efforts and improvements in technical capabilities and R&D activities have played a pivotal role in driving our growth and profitability.

We are now enhancing our value-added portfolio, driving operational excellence and cost efficiencies, and expanding our manufacturing capacities to achieve sustainable growth. At the heart of whatever we do is our commitment to responsible chemistry.

Our greenfield project at Pakhajan, Gujarat is on track and soon expected to commence production. This planned capacity expansion in industrial chemicals will enable us to improve our product mix and cater to diverse industries on a global scale.

**SUSTAINED  
EFFORTS FOR  
SUSTAINABLE  
GROWTH.**





# YASHO INDUSTRIES AT A GLANCE

Established in 1985 by Mr. Vinod Jhaveri, Yasho Industries is amongst India's leading specialty and performance chemicals manufacturers with a dedicated research and development centre and robust manufacturing facilities. We manufacture 148 products spanning five business verticals - Food Antioxidants, Aroma Chemicals, Rubber Chemicals, Lubricant Additives, and Specialty Chemicals. Our wide product portfolio caters to the dynamic and ever-evolving customer needs across the world including the United States of America (USA), Europe, Asia, and the Middle East, securing around 65% of revenue from exports.

## KEY NUMBERS THAT DEFINE US



**5**

Business verticals



**148**

Total products  
(all developed in-house)



**659**

Employees (including  
30 R&D personnel)



**2,000+**

Customers



**12,500 MT**

Manufacturing capacity



**2**

R&D centres



**50+**

Countries of presence

## OUR STRENGTHS



### Innovative solutions for the future

Constantly researching and investing in new generation chemicals to stay ahead of industry trends and meet the evolving needs of our customers



### Quality is our top priority

Rigorous quality control measures in place to ensure that all our products meet industry standards and exceed customer expectations



### Optimising efficiency and profitability

Efficient operations and cost-effective processes help us to maximise our profitability and provide competitive pricing to our customers



### Meeting diverse needs

Offering a wide range of products catering to diverse end user applications and a wide geographic reach



### Vast expertise

Our team of experts have extensive knowledge and experience in the industry, ensuring that we can provide the best technical support and advice to our customers



### Building long-term relationships

Strong customer base and long-lasting relationships with our customers due to our commitment to quality and service



### Financial acumen

Strong credit metrics ensures our financial stability and ability to meet our financial obligations and support long-term growth

## OUR PRODUCT PORTFOLIO:

### AROMA CHEMICALS

#### Areas of application

- ▶ Flavours and fragrances
- ▶ Agro chemicals as pheromones
- ▶ Pharmaceutical products such as pain relief, cold and cough formulations
- ▶ Personal care products like toiletries and cosmetics
- ▶ Dentifrices and oral care preparations including toothpaste, tooth powder and mouthwash
- ▶ Insect repellent

#### Our offerings

Chemicals like fatty esters and natural essential / aroma oils find utilisation in various industries.



# 13

No. of products

### FOOD ANTIOXIDANTS

#### Areas of application

- ▶ Edible oils
- ▶ Confectioneries and food stuff
- ▶ Animal feed
- ▶ Vitamin premix
- ▶ Nutraceuticals

#### Our offerings

Branded as YANTQ, with their superior anti-oxidative power, find widespread application in keeping food fresh and appetising for a longer time while enhancing its nutrient content.



# 5

No. of products

### RUBBER CHEMICALS

#### Areas of application

- ▶ Tyres
- ▶ Conveyor belts
- ▶ Automobile components
- ▶ Surgical gloves
- ▶ Latex gloves
- ▶ Condoms
- ▶ Balloons

#### Our offerings

Products like tyres and automotive components like hoses, seals, conveyor belts, and others.



# 87

No. of products

## LUBRICANT ADDITIVES

### Areas of application

- ▶ Hydraulic
- ▶ Turbine
- ▶ Engine and gear oils
- ▶ Metal working fluids and greases

### Our offerings

Branded as YALUB, the performance of lubricants by improving boundary lubricity, oxidation resistance, extreme pressure properties, and inhibiting corrosion.



# 22

No. of products

## SPECIALTY CHEMICALS

### Areas of application

- ▶ Stabilisers for acrylics, printing inks/coating, UPR resins and fibre composite resins
- ▶ Intermediates for API and bulk drugs, and agrochemicals

### Our offerings

High-quality specialty chemicals specific to the needs of customers across multiple industries.



# 21

No. of products

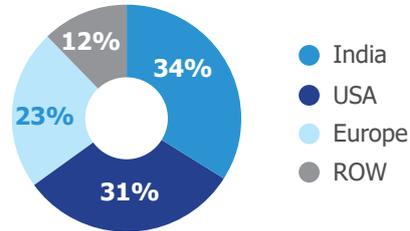
## OUR MARQUEE CLIENTELE



## OUR CERTIFICATIONS & ACCREDITATIONS

- ▶ ISO 9001:2015
- ▶ ISO 27001:2013
- ▶ ISO 14001:2015 & ISO 45001:2018
- ▶ FSSC 22000
- ▶ FAMI-QS
- ▶ STAR-K KOSHER
- ▶ HALAL
- ▶ FSSAI
- ▶ REACH
- ▶ NSF
- ▶ EcoVadis
- ▶ RSPO
- ▶ AGQM

## REGION-WISE REVENUE BREAKUP FY 2022-23



## OUR GLOBAL PRESENCE

6

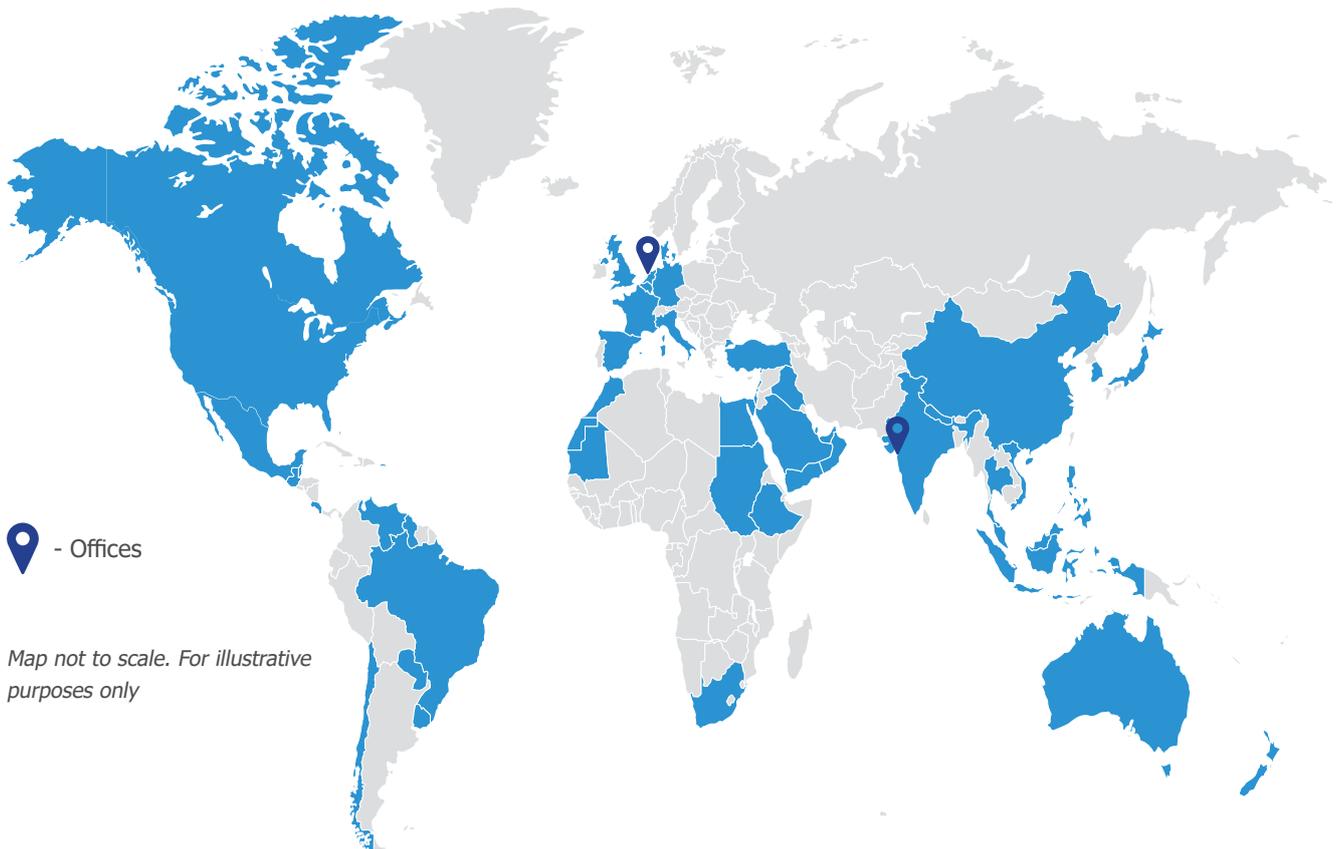
Continents

50+

Countries

2

Offices



- ✓ India ✓ Australia ✓ Bangladesh ✓ Belgium ✓ Brazil ✓ Canada ✓ Chile ✓ China ✓ Colombia ✓ Costa Rica
- ✓ Czech Republic ✓ Denmark ✓ Djibouti ✓ Dubai ✓ Ecuador ✓ Egypt ✓ Ethiopia ✓ France ✓ Germany
- ✓ Guatemala ✓ Indonesia ✓ Iraq ✓ Israel ✓ Italy ✓ Japan ✓ Kuwait ✓ Lebanon ✓ Malaysia ✓ Mexico ✓ Morocco
- ✓ Netherlands ✓ New Zealand ✓ Oman ✓ Paraguay ✓ Philippines ✓ Puerto Rico ✓ Saudi Arabia ✓ Singapore
- ✓ Slovakia ✓ South Africa ✓ South Korea ✓ Spain ✓ Sudan ✓ Taiwan ✓ Thailand ✓ Turkey ✓ United Arab Emirates
- ✓ United Kingdom ✓ United States ✓ Uruguay ✓ Venezuela ✓ Vietnam ✓ Yemen



## MANUFACTURING PROWESS

We operate three strategically located, state-of-the-art manufacturing facilities in Vapi, Gujarat. The facilities have a combined manufacturing capacity of 12,500 MTPA and fulfil the quality and volume requirements of our customers. We continue to invest in expanding capacities and enhancing production to meet the rising global demand. We acquired 42 acres of land at Pakhajan Village, Dahej, Gujarat for the greenfield expansion of our manufacturing capacities in two phases.

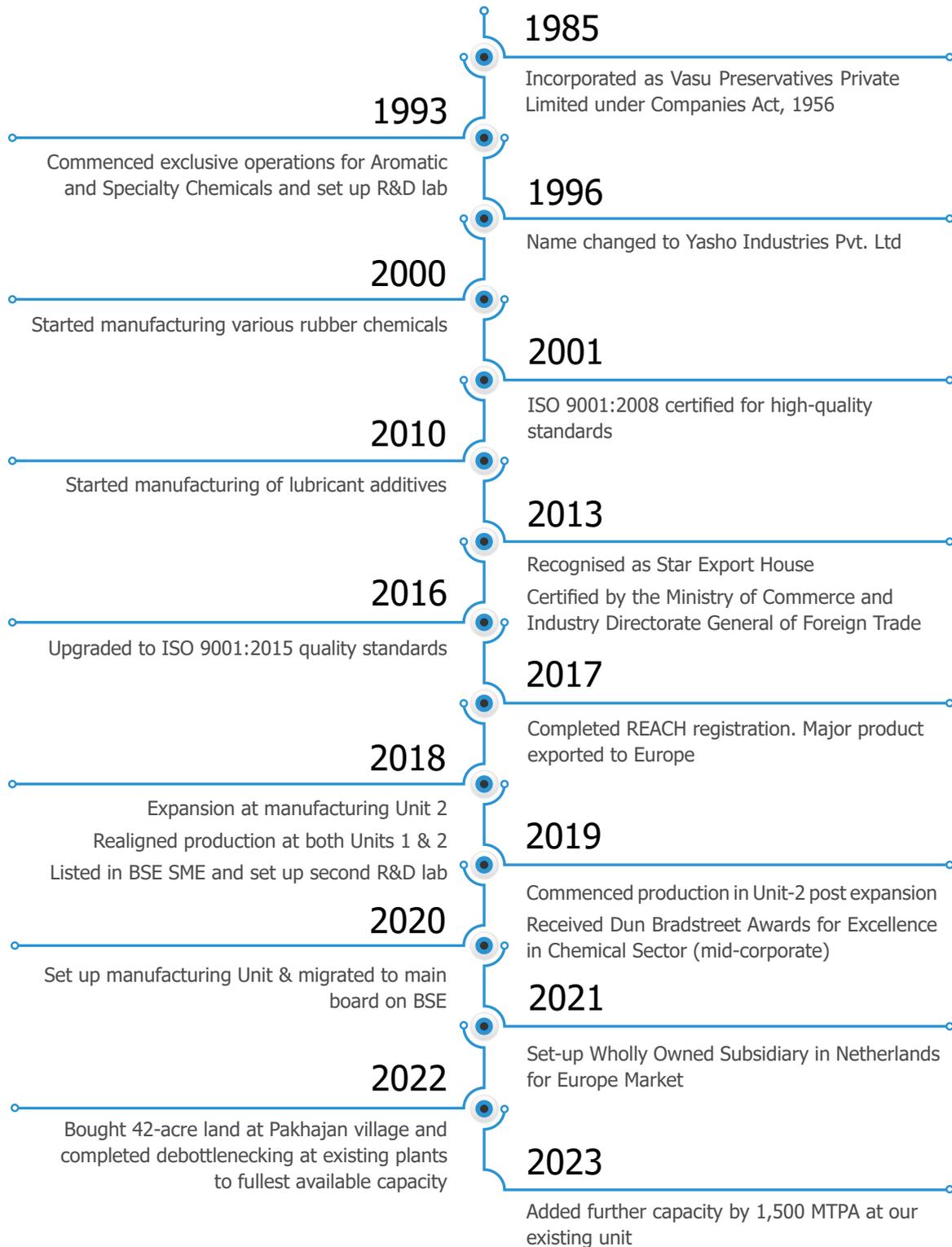
Total Capacity 12,500 MTPA	Capacity Additions	Manufacturing Prowess
<b>Unit 1: 5,850 MTPA</b>	1,500 MTPA added with process change and plant correction	Located close to Nhava Sheva Sea Port enabling efficient Logistics
<b>Unit 2: 5,450 MTPA</b>	900 MTPA capacity added through debottlenecking	Designed as multi-purpose plant to serve diverse industries
<b>Unit 3: 1,200 MTPA</b>	Warehousing and 1,200 MTPA capacity commissioned	Dedicated Research and Development facility to expand product range



THE FACILITIES HAVE A COMBINED MANUFACTURING CAPACITY OF 12,500 MTPA AND FULFIL THE QUALITY AND VOLUME REQUIREMENTS OF OUR CUSTOMERS.



# MILESTONE MOMENTS IN OUR JOURNEY



# MANAGING DIRECTOR & CEO'S MESSAGE



OUR EFFORTS IN SUSTAINABLE DEVELOPMENT ARE EQUALLY IMPRESSIVE. ENVIRONMENT CONSERVATION AND SOCIAL WELFARE OF PEOPLE ARE OUR TOPMOST PRIORITIES.

evolving geopolitical tensions, firms are increasingly seeking to make their supply chains more resilient and diversify their sourcing. With its strong value proposition coupled with comparable scale, technology, raw materials, and supportive government policies, India is emerging as a preferred destination for global chemical companies.

## A YEAR OF STRONG PERFORMANCE

We delivered a strong performance in FY 2022-23 despite global turmoil and macroeconomic challenges. Our ability to adapt and respond to market dynamics ensured a steady performance. Total revenue for the year grew by 9.6% to ₹ 683 Crore from ₹ 623 Crore in the previous year, and to capitalise further, exports will be a high priority going forward. Exports contributed 66% to the total revenue, primarily due to the high-quality nature of our products and long-standing relationships with key customers.

EBITDA increased to ₹ 126 Crore from ₹ 103 Crore in FY 2021-22, marking a growth of 22%. Growth was driven by an improved product mix, better realisation, and capacity expansion post debottlenecking despite the sharp rise in raw material and finished product prices. Net profit grew by 31% to ₹ 68 Crore from ₹ 52 Crore in the previous fiscal.

Our focus on industrial chemicals has been paying off well, and we believe that this sector holds tremendous potential. We will continue to invest in research and development to develop high-quality products that cater to our customers' demands. Demand for these chemicals is steadily increasing on a global scale, and I am quite confident that this segment will drive our future growth and profitability.

R&D and product innovation forms the bedrock of our Company and enables us to stay competitive. We are actively engaged in the development of several new products, which are currently at different stages of approval. We anticipate

## DEAR SHAREHOLDERS,

After a prolonged period of uncertainty, 2022 was expected to see the beginning of a global economic recovery with the pandemic waning and focus returning to economic growth. However, geopolitical tensions, supply chain disruptions caused by the Russia-Ukraine war, energy crisis, and high inflation posed challenges to the global economy. Central banks worldwide raised policy rates to combat this crisis.

On the contrary, FY 2022-23 was an incredible year for India. India outperformed and remained one of the world's fastest-growing economies with Gross Domestic Product (GDP) growing at 7.2% in FY 2022-23 as against 9.1% growth recorded in the previous year. It is indeed encouraging to witness this growth story unfold with a visible supply chain shift in India's favour and its manufacturing prowess getting high recognition globally. Enabling policy reforms of the government have led to social and economic transformation of the country, and the nation is all set to become the fourth largest economy in the world within two years.

Even in an environment of global uncertainty, the Indian specialty chemicals industry remains an attractive source of opportunities. With China's supply chain disrupted and

making substantial improvements to our product mix by leveraging the potential of our existing facilities. Along with this, we are also undertaking specific initiatives to improve processes and enhance efficiencies.

### UPDATE ON CAPACITY EXPANSION AT PAKHAJAN UNIT

Our greenfield project at Pakhajan village at Dahej in Gujarat is on track and expected to commence production in the fourth quarter of FY 2023-24. This project is an essential part of our growth strategy, and we are confident that it will create significant value for our stakeholders. We plan to undertake expansion in phases in this location. We intend to manufacture Industrial Chemicals and add around 17,000 MT in Phase I. I am glad to inform you that the environmental clearances for the project have been received and the construction has started in full swing. Following this expansion, the total capacity of the Company will stand at 29,500 MT.

Overall capex for the Phase I expansion is approximately ₹ 400 Crore which includes land and other necessary investments required to set up this greenfield project. The new capacity will enable us to improve our product mix and seize the enormous opportunities in the global market.

### QUALITY AND SUSTAINABILITY AT THE CORE

Our commitment to quality and sustainability is reinforced through our strong culture and compliance with quality, environment, and employee safety regulations. Our laboratory is equipped with modern, state-of-the-art equipment to ensure product quality. Our stringent checks and quality control team ensure that quality is maintained through every process – right from procurement of raw materials to delivery of final products. We also adhere to all the national and international quality standards to fulfil customers' specific requirements. Our processes have been automated to minimise batch to batch variation and help us deliver the highest quality products.

Our efforts in sustainable development are equally impressive. Environment conservation and social welfare of people are our topmost priorities. We undertake meaningful interventions in waste and water reduction, energy conservation, and optimal use of natural resources to reduce our environmental footprint. On the CSR front, our efforts are aimed at improving the livelihoods of the marginalised communities in which we operate.

### CAPITALISING ON THRIVING OPPORTUNITIES

We are witnessing the phase of Golden Era for the Indian chemical companies. Factors like competitive advantage,

production-linked incentive (PLI) schemes for various downstream industries, lower corporate tax rates, 100% FDI in the chemical sector through automatic route, etc. indicate a bright future for the Indian chemical industry. The Indian chemical industry is expected to touch \$300 Bn by 2025 and reach USD 1 trillion mark by 2040. With India aspiring to become a manufacturing hub for various industries and also for chemicals, the growth in these applications will boost the Indian chemical sector. Growth will also be driven by strong tailwinds in exports due to a shift in the global supply chain driven by the China+1 policy and demand recovery in end-user segments. Further, rising urbanisation, growing young population with higher income levels and evolving aspirations will propel demand for diverse industries which will fuel growth of specialty chemicals in India.

Backed by a talented and committed team of professionals, we remain upbeat about our performance in the coming years. Our inherent strengths including a diverse portfolio, trusted customer relationships, and superior technical and manufacturing capabilities make us globally competitive and a preferred partner.

We foresee a robust demand for specialty chemicals in the coming years, and are, therefore, investing in new products and infrastructure to capitalise on the emerging opportunities. As we are about to commence production at our new Pakhajan site, we continue to improve our product mix from our existing facilities which are operating at full capacity. Our primary goal is to ramp up our existing capacity to an optimum level.

Overall, we are quite optimistic and excited about the future prospects of our Company. We remain committed to creating long-term value for our stakeholders and driving continued growth in the coming years. We believe that our growth mindset and focus on operational efficiency will enable us to deliver on this promise.

### CLOSING REMARKS

Everything we have accomplished would not have been possible without the relentless efforts of our teams, and I extend my heartfelt gratitude to the Yasho family for their unstinted support and commitment. I am also grateful to all our stakeholders for the trust they have bestowed on us, and we are committed to fulfil their expectations and deliver value to them.

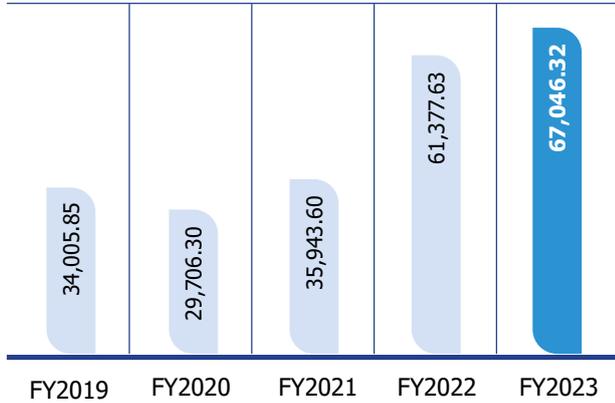
Warm Regards,  
**Parag Jhaveri**  
 Managing Director & CEO



# FINANCIAL PERFORMANCE

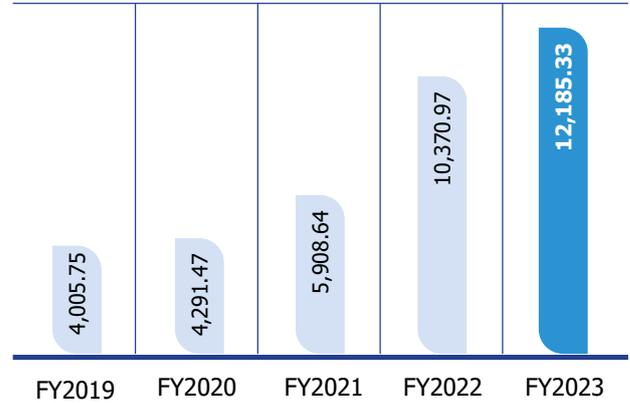
## REVENUE FROM OPERATIONS

(In ₹ Lakhs)



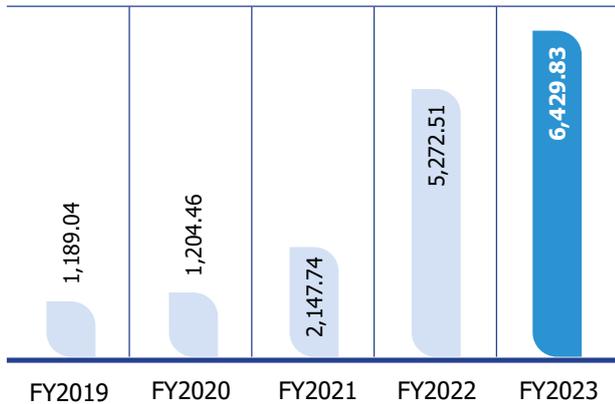
## EBIDTA

(In ₹ Lakhs)



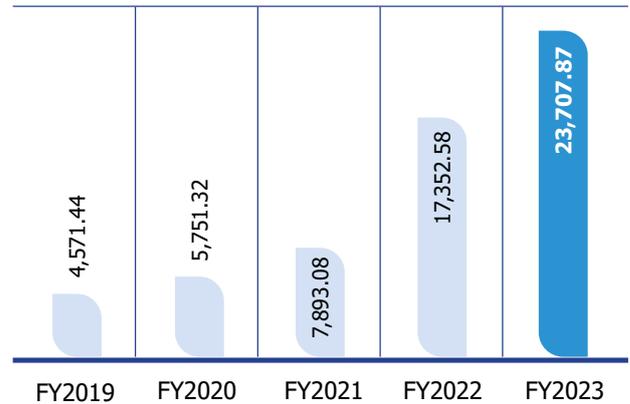
## PAT

(In ₹ Lakhs)



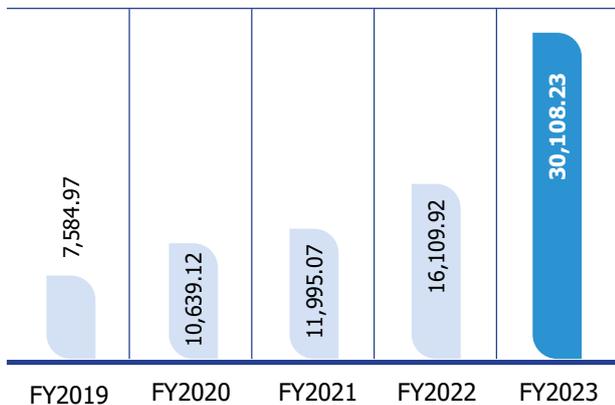
## NET WORTH

(In ₹ Lakhs)



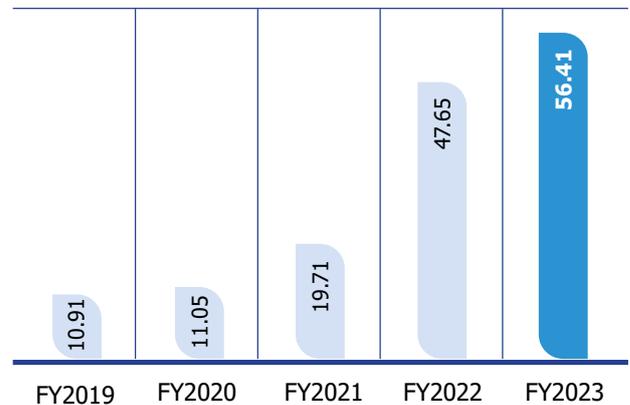
## NET FIXED ASSETS

(In ₹ Lakhs)



## EARNINGS PER SHARE

(₹)



# EMPOWERING HUMAN RESOURCES

At Yasho, we recognise the significance of the Human Resources department as an integral part of our business. Our primary objective is to maximise employee productivity. To achieve this, we follow various modes of knowledge sharing sessions that revolve around effective employee management, enhancing individual and organisational performance, career development, technology implementation and integration, as well as talent and capability building.

One of our foremost priorities is to support our employees' continuous improvement. To accomplish this, we place great importance on providing ongoing training and development programmes. Given the dynamic nature of competition and the business environment, it is crucial for us to empower our employees with learning opportunities and assist them in developing new skills.

## LEARNING AND DEVELOPMENT

At YASHO, we ensure that employees are updated on their skills so as to improve their job performance. To facilitate this, we employ various methods of knowledge sharing, including on-the-job training, classroom sessions, online courses, and certifications. We also leverage both internal and external resources for these learning initiatives. By incorporating learning as a continuous process, we meticulously plan our training calendar to focus on various aspects of skill development.

## SPECIALISED TRAINING IN ADVANCED INSTRUMENTS

When a new instrument is acquired, manufacturers' expert instrument personnel provide on-site training to train laboratory or plant personnel on the instrument's features, functions, and best practices for optimal performance. This training ensures that the personnel are familiar with the operation, maintenance, and troubleshooting of the new instruments.

## CERTIFICATION TRAININGS

To ensure employees' development and enhance their skills and knowledge, we have a comprehensive annual training calendar. This calendar has training programmes related to Quality, Safety, Good Manufacturing Practices (GMP), ISO and other standards requirements.

## AWARENESS SESSIONS

Several courses and awareness training sessions are conducted for our employees by expertly qualified trainers. These sessions aim to enhance our employees' knowledge and skills in various areas of importance to our organisation.

1. Internal Auditor Course for ISO 9001:2015 Standard
2. Awareness Training Session for ISO 14001 and ISO 45001 standards
3. Awareness Training Session for FAMI-QS v.6
4. Internal Auditor Course for ISO 27001 Standard
5. Awareness Training Session for ESG Implementation and LCA



## HEALTH & SAFETY

As an organisation, our aim is to ensure our employees are protected and create a healthy and safe work environment. Some of our health and safety related programmes outline the importance and provide guidance on health and safety processes as follows:

### HEALTH

1. Biannual medical check-ups for all employees, which encompass ECG and blood tests in addition to regular examinations.
2. Food handlers receive Hepatitis and Typhoid vaccinations annually.
3. Weekly visits by a doctor at all units, and employees avail themselves of this facility for necessary consultations.
4. Our manufacturing units are equipped with 24/7 medical nurses who provide comprehensive first aid.
5. We have a dedicated ambulance.
6. Prior to joining, prospective employees undergo thorough medical examinations.

### SAFETY

Regular safety trainings are conducted throughout the year to ensure the well-being of our employees. These trainings cover a wide range of topics to prepare our staff for various situations. Some of the key training areas are listed below:

1. **Evacuation in cases of emergencies** - Trained on the procedures to be followed during an emergency evacuation.
2. **Operation of fire equipment** - Trained in the operation and usage of fire safety equipment such as fire extinguishers, spill kits, fire hydrants, and other gadgets.
3. **First Aid** - Training on basic first aid techniques to provide immediate medical assistance in cases of injuries or accidents.
4. **Use of PPEs** - Proper usage of Personal Protective Equipment (PPE) is emphasised.

5. **Handling of hazardous chemicals** - Training on the safe handling, storage, and disposal of hazardous chemicals.

6. **Use of eye washer and body shower** - Trained on the correct usage of eye washers, body showers, and other emergency safety equipment to prevent and respond to chemical exposures.

In addition to these regular trainings, we conduct half-yearly mock drills to assess our employees' preparedness and familiarise them with emergency protocols. We also celebrate Safety Week and Road Safety Week, during which various activities and awareness programmes are organised to promote a culture of safety within our organisation. To further enhance our safety initiatives, we invite external technical safety experts to provide specialised training to our employees. Their expertise and insights contribute to the continuous improvement of our safety practices.

### CSR INITIATIVE

We provided funding of ₹ 109.90 Lakhs during the year for promoting education of Kocharva Patel Falia School in Vapi District, Gujarat.



# EMBEDDING SUSTAINABILITY IN OPERATIONS

Quality and sustainability form the cornerstone of our operations. We intend to achieve highest quality standards, improve operational efficiencies, and reduce environmental footprint. Along with this, we strive to bring a positive impact in the communities where we operate through our wide-ranging social welfare activities.

## QUALITY CONSCIOUSNESS

Quality is paramount to us and a key differentiator for the Company. We ensure highest product quality through a modern testing laboratory with advanced instruments and equipment and stringent quality control checks and measures. Adherence to highest quality standards has helped us meet the global quality assurance standards enabling us to maintain long-standing relationships with customers and enhance exports.

## RESPONSIBLE OPERATIONS

We are conscious of our environmental performance and deploy advanced systems, processes and controls across our units for monitoring our environmental footprint. Incorporating the latest technologies, being mindful about proper waste management, prudent resource allocation, energy saving initiatives and other measures enable us to reduce emissions and contribute to a sustainable planet. Environment-friendly catalysts are used in our units to eliminate the generation of toxic waste. Similarly, several processes have been improvised to reduce water consumption by more than 50% of its current consumption volume.



# BOARD OF DIRECTORS



**Mr. Parag Jhaveri**

*Managing Director and CEO*

Mr. Parag Jhaveri has a Master of Science degree in Chemistry from Mumbai University. He has over three decades of experience in the chemical industry. He played a key role in ensuring the robust growth of the organisation with oversight over the functions of sales, finance, R&D, and marketing along with our founder promoter. Under his visionary leadership, the Company has built a model for a sustainable future.



**Mr. Yayesh Jhaveri**

*Whole Time Director & CFO*

Mr. Yayesh Jhaveri is a commerce graduate from Mumbai University. With an experience of three decades in the chemical industry, he has played an eminent role in the growth of the Company by handling the purchase, logistics, supply chain and production planning. He also played an integral part in setting up Unit-II and Unit-III. He currently plays a crucial role in the accounts and finance function. His consistent perseverance and hard work have immensely contributed to the evolution of the Company over the years.



**Mr. Vinod Jhaveri**

*Chairman and Executive Director*

Mr. Vinod Jhaveri is one of the founding promoters of the Company. He is a Commerce graduate from Gujarat University. He remains the main guiding force behind the growth and business strategy of the Company. He currently plays a crucial role for the overall management affairs of the Company. He played a key role in ensuring the consistent growth of the Company and has helped build a robust framework for excellence in implementation.



**Mr. Ullal Ravindra Bhat**

*Non-Executive Independent Director*

Mr. Ullal Ravindra Bhat holds an M.Sc from IIT Kanpur and has attended advanced courses in Finance at the Harvard Business School, Boston, and IIM, Ahmedabad. He is one of India's esteemed investment managers with vast expertise in managing various foreign institutional investments for more than two decades. He joined the Dalton group, UK in 2005 as the Managing Director of Dalton Capital Advisors Private Limited to lead their penetration and business operations in India. He has also co-founded Alphaniti Fintech Private Limited, a new-age investment advisory company offering data-driven, rule-based, and tech-enabled investment products.



**Dr. Prakash Bhate**

*Non-Executive Independent Director*

Dr. Prakash Bhate has done his Ph.D. in Organic Chemistry from The Ohio State University, Columbus, Ohio, USA. He has over 38 years of experience in the chemical industry. As a Professor at the Institute of Chemical Technology in Mumbai, he has taught dyestuff chemistry and organic process technology to students and guided several doctoral and master's students. He was made Fellow of Society of Dyers and Colourists (UK) in 2011-12, and is a Member of the American Chemical Society. After retiring in 2018, he continues to be a visiting professor at the Institute of Chemical Technology, Mumbai.



**Mrs. Sudha Navandar**

*Non-Executive Independent Director*

Mrs. Sudha Navandar is a Qualified Chartered Accountant and Certified Public Accountancy from USA. She completed post qualification course on Information System Audit (DISA) and is also an Insolvency Professional. She is currently a partner in M/s. Pravin R. Navandar & Co. Chartered Accountants, with main focusses on IBC matters, corporate advisory services and income leakage. She is associated as an independent director for number of companies, prominent amongst which are Tribhovandas Bhimji Zaveri Limited, Kolte-Patil Developers Limited, Anand Rathi Wealth Limited, Route Mobile Limited and Vectus Industries Limited.



**Mr. Anurag Surana**

*Non-Executive Independent Director*

Mr. Anurag Surana has three decades of professional experience in the Specialty Chemicals industry and has spent 15 years serving on the Board of Directors of different Specialty Chemicals and Agrochemical Companies. He was associated with PI Industries Ltd. for nearly 20 years. Currently, he is the Managing Director of KAGASHIN Global Network Private Limited. He is also the Director on the Board of Nichino India Private Limited, Neogen Chemicals Limited, and Privi Specialty Chemicals Limited, Neogen Ionics Limited.



# Management Discussion & Analysis

## GLOBAL ECONOMY OVERVIEW

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecast to slow from 6% in 2021 to 3.2% in 2022 and 2.7% in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic.

(Source: <https://www.imf.org/en/publications/weo?page=1>)

Financial stability risks have increased rapidly as the resilience of the global financial system has been tested by higher inflation and fragmentation risks. The recent turmoil in the banking sector and the challenges posed by the interaction between tighter monetary and financial conditions and the build up in vulnerabilities since the global financial crisis. The emergence of stress in financial markets complicates the task of central banks at a time when inflationary pressures are proving to be more persistent than anticipated. Smaller and riskier emerging markets continue to confront worsening debt sustainability trends. The non-bank financial intermediaries (NBFIs) and the vulnerabilities that can emerge from elevated leverage, liquidity mismatches, and high levels of interconnectedness. Tools to tackle the financial stability consequences of NBFIs stress are proposed, underscoring that direct access to central bank liquidity could prove necessary in times of stress, but implementing appropriate guardrails is paramount. The effect of geopolitical tensions on financial fragmentation explores their implications for financial stability – including through potential capital flow reversals, disruptions of cross-border payments, impact on banks' funding costs, profitability, and credit provision, and more limited opportunities for international risk diversification. Based on the findings, it draws policy recommendations aimed at strengthening financial oversight, building larger buffers, and enhancing international cooperation.

(Source: <https://www.imf.org/en/publications/gfsr>)

## INDIAN ECONOMY OVERVIEW

Monetary tightening by the RBI, the widening of the CAD, and the plateauing growth of exports have essentially been the outcome of geopolitical strife in Europe. As these developments posed downside risks to the growth of the Indian economy in FY23, many agencies worldwide have been revising their growth forecast of the Indian economy downwards. These forecasts, including the advance estimates released by the NSO, now broadly lie in the range of 6.5-7%. Despite the downward revision, the growth estimate for FY23 is higher than for almost all major economies and even slightly above the average growth of the Indian economy in the decade leading up to the

pandemic. IMF estimates India to be one of the top two fast-growing significant economies in 2022. Despite strong global headwinds and tighter domestic monetary policy, India is still expected to grow between 6.5 and 7%, and that too without the advantage of a base effect, it is a reflection of India's underlying economic resilience of its ability to recoup, renew and re-energise the growth drivers of the economy.

The impact of the pandemic on India was seen in a significant GDP contraction in FY21. The following year, FY22, the Indian economy started to recover despite the Omicron wave of January 2022. This third wave did not affect economic activity in India as much as the previous waves of the pandemic did since its outbreak in January 2020. Mobility enabled by localised lockdowns, rapid vaccination coverage, mild symptoms and quick recovery from the virus contributed to minimising the loss of economic output in the January-March quarter of 2022. Consequently, output in FY22 went past its pre-pandemic level in FY20, with the Indian economy staging a full recovery ahead of many nations. The experience with the Omicron variant engendered a cautious optimism that it was possible to stay physically mobile and engage in economic activities despite the pandemic. FY23 thus opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path. weather conditions like excessive heat and unseasonal rains, which kept food prices high.

However, the conflict in Europe necessitated a revision in expectations for economic growth and inflation in FY23. The country's retail inflation had crept above the RBI's tolerance range in January 2022. It remained above the target range for ten months before returning to below the upper end of the target range of 6% in November 2022. During those ten months, rising international commodity prices contributed to India's retail inflation as also local. The government cut excise and customs duties and restricted exports to restrain inflation while the RBI, like other central banks, raised the repo rates and rolled back excess liquidity.

With monetary tightening, the US dollar has appreciated against several currencies, including the rupee. However, the rupee has been one of the better-performing currencies worldwide, but the modest depreciation it underwent may have added to the domestic inflationary pressures besides widening the CAD. Global commodity prices may have eased but are still higher compared to pre-conflict levels. They have further widened the CAD, already enlarged by India's growth momentum. For FY23, India has sufficient forex reserves to finance the CAD and intervene in the forex market to manage volatility in the Indian rupee.

(Source: <https://www.indiabudget.gov.in/economicsurvey>)

## OVERVIEW OF THE INDIAN SPECIALTY CHEMICALS INDUSTRY

### Market size of Chemicals & Petrochemicals sector in India is worth ~\$178 Bn

Chemicals industry in India is highly diversified, covering more than 80,000 commercial products. It is broadly classified into Bulk chemicals, Specialty chemicals, Agrochemicals, Petrochemicals, Polymers and Fertilisers. India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale.

India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates. Chemicals industry in India has been de-licensed except for few hazardous chemicals. Upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) and Plastic parks will provide state-of-the-art infrastructure for Chemicals and Petrochemicals sector.

The Chemicals and Petrochemicals market is projected to reach \$300 Bn by 2025.

FDI in Chemicals sector (excluding fertilisers) is \$20.96 Bn (April 2000 to December 2022).

India ranks 11<sup>th</sup> in the World Exports of Chemicals (excluding pharmaceutical products) and ranks 6<sup>th</sup> in the World Imports of Chemicals (excluding pharmaceutical products).

The combined exports of Major Chemicals and Major Petrochemicals in the year 2022-23 (up to July 2022) have increased to ₹ 48.05 thousand Crore from ₹ 47.35 thousand Crore.

Demand for chemical products is expected to grow at approximately 9% p.a. during 2020-25.

Indian chemical industry employs more than 2 Mn people.

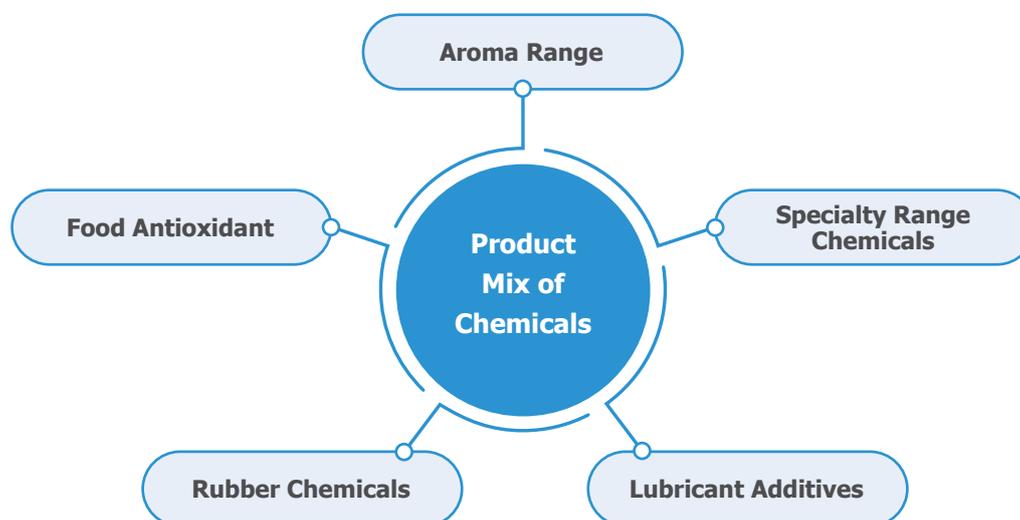
Fertilisers production (weight: 2.63%) increased by 5.4% in October 2022 over October 2021. Its cumulative index increased by 10.5% during April to October 2022-23 over the corresponding period of previous year.

100% FDI is allowed under the automatic route in the chemicals sector (except in the case of certain hazardous chemicals).

(Source: <https://www.investindia.gov.in/sector/chemicals>)

## COMPANY PROFILE AND PERFORMANCE

Your Company is engaged in the manufacturing of varied re-engineered chemicals since two decades.



**Aroma Range Chemicals** - Your Company manufactures various chemicals like fatty esters and natural essential/ aroma oils which cater to a gamut of Personal Care, Cosmetics & Toiletries, Flavors & Fragrances, and Pharmaceutical segments.

**Food Antioxidant Range Chemicals** - Your Company manufactures TBHQ (Tertiary-butyl hydroquinone), BHA (Butylated Hydroxy Anisole), AP (Ascorbyl Palmitate) and various complementary antioxidants which are used in various food products containing oils & fats.

**Rubber Chemicals** - Your Company manufactures accelerators and anti-oxidants for tyre, automotive parts, industrial use and latex articles. Your Company also caters to the leading processors of rubber in the Auto Ancillary, Tyre Industry, Construction, Industrial Machinery, and White Goods sector.

**Lubricant Additives** - Your Company manufactures Lubricant Additives which include Aminic Antioxidants, Molybdenum-based Extreme Pressure & Antiwear Additives and Corrosion inhibitors which are required by the Petroleum



and Synthetic Lubricants industries which improve the performance of lubricants by providing critical performance parameters. They have applications in hydraulic, turbine, engine and gear oils, metal working fluids and greases.

**Specialty Range Chemicals** - Your Company manufactures various Specialty Chemicals used in different segments of the industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs, UPR Resins/Fibre Composites Resins, Thermoplastics Urethanes (Polyurethanes), Printing Inks & Agrochemicals, etc.

Your Company markets, sells, and distributes a wide range of products to its diverse customers based in India and abroad. Over the years, your Company has established its sales network both in domestic and international markets. Its products are exported to various continents i.e., North America, South America, Europe, Australia, Africa, Asia, etc.

The following diagram depicts the breakup of revenue for the period ending March 31, 2023 on the basis of domestic sales and export sales.

#### **Revenue Model on the basis of Domestic and Export Sales:**

- Domestic Sales (33.66%)
- Export Sales (66.34%)

Your Company is focussed on consistently upgrading the technology used in the manufacture of its products through its research and development ("R&D") efforts. Your Company has a dedicated R&D centre located at the manufacturing facilities. The state-of-the-art laboratory uses modern quality control methods and sophisticated instrumentation such as AAS (Atomic Absorption Spectrophotometer), Digital Polarimeter, DSC (Differential Scanning Calorimetry), FTIR (Fourier-Transform Infrared Spectroscopy), GC (Gas Chromatography), HPLC (High-performance liquid chromatography), Refractometer UV Spectrophotometer. The R&D centre is equipped with the latest technology.

Your Company has 3 manufacturing units located in GIDC, Vapi, Gujarat, and has commenced construction of one more manufacturing unit at the Pakhajan Village, Taluka Vagra, District Bharuch. Your Company is certified by ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 which is assessed and certified by Bureau Veritas Certification Holding SAS - UK Branch which conforms to the requirements of the management standard for the manufacturing of various chemicals. Your Company has registered certain products under REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) Regulation, wherein the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company. Your

Company exports its products to European countries and has registered those products under REACH Regulation. It has received various certifications confirming its products to be in line with National and International Standards i.e. HALAL Certifications, STAR KOSHER Certifications, NSF Certifications, FAMIQS Certification, FSSC Certification. AGQM Certification, RSPO Certification, FSSAI Certification.

## **OUTLOOK, OPPORTUNITIES, AND CHALLENGES**

### **Outlook & Opportunities**

- The Indian specialty chemicals market is growing at almost twice the global average. Further, India's large population base with lower per-capita consumption of chemicals and relatively strong GDP growth outlook suggests a vast untapped potential. Being an established supplier of specialty chemicals to leading players from various industries, your Company is well-positioned to take advantage of this growth.
- The 'Make in India' initiative will facilitate the industry with common infrastructure and a consequent rapid flow of FDI into the sector which will accelerate growth.
- Your Company is environment conscious and stands to benefit from stricter environmental norms.
- The Indian specialty chemicals industry continues to enjoy advantages in terms of highly skilled talent and low labour costs.
- Your Company enjoys additional advantages of product development capabilities, branding and distribution, in addition to having a strong research and development centre, which can be applied to domestic products as well.
- With the introduction of the Goods and Services Tax (GST), double taxation has been pre-empted as all state and central taxes are rationalised and made consistent across the country. Consequently, future production facilities will be based more on logistical considerations, and supply to consumer industries will be market-driven.

### **Challenges**

- Financial conditions have tightened and risks to the global economy have increased as a result of the Russia-Ukraine crisis. Soaring commodity prices pose challenging trade-offs for central banks. Central banks should act decisively to prevent inflation from becoming entrenched without jeopardising the recovery and address financial vulnerabilities. Policymakers should intensify their efforts to implement the 2021 United Nations Climate Change Conference (COP26) roadmap while taking appropriate steps to address energy security concerns.

## FINANCIAL AND OPERATIONAL PERFORMANCE REVIEW

The major items of the financial statement are shown below:

Particulars	₹ in Lakhs	
	2022-23	2021-22
Net Sales & Other Income	67,046.32	62,410.77
Profit before Interest & Depreciation	12,185.33	10,370.97
Interest	1,553.76	1,375.56
Depreciation	1,984.12	1,867.99
Profit/(Loss) before exceptional item and tax	8,647.44	7,127.42
Less: Exceptional Item	-	-
Less: Provision for Tax (Net)	2,217.62	1,854.90
Profit After Tax	6,429.83	5,272.51
Balance available for Appropriation	17,504.25	11,131.42

Your Company's total income stood at ₹ 67,046.32 Lakhs in FY 2022-23 as compared to ₹ 62,410.77 Lakhs in FY 2021-22, registering 9.24% growth despite challenging macro-economic conditions. Your Company witnessed healthy demand and improved performance in terms of order enquiries and leads from customers and distributors.

## FIVE YEARS AT A GLANCE

Year Ending March 31	2022-23	2021-22	2020-21	2019-20	2018-19
<b>PROFITABILITY RATIOS</b>					
Gross Margin (%)	39.64	37.30	34.99	36.55	32.12
EBITDA margin (%)	18.77	16.86	16.44	14.07	11.78
PAT Margin (%)	10.11	8.53	5.98	4.04	3.50
Return on Net Worth (%)	28.52	30.21	27.21	20.75	25.96
Return on Capital Employed (%)	25.84	34.16	32.11	25.10	27.50
<b>ASSET PRODUCTIVITY RATIOS</b>					
Fixed Asset Turnover	4.37	4.90	3.77	4.06	5.90
Total Assets Turnover	1.19	1.55	1.24	1.13	2.72
<b>GEARING RATIOS</b>					
Debt/ Equity	1.3	1.0	2.0	2.7	3.1
Interest Coverage Ratio	6.8	6.1	2.9	2.1	2.1
Current Ratios	1.30	1.29	1.12	1.06	1.13
<b>VALUATION RATIOS</b>					
Earning Per Share {Post Tax} (₹)	59.54	45.87	18.84	10.52	10.43
Book Value Per Share (₹)	208.75	151.81	69.24	50.70	40.18
Dividend Payout (%)	5%	5%	5%	5%	5%
Trailing Price/ Earning Ratio	25.20	42.86	15.25	11.88	11.54
EV EBITDA Multiple Ratio	6.38	7.86	4.10	4.56	4.35

- (1) Fixed Asset Turnover : Net Sales/ Average Net Fixed Assets ( Property, Plant and Equipment)
- (2) Total Asset Turnover : Net Sales/ Average Total Assets
- (3) Book Value per Share : Total Equity/ Outstanding Equity Shares
- (4) Dividend Payout : % of Payout
- (5) Trailing Price: Closing Share Price on the last working day of March

Given below is the analysis of major items of the financial statements:

Particulars	₹ in Lakhs		
	2022-23	2021-22	Change %
<b>Debt Equity Ratio</b>	1.37	1.02	34.48%
"Company has availed substantial long-term loans for its greenfield project at Pakhajan, Gujarat which has resulted in increased debt on the Company"			
<b>Operating &amp; Net Profit Margin (%)</b>	9.43%	8.59%	9.83%
"Owing to the increased sales value (by 9.24%), and synergies and efficiencies in production, the Company was able to maximise its profits"			
<b>Return on Net Worth (%)</b>	36.47%	30.38%	20.04%
"Due to increased net operating profit (9.43%), the Company was able to generate more value for its shareholders"			



## RISKS AND CONCERNS

Your Company has a comprehensive Enterprise Risk Management (ERM) framework in place for risk assessment and mitigation across the organisation. The framework is designed to provide risk score measures for each of the potential risks as well as for its financial, reputational, and operational impact. It also provides risk improvement plans, critical success factors, and target dates to control risks.

Your Company has aligned its policy on risk assessment with the global standards and risk assessment reports are reviewed at regular intervals. It has also adopted a focussed approach towards risk management in the form of a corporate insurance program. The goal of this program is to optimise the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to the business operations of your Company across all its locations.

As part of the Company's policy, the relevant parameters for all manufacturing sites are analysed to minimise the risk associated with the protection of environment, safety of operations, and health of people at work. These are monitored regularly with reference to statutory regulations prescribed by government authorities and guidelines defined by your Company. Your Company adheres to the legal requirements concerning emission, wastewater, and waste disposal. Improving workplace safety continues to be the top priority at all manufacturing sites.

Your Company continues its focus on compliance in all areas of business operations by rationalising and strengthening controls. Your Company has set in place a requisite mechanism for meeting compliance requirements and periodic monitoring to avoid any deviation. Your Company aims to set exemplary and sustainable standards, not only through products, services, and performance, but also through integrity and behaviour. As part of continuing efforts to ensure that such exemplary standards are maintained and to provide employees with a good understanding of the demands of anti-bribery and corruption laws, your Company has laid policies on the prevention of Bribery and Corruption.

The business operations of your Company are exposed to several risks such as market risk, foreign exchange risk, interest rate risk, price risk, credit risk, liquidity risk, etc. The risk management program focusses on the unpredictability of financial markets and seeks to reduce potential adverse

effects on financial performance. Your Company's critical software is operated on a server with regular maintenance and backup of data and is connected to a centralised computer centre operated by your Company. The system's parallel architecture overcomes failures and breakdowns. The global communication network is managed centrally and is equipped to deal with failures and breakdowns.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has adequate internal control procedures commensurate with its size and nature of business. Your Company has clearly laid down policies, guidelines, and procedures that form a part of the internal control systems. The adequacy of the internal control systems encompasses the Company's business processes and financial reporting systems and is examined by the management as well as by its internal auditors at regular intervals.

The internal auditors conduct audits at regular intervals to identify the weaknesses and suggest improvements for better functioning. The observations and recommendations of the internal auditors are discussed by the Audit Committee to ensure timely and corrective action.

## HUMAN RESOURCES

Your Company recognises that its committed and talented workforce is the key factor in driving sustainable performance and growth. As one of the most critical assets of the Company, its people are responsible for its competitive advantage. Your Company is committed to recruiting and retaining the most relevant and best industry talent. Employees are thereafter nurtured, developed, motivated, and empowered to boost their skills and performance capabilities.

Your Company continuously seeks to inculcate within its employees a strong sense of business ethics and social responsibility. Relations with the employees at all levels remained cordial during the year. Your Company had 659 permanent employees as on March 31, 2023.

**For Yasho Industries Limited**

**Vinod Harilal Jhaveri**

(Chairman & Executive Director)

DIN: 01655692

Place: Mumbai

Date: May 02, 2023

# Directors' Report

To  
The Members,  
**Yasho Industries Limited**

Your Directors are pleased to present the **37<sup>th</sup> (Thirty Seventh) Annual Report** on the business and operations of the Company, together with the **Audited Financial Statements** for the year ended **March 31, 2023**.

## 1. FINANCIAL SUMMARY AND HIGHLIGHTS

Particulars	Year Ended	Year Ended	Year Ended	Year Ended
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	(Standalone)		(Consolidated)	
Total Income	68,159.60	62,410.77	68,259.47	62,298.66
<b>Profit before Tax</b>	<b>8647.44</b>	<b>7,127.42</b>	<b>9,060.33</b>	<b>7,083.50</b>
Less: Tax	2217.62	1,854.90	2,273.56	1854.90
<b>Profit after tax</b>	<b>6,429.83</b>	<b>5,272.51</b>	<b>6,786.76</b>	<b>5,228.60</b>
Add: Balance brought forward	11,131.42	5913.40	11,087.50	5913.40
Less: Dividend Paid	57.00	54.50	57.00	54.50
Net Profit available for appropriation	17,504.25	11,131.42	<b>17,817.27</b>	11,087.50

## 2. STATE OF COMPANY'S AFFAIRS

### OPERATIONS

- During the year under review, the Company achieved a total revenue (including other income) of ₹ 68,159.60 Lakhs as compared to ₹ 62,410.77 Lakh in the financial year 2021-22.
- EBITDA for the year under review stood at ₹ 12,185.33 Lakhs as against ₹ 10,370.97 Lakhs in the previous year.
- After providing ₹ 1,553.76 for Finance Cost, ₹ 1,984.12 Lakhs for depreciation, ₹ 2,308.48 Lakhs for income tax, ₹ (90.86) Lakhs deferred tax Income, Net Profit for the year stood at ₹ 6,429.83 Lakhs as against ₹ 5,272.51 Lakhs achieved in the previous year on standalone basis.

## 3. TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserve. However, the Company has retained the current year profit in the accumulated Profit and Loss account.

## 4. DIVIDEND

The Board of Directors in its meeting held on May 02, 2023, has recommended a final dividend of ₹ **0.50 per equity share** for the year ended March 31, 2023 subject to the approval of the Members at the 37<sup>th</sup> Annual General Meeting ('AGM').

The said dividend is in line with the Dividend Distribution Policy of the Company.

### DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") the top 1000 Listed Companies shall formulate a Dividend Distribution Policy. Company's ranking as on March 31, 2023 was on No. 790 (Source: [https://www.bseindia.com/downloads/Top1000Companies\\_as\\_on\\_31March2023\\_based\\_on\\_market\\_capitalisation.zip](https://www.bseindia.com/downloads/Top1000Companies_as_on_31March2023_based_on_market_capitalisation.zip))

The Policy is available on the Company's website and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/dividend\\_distribution\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/dividend_distribution_policy-new.pdf)

### INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "**IEPF Rules**") (including any statutory modification(s) or re-enactment(s) thereof 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**") maintained by the Central Government. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for 7 (Seven) consecutive years or more are also required to be transferred to the demat account created by the IEPF Authority.



Your Company does not have any unpaid unclaimed dividend or shares relating thereto which is required to be transferred to the IEPF till the date of this Report.

The details of the unclaimed dividends for the financial year 2020-21 and 2021-22 are available on the Company's website at <https://www.yashoindustries.com/public-notice.html>

The nodal officer for the purpose of IEPF is Ms. Komal Bhagat (Company Secretary and Compliance officer) of the Company. The details of the same are mentioned on the website of the Company. The web link is [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details\\_of\\_iepf\\_nodal\\_officer.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details_of_iepf_nodal_officer.pdf)

## 5. SHARE CAPITAL

### a) AUTHORISED SHARE CAPITAL

The authorized share capital of the Company as at March 31, 2023 was ₹ **15,00,00,000 (Rupees Fifteen Crore only)** consisting of **1,50,00,000 (One Crore Fifty Lakhs)** equity shares of ₹ **10 (Rupees Ten)** each.

### b) PAID UP SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2023 was ₹ **11,39,92,000 (Rupees Eleven Crore Thirty Nine Lakhs Ninety Two Thousand Only)** divided into 1,13,99,200 **(One Crore Thirteen Lakhs Ninety Nine Thousand Two Hundred only)** equity shares of ₹ **10/- (Rupees Ten)** each. During the year under review, the Company has not issued any equity shares with or without differential voting rights.

## 6. LISTING FEES

Your Company has paid requisite annual listing fees to BSE Limited (BSE) where its equity shares are listed.

## 7. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes and commitments, have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report which may affect the financial position of the Company or its status as a **"Going Concern"**

## 8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## 9. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

### SUBSIDIARIES

During the financial year 2021-22 Company has incorporated a wholly owned subsidiary company in Netherlands viz. **'Yasho Industries Europe B.V.'** on June 29, 2021. It has been engaged in the marketing, sale, import and export of specialty and fine chemicals.

During the financial year 2022-23, revenue from operations was EUR 36.10 Lakhs. Net profit after tax for the financial year 2022-23 was EUR 3.64 Lakhs.

The Financial Statements of the Subsidiary is also available on the website of the Company and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho\\_industries\\_europe\\_b.v.\\_financial\\_results\\_-\\_march\\_2023.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho_industries_europe_b.v._financial_results_-_march_2023.pdf)

### Material Subsidiary

None of the above mentioned subsidiary is a material subsidiary as per the thresholds laid down under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time.

The Board of Directors of the Company has approved a Policy for determining material subsidiaries in line with the Listing Regulations. The Policy has been uploaded on the Company's website and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/determination\\_of\\_material\\_subsidary\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/determination_of_material_subsidary_policy-new.pdf)

### ASSOCIATE AND JOINT VENTURE COMPANIES

As on March 31, 2023, the Company does not have any associate and joint venture companies.

## 10. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company for the financial year 2023 are prepared in compliance with the applicable provisions of the Act, including Indian Accounting Standards specified under Section 133 of the Act. The audited Consolidated Financial Statements together with the Auditors' Report thereon form part of the Annual Report.

Pursuant to Section 129(3) of the Act, a statement containing salient features of the Financial Statements of each of the subsidiaries, associates and JV Companies in the prescribed **Form AOC-1** as **Annexure A** forms part of the Annual Report.

The Financial Statements of the Subsidiary is also available on the website of the Company and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho\\_industries\\_europe\\_b.v.\\_financial\\_results\\_-\\_march\\_2023.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho_industries_europe_b.v._financial_results_-_march_2023.pdf)

## 11. STATUTORY AUDITOR & AUDIT REPORT

M/s V J Shah & Co, Chartered Accountants (Firm Registration Number: 109823W) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on July 29, 2020 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. They have confirmed to the Company that they are not disqualified from continuing to act as the Statutory Auditors of the Company.

The Statutory Auditors' Report forms part of the Annual Report. There is no audit qualification, reservation or adverse remark for the year under review. There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

## 12. COST AUDITOR

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to maintain cost accounting records and have them audited every year.

The Board of Directors, on the recommendations of the Audit Committee, has approved the appointment of Mr. Kaushal Joshi, Cost Accountant (Registration No. 40592), as Cost Auditor of the Company for the financial year 2023-24, under section 148 of the Companies Act, 2013.

The remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution seeking Member's ratification for the remuneration payable to Mr. Kaushal Joshi, Cost Accountant, is included at Item No. 04 of the notice convening the Annual General Meeting.

The Company has maintained cost records as specified under Section 148 of the Act.

## 13. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company has appointed M/s. Dhruvil M. Shah & Co. LLP, a Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as **Annexure B** and forms an integral part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark

## 14. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company.

## 15. DIRECTORS OR KEY MANAGERIAL PERSONNEL

### a) DIRECTORATE

#### Appointment / Re-Appointment

##### Mr. Vinod Jhaveri

In accordance with the provisions of Section 152 of the Act, Mr. Vinod Jhaveri (DIN: 01655692), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting. Brief profile of Mr. Vinod Jhaveri has been given in the Notice convening the Annual General Meeting.

##### Mrs. Sudha Pravin Navandar

During the year, the Board of Directors, in their meeting, had approved the appointment of Mrs. Sudha Pravin Navandar as an Additional Director under Independent Director category subject to the approval of shareholders for a period of 5 (Five) years effective from June 06, 2022. Subsequently, the shareholders approved the appointment of Mrs. Sudha Pravin Navandar as an Independent director at the Annual General Meeting for the financial Year 2021-22 held on July 12, 2022.

##### Mr. Yayesh Jhaveri

In terms of Section 152 of the Act, Mr. Yayesh Jhaveri, Director, being liable to retire by rotation, was re-appointed by the Members at the AGM held on July 12, 2022.

#### Cessation

There is no cessation during the period under review.

### b) KEY MANAGERIAL PERSONNEL ('KMP')

#### Cessation

##### Mr. Yayesh Vinod Jhaveri

Mr. Yayesh Vinod Jhaveri, has resigned from the position of Chief Financial Officer of the Company with effect from May 2, 2023. The Board of Directors, in their meeting dated May 2, 2023 have accepted resignation of Mr. Yayesh Vinod Jhaveri.

#### Appointment

##### Mr. Deepak Lalit Kaku

Consequently, due to resignation of Mr. Yayesh Vinod Jhaveri from the position of Chief Financial Officer of the Company with effect from May 2, 2023. The Board of Directors, in their meeting, have approved appointment of Mr. Deepak Lalit Kaku as a Chief Financial Officer of the Company with effect from May 3, 2023.

### c) INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the conditions of

independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In the opinion of the Board, the Independent Directors fulfil the said conditions of independence. The Independent Directors have also confirmed that they have complied with the Company’s Code of Business Conduct & Ethics. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company’s businesses for effective functioning, which are detailed in the Report on Corporate Governance.

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, the Independent Directors are independent of the management, possess the requisite integrity, experience, expertise, proficiency, and qualifications. The details of remuneration paid to the members of the Board of Directors and its Committees are provided in the Report on Corporate Governance.

## 16. COMMITTEES OF THE BOARD

The Board of Directors has the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders’ Relationship Committee
- d) Corporate Social Responsibility Committee
- e) Risk Management Committee

The details of the requisite Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the Report on Corporate Governance as required under Schedule V of the Listing Regulations.

## 17. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has developed a robust familiarisation process for the newly appointed Directors with respect to their roles and responsibilities, way ahead of the prescription of the regulatory provisions. The process has been aligned with the requirements under the Act and other related regulations. This process inter alia includes providing an overview of the chemical industry, the Company’s business model, the risks and opportunities, the new products, innovation, sustainability measures, digitisation measures etc.

Further a visit to Vapi Plant of the Company was also organised during the year.

The Details of the familiarisation programme are also available on the Company’s website and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details\\_of\\_familiarization\\_programme\\_imparted\\_to\\_independent\\_directors\\_%E2%80%932022-23.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details_of_familiarization_programme_imparted_to_independent_directors_%E2%80%932022-23.pdf)

## 18. BOARD EVALUATION

### Formal Annual Evaluation

In compliance with the Act and Regulation 17 and other applicable provisions of the Listing Regulations, the performance evaluation of the Board, its committees and of the Directors was carried out during the year under review.

### Manner of effective evaluation

The Company has laid down evaluation criteria separately for the Board, its Committees, and the Directors in the form of questionnaire.

### Evaluation of Directors

The criteria for evaluation of Directors include parameters such as attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, focus on core values, vision, and mission etc.

### Evaluation of Board and its Committees

The criteria for evaluation of Board include whether Board meetings were held in time, all items which were required as per law to be placed before the Board were placed or not, whether the same have been discussed and appropriate decisions were taken, adherence to legally prescribed composition and procedures, timely induction of additional/ women Directors and replacement of Board members/Committee members, whenever required, and whether the Board facilitates the independent directors to perform their role effectively.

The criteria for evaluation of Committee include taking up roles and functions as per its terms of reference, independence of the Committee, whether the Committee has sought necessary clarifications, information and explanations from management, internal and external auditors etc.

Based on such criteria, the performance evaluation of the Independent Directors was carried out by the entire Board, excluding Directors being evaluated. Independent Directors were evaluated based on parameters, such as, qualifications, experience, knowledge and competence.

The performance evaluation of Chairman, Executive and Non-Executive Directors were carried out by

the Independent Directors who also reviewed the performance of the Board as a whole in their meeting held on February 7, 2023.

The Directors expressed their satisfaction with the evaluation process. Performance evaluation of the Board, its various Committees and directors including Independent Directors was found satisfactory.

## 19. DEPOSITS

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2023. There were no unclaimed or unpaid deposits as on March 31, 2023.

### DETAILS OF DEPOSITS NOT IN COMPLIANCE WITH THE REQUIREMENTS OF THE ACT

Since the Company has not accepted any deposits during the financial year ended on March 31, 2023, there has been no non-compliance with the requirements of the Act.

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

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

## 21. ANNUAL RETURN

The Annual Return of the Company in **Form MGT-7** as provided under Section 92 of the Act is available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/annual\\_return\\_2022-23.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/annual_return_2022-23.pdf)

## 22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Board of Directors has adopted a policy on related party transactions. As per the Policy on related party transactions, all transactions with related parties were reviewed and approved by the Audit Committee. Omnibus approval was obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. A statement giving details of all related party transactions entered pursuant to omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review. The Policy on Related Party Transactions is available on the website of the company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/materiality\\_of\\_related\\_party\\_transactions\\_policy\\_-110622.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/materiality_of_related_party_transactions_policy_-110622.pdf)

The objective of the policy is to ensure proper approval, disclosure and reporting of transactions that are or may be executed by and between the Company and any of its related parties. The related party transactions are

as mentioned in notes to accounts which sets out the related party transactions disclosures pursuant to IND AS-24. All the transactions/contracts/arrangements, falling within the purview of provisions of section 188 of the Act, entered by the Company with related parties during the year under review are in ordinary course of business and an arm's length has been maintained in the transaction. The Company has not entered into any new material contract or arrangement with related parties during the year under review. Therefore, there is no requirement to report any transaction in **Form AOC-2** in terms of Section 188 and 134 of the Act, read with Rule 8 of the Companies (Accounts) Rule, 2014.

## 23. CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted a CSR Committee in accordance with Section 135 of the Act.

CSR activities at your Company are in line with the provisions of section 135 read with schedule VII to the act. As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has focused in the areas of education, preventive health care and Rural Development. These projects are in accordance with Schedule VII of the Act and the Company's CSR policy. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure D** and forms an integral part of this Report.

The CSR policy is available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/csr\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/csr_policy.pdf)

## 24. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure E** to this Report.

## 25. NUMBER OF MEETING OF THE BOARD

The Board meetings are pre-scheduled well in advance to help Director's to plan their schedules and ensure meaningful participation. However, if the need arise in case of special and urgent business, the Board's approval is obtained by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings.

The Board met Four (4) times during the year under review. The details of the number of meetings of the Board held during the Financial Year 2022-23 and the attendance therein forms part of the Report on Corporate Governance.



## 26. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3) (C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. 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 as at March 31, 2023 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. 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
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 27. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178

The Company has in place a policy for remuneration of Directors and KMP as well as a well-defined criterion for the selection of candidates for appointment to the said positions, which has been approved by the Board. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to the Executive and Non-Executive Directors (by way of sitting fees and commission) and KMP.

The criteria for the selection of candidates for the above positions cover various factors and attributes, which are considered by the Nomination & Remuneration Committee and the Board of Directors while selecting candidates. The policy on remuneration of Directors and KMP is available at the website of the Company and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/nomination\\_and\\_remuneration\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/nomination_and_remuneration_policy-new.pdf)

The Board of Directors of the Company also formulated and adopted the policy on the '**Diversity of the Board**'. The details of the same are available at the website of the Company and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/board\\_diversity\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/board_diversity_policy-new.pdf)

## 28. VIGIL MECHANISM / WHISTLE BLOWER POLICY

To oversee and review the Vigil Mechanism/whistle-blower function established by the Company to report the genuine concerns against the suspected or confirmed fraudulent activities, allegations of corruption, violation of the Company's Code of Conduct. The Company will provide adequate safeguards against victimisation of persons who use this mechanism. Such persons shall have direct access to the Chairman of the Audit Committee when appropriate. During the year under review, no complaints were received under the Whistle Blower Policy.

The Whistle Blower Policy has been posted on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil\\_mechanism\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil_mechanism_policy.pdf)

## 29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

## 30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control systems are commensurate with the nature of its business, and the size and complexity of its operations and such internal financial controls concerning the Financial Statements are adequate.

Further, Statutory Auditors in its report expressed an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls.

## 31. RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. The Company has duly approved a Risk Management Policy. The objective of this Policy is to have a well-defined approach to risk. The policy lays down broad guidelines for timely identification, assessment, and prioritization of risks affecting the Company in the short and foreseeable future. The Policy

suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately addressed or mitigated. Risk Management Policy is available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/risk\\_management\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/risk_management_policy-new.pdf)

Further, The Company has developed and implemented a risk management plan and in the opinion of the Board of Directors, no risks have been identified which may threaten the existence of the Company. Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as finance & taxation, regulatory & compliance, insurance, legal and other issues like cyber security, data privacy, health, safety and environment.

### 32. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of

The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (**ICC**) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year, no complaint was received by the Company.

### 33. SECRETARIAL STANDARDS

During the year under review, your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### 34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations is provided in a separate section and forms an integral part of this Report.

### 35. CREDIT RATINGS

The following ratings have been reaffirmed / assigned to the Company for its Bank facilities:

Instrument Type	Maturity Date	Size of Issue (₹ in Million)	Rating/Outlook	Rating Action
<b>Issuer rating</b>			IND BBB+/Stable	Affirmed
Term loan	March 2027	₹ 324.3	IND BBB+/Stable	Affirmed
<b>Fund-based limits</b>		₹ 1,400	IND BBB+/Stable/IND A2+	Affirmed
Non-fund-based limits		₹ 505	IND A2+	Affirmed
Term loan	March 2031	₹ 2,400	IND BBB+/Stable	Assigned
Fund-based limits		₹ 300	IND BBB+/Stable/IND A2+	Assigned
Non-fund-based limits		₹ 200	IND A2+	Assigned

Above ratings are given for the FY 2021-22, Company have not received rating for F.Y. 2022-23.

### 36. REPORT ON CORPORATE GOVERNANCE

As per Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Report on Corporate Governance practices followed by the Company, together with a certificate received from the Practising Company Secretaries confirming compliance is annexed as **Annexure F**.

### 37. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report as required by Regulation 34(2) of the Listing Regulations is annexed as **Annexure G** and forms an integral part of this Report.

### 38. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the Financial Year 2022-23, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company.

As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.



### **39. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE AT THE TIME OF TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the Financial Year 2022-23, the Company has not made any onetime settlement with any Bank or Financial Institutions.

### **40. OTHER DISCLOSURE**

During the Financial Year under review:

- a) The Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of the Act and Rules made thereunder.
- b) The Company has not issued any Sweat Equity Shares to its Directors or employees.
- c) No Director of the Company is in receipt of any remuneration or commission from its subsidiaries.
- d) There was no revision of financial statements
- e) The Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the Company, pursuant to the provisions of Section 67 of the Act and Rules made thereunder.
- f) The Company's securities were not suspended.

### **41. CAUTIONARY STATEMENT**

Statements in the Director's Report and the Management Discussion and Analysis describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include: global and domestic demand and supply conditions, and other business policies, changes in government regulations and tax laws, overall economic growth rate etc., economic developments within India and the countries within which the Company conducts business etc.

### **42. ACKNOWLEDGMENTS**

Your Directors wish to place on record sincere gratitude and appreciation, for the contribution made by the employees at all levels for their hard work, support, dedication towards the Company.

Your Directors thank the Government of India and the Government of Gujarat and Maharashtra for their co-operation and appreciate the relaxations provided by various Regulatory bodies to facilitate ease in compliance with provisions of law.

Your Directors also wish to thank employees, customers, business associates, suppliers, investors and bankers for their continued support and faith reposed in the Company.

For **Yasho Industries Limited**

**Vinod Harilal Jhaveri**

(Chairman & Executive Director)

DIN: 01655692

Place: Mumbai

Date: May 02, 2023

## ANNEXURE A FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

#### PART A SUBSIDIARIES

₹ in Lakhs

1	Sl. No.	
2	Name of the subsidiary	Yasho Industries Europe B.V
3	Date since when the subsidiary was acquired	June 29, 2021
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2022 to March 31, 2023
5	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	EUR = ₹ 89.50
6	Share capital	0.9
7	Reserves & surplus	323.92
8	Total assets	2036.94
9	Total Liabilities	1712.13
10	Investments	-
11	Turnover	3231.18
12	Profit before taxation	383.68
13	Provision for taxation	57.55
14	Profit after taxation	326.13
15	Proposed Dividend	-
16	Extent of shareholding (in percentage)	100%

- 1 Names of subsidiaries which are yet to commence operations: None
- 2 Names of subsidiaries which have been liquidated or sold during the year: None
- 3 The financial statements of subsidiaries are converted into Indian Rupees on the basis of exchange rate as on closing day of the financial year.

#### PART B ASSOCIATES AND JOINT VENTURES: None

For **V J SHAH & CO.**  
Chartered Accountants  
FRN:109823W

For and on Behalf of the Board  
For **Yasho Industries Limited**

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO. : 164370

**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

PLACE : MUMBAI  
DATE : May 02, 2023

**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

**KOMAL BHAGAT**  
CS & COMPLIANCE OFFICER  
Mem. No: A49751



**ANNEXURE B**  
**FORM NO MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Yasho Industries Limited**

Office No. 101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai 400058

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **YASHO INDUSTRIES 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** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **March 31, 2023** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;  
**Not Applicable to the Company during the period under review**
  - e. 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;
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable to the Company during the period under review**
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the period under review**
  - h. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has informed that there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses / regulations of the followings:

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

During the period under review the Company has complied, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as 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, Independent Directors and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

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

For **Dhruvil M. Shah & Co. LLP**  
Practising Company Secretaries  
ICSI URN: L2023MH013400  
PR: 3147/2023

**Dhruvil M. Shah**  
Partner  
FCS 8021 | CP 8978  
UDIN: F008021E000241540

Place: Mumbai  
Date: May 2, 2023

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



**ANNEXURE I**  
**(To the Secretarial Audit Report)**

To,  
The Members,  
**Yasho Industries Limited**

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

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. 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 the 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 the 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 the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Dhruvil M. Shah & Co. LLP**  
Practising Company Secretaries  
ICSI URN: L2023MH013400  
PR: 3147/2023

**Dhruvil M. Shah**  
Partner  
FCS 8021 | CP 8978  
UDIN: F008021E000241540

Place: Mumbai  
Date: May 2, 2023

**ANNEXURE C****Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors.****(A) CONSERVATION OF ENERGY**

1. the steps taken or impact on conservation of energy;	The Company has regularly conducted seminars to educate its employees to conserve energy.
2. the steps taken by the company for utilizing alternate sources of energy;	The Company is evaluating necessary steps for utilizing alternate sources of energy
3. the capital investment on energy conservation equipments;	NIL

**(B) TECHNOLOGY ABSORPTION**

1. the efforts made towards technology absorption;	Through continuous Research in the Technology, efforts are made to bring in innovative Technologies to increase productivities.
2. the benefits derived like product improvement, cost reduction, product development or import substitution;	NIL
3. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year);	NIL
(a) the details of technology imported;	Not Applicable
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
4. the expenditure incurred on Research and Development;	

	(₹ In Lakhs)	
Particulars	2022-23	2021-22
Capital Expenditure	361.72	115.63
Revenue Expenditure	60.29	80.25
<b>Total R&amp;D Expenditure</b>	<b>422.01</b>	<b>195.88</b>

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

	(₹ In Lakhs)	
Particulars	2022-23	2021-22
<b>Export of goods calculated on F.O.B. basis</b>	<b>21,389.44</b>	<b>16,229.88</b>
Total Foreign Exchange Received	44,248.93	39,159.83
Expenditure		
i) C.I.F value of Goods Imported	28,017.52	26,536.59
ii) Commission	21.97	10.78
iii) Reach Law Costs	293.34	393.79
iv) Foreign Travel Expenses	73.43	-
v) Certificate Expenses	-	-
vi) Membership & Subscription	1.24	0.96
<b>Total Foreign Exchange used</b>	<b>28,407.50</b>	<b>26,942.12</b>

For **Yasho Industries Limited****Vinod Harilal Jhaveri**

(Chairman &amp; Executive Director)

DIN: 01655692

Place: Mumbai

Date: May 2, 2023



## ANNEXURE D

### ANNUAL REPORT ON CSR ACTIVITIES

#### 1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and the amendments thereto. Pursuant to provisions of Section 135 of the Companies Act, 2013, the Company has also formulated a Corporate Social Responsibility Policy which is available on the website of the Company at <https://www.yashoindustries.com/policies.html>

The Company's endeavor is to protect the interests of all its stakeholders and contribute to society at large, by making a measurable and positive difference through the four causes we support viz.:

- i. Livelihood & Employability
- ii. Health
- iii. Education
- iv. Environment
- v. Rural Development and improve the quality of life of those we serve through long term stakeholder value creation.

#### 2. COMPOSITION OF CSR COMMITTEE

Sl. No	Name of Director	Designation/ Designation	Nature of Directorship/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Parag Jhaveri	Chairman	Managing Director	2	2
2.	Mr. Vinod Jhaveri	Member	Executive Director	2	2
3.	Mr. Yayesh Jhaveri	Member	Whole Time Director	2	2
4.	Mr. Prakash Bhate	Member	Non- Executive Independent Director	2	1
5.	Mr. Anurag Surana	Member	Non- Executive Independent Director	2	2

#### 3. PROVIDE THE WEB-LINK(S) WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY

**CSR COMMITTEE:** <https://www.yashoindustries.com/committees.html>

**CSR PROJECTS APPROVED BY THE BOARD:** <https://www.yashoindustries.com/public-notice.html>

**CSR POLICY:** [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/corporate\\_social\\_responsibility\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/corporate_social_responsibility_policy-new.pdf)

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

Not Applicable for the financial year 2022-2023

5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹ 3,963.5 Lakhs
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 79.27 Lakhs
- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set-off for the financial year, if any: ₹ 82.76 Lakhs
- (e) Total CSR obligation for the financial year is: ₹ (3.49) Lakhs\*  
(b)+(c)-(d)]

\* The Company was obligated to spend ₹ 79.27 Lakhs towards its CSR Activities for the financial year 2022-23. However, during the year the Company was eligible to set-off ₹ 82.76 (excess spent in the financial year 2021-22). After Consideration of aforesaid set-off, even though, the Company was not obligated to spend on CSR Activities, the Company has spend amount of ₹ 109.90 Lakhs during the financial year 2022-23 and thus is eligible to set-off ₹ 113.39 Lakhs towards its CSR Obligations for the financial year 2023-24.

6. a Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 109.90 Lakhs
- b Amount spent in Administrative Overheads: Nil
- c Amount spent on Impact Assessment, if applicable: Nil
- d Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 109.90 Lakhs
- e CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 109.90 Lakhs	Not Applicable				

- f Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
1	2	3
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ (3.49) Lakhs*
(ii)	Total amount spent for the Financial Year	109.90 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	113.39 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	113.39 Lakhs

\* The Company was obligated to spend ₹ 79.27 Lakhs towards its CSR Activities for the financial year 2022-23. However, during the year the Company was eligible to set-off ₹ 82.76 (excess spent in the financial year 2021-22). After Consideration of aforesaid set-off, even though, the Company was not obligated to spend on CSR Activities, the Company has spend amount of ₹ 109.90 Lakhs during the financial year 2022-23 and thus is eligible to set-off ₹ 113.39 Lakhs towards its CSR Obligations for the financial year 2023-24.

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

1	2	3	4	5	6	7	8	
Sl. No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	2019-20				Not Applicable			
2	2020-21				Not Applicable			
3	2021-22				Not Applicable			
<b>TOTAL</b>								

## 8. Whether any Capital Asset have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes                      No

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



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

SI No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entiy/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address

**9. SPECIFY THE REASON (S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SECTION 135 (5) - Not Applicable**

For and on behalf of the Board  
For **Yasho Industries Limited**

Place : Mumbai  
Date : May 2, 2023

**Parag Jhaveri**  
(MD & CEO)  
DIN: 01257685

**Vinod Jhaveri**  
(Chairman & ED)  
DIN: 01655692

## ANNEXURE E

## STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Requirements	Disclosure	Ratio (in x times)
1.	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year.	<b>Name of the Director</b>	
		Mr. Vinod Jhaveri	64.03
		Mr. Parag Jhaveri	70.49
		Mr. Yayesh Jhaveri	68.71
		Mr. Ullal Bhatt	-
		Mrs. Sudha Navandar	-
		Dr. Prakash Bhate	-
		Mr. Anurag Surana	-
		a. The median remuneration of all the employees of the Company was ₹ 3.89 Lakh.	
		b. For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration.	
		c. Figures have been rounded off wherever necessary.	
2.	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year.	<b>Name of the Director</b>	<b>% increase in Remuneration</b>
		Mr. Vinod Jhaveri- Chairman & Executive Director	50.07%
		Mr. Parag Jhaveri- MD & CEO	46.80%
		Mr. Yayesh Jhaveri – WTD and CFO	42.03%
		Mr. Ullal Bhatt	-
		Dr. Prakash Bhate	-
		Mr. Anurag Surana	-
		Ms. Komal Bhagat – CS	16.30%
3.	The percentage increase/decrease in the median remuneration of employees in the financial year.	During FY 2022-23, the percentage Increase in the median remuneration of employees as compared to previous year was approximately 49.20%	
4.	The number of permanent employees on the rolls of Company.	There were 659 employees as on March 31, 2023	
5.	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration is <u>14.71%</u> for Employees other than Managerial Personnel and <u>47.22%</u> for Managerial Personnel <sup>1</sup> .	
	(x) the key parameters for any variable component of remuneration availed by the directors;		
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, it is confirmed.	



**Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. List of employees of the Company employed throughout the financial year 2022-23 and were paid remuneration not less than ₹ 1.2 Crore per annum or in excess of that drawn by a Whole-time Director – As detailed below:

<b>Name of Employee</b>	<b>Parag Jhaveri</b>	<b>Yayesh Jhaveri</b>	<b>Vinod Jhaveri</b>
(i) designation of the employee;	Managing Director	Whole Time Director	Executive Director
(ii) remuneration received;	2,74,34,683	2,41,21,390	2,73,92,405
(iii) nature of employment, whether contractual or otherwise;			
(iv) qualifications and experience of the employee;	Master of Science in Chemistry	Commerce Graduate	Commerce Graduate
(v) date of commencement of employment;	May 02, 1990	April 04, 1997	August 09, 2007
(vi) the age of such employee;	56 Years	52 Years	84 Years
(vii) the last employment held by such employee before joining the company;	Not Applicable	Not Applicable	Not Applicable
(viii) the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above; and	8.66%	9.45%	29.57%
(ix) whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:	Mr. Parag Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Yayesh Vinod Jhaveri	Mr. Yayesh Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Parag Vinod Jhaveri	Mr. Vinod Jhaveri is father of Mr. Parag Vinod Jhaveri and Mr. Yayesh Vinod. Jhaveri

- ii. Employees employed for the part of the year and were paid remuneration during the financial year 2022-23 at a rate which in aggregate was not less than ₹ 8.5 lakhs per month: Nil

For **Yasho Industries Limited**

**Vinod Harilal Jhaveri**

(Chairman & Executive Director)

DIN: 01655692

Place: Mumbai

Date: May 02, 2023

# Corporate Governance Report

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Board of Directors of Yasho Industries Limited (“**the Company**”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year ended March 31, 2023.

## 1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company’s policy on Corporate Governance is based on the principles of full disclosure, fairness, equity, transparency, and accountability in various aspects of its functioning, leading to protection of stakeholders’ interest and an enduring relationship with stakeholders. The Management’s commitment to these principles is reinforced through adherence of all Corporate Governance practices which form part of

Regulation Nos. 17 to 27 of the Listing Regulations. The Company adheres to good corporate governance practices and is constantly striving to adopt emerging best practices. It is the Company’s on-going endeavor to achieve the highest levels of governance as a part of its responsibility towards its stakeholders and the Company is strongly committed to these principles.

## 2. BOARD OF DIRECTORS

### 2.1. Composition and Category of the Board

The Board of the Company comprises upright combination of Independent and Non-Independent Directors, including Woman Director in line with the provisions of the Companies Act, 2013 (the “**Act**”) and the Listing Regulations. The Board of the Company has a good and diverse mix of Executive and Non-Executive Directors with the majority of the Board Members comprising of Independent Directors.

Name of the Directors	Designation	No. of shares held as on March 31, 2023
Mr. Vinod Harilal Jhaveri	Chairman and Executive Director	33,70,300
Mr. Parag Vinod Jhaveri	Managing Director and Chief Executive Officer	9,87,500
Mr. Yayesh Vinod Jhaveri	Whole Time Director and Chief Financial Officer	10,77,500
Mr. Ullal Ravindra Bhat	Non-Executive Independent Director	Nil
Mr. Anurag Surana	Non-Executive Independent Director	Nil
Dr. Prakash Manohar Bhate	Non-Executive Independent Director	Nil
Mrs. Sudha Pravin Navandar	Non-Executive Independent Director	Nil

### Directors’ Profile

#### Mr. Vinod Jhaveri

(Chairman and Executive Director)

Mr. Vinod Jhaveri is one of the founding promoters of the Company. He is a Commerce graduate from Gujarat University. He remains the main guiding force behind the growth and business strategy of the Company. He currently plays a crucial role in overall Management affairs of the Company. He played a key role in ensuring a consistent growth of the Company and has helped build a robust framework for excellence in implementation.

#### Mr. Parag Jhaveri

(Managing Director and CEO)

Mr. Parag Jhaveri has a Master of Science degree in Chemistry from Mumbai University. He has over three decades of experience in the chemical industry. He played a key role in ensuring the robust growth of the organisation

with oversight over the functions of sales, finance, R&D, and marketing along with our founder promoter. Under his visionary leadership, the Company has built a model for a sustainable future.

#### Mr. Yayesh Jhaveri

(Whole Time Director and CFO)

Mr. Yayesh Jhaveri is a commerce graduate from Mumbai University. With an experience of nearby Three decades years in the chemical industry, he has played an eminent role in the growth of the Company by handling the purchase, logistics, supply chain and production planning. He also played an integral part in setting up Unit-II and Unit-III. He currently plays a crucial role in the accounts and finance function. His consistent perseverance and hard work have immensely contributed to the evolution of the Company over the years.



### Mr. Ullal Ravindra Bhat

(Non – Executive Independent Director)

Mr. Ullal Ravindra Bhat is one of India’s well-known investment managers having managed foreign institutional investments in Indian equities for more than two decades. He was the Chief Investment Officer of Jardine Fleming in India for 7 years, which subsequently became a part of JP Morgan, advising the India dedicated funds of the Fleming group. He joined the Dalton group, UK in 2005 to lead their entry into India as the Managing Director of Dalton Capital Advisors (India) Pvt. Ltd., advising foreign institutional investors investing in India. He has co-founded Alphaniti Fintech Pvt. Ltd., a new-age Investment Advisory Co. offering data-driven, rule-based and tech-enabled investment products. He is an M.Sc. from Indian Institute of Technology, Kanpur and has attended advanced courses in Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.

He is a respected commentator in the country’s electronic and print media and has authored a well-regarded editorial column for more than a decade in the Economic Times, one of the world’s largest financial dailies. He was closely involved in formulating policies for benchmark indices for the Bombay Stock Exchange as a member of its Index Committee. He has been active in the area of Corporate Governance both in his writing and speaking engagements, as also as a past member of the Corporate Governance Committee of the Indian Merchants Chamber. He has served on the Boards of several companies in India as an independent Director. He is currently on the Boards of Repro India Ltd. and Specialty Restaurants Ltd. as an Independent Director of the Company.

### Mr. Anurag Surana

(Non-Executive Independent Director)

Mr. Anurag Surana has over 28 years 3 decades of professional experience in the Specialty Chemical industry and has spent 15 years serving on the Board of Directors of different Specialty Chemicals and Agrochemical Companies. He was associated with PI Industries Ltd for nearly 20 years. Currently, he is the Managing Director of KAGASHIN Global Network Private Limited. He is also the Director on

the Board of Nichino India Private Limited, Kagashin Global Network Private Limited, Neogen Chemicals Limited, and Privi Specialty Chemicals Limited, Neogen Ionics Limited

### Dr. Prakash Bhate

(Non-Executive Independent Director)

Dr. Prakash Bhate has done his Ph.D. in Organic Chemistry from The Ohio State University, Columbus, Ohio, USA. He has over 38 years of experience in the chemical industry. As a Professor at the Institute of Chemical Technology in Mumbai, he has taught dyestuff chemistry and organic process technology to students and guided several doctoral and master’s students. He was made Fellow of Society of Dyers and Colourists (UK) in 2011-12, and is a Member of the American Chemical Society. After retiring in 2018, he continues to be a visiting professor at the Institute of Chemical Technology, Mumbai.

### Mrs. Sudha Pravin Navandar

(Non-Executive Independent Director)

Mrs. Sudha Navandar is a Qualified Chartered Accountant and Certified Public Accountancy from USA. She completed post qualification course on Information System Audit (DISA) and is also an Insolvency Professional. She is currently a partner in M/s. Pravin R. Navandar & Co. Chartered Accountants, with main focuses on IBC matters, corporate advisory services and income leakage. She is associated as an independent director for number of companies, prominent amongst which are Tribhovandas Bhimji Zaveri Limited, Kolte-Patil Developers Limited, Anand Rathi Wealth Limited, Route Mobile Limited and Vectus Industries Limited

## 2.2. Attendance at Board Meetings and last Annual General Meeting, Relationship between Directors inter-se, Number of Directorships and Committee Memberships/ Chairmanships.

Details of attendance of each Director at the Board Meetings and last Annual General Meeting (“AGM”) and the number of Companies and Committees where he/she is a Director / Member /Chairman/Chairperson as on March 31, 2023 are given below:

Name	Category	Attendance at the Board Meetings	Attendance at AGM held on July 12, 2022	No of other Directorships	Committee position in India	
					Chairman	Member
Mr. Vinod Harilal Jhaveri	Executive Director, Chairperson related to Promoter	4 out of 4	Yes	Nil	0	0
Mr. Parag Vinod Jhaveri	Executive Director, CEO-MD	4 out of 4	Yes	Nil	0	1
Mr. Yayesh Vinod Jhaveri	Executive Director	4 out of 4	Yes	Nil	0	1
Dr. Prakash Manohar Bhate	Non-Executive Independent Director	2 out of 4	Yes	Nil	0	2
Mr. Ullal Ravindra Bhat	Non-Executive Independent Director	4 out of 4	Yes	6	4	0
Mr. Anurag Surana	Non-Executive Independent Director	3 out of 4	Yes	6	0	1
<sup>2</sup> Mrs. Sudha Pravin Navandar	Non-Executive Independent Director	3 out of 3	Yes	10	1	4

<sup>1</sup> Aforesaid directorships do not include directorship held in foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

<sup>2</sup> Mrs. Sudha Pravin Navandar was appointed as an Independent Director of the Company w.e.f. June 06, 2022.

None of the Directors is a director in more than 20 companies or more than 10 public limited companies or acts as an independent director in more than 7 listed companies. Further, none of the directors is a member of more than 10 committees or is a Chairperson/ Chairman of more than 5 committees. Only Audit Committee and Stakeholders' Relationship Committee were considered for reckoning the

limit of membership/ chairmanship of the committees. For this purpose, Directorship/ Chairmanship/Membership held in the Company has also been considered.

None of the other Directors except Mr. Vinod Harilal Jhaveri, Mr. Parag Vinod Jhaveri and Mr. Yayesh Vinod Jhaveri are related inter-se to each other.

### Names of listed entities (other than Yasho Industries Limited) where the person is a Director and Category of Directorship:

Sr. No.	Name of the Director	Name of the Company	Category of Directorship
1	Mr. Vinod Harilal Jhaveri	Not Applicable	Not Applicable
2	Mr. Parag Vinod Jhaveri	Not Applicable	Not Applicable
3	Mr. Yayesh Vinod Jhaveri	Not Applicable	Not Applicable
4	Mr. Ullal Ravindra Bhat	1. Speciality Restaurants Limited 2. Repro India Limited	Non-Executive Independent Director
5	Mr. Anurag Surana	1. Privi Specialty Chemical Limited 2. Neogen Chemicals Limited	Non-Executive Independent Director
6	Dr. Prakash Manohar Bhate	Not Applicable	Not Applicable
7	Mrs. Sudha Navandar	1. Tribhovandas Bhimji Zaveri Limited. 2. Kolte-Patil Developers Limited. 3. Anand Rathi Wealth Limited. 4. Route Mobile Limited	Non-Executive Independent Director

### 2.3. Meetings of the Board of Directors

4 (Four) Board Meetings were held in the financial year 2022-23 on April 30, 2022; August 03, 2022; November 04, 2022; February 07, 2023 and the gap between any two consecutive board meetings did not exceed one hundred and twenty days.

### 2.4. Details of directors appointed/ re-appointed/ resigned

Pursuant to Sections 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment & Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015, Mrs. Sudha Pravin Navandar has been appointed as an Additional Director (in the Category of Non-Executive Independent Director) of the Company who is not liable to retire by rotation in circular resolution passed by Board of Directors as on June 06, 2022. Thereafter, she was appointed as Director (in the Category of Non-Executive Independent Director) in the Annual General Meeting of the Company held on July 12, 2022.

Further, all the Independent Directors have given the declaration of their Independence under Section 149 and Regulation 16 of the Listing Regulations. The Board hereby confirms that in the opinion of the Board, all the Independent Directors fulfill the conditions specified

in Listing Regulations and are independent of the Management of the Company.

### 2.5. Familiarization program

As required under the Listing Regulations and the Act, the Board of Directors framed a Familiarization Programme wherein the Independent Directors met with the functional heads of the units, heads of the HR department, IT department to help them understand the services and production process, operations & products of the company, markets, finance, human resources, technology, quality, facilities, budget & control process, risk management and other relevant areas related to the Company.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

As required under the Listing Regulations and the Act, the Board of Directors has imparted the familiarization program to Independent Directors and it is available on the Company's website viz.

[https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details\\_of\\_familiarization\\_programme\\_imparted\\_to\\_independent\\_directors\\_%E2%80%93\\_2022-23.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details_of_familiarization_programme_imparted_to_independent_directors_%E2%80%93_2022-23.pdf)



## 2.6. A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the following

The Board of Directors has identified the following skills required for the Company and the availability of such skills with the Board:

Name of Directors	Areas of Expertise								
	Technology	Legal and Administrative	Stakeholder Relationship	Strategy Development	Finance	Corporate Governance	Leadership	Chemical Market understanding	Marketing
Mr. Vinod Jhaveri		✓	✓	✓	✓	✓	✓	✓	
Mr Parag Jhaveri	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Yayesh Jhaveri	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ullal Ravindra Bhat	✓	✓	✓	✓	✓	✓	✓		✓
Mr. Anurag Surana	✓			✓		✓		✓	✓
Mr. Prakash Bhate	✓			✓			✓	✓	
Mrs. Sudha Navandar		✓	✓	✓	✓	✓	✓		✓

## 2.7. Performance Evaluation

Regulation 17 of Listing Regulations read with Schedule IV and other applicable provisions of the Act, mandates a formal evaluation to be done by the Board of its own performance and that of its Committees and individual Directors. Independent Directors shall also evaluate the performance of non-independent Directors and the Chairperson of the Board.

The evaluation of all the directors including independent directors was carried out by the entire Board, except for the director being evaluated. Performance evaluation of the Board, Chairman and the Non-Independent Directors was carried out by the independent directors in their meeting held on February 07, 2023. The directors were satisfied with the outcome of the evaluations of the Board, its Committees and the individual directors and on the basis of the evaluation reports, the present term of appointment of independent directors shall be continued.

## 2.8. Criteria for performance evaluation of Directors

The Board of Directors has approved the criteria for performance evaluation of non-executive directors (including Independent Directors) as recommended by the Nomination and Remuneration Committee. The said criteria inter alia includes following:

- Attendance at the Board meetings.
- Understanding the critical issues affecting the Company.
- Prompt Board discussion on strategic issues.
- Brings relevant experience to the Board and uses it effectively.
- Understands and evaluates the risk environment of the organization.

- Conducts himself/ herself in a manner that is ethical and consistent with the laws of the land.
- Maintains confidentiality wherever required.
- Communicates in an open and constructive manner.
- Seeks satisfaction and accomplishment through serving on the Board.

## 2.9. Separate Meeting of Independent Directors

A separate meeting of the Independent Directors of the Company was held on February 07, 2023 as per Schedule IV of the Act and Regulation 25 of the Listing Regulations, to review the performance of all Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Company taking into account the views of other executive and non-executive directors. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees towards effective and reasonable performance and discharge of their duties. All the Independent Directors have participated in the Meeting.

## 3. AUDIT COMMITTEE

The Audit Committee of the Company is constituted under Regulation 18 of the Listing Regulations and Section 177 of the Act. The Company Secretary acts as the secretary to the committee. The Audit Committee acts as a link between the Statutory Auditors, Internal Auditors and the Board of Directors. Its purpose, amongst others, is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory, internal audit activities and related party transactions.

### 3.1. Composition, Meetings and Attendance

The composition of the Audit Committee and the details of meetings attended by the Members during the year are given below:

Sr. No.	Name of Members	Category	No. of Meetings attended during the year 2022-23
1	Mr. Ullal Ravindra Bhat Chairman	Independent Director	4
2	Dr. Prakash Bhate Member	Independent Director	2
3	Mr. Yayesh Jhaveri Member	Whole Time Director	4
4	<sup>1</sup> Mrs. Sudha Navandar Member	Independent Director	3

During the financial year 2022-23, the Audit Committee met 4 (Four) times on April 30, 2022; August 03, 2022; November 04, 2022; February 07, 2023 and the gap between any two consecutive board meetings did not exceed one hundred and twenty days.

<sup>1</sup>Mrs. Sudha Navandar, Member has appointed as the member of Audit Committee on August 01, 2022 by the Board of Directors of the Company through Circular Resolution.

### 3.2. Terms of Reference

The terms of reference of the Committee is available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms\\_of\\_reference\\_of\\_the\\_various\\_committees.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms_of_reference_of_the_various_committees.pdf)

## 4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Act and Regulation 19 of Listing Regulations, the Board has constituted the Nomination and Remuneration Committee.

### 4.1. Composition, Meeting and Attendance

Sr. No.	Name of Members	Category	No. of Meetings attended during the year 2022-23
1	<sup>1</sup> Mr. Ullal Ravindra Bhat Chairman	Independent Director	1
2	Mr. Anurag Surana Chairman	Independent Director	2
3	Dr. Prakash Bhate Member	Independent Director	1
4	<sup>2</sup> Mrs. Sudha Pravin Navandar Member	Independent Director	2

The Committee met twice during the year on April 30, 2022 and February 07, 2023 and the details of attendance are as mentioned above.

<sup>1</sup>Mr. Ullal Ravindra Bhat resigned w.e.f. June 06, 2022.

<sup>2</sup>Mrs. Sudha Pravin Navandar was appointed as the member of Nomination and Remuneration Committee on June 07, 2022 by the Board of Directors of the Company.

### 4.2. Terms of Reference of the Committee

The terms of reference of the Committee is available on the website of the Company at: [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms\\_of\\_reference\\_of\\_the\\_various\\_committees.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms_of_reference_of_the_various_committees.pdf)

### 4.3. Remuneration Policy

Pursuant to Section 178 of the Companies Act, 2013, the Company has formulated a Policy on the appointment of Directors and evaluation of Directors

& Senior Management Personnel (SMP). The detailed policy on the appointment of a person as a Director and evaluation of directors & senior management personnel of the Company is hosted on the website of the Company [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/nomination\\_and\\_remuneration\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/nomination_and_remuneration_policy-new.pdf)

Details of remuneration for Directors in Financial Year 2022-23 are provided in table below:



#### a) Non-Executive Directors

Name	Fixed Salary (in INR)			Commission	Sitting Fees	Total Compensation
	Basic	Perquisites	Total			
<b>Non-Executive (Non-Independent) Directors</b>						
Not Applicable	-	-	-	-	-	-
<b>Independent Directors</b>						
Dr. Prakash Bhate	-	-	-	6,00,000	20,000	6,20,000
Mr. Ullal Ravindra Bhat	-	-	-	18,00,000	40,000	18,40,000
Mr. Anurag Surana	-	-	-	12,00,000	30,000	12,30,000
<sup>1</sup> Mrs. Sudha Pravin Navandar	-	-	-	5,00,000	30,000	5,30,000

<sup>1</sup> Mrs. Sudha Pravin Navandar was appointed as an Independent Director of the Company with effect from June 06, 2022 by the Board of Directors of the Company.

#### b) Executive Director

Particulars	Mr. Parag Jhaveri	Mr. Vinod Jhaveri	Mr. Yayesh Jhaveri
Salary paid during the FY 2022-23	2,64,87,380	2,37,37,640	2,64,87,442
Commission	None	None	None
Variable Pay	None	None	None
Perquisites	9,47,303	3,83,750	9,04,963
Sitting Fees	None	None	None
Sitting Fess from Subsidiary Companies	None	None	None
Minimum Remuneration	Schedule V	Schedule V	Schedule V
Number of shares held	9,87,500 Equity Shares	33,70,300 Equity Shares	10,77,500 Equity Shares

Details of Remuneration to Key Managerial Personnel other than Managing Director / Manager / Whole Time Director for FY 2022-23.

Name of Key Managerial Personnel	Gross Salary	Commission	others	Total Remuneration
Komal Bhagat	6.92 Lakhs	Nil	Nil	6.92 Lakhs

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Act and Listing Regulations, the Board has constituted the Stakeholders' Relationship Committee. The Stakeholders' Relationship Committee ('SRC') considers and resolves the grievances of shareholders, and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests and such other grievances as may be raised by the security holders from time to time.

### 5.1. Composition, Meeting and Attendance

Sr No.	Name of Members	Category	No. of Meetings attended during the year 2022-23.
1	Mr. Ullal Ravindra Bhat Chairman	Independent Director	1
2	Mr. Anurag Surana Member	Independent Director	1
3	Dr. Prakash Bhate Member	Independent Director	0
4	Mr. Parag Jhaveri Member	Managing Director	1

During the year under review, the Committee met on February 07, 2023 and the details of attendance are as mentioned above.

## 5.2. Terms of Reference

The terms of reference of the Committee is available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms\\_of\\_reference\\_of\\_the\\_various\\_committees.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms_of_reference_of_the_various_committees.pdf)

## 5.3. Compliance Officer

<b>Name and Designation of the Compliance Officer</b>	Mrs. Komal Prashant Bhagat (Company Secretary and Compliance officer)
<b>Address</b>	Office No. 101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058, Maharashtra, India
<b>Telephone Number</b>	+91-22-62510100
<b>Fax Number</b>	91+22+62510199
<b>E-mail ID</b>	info@yashoindustries.com

## 5.4. Details of Shareholders' Complaints

Details of investor complaints received and resolved during the year ended March 31, 2023 are as follows:

Complaints Pending as on April 1, 2023	Complaints Received during the year	Complaints Resolved during the year	Complaints Pending as on March 31, 2023
Nil	Nil	Nil	Nil

## 6. RISK MANAGEMENT COMMITTEE

The Board of Directors ("Directors") of your Company have constituted Risk Management Committee in accordance with the recent amendments in Regulation 21 of the Listing Regulations, which mandates top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediate previous financial year, are required to constitute a Risk Management Committee ('RMC Committee').

### 6.1. Composition, Meeting and Attendance

Sr. No.	Name of Members	Category	No. of Meetings attended during the year 2022-23.
1	Mr. Ullal Ravindra Bhat, Chairman	Independent Director	2
2	Mr. Anurag Surana, Chairman	Independent Director	1
3	Mr. Parag Jhaveri, Member	Managing Director	2
4	Mr. Yayesh Jhaveri, Member	Whole Time Director	2

The Committee met twice during the year on November 04, 2022 and February 07, 2023 and the details of attendance are as mentioned above.

#### Terms of Reference

The terms of reference of the Committee is available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms\\_of\\_reference\\_of\\_the\\_various\\_committees.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms_of_reference_of_the_various_committees.pdf)

## 7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility ('CSR') Committee of the Board is constituted in accordance with the provisions of Section 135 of the Act. The CSR Committee has been entrusted with the specific responsibility of reviewing corporate social responsibility programs. The scope of the CSR Committee also includes approving the budget of CSR activities, reviewing the CSR programmes, formulation of annual action plan and monitoring the CSR spends.

The CSR Policy is displayed on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/corporate\\_social\\_responsibility\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/corporate_social_responsibility_policy-new.pdf)

### 7.1. Composition, Meeting and Attendance

Sr. No.	Name of Members	Category	No. of Meetings attended during the year 2022-23
1	Mr. Parag Jhaveri, Chairman	Managing Director	2
2	Mr. Yayesh Jhaveri, Member	Whole Time Director	2
3	Mr. Vinod Jhaveri, Member	Executive Director	2
4	Mr. Anurag Surana, Member	Independent Director	2
5	Dr. Prakash Bhat	Independent Director	1



## 7.2. Terms of Reference

The terms of reference of the Committee is available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms\\_of\\_reference\\_of\\_the\\_various\\_committees.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/terms_of_reference_of_the_various_committees.pdf)

## 8. GENERAL BODY MEETINGS AND POSTAL BALLOT

### 8.1. Location and time, where Annual General Meeting (AGM) for the last 3 years were held:

Financial Year	AGM	Date	Time	Location
2021-22	36 <sup>th</sup> AGM	July 12, 2022	4:00 p.m.	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2020-21	35 <sup>th</sup> AGM	July 20, 2021	11:00 a. m.	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2019-20	34 <sup>th</sup> AGM	July 29, 2020	11:00 a. m.	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

### 8.2. Special Resolution passed in the previous three General body meetings of the Company

AGM	Date of AGM	Special Resolution
36 <sup>th</sup> Annual General Meeting	July 12, 2022	<p><b>Resolution No 5:</b> Approval of remuneration by way of commission to Mr. Anurag Surana, Independent Director of the Company for the financial year ended March 31, 2022.</p> <p><b>Resolution No 6:</b> Approval of remuneration by way of commission to Mr. Anurag Surana, Independent Director of the Company for the financial year ended March 31, 2023.</p> <p><b>Resolution No 7:</b> Approval of remuneration by way of commission to Mr. Ullal Ravindra Bhat, Independent Director of the Company for the financial year ended March 31, 2023.</p> <p><b>Resolution No 8:</b> Approval of remuneration by way of commission to Dr. Prakash Bhate, Independent Director of the Company for the financial year ended March 31, 2023.</p> <p><b>Resolution No 9:</b> Increasing the borrowing limit under Section 180 (1) (c) from ₹ 500 Crores to ₹ 750 Crores.</p> <p><b>Resolution No 10:</b> Creation of security on the properties of the company, both present and future, in favour of lenders:</p> <p><b>Resolution No 12:</b> Approval of remuneration by way of commission to Mrs. Sudha Pravin Navandar, Independent Director of the Company for the financial year ended March 31, 2023.</p> <p><b>Resolution No 13:</b> Alteration of Memorandum of Association of the Company</p>
35 <sup>th</sup> Annual General Meeting	July 20, 2021	<p><b>Resolution No 5:</b> To consider and approve re-appointment and Fixation of remuneration of Mr. Parag Jhaveri, as a Managing Director &amp; CEO of the Company.</p> <p><b>Resolution No 6:</b> To consider and approve re-appointment and fixation of remuneration of Mr. Yayesh Jhaveri as a Whole-time Director of the Company.</p> <p><b>Resolution No 7:</b> To consider and approve re-appointment and fixation of remuneration of Mr. Vinod Jhaveri, as an Executive Director of the Company.</p>
Extra Ordinary General Meeting	November 6, 2021	<p><b>Resolution No 1:</b> To approve issuance of equity shares on preferential basis</p> <p><b>Resolution No 2:</b> Appointment of Mr. Ullal Ravindra Bhat (DIN: 00008425) as Non-Executive Independent Director of the Company</p> <p><b>Resolution No 3:</b> Appointment of Mr. Anurag Surana (DIN: 00006665) as Non-Executive Independent Director of the Company</p>
34 <sup>th</sup> Annual General Meeting	July 29, 2020	<p><b>Resolution No 5:</b> Appointment of Dr. Prakash Manohar Bhate (DIN: 08739162) as an Independent Director of the Company.</p>

The resolutions referred to above were passed by requisite majority of members.

### 8.3. Postal Ballot

Pursuant to provisions of Companies Act, 2013, there was no postal ballot conducted during the year.

## 9. MEANS OF COMMUNICATION

The quarterly and annual results are generally published in English newspapers in Business Standard and in Marathi newspapers in Mumbai Tarun Bharat respectively and are simultaneously posted on the Company's website at www.yashoindustries.com and are also sent to the BSE Limited.

Presentations were made to the institutional investors and to the analyst during the Financial Year 2022-2023 on April 30, 2022, August 04, 2022 and November 04, 2022 and February 08, 2023 respectively.

The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable form.

## 10. GENERAL SHAREHOLDER INFORMATION

### 10.1. 37<sup>th</sup> Annual General Meeting

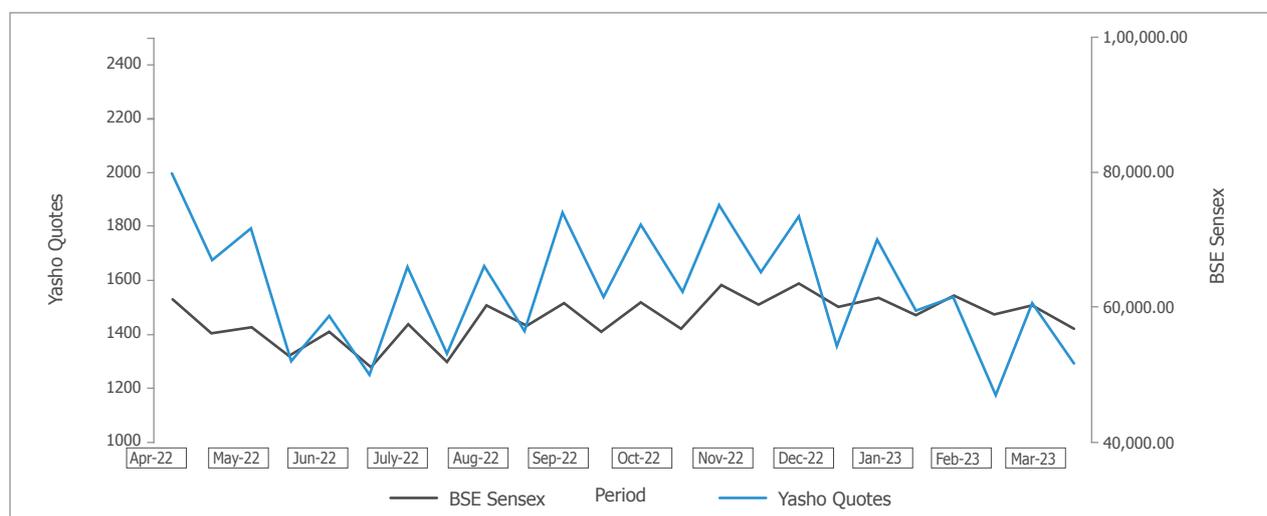
Date	Time	Venue
July 13, 2023	4.30 p.m.	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

### 10.6. Stock Market Data and their Performance v/s S&P BSE Sensex

The high/low of the market price of the shares of the Company and the performance thereof with the BSE Sensex are given in the charts below:

Month	BSE			
	High (INR)	Low (INR)	Sensex High	Sensex Low
Apr-22	1990	1670	60,845.10	56,009.07
May-22	1792	1300	57,184.21	52,632.48
Jun-22	1462.85	1250	56,432.65	50,921.22
Jul-22	1645	1322.1	57,619.27	52,094.25
Aug-22	1655.3	1408	60,411.20	57,367.47
Sep-22	1849	1532	60,676.12	56,147.23
Oct-22	1798.85	1551.25	60,786.70	56,683.40
Nov-22	1874.8	1628	63,303.01	60,425.47
Dec-22	1834.4	1350	63,583.07	59,754.10
Jan-23	1745	1480	61,343.96	58,699.20
Feb-23	1529.35	1172	61,682.25	58,795.97
Mar-23	1515.5	1290	60,498.48	57,084.91

Source: BSE websites



### 10.2. Financial Year: 2022-23

**10.3. Book Closure Dates:** The Register of Member and Share Transfer book shall remain closed from **July 7, 2023 to July 13, 2023 (both days inclusive)**

**10.4. Dividend payment date:** within 30 days from the date of declaration

### 10.5. Listing of Equity Shares on Stock Exchanges and Stock Codes

Name of Stock Exchange	Stock Code/ID
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai Samachar Marg, Mumbai, Maharashtra – 400001	541167
ISIN	INE616Z01012

The Company has paid Annual Listing fees to the Stock Exchange for the year 2022-2023



### 10.7. Distribution of shareholding as on March 31, 2023

Slab of Shareholding	No of Shareholders	% of Shareholders	Shares	% of Shares held
1 to 500	41,072	99.06	9,57,205	8.40
501 to 1000	175	0.42	1,30,679	1.15
1001 to 2000	98	0.24	1,40,650	1.23
2001 to 3000	26	0.06	61,448	0.54
3001 to 4000	5	0.01	18,921	0.17
4001 to 5000	14	0.03	64,023	0.56
5001 to 10000	35	0.08	2,66,023	2.33
10001 & Above	35	0.08	97,60,251	85.62
<b>TOTAL</b>	<b>41,460</b>	<b>100</b>	<b>1,13,99,200</b>	<b>100</b>

### 10.8. Shareholding Pattern as on March 31, 2023

Category	No. of Shares held	% of Shares held
<b>Promoters Holding [A]</b>		
Indian promoters	81,55,000	71.54
Foreign promoters	-	-
Persons acting in concert	-	-
<b>Sub-total A</b>	<b>81,55,000</b>	<b>71.54</b>
<b>Public Holding [B]</b>		
<b>Institutional Investors B1</b>		
Mutual Funds	-	-
Financial Institutions/ Banks	-	-
Foreign Portfolio Investors	12,919	0.11
Insurance Companies	-	-
Central Government/ State Government	-	-
<b>Sub-total B1</b>	<b>12,919</b>	<b>0.11</b>
<b>Non-Institutional Investors B2</b>		
Retail Individuals	22,49,924	19.75
Bodies Corporate	5,94,325	5.21
Clearing Members	1,60,910	1.41
Non-Resident Indians (NRI)	1,37,167	1.20
Market Maker	-	-
Hindu Undivided Family	88,955	0.78
Overseas Corporate Bodies	-	-
<b>Sub-total B2</b>	<b>32,31,281</b>	<b>28.35</b>
<b>Non-Promoter Non-Public Holding [C]</b>	-	-
<b>Grand total (A+B+C)</b>	<b>1,13,99,200</b>	<b>100</b>

### 10.9. Share Transfer Agent

Bigshare Services Private Limited, Share Transfer Agent of the Company has been appointed as one point agency for dealing with shareholders. Shareholders' correspondence should be addressed to the Company's Share Transfer Agent at the address mentioned below:

#### Registered Office:

E-3 Ansa Industrial Estate,  
Saki Vihar Road,  
Sakinaka, Mumbai - 400072  
Tel : 022-62638200  
Fax : 022-62638299  
E-mail : investor@bigshareonline.com  
Website: www.bigshareonline.com

### 10.10. Share Transfers System

In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f. April 1, 2019, requests for effecting the transfer of listed securities were required to be processed only in dematerialized form with a Depository. As on March 31, 2023, all the equity shares of the Company were held in dematerialized form.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or its RTA, for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated

January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains yearly certificate from a practicing Company Secretary certifying that all transfers are completed within the statutory period. A copy of the certificates so received is submitted to both Stock Exchange, where the shares of the Company are listed.

As of March 31, 2023, the Stakeholders' Relationship Committee consists of 4 (four) members as mentioned above in detail and the share transfer/ transmission/

Transposition requests are processed through our RTA.

#### 10.11. Dematerialization of shares and liquidity

The Company's Equity Shares are regularly traded on the BSE

Shares in Physical and Demat form as on March 31, 2023.	No. of Shares	Percentage
In Physical Form	-	-
In Dematerialized Form	1,13,99,200	100
<b>Total</b>	<b>1,13,99,200</b>	<b>100</b>

10.12. There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments issued by the Company.

10.13. **Commodity Price Risk, Foreign Exchange Risk and Hedging activities** – During the year 2022-23, the Company has managed the foreign exchange risk and hedged to the extent considered necessary.

#### 10.14. Plant Location

##### Plant Unit I:

Plot No.2514-2515, Phase IV, GIDC,  
Vapi - 396 195, Gujarat, INDIA

##### Plant Unit II:

Plot No.1713, Phase III, GIDC,  
Vapi – 396195, Gujarat, INDIA

##### Plant Unit III:

Survey no. 409/P1/P1/A, Karwad,  
Vapi, Valsad - 396191, Gujarat, INDIA.

##### Plant at Pakhajan:

Under Construction

#### 10.15. Investor Correspondence

Shareholders can contact to the Compliance officer of the Company for Secretarial matters of the Company as mentioned below.

Mrs. Komal Bhagat (Company Secretary and compliance officer)

Add: Office No. 101/102, Peninsula Heights,  
C. D. Barfiwala Marg, Juhu Lane, Andheri (West),  
Mumbai - 400058.

Email: info@yashoindustries.com

Tel No.: +91-22-62510100

#### 10.16. List of all credit ratings obtained during the FY 2022-23

The details of Credit Ratings obtained by the Company have been disclosed in the Board's Report which forms part of this Integrated Annual Report.

### 11. DISCLOSURES

#### 11.1. Total fees paid to statutory auditor for all services rendered on consolidated basis by listed entity and its subsidiaries

Total fees paid to M/s. V J Shah & Co., Statutory Auditors of the Company are as follows:

Particulars	Fees (In INR)
Statutory Audit & LR Report	7.75 Lakhs

#### 11.2. Disclosure in relation to Sexual Harassment of Women at workplace

The details as required under this heading are furnished in the Directors' Report.

11.3. There were no instances where the recommendations made by any of the Statutory Committees were not accepted by the Board.

#### 11.4. Materially significant related party transactions

The Company has not entered into any material related party transactions during the year under review. As per Regulation 23 of Listing Regulations, the Company has formulated a policy on Related Party Transactions and it is uploaded on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/policy\\_on\\_materiality\\_of\\_related\\_party\\_transactions.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/policy_on_materiality_of_related_party_transactions.pdf)

#### 11.5. Details of non – compliance, penalties, strictures imposed by the Stock Exchanges or SEBI during last 3 years

There were no instances of non-compliance by the Company nor have any penalties, strictures been imposed by the Securities and Exchange Board of India or any other statutory authority during the last three years on any matter related to the capital markets



### 11.6. Vigil mechanism/ whistle blower policy

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism. In all cases, Directors and Employees have direct access to the Chairman of the Audit Committee. Further no personnel have been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on Company's website at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil\\_mechanism\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil_mechanism_policy.pdf)

### 11.7. Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

The Board of Directors has complied with all the mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance.

#### Compliance with Discretionary Requirements

The status of compliance with the discretionary requirements as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

**Shareholder Rights:** The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company

**Modified opinion(s) in Audit Report:** During the year under review, there was no audit qualification in the Company's Financial Statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinion.

**Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

### 11.8. Disclosure of commodity price risks and commodity hedging activities:

Not applicable since your Company is not in the business of commodity manufacturing/ trading.

### 11.9. Code of Business Conduct

The Board of Directors has approved a Code of Business Conduct ('Code'), which is applicable to the members

of the Board and to all employees. The code has been posted on the Company's website at <https://www.yashoindustries.com/code-of-conduct.html>

The Code lays down the standard of conduct which is expected to be followed by the Directors and by the employees in their business dealings and in particular on matters relating to integrity of the workplace, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the members of the Board and Senior Management Personnel have affirmed their compliance with the Code of Conduct as on March 31, 2023.

### 11.10. PREVENTION OF INSIDER TRADING

Pursuant to the Listing Regulations, the Company has formulated the 'Code of Conduct for Prevention of Insider Trading', which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of the Company's shares by the Directors and their immediate relatives, designated persons and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's shares is closed. The codes have been revised in line with the amendments to the SEBI Prohibition of Insider Trading Regulations, as amended from time to time.

Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Prohibition of Insider Trading Regulations.

A structured digital database is being maintained by the Registrar and Transfer Agents (**RTA**) of the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the Prohibition of Insider Trading Regulations.

The code has been posted on the Company's website at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/code\\_of\\_conduct\\_for\\_prevention\\_of\\_insider\\_trading\\_policy-new.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/code_of_conduct_for_prevention_of_insider_trading_policy-new.pdf)

11.11. There is no Non-compliance of any requirement of corporate governance report of sub-para (2) to (10) above part C of Schedule V of the Listing Regulations.

### 11.12. Disclosure of Compliance of Corporate Governance

Compliance with all the requirements of the Listing Regulations including the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulations (2) of Regulation 46 are as under:

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes/No/N.A.)
1	Board of Directors	17(1)	Composition of Board	Yes
		17(1A)	Non-executive director who has attained the age of seventy-five years	Yes
		17(1C)	Approval of Shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
2	Audit Committee	17(10)	Performance Evaluation	Yes
		17A	Maximum Number of Directorships	Yes
		18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
3	Nomination and Remuneration Committee	18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
4	Stakeholders Relationship Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19(4)	Role of the Committee	Yes
5	Risk Management Committee	20(1), (2)&(3)	Composition of Stakeholders Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
6	Vigil Mechanism	21(1),(2), (3) & (4)	Composition, terms of reference.	Yes
7	Related Party Transaction	22	Formulation of Vigil Mechanism for Directors and Employee	Yes
		23(1),(5),(6),(7) &(8)	Policy for Related Party Transaction	Yes
		23(2)&(3)	Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions	Not Applicable
8	Subsidiaries of the Company	23 (9)	Half yearly disclosure of Related Party Transactions	Yes
		24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	Not Applicable
9	Obligations with respect to Independent Directors	24(2),(3),(4),(5) & (6)	Other corporate governance requirements	Applicable
		25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
10	Obligations with respect to Directors and Senior Management	25(7)	Familiarisation of Independent Directors	Yes
		26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes



<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulations</b>	<b>Brief Description of the Regulations</b>	<b>Compliance Status (Yes/No/N.A.)</b>
11	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
12	Disclosures on Website of the Company	46(2)(a)	Details of Business	Yes
		46(2)(b)	Terms & Conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46 (2) (i)	Details of familiarization programmes imparted to Independent Directors	Yes
		46 (2) (j)	Email address for grievance redressal and other relevant details	Yes
		46 (2) (k)	Contact Information of designated officials for assisting and handling investor grievances	Yes
		46 (2) (l)	Financial Information	Yes
		46 (2) (m)	Shareholding Pattern	Yes
		46 (2) (n)	Details of Agreements entered with Media Companies and/or their Associates	None
		46 (2) (o)	Schedule of Analyst/Institutional Investors Meet	Yes
		46 (2) (ao)	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes
		46 (2) (p)	New name and old name for a continuous period of one year	Not Applicable
		46 (2) (q)	Advertisement in Newspaper	Yes
		46 (2) (r)	Credit ratings obtained and any revision thereof	Yes
		46 (2) (s)	Separate Audited Financial Statements of each subsidiary.	Yes
46 (2) (t)	Secretarial compliance report as per sub-regulation (2) of regulation 24A of these regulations	Yes		
46 (2) (u)	disclosure of the policy for determination of materiality of events or information required under clause (ii), sub-regulation (4) of regulation 30 of these regulations	Yes		
46 (2) (v)	disclosure of contact details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) as required under sub- regulation (5) of regulation 30 of these regulations	Yes		
46 (2) (w)	disclosures under sub-regulation (8) of regulation 30 of these regulations;	Yes		
46 (2) (x)	statements of deviation(s) or variation(s) as specified in regulation 32 of these regulations	Yes, to the extent applicable		
46 (2) (y)	dividend distribution policy by listed entities based on market capitalization as specified in sub-regulation (1) of regulation 43A	Yes		
46 (2) (z)	annual return as provided under section 92 of the Companies Act, 2013	Yes		

**11.13. Subsidiary Company**

Details as required under this heading are furnished in the Directors' Report.

**11.14. Instances of not accepting any recommendation of the Committee by the Board:**

There is no such instance where the Board has not accepted any recommendation of any committee of the Board whether mandatorily required or not, in the relevant financial year.

**11.15. Certificate on non-disqualification of Directors**

Certificate from M/s Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, confirming 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 SEBI/ Ministry of Corporate Affairs or any other statutory authorities, is annexed to this Report.

**11.16. CEO and CFO certification**

The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II of the of the Listing Regulations pertaining to CEO/CFO certification for the financial year ended March 31, 2022, which is annexed hereto.

**11.17. Certificate on Corporate Governance**

As required by Regulation 34(3) and Schedule V Part E of the Listing Regulations, the certificate given by M/s Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, is annexed to this report.

**11.18. Unclaimed/ Unpaid Dividend**

The provisions related to transfer of shares to IEPF Authority are not applicable to the Company. Further the company has appointed Nodal officer for IEPF pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof) for which details are mentioned below.

Name and Designation of the IEPF Authority	Mrs. Komal Prashant Bhagat (Company Secretary and Compliance officer)
Address	Office No. 101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058, Maharashtra, India
Telephone Number	+91-22-62510100
Fax Number	91+22+62510199
E-mail ID	info@yashoindustries.com

**11.19. Investor Helpdesk**

Investors are requested to write to the Registered Office address of the Bank or to M/s Bigshare Services Private Limited, our Registrars & Share Transfer Agents, for addressing their correspondence or complaints. They may also address their correspondence or complaints to designated email address viz. investor@bigshareonline.com in terms of Regulation 34(3) read with Schedule V of the Listing Regulations. For queries, etc. related to dividend payments, IEPF claims and all other investor related activities as also for lodgment of any documents or for any grievances / complaints, investors may contact or write to the Company or Bigshare Services Private Limited. The Company Secretarial Department regularly monitors and reviews the status of the investor correspondence and complaints received at the Registered Office and also by Bigshare Services Private Limited, to ensure timely redressal of complaints.

As advised by the Securities and Exchange Board of India ("SEBI"), the Company has a designated email id of its Compliance Officer i.e. info@yashoindustries.com for the purpose of registering complaints by investors. The same has also been displayed on the website of the Bank.

**For Yasho Industries Limited****Vinod Harilal Jhaveri**

Chairman & Executive Director  
DIN: 01655692

Date: May 2, 2023  
Place: Mumbai



## **CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

### **[Regulation 17 (8) of the Listing Regulations]**

We, Parag Vinod Jhaveri, Managing Director and Chief Executive Officer and Yayesh Vinod Jhaveri, Chief Financial Officer of Yasho Industries Limited, to the best of our knowledge and belief hereby 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:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the Auditors and the Audit Committee that:
  - i. there are no significant changes in internal controls over financial reporting during the year;
  - ii. There are no significant changes in accounting policies during the year; and
  - iii. there are no instances of significant fraud of which we have become aware.

#### **For Yasho Industries Limited**

**Parag Vinod Jhaveri**  
Managing Director and CEO

**Yayesh Vinod Jhaveri**  
Whole Time Director and CFO

Date: May 02, 2023  
Place: Mumbai

# Certificate on Corporate Governance

To,  
The Members,  
**Yasho Industries Limited**

We have examined all the relevant records of **Yasho Industries Limited** (“the Company”) for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for the year ended **March 31, 2023**.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate 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 and information furnished to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing regulations.

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 **Dhrumil M. Shah & Co. LLP**  
Practicing Company Secretaries  
ICSI URN: L2023MH013400  
PR: 3147/2023

**Dhrumil M. Shah**  
Partner  
FCS 8021 | CP 8978  
UDIN: F008021E000241562

Place: Mumbai  
Date: May 2, 2023



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members,  
**Yasho Industries Limited,**  
Office No.101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai- 400058.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Yasho Industries Limited** having CIN: **L74110MH1985PLC037900** and having registered office at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058 (hereinafter referred to as '**the Company**'), 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 and 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 **March 31, 2023** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities.

Sr. No.	Names of Directors	DIN	Date of Appointment
1.	Mr. Vinod Harilal Jhaveri	01655692	06/01/2021
2.	Mr. Parag Vinod Jhaveri	01257685	02/05/1990
3.	Mr. Yayesh Vinod Jhaveri	01257668	04/04/1997
4.	Mr. Prakash Manohar Bhate	08739162	19/05/2020
5.	Mr. Anurag Surana	00006665	01/10/2021
6.	Mr. Ullal Ravindra Bhat	00008425	14/09/2021
7.	Mrs. Sudha Pravin Navandar <sup>1</sup>	02804964	06/06/2022

### Note:

- Mrs. Sudha Pravin Navandar was appointed as an Additional Director in Independent Director Category w.e.f. June 06, 2022 and was further appointed as a Director in Independent Director Category at the Annual General Meeting of the Company held on July 12, 2022. Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Dhrumil M. Shah & Co. LLP**  
Practicing Company Secretaries  
ICSI URN: L2023MH013400  
PR: 3147/2023

**Dhrumil M. Shah**  
Partner  
FCS 8021 | CP 8978  
UDIN: F008021E000241551

Place: Mumbai  
Date: May 2, 2023

# Business Responsibility & Sustainability Report

## SECTION A – GENERAL DISCLOSURES

### I Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L74110MH1985PLC037900
2	Name of the Listed Entity	Yasho Industries Limited
3	Year of incorporation	1985
4	Registered office address	Office No. 101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai 400058.
5	Corporate address	Not Available
6	E-mail address	info@yashoindustries.com
7	Telephone No.	91-22-62510100
8	Website	www.yashoindustries.com
9	Financial year for which reporting is being done	April 1, 2022 to March 31, 2023
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited
11	Paid-up Capital	11,39,92,000
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Mr. Parag Jhaveri E-mail: info@yashoindustries.com Contact no: +91-22-62510100
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Consolidated Basis

### II PRODUCTS / SERVICES

#### 14. Details of business activities (accounting for 90% of the turnover)

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Basic Chemistry & Specialty Products	Manufacturing, Sales of Specialty & Fine Chemicals	100%
2	Others	-	-

#### 15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code (Group)	% of total Turnover contributed
1	Manufacture of Chemicals	2011	100%

### III OPERATIONS

#### 16. Number of locations where plants and/or operations / offices of the entity are situated

Location	Number of Plants	Number of Offices	Total
National	3	1	4
International	0	1	1

#### 17. Markets served by the entity

##### (a) Number of locations

Locations	Number
National (No. of States & Union Territories)	26
International (No. of Countries)	53



(b) What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports was 66.34% of the total turnover of the Company for the financial year ended March 31, 2023

(c) A brief on types of customers

As chemicals are a starting point for almost all industries, the products manufactured by the Company are used in agriculture, automotive, pharmaceuticals, construction, consumer durables, Rubber, consumer care, paints and other varied end industries. The Company's customer portfolio is ranging from major global customers and small and mid-sized companies.

#### IV EMPLOYEES

##### 18. Details as at the end of Financial Year

(a) Employees & Workers (including differently abled):

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES (OTHER THAN WORKERS)</b>						
1	Permanent (D)	183	145	79.23	38	20.77
2	Other than Permanent (E)	0	0	0	0	0
3	Total (D) + (E)	183	145	79.23	38	20.77
<b>WORKERS</b>						
4	Permanent (F)	459	459	100	0	0
5	Other than Permanent (G)	318	318	100	0	0
	Total (F) + (G)	777	777	100	0	0

(b) Differently abled Employees and workers: Nil

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES (OTHER THAN WORKERS)</b>						
1	Permanent (D)	1	1	100	0	0
2	Other than Permanent (E)	0	0	0	0	0
3	Total (D)+(E)	1	1	100	0	0
<b>DIFFERENTLY ABLED WORKERS - Nil</b>						
4	Permanent (F)	1	1	100	0	0
5	Other than Permanent (G)	0	0	0	0	0
	Total (F)+(G)	1	1	100	0	0

##### 19. Participation / Inclusion / Representation of Women

	TOTAL	No. and percentage of Females	
	(A)	No. (B)	%(B/A)
Board of Directors	7	1	14.29
Key Management Personnel*	1	1	100.00

\*Includes Managing Director & CEO (MD & CEO) and Executive Director (ED)

##### 20. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	11.34%	6.25%	11.50%	13.40%	0.00%	13.40%	13.59%	16.67%	30.26%
Permanent Workers	3.93%	0.00%	3.93%	3.31%	0.00%	3.31%	6.14%	0.00%	6.14%

## V HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

### 21. Names of holding / Subsidiary / Associate Companies / Joint Ventures

S. No	Name of the holding / Subsidiary/ Associate Companies / Joint Ventures (A)	Indicate whether holding / Subsidiary/ Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes / No)
1	YASHO INDUSTRIES EUROPE B.V.	Subsidiary	100	Yes

Note: the above details are as on March 31, 2023

## VI CSR DETAILS

### 22

i.	Whether CSR is applicable as per Section 135 of Companies Act, 2013 (Yes / No)	i.	Yes
ii.	Turnover (in ₹ lakhs)	ii.	67,046.32 Lakhs
iii.	Net worth (in ₹ lakhs)	iii.	23,707.87 Lakhs

## VII TRANSPARENCY AND DISCLOSURE COMPLIANCES

### 23 Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web- link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, a mechanism is in place to interact with community leaders to understand and address their concerns, if any	Nil	Nil	Not Applicable	Nil	Nil	Not Applicable
Investors (other than shareholders)	Yes, a mechanism is in place wherein certain Company representatives and advisors have been identified to understand and address their concerns, if any	Nil	Nil	Not Applicable	Nil	Nil	Not Applicable
Shareholders	Yes, Shareholder can register their grievances at <a href="https://scores.gov.in/scores/Welcome.html">https://scores.gov.in/scores/Welcome.html</a>	Nil	Nil	Not Applicable	Nil	Nil	Not Applicable
Employees and workers	<a href="https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil_mechanism_policy.pdf">https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil_mechanism_policy.pdf</a>	Nil	Nil	Not Applicable	Nil	Nil	Not Applicable
Customers		Nil	Nil	Not Applicable	Nil	Nil	Not Applicable
Value Chain Partners		Nil	Nil	Not Applicable	Nil	Nil	Not Applicable
Other (Please Specify)	-	-	-	-	-	-	-

### 24. Overview of the entity's material responsible business conduct issue –

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications. As per the following format.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk or opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Import restrictions like Anti-Dumping Duty & Safeguard duties	Risk	It will be increasingly difficult to import	Shortlist potential products and monitor pricing	Negative
2	Climate goals by the country and customers	Opportunity	New opportunities in new markets	Not Applicable	Positive



## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines on Responsible Business Conduct (NGRBC) released by the Ministry of Corporate Affairs has updated and adopted nine areas of Business Responsibility. These are briefly as under:

P1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9	
<b>Policy and Management processes</b>										
1 (a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
(b) Has the policy been approved by the Board? (Yes/No)	Key Policies are formulated by Yasho. The policies are then adopted & implemented by the Company in line with the local legislations & corporate guidelines. Policies/guidelines pertaining to local laws and systems are approved by the Board and signed by the relevant senior management personnel, including the Managing Director.									
(c) Web Link of the Policies, if available	The Company's CSR Policy is available at : <a href="https://www.yashoindustries.com/uploads/7/9/4/9/7949862/corporate_social_responsibility_policy-new.pdf">https://www.yashoindustries.com/uploads/7/9/4/9/7949862/corporate_social_responsibility_policy-new.pdf</a>									
2 Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3 Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4 Name of the national and international certifications / standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) adopted by your entity and mapped to each principle.	Most of the principles are covered by our Code of Conduct which is in line with national and international standards and practices such as Universal Declaration of Human Rights, the OECD Guidelines for Multinational Enterprises and the International Labour Organisation (ILO) Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy. Further, the Company also has ISO 14001 certification (Environment Management Certificate) for all its Manufacturing Sites.									
5 Specific commitments, goals and targets set by the entity with defined timelines, if any.	-	-	-	-	-	-	-	-	-	-
6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Performance of each of the principles is reviewed periodically by various Committees led by the Management and Board of Director.									

## GOVERNANCE, LEADERSHIP AND OVERSIGHT

### 7. Statement by Director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

The Company is committed to integrating environmental, social and governance (ESG) principles into its businesses which is central to improving the quality of life of the communities it serves. It adheres to the principles of product stewardship by enhancing health, safety and environmental impacts of products and services across their lifecycles.

The Company is committed to conducting beneficial and fair business practices to the labour, human capital and to the community. It provides employees and business associates with working conditions that are clean, safe, healthy and fair.

### 8. Details of the highest authority responsible for implementation and oversight of the Business and Human Rights Policy.

Mr. Parag Vinod Jhaveri, Managing Director; DIN: 01257685 under the guidance of the Board of Directors and its Committees is responsible for implementation and oversight of the Business Responsibility policies

### 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issue? (Yes/No). If yes, provide details.

Yes, the Corporate Social Responsibility Committee and Risk Management Committee provides valuable direction and guidance to the Management to ensure that Safety and Sustainability implications are duly addressed in all- new strategic initiatives, budgets, audit actions and improvement plans.

### 10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee	Frequency (Annually/ Half Yearly/ Quarterly/ Any other – Please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Board of Directors of the Company review the sustainability initiatives of the Company on an annual basis.									
Compliance with statutory requirements of relevance to the Principles and rectification of any non-compliance.	The Company has been compliant with the statutory requirements and there have been no instances of non-compliances of NGRBCs.									

### 11. Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
The Company conducts periodic review of the charters, policies internally by the Senior Management and Board Committees which then drives the policies, projects and performance of the aspects of business responsibility and sustainability.								

### 12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated. All principles are covered by policies.

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.



**Principle 1 - Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.**

**ESSENTIAL INDICATORS**

**1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year –**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	2	During the year, the Board of Directors of the Company (including its Committees) has invested time on various updates comprising matters relating to an array of issues pertaining to the business, regulations, economy and environmental, social and governance parameters.	100%
Key Managerial Personnel	2		100%
Employees other than BoD and KMPs	2		42%
Workers	1		4%

\* Mandatory program every 2 years

**2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by its directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions in FY 2022-23 (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website)**

Monetary					
	NGRBC Principle	Name of the Regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty / Fine	Nil	Not Applicable	Nil	Not Applicable	Not Applicable
Settlement	Nil	Not Applicable	Nil	Not Applicable	Not Applicable
Compounding fee	Nil	Not Applicable	Nil	Not Applicable	Not Applicable

Non-Monetary				
	NGRBC Principle	Name of the Regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment Nil	Nil	Not Applicable	Not Applicable	Not Applicable
Punishment	Nil	Not Applicable	Not Applicable	Not Applicable

**3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non- monetary action has been appealed.**

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
	Not Applicable

**4. Does the entity have an anti-corruption policy or anti- bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company does have the Anti Bribery & Corruption policy.

**5. Number of Directors / KMPs / Employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption.**

	FY 2022-23	FY 2021-22
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

**6. Details of complaints with regard to conflict of interest**

	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
Number of Complaints received in relation to issues of Conflict of Interest of the Directors	0		0	
Number of Complaints received in relation to issues of Conflict of Interest of the KMPs	0		0	

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

**LEADERSHIP INDICATORS**

**1. Awareness programmes conducted for value chain partners on any of the Principles during FY 2022-23**

The Company has conducted awareness programmes on its Code of Conduct, which includes various topics i.e., anti-corruption, trade control, protection of human rights, information protection during the financial year 2021-2022

Total number of awareness programmes held	Topics / Principles covered under the training	Value chain partners covered (by value of business done with such partners)
2	Ethical Awareness	60%

**2. Does the entity have processes in place to avoid / manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

Yes, every Director of the Company discloses his/her concern or interest in the Company or companies or bodies corporate, firms or other association of individuals and any change therein, annually or upon any change, which includes the shareholding.

Further, a declaration is also taken annually from the Directors under the Code of Conduct confirming that they will always act in the interest of the Company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the Company and the role therein. The Senior Management also affirms annually that they have not entered into any material, financial and commercial transactions, which may have a potential conflict with the interest of the Company at large.

In the Meetings of the Board, the Directors abstain from participating in the items in which they are concerned or interested.



**Principle 2 – Businesses should provide goods and services in a manner that is sustainable and safe.**

**ESSENTIAL INDICATORS**

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>Details of improvements in environmental and social impacts</b>
R&D	10%	13%	Process development in bio diesel manufacturing, savings of resources in textile processing etc.
Capex*	21%	23%	Safe work environment, emergency preparedness, installation of monitoring systems, renewable energy (solar panels), reduction of electricity consumption, etc.

2. (a) **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**  
 The Company has put in place necessary procedures viz., sustainability assessments and periodical audits of Suppliers for sustainable sourcing. The Company provides recommendations to Suppliers wherever improvements are needed and monitors their implementation
- (b) **If yes, what percentage of inputs were sourced sustainably?**  
 The Company has sourced approximately 40% of its raw materials sustainably.
3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste**  
 (a) Plastics (including packaging): Disposed with authorised recycler  
 (b) E-waste: Disposed with authorised recycler  
 (c) Hazardous waste: Disposed with authorised recycler  
 (d) Other waste: Disposed with authorised recycler
4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**  
 The Extended Producer Responsibility is not applicable to Company’s business activities.

**LEADERSHIP INDICATORS**

1. **Has the entity conducted Life Cycle Perspective / Assessment (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

No Company have not conducted any Life Cycle Assesment during the year.

<b>NIC Code</b>	<b>Name of Product / Service</b>	<b>% of total Turnover contributed</b>	<b>Boundary for which the Life cycle Perspective</b>	<b>Whether conducted by independent external agency</b>	<b>Results communicated in public domain (Yes / No) If yes, provide the web link</b>
-	-	-	-	-	-

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**  
 Not Applicable
3. **Recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

<b>Indicate input material</b>	<b>Recycled or reuse input material to total material</b>	
	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Solvents	60:40	65:35

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format.

	FY 2022-23			FY 2021-22		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including packaging)	2 MT	0	5 MT	1 MT	0	4 MT
E-Waste	0	0	50 kg	0	0	70 kg
Hazardous waste	0	0	138 MT	0	0	133 MT
Other waste	0	0	50 MT	0	0	45 MT

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Nil

**Principle 3 – Businesses should respect and promote the well-being of all employees, including those in their value chains.**

**ESSENTIAL INDICATORS**

1. a. Details of measures for the well-being of employees:

Category	% of Employees covered by										
	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities		
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F/A)
Permanent Employees											
Male	97	97	100	97	100						
Female	16	16	100	16	100	16	100	Nil		Nil	
<b>Total</b>	<b>113</b>	<b>113</b>	<b>100</b>	<b>113</b>	<b>100</b>	<b>16</b>	<b>100</b>	<b>Nil</b>		<b>Nil</b>	
Other than Permanent Employees											
Male	24	24	100	24	100						
Female	0	0		0							
<b>Total</b>	<b>24</b>	<b>24</b>	<b>100</b>	<b>24</b>	<b>100</b>						

b. Details of measures for the well-being of workers:

Category	% of Employees covered by										
	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities		
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F/A)
Permanent Employees											
Male	484	484	100	484	100						
Female	0	0	0	0	0						
<b>Total</b>	<b>484</b>	<b>484</b>	<b>100</b>	<b>484</b>	<b>100</b>						
Other than Permanent Employees											
Male	223	160	71.74887892								
Female	0	0	0								
<b>Total</b>	<b>223</b>	<b>160</b>	<b>71.74887892</b>								

## 2. Details of retirement benefits for Current and Previous FY

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of employees covered as a % of total workers	Deducted and deposited with the authority (Y/ N/ N.A)	No. of employees covered as a % of total employee	No. of employees covered as a % of total workers	Deducted and deposited with the authority (Y/ N/ N.A)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	100%	100%	Y	100%	100%	Y

\* The Gratuity contributions are deposited with the Company's Trust Funds.

## 3. Accessibility of workplaces - Are the premises / offices of the entity accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the Company's registered offices at Mumbai are accessible to differently abled employees.

## 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company's policy on hiring does not discriminate against persons with disabilities.

## 5. Return to work and Retention rates of permanent employees that took parental leave. - Not Applicable

Gender	Permanent employees (other than workers)		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

## 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

The Redressal mechanism is as follows:

On receipt of any concern through email, letter, oral, etc., All protected disclosures will be recorded for thorough investigation. The Audit Committee may investigate and may, at its discretion, consider involving any other Officer of the Company and / or an outside agency for the purpose of investigation.

## 7. Membership of employees in association(s) or Unions recognised by the listed entity. - Not Applicable

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees/ workers in respective category, who are part of associations or Union (B)	% (B/ A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of associations or Union (D)	% (D/ C)
Total Permanent employees	NA	NA	NA	NA	NA	NA
(Other than workers)	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total Permanent workers	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

## 8. Details of training given to employees and workers.

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and Safety Measures		On skill upgradation		Total (D)	On Health and Safety measures		On skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees (other than workers)										
Male	97	97	100.00%	97	100	101	101	100	101	100
Female	16	16	100.00%	16	100	12	12	100	12	100
<b>Total</b>	<b>113</b>	<b>113</b>	<b>100.00%</b>	<b>113</b>	<b>100</b>	<b>113</b>	<b>113</b>	<b>100</b>	<b>113</b>	<b>100</b>
Workers										
Male	484	460	95.04%	401	82.85%	384	310	80.73%	270	70.31%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
<b>Total</b>	<b>484</b>	<b>460</b>	<b>95.04%</b>	<b>401</b>	<b>82.85%</b>	<b>384</b>	<b>310</b>	<b>80.73%</b>	<b>270</b>	<b>70.31%</b>

## 9. Details of performance and career development reviews of employees and workers.

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees (other than workers)						
Male	97	97	100.00%	101	101	100.00%
Female	16	16	100.00%	12	12	100.00%
<b>Total</b>	<b>113</b>	<b>113</b>	<b>100.00%</b>	<b>113</b>	<b>113</b>	<b>100.00%</b>
Workers						
Male	484	484	100.00%	384	384	100.00%
Female	0	0	0.00%	0	0	0.00%
<b>Total</b>	<b>484</b>	<b>484</b>	<b>100.00%</b>	<b>384</b>	<b>384</b>	<b>100.00%</b>

## 10. Health and Safety Management System

- Whether an occupational health and safety management system has been implemented by the entity? (Yes / No).  
If yes, the coverage such system?  
Yes, Company has implemented occupational health & safety management system.
- What are the processes used to identify work- related hazards and assess risks on a routine and non-routine basis by the entity?  
Hazard identification and Risk assessment (HIRA)
- Whether you have processes for employees to report the work-related hazards and to remove themselves from such risks. (Y/N)  
Yes
- Do the employees of the entity have access to non-occupational medical and healthcare services? (Yes / No)  
Yes

## 11. Details of safety related incidents, in the following format

Safety Incident/ Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0



**12. Describe the measures taken by the entity to ensure a safe and healthy workplace**

Trainings provided to all employees and contract workers about Health and safety in Yasho. Appropriate PPEs are provided. Adequate Ventillation and Illumination at workplace.

Fire fighting and chemical safety measures are in place as per government guidelines. Hazard Identification and Risk assessment is practiced for routine activities and non-routine activities with Permit to Work system.

System is in place for reporting all incidents, near miss and unsafe conditions/unsafe acts at workplace. All cases are investigated and corrective actions are implemented.

**13. Number of Complaints on the following made by employees and workers:**

Category	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	Nil	Nil	Not Applicable	Nil	Nil	Not Applicable
Health & Safety	Nil	Nil	Not Applicable	Nil	Nil	Not Applicable

**14. Assessments for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

As there were no significant risks or concerns arising from the assessment of health & safety practices and working conditions, no corrective action was taken or necessitated to address any safety related incidents

**LEADERSHIP INDICATORS**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N)**

Permanent Employee - Yes

Contract Employee - Yes

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company has established processes to monitor that the statutory dues have been appropriately deducted & deposited by its Contractors.

**3. Provide the number of employees having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.**

	Total no. of affected employees /Workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	Nil	Nil	Not Applicable	Not Applicable
Workers	Nil	Nil	Not Applicable	Not Applicable

**4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

Yes

**5. Details of assessment of value chain partners.**

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Health and safety practices	Nil
Working conditions	Nil

**6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

No such assessments were performed.

**Principle 4 – Businesses should respect the interests of and be responsive to all its stakeholders**

**ESSENTIAL INDICATORS**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

Internal and external group of stakeholders have been identified. Presently, the given stakeholder groups have the immediate impact on the operations and working of the Company. This includes Employees, Shareholders, Customers, Communities, Suppliers, Partners and Vendors.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

<b>Stakeholder Group</b>	<b>Whether identified as Vulnerable &amp; Marginalised group (Yes/No)</b>	<b>Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Websites)</b>	<b>Frequency of engagement (Annually / Half yearly/ Quarterly)</b>	<b>Purpose and scope of engagement including key topics and concerns raised during such engagement</b>
Shareholders, Local Stock Exchange	No	Email, Newspapers, SMS, Advertisement, Annual General Meeting, Postal Ballot, Website, Social Media Platform, Stock Exchange (SE) intimations, investor / analysts meet / conference calls, annual report, quarterly results, media releases,	Ongoing	Email, Newspapers, Advertisement, Annual General Meeting, Postal Ballot, Website.
Employees	No	Emails, Video messages, Internal Communication platforms, Intranet, Notice Board, Senior leaders' communication, goal setting and performance appraisal meetings/ review, websites, poster campaigns, quarterly publication, newsletters	Ongoing	Creating a high performance organization, updating on employee safety, business performance and key initiatives from the Company, training and awareness, responsible marketing, brand communication, health, safety and engagement initiatives.
Customers	No	Email, Verbal, On site visit	Ongoing	Business performance and key initiatives from the Company, training and awareness, responsible marketing, brand communication, health, safety and engagement initiatives.
Suppliers	No	Email, Verbal, On site visit	Ongoing	Supplier performance, Business Key initiatives from the Company, training and awareness, responsible marketing, brand communication, health, safety and engagement initiatives.
Communities around our Manufacturing Sites	Yes	Verbal, On site visit	Ongoing	Key social initiatives from the Company, training and awareness, responsible marketing, brand communication, health, safety and engagement initiatives.



## LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The communities around our manufacturing sites are assessed and identified for support and intervention. Need assessment surveys are conducted, based on which topics for support are identified. Every year, the CSR activities, their implementation schedule and their impact is presented to the Board of Directors of the Company for their deliberation & feedback.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. For example, Yes, through materiality study, the Company engages with its stakeholders in terms of identifying and prioritising the issues pertaining to economic, environmental and social topics.

3. Provide details of instances of engagement with and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

During the Covid-19 pandemic, at the request of the marginalized communities, the Company had not only provided basic necessities like groceries, masks & sanitizers, but had also worked closely with the community & the medical fraternity to provide ventilators to the hospital

## Principle 5 – Businesses should respect and promote human rights

### ESSENTIAL INDICATORS

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees (B)	% (B / A)	Total (C)	No. of employees (D)	% (D / C)
Employees						
Permanent	113	78	69%	113	70	62%
Other than Permanent	24	5	21%	29	6	21%
<b>Total Employees</b>	<b>137</b>	<b>83</b>	<b>61%</b>	<b>142</b>	<b>76</b>	<b>54%</b>
Workers						
Permanent	484	58	12%	384	42	11%
Other than Permanent	223	8	4%	474	14	3%
<b>Total Employees</b>	<b>707</b>	<b>66</b>	<b>9%</b>	<b>858</b>	<b>56</b>	<b>7%</b>

2. Details of minimum wages paid to employees in the following format

Category	FY 2022-23				FY 2021-22					
	Total (A)	Equal to minimum wages		More than minimum wages		Total (D)	Equal to minimum wages		More than minimum wages	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	97			97	100.00%	101			101	100.00%
Female	16			16	100.00%	12			12	100.00%
Other than Permanent										
Male	24			24	100.00%	29			29	100.00%
Female	0					0				
Workers										
Permanent	484			484	100.00%	384			384	100.00%
Male	484			484	100.00%	384			384	100.00%
Female	0					0			0	
Other than Permanent										
Male	223	223	100.00%			474	474	100.00%		
Female	0	0	0			0	0			

### 3 Details of remuneration/salary/wages, in the following format

	Male		Female	
	Number	Median remuneration / salary / wages of respective category (₹ in lakh)	Number	Median remuneration / salary / wages of respective category (₹ in lakh)
Board of Directors#	6	826.38	1	5.30
Key Managerial Personnel*	0	Nil	1	6.92
Employees other than BoD and KMP	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

# includes sitting fees paid

\* (excludes Managing Director & CEO, Whole Time Director & CFO, Executive Director)

### 4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Company has adopted a Sustainability Policy. Under the same, the Company has constituted a governance mechanism to address the human rights issues.

### 5. Describe the internal mechanisms in place to redress grievances related to human rights issue

The mechanism to redress grievances under human rights is same as for other grievances. On receipt of any concern by through email, letter, web helpline, oral, etc. Anything outside the purview of the Code of Conduct is informed back to the complainant. These are reviewed by MD & CEO and the Audit Committee.

### 6. Number of Complaints on the following made by employees

Category	FY 2022-23		FY 2021-22	
	Filed during the year	Pending resolution at the end of year	Filed during the year	Pending resolution at the end of year
Sexual Harassment	0	0	0	0
Discrimination at workplace	0	0	0	0
Child Labour	0	0	0	0
Forced Labour / Involuntary Labour	0	0	0	0
Wages	0	0	0	0
Other human rights related issues	0	0	0	0

### 7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company gives prime importance to the dignity and respect of its employees irrespective of their gender or hierarchy and expects responsible conduct and behaviour on the part of employees at all levels. Providing a safe and congenial work environment for all employees is an integral part of the Company's Code of Conduct. In order to prevent adverse consequences to the complainants, the Company prohibits victimisation of the complainants in any form and also facilitates the filing of such complaints anonymously. The Company has put a governance structure in place to address complaints related to discrimination or harassment of any kind. The Code of Conduct of the Company guides its employees. There is an Internal Committee constituted by the Company to address complaints relating to sexual harassment.

### 8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company has included compliance with human rights requirements as a part of its standard terms and conditions of its Purchase Order, Agreements / Contracts entered into with the Suppliers and also as a part of its Supplier Code of Conduct.

### 9. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Not Applicable
Forced/involuntary labour	
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%



**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above**

There were no audit concerns in the above areas from assessments in FY 2021-22.

**LEADERSHIP INDICATORS**

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

Not Applicable as there have been no grievances / complaints of human rights violation received by the Company.

**2. Details of the scope and coverage of any Human rights due-diligence conducted.**

The Company has not conducted any human rights due-diligence during FY 2022-23.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, most of our locations are accessible to differently-abled visitors.

**4. Details on assessment of value chain partners**

Sexual Harassment	Nil
Discrimination at workplace	Nil
Child Labour	Nil
Forced Labour/Involuntary Labour	Nil
Wages	Nil
Others – please specify	Nil

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above**

Not Applicable

**Principle 6 – Businesses should respect and make efforts to protect and restore the environment**

**ESSENTIAL INDICATORS**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format.**

Parameter	FY 2022-23 (Values in MWH)	FY 2021-22 (Values in MWH)
Total electricity consumption (A)	11,823.51	11,932.74
Total fuel consumption (B)	3,20,32,423.72	3,06,89,770.12
Energy consumption through other sources (C)	1,159.95	1,221.00
Total energy consumption (A+B+C)	3,07,02,753.58	3,07,02,923.86
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.01	0.01
Energy intensity (optional) – the relevant metric may be selected by the entity		

**Note:** Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency?

No

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not Applicable

### 3. Provide details of the following disclosures related to water, in the following format

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kl)		
1. Surface water	0	0
2. Ground water	0	0
3. Third Party water	0	0
4. Seawater*	0	0
5. Others (Municipal)	43,713.00	50,194.00
6. Rainwater	0	0
Total volume of water withdrawal (in kl)	43,713.00	50,194.00
Total volume of water consumption (Process + Domestic) (in kl)	43,713.00	50,194.00
Water intensity per rupee of turnover (water consumed / turnover) (kl/INR)	0	0

\*Used for cooling purposes

**Note:** Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency ? If yes, name of the external agency.

No

### 4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes

### 5. Provide details of air emissions (other than GHG emissions) by the entity, in the following format.

Parameter	Specify unit	FY 2022-23	FY 2021-22
SOx	mg/m3	17.50	16.70
NOx	mg/m3	15.30	14.37
SPM	--	--	--
Persistent organic pollutants (POP)	--	--	--
Volatile organic compounds (VOC)	--	--	--
Hazardous air pollutants (HAP)	mg/Nm3	0.38	0.41
Particulate Matter (size less than 10 $\mu$ )	mg/m3	33.00	32.72
Particulate Matter (size less than 2.5 $\mu$ )	mg/m3	20.25	19.24

Note: indicate if any independent assessment / evaluation / assurance has been carried out by an external agency ? if yes, name of the external agency

Yes, Konark

### 6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	0	0	0
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	0	0	0
Total Scope 1 and Scope 2 emissions per rupee of turnover	0	0	0
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	0	0	0



**7. Does the entity have any project related to reducing Green House Gas emission?**

If Yes, then provide details.

Yes , We have just started working on this in collabration with BV

**8. Provide details related to waste management by the entity, in the following format:**

Parameter	FY (2022-23)	PY (2021-22)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	2MT	2.4 MT
E-waste (B)	0	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)		
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		
Total (A+B + C + D + E + F + G + H)		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
<b>Total</b>		

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency. Not Applicable

**9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

With Inhouse full fledge R&D we are constantly developing products using environment friendly raw materials. Also Hazardous waste generated are kept in separate bin and disposed off with authorised waste handling agency.

**10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, specify details in the following format:**

Not Applicable

S. No.	Location of operations / offices	Types of operation	Whether the conditions of environment approval / clearance are being complied with ? Y / N If no, the reasons thereof and corrective action taken, if any.
1	Plot No.2514-2515, Phase IV, GIDC, Vapi - 396 195, Gujarat, INDIA	Manufacturing	Yes
2	Plot No.1713, Phase III, GIDC, Vapi – 396195, Gujarat, INDIA	Manufacturing	Yes
3	Survey no. 409/P1/P1/A, Karwad, Vapi, Valsad - 396191, Gujarat, INDIA	Manufacturing	Yes

### 11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.

The Company has not undertaken any environmental impact assessments during the current financial year.

### 12. Is the entity compliant with the applicable environmental law / regulations / guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the Company has ensured compliance with the applicable environmental laws, regulations, guidelines in India viz., Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules thereunder

Sr. No	Specify the law / regulation / guidelines which was not complied with	Provide the details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as Pollution Control Board or by courts	Corrective action taken, if any
Not Applicable				

### LEADERSHIP INDICATORS

#### 1. Break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23	FY 2021-22
From renewable sources		
Total electricity consumption (A)	1,18,23,507 KWH	1,19,32,744 KWH
Total fuel consumption (B)		
Energy consumption through other sources (C)		
Total energy consumed from renewable sources (A+B+C)	1,18,23,507 KWH	1,19,32,744 KWH
Total electricity consumption (D)		
Total fuel consumption (E)* Natural Gas	33,16,581 m3	31,77,565 m3
Energy consumption through other sources (F) (fuel consumption) Diesel	1,159.95 MWH	1,221 MWH
Total energy consumed from non-renewable sources (D+E+F)		

Note: \* Unit for Energy Consumption

**Note:** Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? If yes, name the external agency

The Company has not conducted any independent assessment / evaluation by an external agency.

#### 2. Details related to water discharged

Parameter	FY 2022-23	FY 2021-22
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0	0
- No treatment		
- With treatment – please specify level of treatment – All three (Primary, Secondary & Tertiary)		
(ii) To Groundwater	0	0
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	0	0
- No treatment		
- With treatment – please specify level of treatment – Tertiary treatment (kl)		
(iv) Sent to third-parties	13,247 KL	13,165 KL
- No treatment	360 KL	360 KL
- With treatment – please specify level of treatment – Tertiary (kl)	12,887 KL	12,805 KL
(v) Others	0	0
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (kl)	13,247 KL	13,165 KL

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency:

No



### 3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

Not Applicable

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)	Nil	Nil
(i) Surface water	Nil	Nil
(ii) Groundwater	Nil	Nil
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres)	Nil	Nil
Total volume of water consumption (in kilolitres)	Nil	Nil
Water intensity per rupee of turnover (Water consumed / turnover) (kl/rupee)	Nil	Nil
Water discharge by destination and level of treatment (in kilolitres)	Nil	Nil
(i) Into Surface water	Nil	Nil
- No treatment	Nil	Nil
- With treatment—please specify level of treatment	Nil	Nil
(ii) Into Groundwater	Nil	Nil
- No treatment	Nil	Nil
- With treatment—please specify level of treatment	Nil	Nil
(iii) Into Seawater	Nil	Nil
- No treatment	Nil	Nil
- With treatment—please specify level of treatment – Primary treatment	Nil	Nil
meets the environmental norms due to the nature of process	Nil	Nil
(iv) Sent to third-parties	Nil	Nil

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency. -

No

The Company has not conducted any independent assessment / evaluation by an external agency.

### 4. Details of total Scope 3 emissions & its intensity, in the following format - Not Applicable

Parameter	Unit	FY 2022-23	FY 2021-22
-	-	-	-
-	-	-	-
-	-	-	-

**Note:** Indicate if any independent assessment / evaluation /assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

### 5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities

Although the Company does not operate in any of the ecologically sensitive areas, your Company is sensitive to the needs of all its stakeholders. The discharge parameters are independently monitored by an agency appointed by the Ministry of Environment, Forest & Climate Change, Government of India. The report of the monitoring is regularly shared by the agency with all its stakeholders.

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, provide details of the same as well as outcome of such initiatives, as per the following format

Not Applicable

Sr. No	Initiative undertaken	Details of the initiative	Outcome of the initiative
1	Nil	Nil	Nil
2	Nil	Nil	Nil

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words

Yes. The Company has a well-defined Business Continuity Plan. The Incident and Crisis Management system of the Company defines organizational structures and provides guidance to the Management to enable the efficient management of incidents or crisis, with the objective of minimizing the overall negative impact of a given situation and enabling a return to normalcy in the shortest possible time frame.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Not Applicable

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Nil

**Principle 7 – Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

#### ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers / associations  
The Company had affiliations with trade and industry chambers / associations.
- b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body the entity is a member of / affiliated to).

Sr. No	Name of the trade and industry chambers / associations	Reach of trade and industry chambers/ associations (State / National)
1	Confederation of Indian Industry	National
2	Federation of Indian Chambers of Commerce & Industry	National
3	Global Compact Network, India	National
4	Bombay Chamber of Commerce & Industry	State
5	Indian Management Association	National
6	Indian Chemical Council	National
7	Emission Control Manufacturer's Association	National
8	Indo German Chamber of Commerce	National
9	CropLife India	National
10	Indian Polyurethane Association	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

#### LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity

Not Applicable



## Principle 8 – Businesses should promote inclusive growth and equitable development

### ESSENTIAL INDICATORS

- 1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current FY 22**

Not Applicable

- 2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity in the following format.**

Not applicable

- 3. Describe the mechanisms to receive and redress grievances of the community**

Not Applicable

- 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers**

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs / small producers	Nil	Nil
Sourced directly from within the district and neighbouring districts	Nil	Nil

### LEADERSHIP INDICATORS

- 1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above)**

Not Applicable

- 2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

The Company has undertaken CSR projects / activities in and around its Manufacturing Sites at Valsad, Gujarat. However, the Company has not undertaken any such CSR activity in designated aspirational districts identified by government bodies.

- 3. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes/No)**

The Company has a process to receive and redress concerns/grievances received from the community. A site level committee consisting of members from various departments viz. administration, security, CSR, etc. is formed which receives the concerns (written/verbal) and works towards its redressal. A joint field visit / investigation is done and the concern is addressed appropriately in a timely manner. The concerns are recorded and tracked for closure.

(a) No, the Company does not have a preferential procurement policy.

(b) From which marginalised / vulnerable groups do you procure?

Not Applicable

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable

- 4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.**

Not Applicable

- 5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Not Applicable

## 6. Details of beneficiaries of CSR Projects:

Approximate project-wise beneficiaries and % vulnerable and marginalised groups (scheduled castes, scheduled tribes) are as mentioned below:

S. No.	CSR Project	No. of persons benefitted from CSR	% of beneficiaries from vulnerable and marginalised groups
1	Education (Kocharva Patel F. Shala)	195	80
2	Health	Nil	Nil
3	Environmental	Nil	Nil

## Principle 9 – Businesses should engage with and provide value to their consumers in a responsible manner

### ESSENTIAL INDICATORS

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Consumer complaint is received from marketing team, investigation is carried out in coordination with concern departments, CAPA is made and sent to consumer.

#### 2. Turnover of products and / services as a percentage of turnover from all products/service that carry information about

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

#### 3. Number of consumer complaints in respect of the following:

	FY 2022-23			FY 2021-22		
	Received during the	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0		0	0	
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Other	2	0		11	0	

#### 4. Details of instances of product recalls on accounts of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	0
Forced recalls		

#### 5. Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the Company has detailed framework on cyber security and risk related to data privacy.

#### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

The cyber security for the Company has been outsourced and managed by a leading IT services company. The regular reviews are conducted, and corrective actions are taken to improve the cyber security posture.



## LEADERSHIP INDICATORS

**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Although there is no central platform for accessing information about all the products and services of the Company, each business unit has developed its own platform where information related to their products is available.

The information on products and services of the entity can be accessed at <https://www.yashoindustries.com/>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

All business units of the Company provide safety and information sheets and mention on the packaging to their consumers about the safe and responsible use of the products.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

The Company informs through emails and phone calls.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.**

No

Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes

**5. Provide the following information relating to data breaches:**

(a) Number of instances of data breaches along with impact - Nil

(b) Percentage of data breaches involving personally identifiable information of customers - Not Applicable

# **STANDALONE FINANCIALS**



# Independent Auditors' Report

To the Members of **YASHO INDUSTRIES LIMITED,**

## Report on the Audit of the Standalone Financial Statements

### OPINION

We have audited the accompanying standalone financial statements of Yasho Industries Limited ("the Company"), which comprise the Standalone balance sheet as at 31<sup>st</sup> March 2023, and the standalone statement of Profit and Loss (including Other Comprehensive Income), the standalone Cash Flows and the Standalone Statement of changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

#### Key Audit matter

##### 1. Capital Expenditure

The company has incurred capital expenditure towards purchase / construction of tangible property, plant and equipment amounting to ₹ 14,808.82 Lakh during the financial year.

Considering that this amount is substantial and errors in measurement can lead to material impact on carrying amount of tangible fixed assets as well as profit for the year we have considered this as a key audit matter.

#### How our audit addressed the key audit matter:

1. Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around measurement of capital expenditure.
2. Assessment of deviations from budgeted expenditure, if any and enquiry into reasons thereof.
3. We undertook substantive audit procedures to test whether any revenue expenditure is classified as capital expenditure or capital expenditure is classified as revenue expenditure.
4. We tested the adherence to Ind AS 16 "Property, Plant & Equipment" to verify accuracy of measurement of expenditure and adequacy of disclosures made.

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate

Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether

the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes of equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the IND AS standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the IND AS standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 IND AS 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 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 in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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. (A) As required by Section 143(3) of the Act, we report that:
    - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Cash Flow Statement and Standalone Statement of changes in equity dealt with by this Report are in agreement with the books of account.
    - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. 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".
- (B) 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:
- a. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 40 to the standalone financial statements;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - d.
    - i. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :
      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries")
      - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - ii. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the

Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- 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")
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- iii. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under d(i) and d(ii) above, contain any material misstatement.
- e. The final dividend declared paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 16.2 to the Standalone Financial Statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the

ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- (C) 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 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. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**

Partner

Membership No.164370

Place: Mumbai

Date: 02<sup>nd</sup> May, 2023

UDIN: 23164370BGSBEP1831

# Annexure "A" Auditors' Report

## ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF THE INDEPENDENT AUDITOR'S REPORT ON THE ACCOUNTS OF YASHO INDUSTRIES LIMITED ("THE COMPANY") FOR THE YEAR ENDED 31ST MARCH, 2023.

1. a. A. The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - B. The company has maintained proper records showing full particulars of Intangible Assets.
  - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. 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 immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the company.
  - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant & Equipment (including Right of Use assets) and Intangible Assets or both during the year.
  - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings are initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. In respect of Inventories:
    - a. As explained to us, the inventory has been physically verified by the management at regular intervals during the year. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
    - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account other than those as set out in Note No. 49 to the Financial Statements.
  3. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in and granted advances in the nature of loans, secured or unsecured, to companies during the year. In accordance with clause 3(iii),
    - a. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans to entity as below:
 

Particulars	Loans (₹ In Lakhs)
Aggregate amount during the year ended 31 <sup>st</sup> March, 2023	
• Subsidiaries	397.07
• Others	-
Balance outstanding as at the balance sheet date - 31 <sup>st</sup> March, 2023	
• Subsidiaries	457.17
• Others	-
    - b. According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of secured or unsecured loans are, prima facie, not prejudicial to the interest of the Company.

- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of secured or unsecured loans given, the repayment of principal and payment of interest has not been stipulated. We are therefore, unable to make specific comments on the regularity of repayment of principal and payment of interest.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of secured or unsecured loans given.
- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted which has fallen due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted loans to subsidiaries repayable on demand, details of which are mentioned hereunder:

Parties	Promoters	Related Party (Subsidiary)	(₹)
Aggregate amount of loan/ advances in nature of loans			
- Repayable on demand (A)	-	457.17 lakhs	
- Agreement does not specify any terms of period of repayment (B)	-	-	
Total (A + B)	-	457.17 lakhs	
Percentage of loans/ advances in nature of loans to the total loans	-	100%	

4. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any guarantee or security as specified under Sections 185 and 186 of the Act. In respect of the investments made and loans given by the Company, in our opinion the provisions of Sections 185 and 186 of the Act have been complied with.
5. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed cost records have been made and maintained as per the documentary evidence provided by the management. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
7. In respect of statutory dues:
- a. According to the information & explanation given to us, the company was generally regular in depositing dues in respect of Employees Provident Fund, Employees State Insurance Fund, Income Tax (including TDS), GST and other statutory dues with the appropriate authority during the year.
- b. According to records examined by us and the information and explanation given to us, there are no undisputed amounts due in respect of income tax, sales tax, GST, excise duty, Employees Provident Fund, Employees State Insurance Fund and other statutory dues at the end of the year.

However, the following dues have not been deposited by the Company on account of disputes:

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ in Lakhs)
The Customs Act, 1962	Custom Duty	CESTAT	F.Y. 2014-15	175.36
The Customs Act, 1962	IGST	Supreme Court and Commissioner of Customs	FY 2017-18 & FY 2018-19	822.27
The Customs Act, 1962	IGST	Commissioner (Appeals), CGST-Surat	FY 2017-18 to FY 2019-20	3,031.45

8. According to the information and explanations given to us and on the basis of our examination of records of the Company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
9. a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.



- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- c. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis for the purposes for which they were obtained.
- d. On an overall examination of the financial statements of the Company, the Company has not taken any funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.
- e. According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly clause 3(ix)(e) of the order is not applicable.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
10. a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
11. a. Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c. According to the information and explanations given to us, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
12. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
14. a. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
15. In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) and (d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report

indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and

there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of Sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**

Partner

Place: Mumbai  
Date: 02<sup>nd</sup> May, 2023

Membership No.164370  
UDIN: 23164370BGSBEP1831



# Annexure “B” Auditors’ Report

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

## **OPINION**

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

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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.

## **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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether

adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

## **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) 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.

Place: Mumbai  
Date: 02<sup>nd</sup> May, 2023

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**

Partner  
Membership No.164370  
UDIN: 23164370BGSBEP1831



# Standalone Balance Sheet

as at 31<sup>st</sup> March 2023

Particulars	Note No.	(Amount ₹ in Lakhs)	
		As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3 (a)	16,007.53	14,487.93
(b) Capital Work in Progress	3 (b)	12,335.55	53.03
(c) Investment Properties		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets	4 (a)	962.52	1,354.25
(f) Intangible Assets under development	4 (b)	106.50	-
(g) Right-of-use Assets	5	696.13	214.71
(h) Financial Assets			
(i) Financial Assets			
(i) Investments in subsidiaries and joint ventures	6 (a)	0.86	0.86
(ii) Other Investments	6 (b)	0.25	13.61
(iii) Other Financial Assets		-	-
(j) Deferred tax assets (Net)		-	-
(k) Other non current assets	7	3,687.17	1,716.24
<b>SUB-TOTAL</b>		<b>33,796.51</b>	<b>17,840.64</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	8	16,108.69	13,368.88
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	9	10,882.69	13,188.55
(iii) Cash & Cash Equivalents	10	4.85	5.00
(iv) Bank balances other than (iii) above	11	1,322.06	1,454.31
(v) Loans	12	483.23	69.82
(vi) Other Financial Assets		-	-
(c) Current Tax Assets (Net)	13	40.60	-
(d) Other Current Assets	14	2,174.36	2,407.03
<b>SUB-TOTAL</b>		<b>31,016.48</b>	<b>30,493.59</b>
<b>TOTAL ASSETS</b>		<b>64,813.00</b>	<b>48,334.23</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	15	1,139.92	1,139.92
(b) Other Equity	16	22,567.95	16,212.66
<b>Total Equity</b>		<b>23,707.87</b>	<b>17,352.58</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	17	15,715.81	6,352.49
(i) Lease Liabilities	18	630.45	141.71
(ii) Trade Payables		-	-
(A) Trade Payables- Micro and Small Enterprises		-	-
(B) Trade Payables- Other than Micro and Small Enterprises		-	-
(iii) Other financial liabilities		-	-
(b) Provisions	19	225.21	152.64
(c) Deferred Tax Liabilities (Net)	20	719.66	816.43
(d) Other non-current liabilities		-	-
<b>SUB-TOTAL</b>		<b>17,291.14</b>	<b>7,463.26</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	21	15,893.73	11,269.46
(i) Lease Liabilities	22	137.36	114.61
(ii) Trade payables			
(A) Trade Payables- Micro and Small Enterprises	23 (a)	159.12	368.22
(B) Trade Payables- Other than Micro and Small Enterprises	23 (b)	7,022.28	10,817.68
(iii) Other financial liabilities	24	0.11	0.10
(b) Other Current Liabilities	25	171.54	378.71
(c) Provision	26	429.84	407.63
(d) Current Tax Liabilities (Net)	27	-	161.98
<b>SUB-TOTAL</b>		<b>23,813.99</b>	<b>23,518.39</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>64,813.00</b>	<b>48,334.23</b>

see accompanying notes to the financial statements  
The accompanying notes form an integral part of the Standalone IND AS Financial Statements

## As per our report of even date

**For V J SHAH & CO.**  
Chartered Accountants  
FRN.: 109823W

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

## FOR AND ON BEHALF OF THE BOARD

**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

**KOMAL BHAGAT**  
(COMPANY SECRETARY)  
(Mem. No.: A49751)

# Standalone Statement of Profit and Loss

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
<b>Continuing Operations</b>			
I Revenue From Operations	28	67,046.32	61,377.63
II Other Income	29	1,113.27	1,033.14
<b>III Total Income (I+II)</b>		<b>68,159.60</b>	<b>62,410.77</b>
<b>IV Expenses</b>			
(a) Cost of Material Consumed	30	46,268.84	40,912.98
(b) Purchasees of Stock-in-Trade		-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	31	(5,176.91)	(1,896.74)
(d) Employee Benefits Expenses	32	3,858.10	3,251.95
(e) Finance Costs	33	1,553.76	1,375.56
(f) Depreciation and Amortisation Expenses	34	1,984.12	1,867.99
(g) Other Expenses	35	11,024.23	9,771.62
<b>Total Expenses (IV)</b>		<b>59,512.15</b>	<b>55,283.36</b>
<b>V Profit Before Exceptional Items and Tax (III-IV)</b>		<b>8,647.44</b>	<b>7,127.42</b>
VI Exceptional Items			
<b>VII Profit Before Tax (V-VI)</b>		<b>8,647.44</b>	<b>7,127.42</b>
<b>VIII Tax Expense:</b>			
(1) Current Tax	37	2,308.48	2,018.50
(2) Deferred Tax	37	(90.86)	(163.60)
<b>Total Tax Expenses (VIII)</b>		<b>2,217.62</b>	<b>1,854.90</b>
<b>IX Profit for the period from continuing operations (VII-VIII)</b>		<b>6,429.83</b>	<b>5,272.51</b>
<b>X Other Comprehensive Income (OCI)</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement of defined benefit plans	36	(23.44)	(0.56)
Income tax on items that will not be reclassified subsequently to profit or loss	38(C)	(5.90)	(2.05)
<b>Total Other Comprehensive Income</b>		<b>(17.54)</b>	<b>1.49</b>
<b>Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period</b>		<b>6,412.29</b>	<b>5,274.00</b>
<b>XI Earnings Per Equity Share (Amount in ₹)</b>			
(a) Basic	39	56.41	47.65
(b) Diluted	39	56.41	47.65
Weighted average number of equity shares		1,13,99,200	1,10,65,867

Significant Accounting Policies

2

The accompanying notes form an integral part of the Standalone IND AS Financial Statements

## As per our report of even date

**For V J SHAH & CO.**  
Chartered Accountants  
FRN.: 109823W

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

## FOR AND ON BEHALF OF THE BOARD

**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

**KOMAL BHAGAT**  
(COMPANY SECRETARY)  
(Mem. No.: A49751)



# Standalone Statement of Cash Flows

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	₹	₹	₹	₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net profit before Tax</b>		<b>8,624.00</b>		<b>7,126.86</b>
Adjustment for Non-Cash and Non-operating Items				
Add: Depreciation	1,984.12		1,867.99	
Bad debts and advances written off, allowance for doubtful trade receivables and advances (net)	-		18.19	
Net loss on fair valuation of investments	13.36		-	
Finance costs	1,553.76	3,551.24	1,375.56	3,261.74
Less: Interest Income	80.04		60.35	
Net gain on disposal of property, plant and equipment	3.56		6.48	
Reversal of allowance for doubtful trade receivables and advances (net)	3.92		-	
Dividend income	0.05	87.57	0.05	66.88
Operating profits before working capital changes		<b>12,087.68</b>		<b>10,321.71</b>
Changes in Working Capital & Operating Assets & liabilities:				
Add: Decrease in Assets & Increase in Liabilities				
Trade Payables	-		6,601.16	
Trade Receivables	2,309.78		-	
Other Earmarked Bank Balances	132.25		-	
Other Current Assets	232.67		-	
Other Current Liabilities	-		274.72	
Short Term Provisions	22.21		135.98	
Other Current Financial Liabilities	0.01		-	
Long Term Provisions	72.58	2,769.49	43.81	7,055.66
Less: Increase in Assets & Decrease in Liabilities				
Inventories	2,739.81		5,352.30	
Trade Receivables	-		6,056.14	
Other Earmarked Bank Balances	-		43.90	
Other Current Assets	-		1,396.48	
Other Non Current Assets	1,970.92		886.70	
Other Current Liabilities	207.17		-	
Trade Payables	4,004.50	8,922.40	-	13,735.52
<b>Cash generated from operations</b>		<b>5,934.77</b>		<b>3,641.85</b>
Less: Taxes paid (net of refunds)		2,511.06		2,005.75
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>3,423.71</b>		<b>1,636.10</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Add: Interest Income	80.04		60.35	
Disposal of property, plant and equipment	89.68		83.11	
Dividend income	0.05	169.77	0.05	143.52
Less: Payment for purchase of property, plant and equipment	14,808.82		5,679.51	
Additions to intangible assets	557.80		379.97	
Payment towards subscription of shares in wholly owned subsidiary	-	15,366.62	0.86	6,060.34
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		<b>(15,196.85)</b>		<b>(5,916.83)</b>

# Standalone Statement of Cash Flows (Contd.)

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	₹	₹	₹	₹
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Add: Increase in Long Term Borrowings (Net)	9,363.32		1,029.57	
Preferential Share Capital Issue (Net)	-		4,240.00	
Loans Recovered from Employees	0.97		-	
Increase in Short Term Borrowings (Net)	4,624.28	13,988.57	540.68	5,810.25
Less: Repayment of Long Term Borrowings	-		-	
Repayment of principal portion of lease liabilities	190.43		114.91	
Loans Given to Employees	-		1.65	
Loans Given to WOS	414.38		42.80	
Dividend Paid	57.00		54.50	
Finance costs	1,553.76	2,215.57	1,375.56	1,589.42
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		<b>11,773.00</b>		<b>4,220.83</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(0.14)</b>		<b>(59.89)</b>
Add: <b>Cash &amp; Cash Equivalent at the beginning of the year</b>				
Cash on Hand	4.54		3.45	
Bank Balance in current accounts	0.46	5.00	61.44	64.89
Less: <b>Cash &amp; Cash Equivalent at the end of the year</b>				
Cash on Hand	4.70		4.54	
Bank Balance in current accounts	0.16	4.85	0.46	5.00
<b>Reconciliation of Cash and Cash Equivalents with the Balance Sheet</b>				
Cash & Cash Equivalent at the end of the year (as per Note 10 & 11)		1,326.92		1,459.31
Less: Bank Balances held as margin money against guarantees not considered as Cash and Cash Equivalents		1,322.06		1,454.31
<b>Cash &amp; Cash Equivalent at the end of the year</b>		<b>4.85</b>		<b>5.00</b>

## Note:

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

### As per our report of even date

#### For V J SHAH & CO.

Chartered Accountants  
FRN.: 109823W

#### CHINTAN SHAH

(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

### FOR AND ON BEHALF OF THE BOARD

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(WTD & CFO)  
DIN: 01257668

#### KOMAL BHAGAT

(COMPANY SECRETARY)  
(Mem. No.: A49751)



# Standalone Statement of Changes in Equity

for the year ended 31<sup>st</sup> March 2023

## (A) EQUITY SHARE CAPITAL

(Amount ₹ in Lakhs)

Balance as at April 1, 2022	Changes in equity share capital during the year*	Balance as at March 31, 2023
1,139.92	-	1,139.92

(Amount ₹ in Lakhs)

Balance as at April 1, 2021	Changes in equity share capital during the year*	Balance as at March 31, 2022
1,089.92	50.00	1,139.92

## (B) OTHER EQUITY

(Amount ₹ in Lakhs)

Current Year	Reserves and Surplus				Items of other comprehensive income		Total Equity as at March 31, 2023
	Particulars	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Other items of Other Comprehensive Income (Gratuity)	
Balance at the beginning of the current reporting period	8.88	4,964.29	114.70	11,131.42	(6.63)	16,212.66	
Changes in accounting policy or prior period errors	-	-	-	-	-	-	
Total Comprehensive Income for the current year	-	-	-	6,429.83	(17.54)	6,412.29	
Dividends	-	-	-	(57.00)	-	(57.00)	
Transfer to retained earnings	-	-	-	-	-	-	
Any other change	-	-	-	-	-	-	
Balance at the end of the current reporting period	8.88	4,964.29	114.70	17,504.25	(24.17)	22,567.95	

# Standalone Statement of Changes in Equity (Contd.)

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Previous Year Particulars	Reserves and Surplus				Items of other comprehensive income		Total Equity as at March 31, 2022
	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Other items of Other Comprehensive Income (Gratuity)		
Balance at the beginning of the previous reporting period	8.88	774.29	114.70	5,913.40	(8.12)		6,803.16
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Total Comprehensive Income for the previous year	-	-	-	5,272.51	1.49		5,274.00
Dividends	-	-	-	(54.50)	-		(54.50)
Transfer to retained earnings	-	-	-	-	-		-
Any other change (Issue of Shares at Premium)	-	4,225.00	-	-	-		4,225.00
Any other change (Share Issue Expenses)	-	(35.00)	-	-	-		(35.00)
Balance at the end of the current reporting period	8.88	4,964.29	114.70	11,131.42	(6.63)		16,212.66

Refer Note No 16.1 for nature and purpose of Reserve.

The accompanying notes form an integral part of the Standalone IND AS Financial Statements

## As per our report of even date

**For V J SHAH & CO.**  
Chartered Accountants  
FRN.: 109823W

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

## FOR AND ON BEHALF OF THE BOARD

**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

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(CHAIRMAN & ED)  
DIN: 01655692

**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

**KOMAL BHAGAT**  
(COMPANY SECRETARY)  
(Mem. No.: A49751)



# Notes forming part of Standalone Financial Statements

## NOTE: 1

### Corporate Information

Yasho Industries Limited ("The Company") was incorporated in October 1985 as "Vasu Preservatives Private Limited" under the provisions of Companies Act, 1956. It is a public limited company domiciled in India. Its shares are listed on the Bombay Stock Exchange (BSE). The Company is engaged in manufacturing of Specialty and Fine Chemicals for industrial use. The products manufactured by the company are used by industries as diverse as Rubber & Latex, Lubricants, Food & Flavors, Perfumery and other Specialty applications since 1993. The company has manufacturing facilities in three factories situated in GIDC, Vapi, Gujarat, key subsidiary in The Netherlands and with its registered Office Located in Mumbai (Maharashtra).

The Board of Directors approved the standalone financial statements for the year ended March 31, 2023 and authorised for issue on May 02, 2023.

## NOTE: 2

### Summary of basis of compliance, basis of preparation and presentation, critical accounting estimates, assumptions and judgements and significant accounting policies

#### Statement of compliance:

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss for the year ended 31 March 2023, the Statement of Cash Flows for the year ended 31 March 2023 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'financial statements').

#### 2.1 Basis of preparation of financial statements

The Standalone financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Plan assets under defined benefit plans – measured at fair value

- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

#### 2.2 Current and non-current classification

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

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle.
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.

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

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been

## Notes forming part of Standalone Financial Statements

consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The statement of cash flows have been prepared under indirect method, whereby profit or loss 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 items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The Standalone Financial Statements have been presented in Indian Rupees (₹), which is the Company's functional currency. All financial information presented in ₹ has been rounded off to the nearest rupee in lakhs, unless otherwise stated.

### 2.3 Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

### 2.4 Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

#### (A) Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates,

any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress"

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

#### Subsequent expenditure and component accounting

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### Depreciation and useful life

Depreciation is provided on a pro-rata basis on the straight-line method based on estimated useful life prescribed under Schedule II to the Companies Act,



# Notes forming part of Standalone Financial Statements

2013 Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

## Freehold land is not depreciated.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## Derecognition

An item of PPE 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 the asset and is recognised in Statement of Profit and Loss.

## (B) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Directly attributable costs that are capitalised as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

## Useful life and amortisation

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses. Intangible assets

are amortised on a straight-line basis over the period of estimated useful lives of 5 years. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

## Derecognition

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount

The Company has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

## (C) Capital Work in progress ('CWIP') and intangible assets under development

Projects under commissioning and other CWIP/ intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that future economic benefit associated with these will flow to the Company and the cost of the item can be measured reliably.

Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets.

## (D) Investment property

Investment properties are land and buildings that are held for long term lease rental yields and/ or for capital appreciation. Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on buildings is provided over the estimated useful lives. The residual values estimated useful lives and depreciation method of investment properties are reviewed, and adjusted on prospective basis as appropriate, at each reporting date. The effects of any revision are included in the Standalone Statement of Profit and Loss when the changes arise.

## Notes forming part of Standalone Financial Statements

An investment property is de-recognised when either the investment property has been disposed of or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Standalone Statement of Profit and Loss in the period of de-recognition.

### (E) Research and development expenses

Research and Development costs are capitalised as an intangible asset under development when the following criteria are met:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### (F) Impairment

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

individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

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

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

Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

### (G) Inventories

#### Raw materials

Raw materials and stores, work in progress, traded stock and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases.

#### Work in progress and finished goods

Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of production of finished goods. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates



# Notes forming part of Standalone Financial Statements

and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Costs of inventories are valued at lower of cost or net realizable. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

## Stores and spares

Inventory of stores and spare parts is valued at cost or net realisable value, whichever is lower. Provisions are made for obsolete and non-moving inventories. Unserviceable and scrap items, when determined, are valued at estimated net realisable value.

## (H) Revenue recognition

### Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of other operating revenue.

Revenue from sales is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

### Sale of services

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

### Dividend and interest income

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

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

## Foreign exchange translation

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in profit or loss. Monetary balances arising from the transactions denominated in foreign currency are translated to functional currency using the exchange rate as on the reporting date. Any gains or loss on such translation, are generally recognised in profit or loss.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the year in which they arise.

## (I) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The company has decided to opt for lower income tax rate u/s 115BAA. Accordingly, tax expense has been calculated considering provisions of section 115BAA of the Income Tax Act, 1961.

### Current tax

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

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding

## Notes forming part of Standalone Financial Statements

tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### (J) Borrowing costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalised as part of such assets. A qualifying asset is one that necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

### (K) Leases

#### As a Lessee

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### (J) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions for restructuring are recognised by the Company when it has developed a detailed formal plan



## Notes forming part of Standalone Financial Statements

for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

### (K) Employee benefits

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

#### Short-term employee benefits

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### Post-employment benefits Defined contribution plan

Employee Benefit under defined contribution plans comprises of Contributory provident fund etc. is recognized based on the undiscounted amount of

obligations of the Company to contribute to the plan. The same is paid to a fund administered through a separate trust.

#### Defined benefit plan

Defined benefit plans comprising of gratuity is recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### Short term employee benefits

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

### (L) Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial

## Notes forming part of Standalone Financial Statements

recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

### (M) Financial assets

#### Recognition and initial measurement

The Company initially recognises loans and advances, deposits and debt securities purchased on the date on which they originate. Purchases and sale of financial assets are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument.

All financial assets are recognised initially at fair value. In the case of financial assets not recorded at FVTPL, transaction costs that are directly attributable to its acquisition of financial assets are included therein.

#### Classification of financial assets and Subsequent Measurement

On initial recognition, a financial asset is classified to be measured at –

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI) – debt investment; or
- Fair Value through Other Comprehensive Income (FVTOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

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

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The non-current investment has been recorded at amortised cost.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains

## Notes forming part of Standalone Financial Statements

and losses arising on remeasurement recognised in statement of profit or loss. The net gain or loss recognised in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognised when:

- The Company's right to receive the dividends is established,
- It is probable that the economic benefits associated with the dividends will flow to the entity,
- The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

### Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

### Impairment

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month

expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year, but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

## (N) Financial liabilities and equity instruments

### Classification as debt or equity

Debt and equity instruments issued by a 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 Standalone 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 directly attributable transaction costs.

### Financial liabilities

Financial liabilities are classified as measured at amortised cost or 'FVTPL'.

A Financial Liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it 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; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that contract basis; or
- It forms part of a containing one or more embedded derivatives, and IND AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with IND AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

### Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

### Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### (O) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short - term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### (P) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from Share Premium, net of any tax effects.

### (Q) Segments reporting

The Company's only identifiable reportable segment is Chemicals and hence disclosure of Segment wise information is not applicable under IND-AS 108 "Operating Segments". Details of geographical segments are disclosed.



# Notes forming part of Standalone Financial Statements

## (R) Earnings per share

### Basic earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

### Diluted earnings per share

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

## (S) Proposed Dividends

The Company recognises a liability to make distributions to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders.

## (T) Standards notified but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, as and when they become effective. The

Ministry of Corporate affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2023 on 31<sup>st</sup> March, 2023. The amendments have been made in the following standards:

- i. Ind AS 1: Presentation of Financial Statements is amended to replace the term "significant accounting policies" with "material accounting policy information" and providing guidance relating to immaterial transactions, disclosure of entity specific transactions and more.
- ii. Ind AS 8: Accounting Policies, Changes in Accounting Estimates and Errors to include the definition of accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty."
- iii. Ind AS 12: Income Taxes relating to initial recognition exemption of deferred tax related to assets and liabilities arising from a single transaction.
- iv. Other Amendments in Ind AS 102 – Share based Payments, Ind AS 103 – Business Combinations, Ind AS 109 – Financial Instruments, Ind AS 115 – Revenue from Contracts with Customers which are mainly editorial in nature in order to provide better clarification of the respective Ind AS's.
- v. These amendments shall come into force with effect from April 01, 2023. The Company is assessing the potential effect of the amendments on its financial statements. The Company will adopt these amendments, if applicable, from applicability date.

# Notes forming part of Standalone Financial Statements

## NOTE 3 (a) Property, Plant and Equipment<sup>^</sup>

Particulars	(Amount ₹ in Lakhs)									
	Factory Plot	Factory Building	Plant and Equipment	Electric Fixture & Fixtures	Furniture & Fixtures	Air Conditioner	Servers & Computers	Pollution Control Equipment		
Original Cost As On 31-03-21	143.19	3,560.70	9,965.35	1,053.05	218.61	39.51	142.95	207.40		
Additions	3,788.54	-	1,519.56	92.61	40.67	3.64	18.51	-		
Deductions	-	-	79.38	-	-	-	-	-		
Original Cost As On 31-03-22	3,931.73	3,560.70	11,405.53	1,145.66	259.28	43.15	161.46	207.40		
Additions	1,698.53	-	505.84	9.19	2.51	2.08	26.22	-		
Deductions	-	-	-	-	-	-	1.17	-		
<b>Original Cost As On 31-03-23</b>	<b>5,630.26</b>	<b>3,560.70</b>	<b>11,911.37</b>	<b>1,154.85</b>	<b>261.79</b>	<b>45.23</b>	<b>186.51</b>	<b>207.40</b>		
Accumulated depreciation As On 31-03-2021	-	829.78	4,124.37	430.74	102.70	14.18	112.02	143.44		
Charged During The Year	-	110.89	626.61	243.18	20.87	2.51	15.72	12.77		
Deductions/Transfer	-	-	51.69	-	-	-	-	-		
Accumulated depreciation As On 31-03-2022	-	940.67	4,699.29	673.91	123.57	16.70	127.73	156.21		
Charged During The Year	-	115.69	689.69	57.16	19.68	2.66	18.42	12.77		
Deductions/Transfer	-	-	-	-	-	-	1.11	-		
<b>Accumulated depreciation As On 31-03-2023</b>	-	1,056.36	5,388.98	731.07	143.25	19.36	145.04	168.98		
<b>Wdv As On 31-03-2023</b>	5,630.26	2,504.34	6,522.39	423.77	118.54	25.87	41.47	38.42		
<b>Wdv As On 31-03-2022</b>	<b>3,931.73</b>	<b>2,620.03</b>	<b>6,706.24</b>	<b>471.75</b>	<b>135.71</b>	<b>26.46</b>	<b>33.72</b>	<b>51.19</b>		

Particulars	Motor Car	Laboratory Equipment	Office Equipment	CCTV & Camera	Scooter	Cycle	Total
	Original Cost As On 31-03-21	175.29	515.63	26.42	15.73	4.05	0.56
Additions	42.29	115.63	3.84	1.02	-	0.16	5,626.47
Deductions	25.46	-	-	-	-	-	104.84
Original Cost As On 31-03-22	192.12	631.26	30.26	16.75	4.05	0.72	21,590.07
Additions	79.92	194.41	7.50	-	-	0.10	2,526.31
Deductions	34.34	-	-	-	4.05	0.82	40.37
<b>Original Cost As On 31-03-23</b>	<b>237.71</b>	<b>825.68</b>	<b>37.76</b>	<b>16.75</b>	-	-	<b>24,076.00</b>
Accumulated depreciation As On 31-03-2021	107.29	185.40	15.16	8.52	2.54	0.37	6,076.50
Charged During The Year	14.37	49.64	3.66	2.36	0.18	0.03	1,102.79
Deductions/Transfer	25.46	-	-	-	-	-	77.15
Accumulated depreciation As On 31-03-2022	96.20	235.04	18.82	10.88	2.72	0.40	7,102.14
Charged During The Year	20.78	57.46	4.53	2.31	1.32	0.42	1,002.90
Deductions/Transfer	30.60	-	-	-	4.05	0.82	36.57
<b>Accumulated depreciation As On 31-03-2023</b>	86.38	292.50	23.36	13.19	-	-	8,068.47
<b>Wdv As On 31-03-2023</b>	151.33	533.18	14.41	3.55	-	-	16,007.53
<b>Wdv As On 31-03-2022</b>	<b>95.93</b>	<b>396.22</b>	<b>11.43</b>	<b>5.86</b>	<b>1.32</b>	<b>0.32</b>	<b>14,487.93</b>



# Notes forming part of Standalone Financial Statements

## NOTE 3 (b)

### Capital Work-in-Progress

(Amount ₹ in Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening carrying value as at April 1	53.03	-
Additions / adjustments	12,282.52	53.03
Transfer to property, plant and equipment	-	-
<b>Closing carrying value as at March 31,</b>	<b>12,335.55</b>	<b>53.03</b>

#### Notes:

- (a) ^ Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in Note 17 and Note 21.
- (b) The company started a new Greenfield project at Pakhajan, Gujarat in February 2022. This project is expected to be completed in Decemeber 2023.  
The carrying amount of this facility as at 31st March 2023 was ₹ 11,545.48/- lakhs (31 March 2022: ₹ 53.03/- Lakhs).
- (c) The borrowing costs capitalised as Capital Work in Progress during the year ended 31 March 2023 was ₹ 338.43/- Lakhs (31 March 2022: ₹ 0.88/- Lakhs).
- (d) Besides the Greenfield project, capital work in progress as at 31st March, 2023 comprises expenditure for the Plant & Machinery and Warehouse Building at Vapi in the course of construction. Total amount of capital work in progress is ₹ 790.07/- lakhs (31 March 2022: ₹ NIL/-).

### Capital Work-in-Progress Ageing Schedule As at 31 March 2023

(Amount ₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	12,282.52	53.03	-	-	12,335.55
Projects temporarily suspended	-	-	-	-	-

### Capital Work-in-Progress Ageing Schedule As at 31 March 2022

(Amount ₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	53.03	-	-	-	53.03
Projects temporarily suspended	-	-	-	-	-

## NOTE 4 (a)

### Other Intangible Assets

(Amount ₹ in Lakhs)

	Technical Knowhow and Certifications	Research & Development	Total
Original Cost As On 31-03-21	1,919.76	-	1,919.76
Additions	375.22	-	375.22
Deductions	-	-	-
Original Cost As On 31-03-22	2,626.01	-	2,626.01
Additions	283.98	167.31	451.30
Deductions	22.67	-	22.67
Original Cost As On 31-03-23	2,887.32	167.31	3,054.64
Accumulated amortisation As On 31-03-2021	411.71	-	411.71
Charged During The Year	199.11	-	199.11
Deductions/Transfer	-	-	-

## Notes forming part of Standalone Financial Statements

(Amount ₹ in Lakhs)

	Technical Knowhow and Certifications	Research & Development	Total
Accumulated amortisation As On 31-03-2022	1,271.76	-	1,271.76
Charged During The Year	820.36	-	820.36
Deductions/Transfer	-	-	-
Accumulated amortisation As On 31-03-2023	2,092.12	-	2,092.12
<b>Wdv As On 31-03-2023</b>	<b>795.20</b>	<b>167.31</b>	<b>962.51</b>
<b>Wdv As On 31-03-2022</b>	<b>1,354.25</b>	<b>-</b>	<b>1,354.25</b>

### Notes:

- Technical Knowhow and certifications are intangible assets purchased and held by the Company, they are not internally generated.
- Development Costs for In-house developed new products will be written off over 3 years subject to impairment testing on quarterly basis.
- Intangible Assets under Development as at 31st March 2023 comprises expenditure for the implementation of new ERP system in SAP S4/Hana which is scheduled completion in April 2023.

### NOTE 4 (b)

#### Intangible Asset under Development (IAUD) Ageing Schedule As at 31 March 2023

(Amount ₹ in Lakhs)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	106.50	-	-	-	106.50
Projects temporarily suspended	-	-	-	-	-

#### Intangible Asset under Development (IAUD) Ageing Schedule As at 31 March 2022

(Amount ₹ in Lakhs)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

### NOTE 5

#### Right -of- use Assets

(Amount ₹ in Lakhs)

Particulars	Leasehold Property
Original Cost As On 31-03-21	661.27
Additions	-
Deductions	-
Original Cost As On 31-03-22	661.27
Additions	701.92
Deductions	333.20
<b>Original Cost As On 31-03-23</b>	<b>1,030.00</b>
Accumulated amortisation As On 31-03-2021	342.30
Charged During The Year	104.26
Deductions/Transfer	-
Accumulated amortisation As On 31-03-2022	446.56
Charged During The Year	160.86
Deductions/Transfer	273.55
Accumulated amortisation As On 31-03-2023	333.87
<b>Wdv As On 31-03-2023</b>	<b>696.13</b>
Wdv As On 31-03-2022	214.71

Note: Refer Note 47



# Notes forming part of Standalone Financial Statements

## NOTE 6 (a)

### Investments in subsidiaries and joint ventures

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	No. of Shares	₹	No. of Shares	₹
<b>Investment in Wholly Owned Subsidiary</b>				
<b>Unquoted Investments (at amortised cost)</b>				
Yasho Industries Europe B.V. (W.O.S. 1,000 shares of 1 EUR each fully paid)	1,000.00	0.86	1,000.00	0.86
<b>TOTAL</b>	<b>1,000.00</b>	<b>0.86</b>	<b>1,000.00</b>	<b>0.86</b>
<b>Aggregate Amount of Unquoted Investments (At Cost)</b>		<b>0.86</b>		<b>0.86</b>

## NOTE 6 (b)

### Other Investments

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	No. of Shares	₹	No. of Shares	₹
<b>Investment in Equity Instruments</b>				
<b>Unquoted Investments (at amortised cost)</b>				
Lypanosys (NZ) limited (74,000 Equity Shares of NZ\$ 0.51/- each)	74,000.00	-	74,000.00	10.71
The Saraswat Co-Op Bank Ltd (2,500 Equity Shares of ₹ 10/- each)	2,500.00	0.25	2,500.00	0.25
<b>Investment in Preference Securities</b>				
<b>Unquoted Investments (at amortised cost)</b>				
Lypanosys (NZ) limited (4,364 15% Series 'A' Preference Shares of NZ\$ 2/- each)	4,364.00	-	4,364.00	2.64
<b>TOTAL</b>	<b>80,864.00</b>	<b>0.25</b>	<b>80,864.00</b>	<b>13.61</b>
<b>Aggregate Amount of Unquoted Investments (At Cost)</b>		<b>0.25</b>		<b>13.61</b>

**Note:** The investment in Lypanosys (NZ) limited is written off as the Net worth of the company has become negative and the company does not expect any future economic benefits from the investment.

## NOTE 7

### Other Non-Current Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>Security Deposits (at amortised cost)</b>		
Unsecured, considered good	502.88	289.99
<b>Capital Advances</b>		
Unsecured, considered good	2,195.20	180.18
<b>Others</b>		
GST Paid under Protest	336.83	319.00
GST Refund Receivable	652.26	927.08
<b>TOTAL</b>	<b>3,687.17</b>	<b>1,716.24</b>

## Notes forming part of Standalone Financial Statements

### NOTE 8

#### Inventories

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Raw Materials	4,866.07	7,174.17
Finished Goods	9,186.49	4,043.83
Work in Progress	1,851.25	1,817.00
Stores & Spares	204.88	333.88
<b>TOTAL</b>	<b>16,108.69</b>	<b>13,368.88</b>

Valued at Cost or Net Realisable Value whichever is lower

### NOTE 9

#### Current Financial Assets - Trade Receivables

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>Unsecured, considered good</b>		
From Related Parties	1,109.27	192.55
From Others	9,787.70	13,014.19
Less: Allowance for doubtful trade receivables	(14.27)	(18.19)
<b>TOTAL</b>	<b>10,882.69</b>	<b>13,188.55</b>

#### NOTE 9.1

#### Current Financial Assets - Trade receivables ageing schedule as at 31 March, 2023

(Amount ₹ in Lakhs)

Particulars	Outstanding for following periods from date of Invoice						TOTAL
	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	8,911.55	871.58	1.27	3.30	-	-	9,787.70
Less: Allowance for doubtful trade receivables							(14.27)
<b>TOTAL</b>	<b>8,911.55</b>	<b>871.58</b>	<b>1.27</b>	<b>3.30</b>	<b>-</b>	<b>-</b>	<b>9,773.43</b>

#### Current Financial Assets - Trade receivables ageing schedule as at 31 March, 2022

(Amount ₹ in Lakhs)

Particulars	Outstanding for following periods from date of Invoice						TOTAL
	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	12,945.75	63.19	3.49	1.76	-	-	13,014.19
Less: Allowance for doubtful trade receivables							(18.19)
<b>TOTAL</b>	<b>13,138.30</b>	<b>63.19</b>	<b>3.49</b>	<b>1.76</b>	<b>-</b>	<b>-</b>	<b>12,996.00</b>



# Notes forming part of Standalone Financial Statements

## NOTE 10

### Current Financial Assets - Cash & Cash Equivalents

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Cash on Hand	4.70	4.54
Balances With Bank		
In current accounts*	0.16	0.46
<b>TOTAL</b>	<b>4.85</b>	<b>5.00</b>

\* Includes Unclaimed Dividend of ₹ 0.11/- (Previous Year ₹ 0.10/-)

## NOTE 11

### Current Financial Assets - Bank balances other than cash & cash equivalents

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>Earmarked Balances with Bank</b>		
Fixed Deposits with Bank held as Margin Money	1,135.78	1,260.01
Earmarked balances with customer for performance guarantee	186.28	194.31
<b>TOTAL</b>	<b>1,322.06</b>	<b>1,454.31</b>

## NOTE 12

### Current Financial Assets - Loans

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>Current Assets (at amortised cost)</b>		
Unsecured, considered good		
Loans and advances to employees	26.05	27.02
Inter-corporate deposits (To Wholly Owned Subsidiary) refer note 42	457.17	42.80
<b>TOTAL</b>	<b>483.23</b>	<b>69.82</b>

### Notes: Disclosure required under Section 186(4) of the Companies Act, 2013

The company has given unsecured loan amounting to ₹ 457.17 Lakhs to Yasho Industries Europe B.V. as per the agreement dated January 18, 2023 As per the terms of agreement, the loan carries an interest rate of 6.73% p.a. and is repayable on demand.

## NOTE 13 (a)

### Current Tax Assets (Net)

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Taxes paid (net of provision for tax)	40.60	-
<b>TOTAL</b>	<b>40.60</b>	<b>-</b>

## NOTE 13 (b)

### Reconciliation of effective Tax Rate

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>Profit Before Tax</b>	<b>8,647.44</b>	<b>7,127.42</b>
Tax using the Company's domestic tax rate (31 March 2023: 25.168% and 31 March 2022: 25.168%)	2,176.39	1,793.83

## Notes forming part of Standalone Financial Statements

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>Tax effect on non-deductible Expenses / Income not subjected to tax / other adjustments</b>		
Effect of not deductible expenses for tax computation	63.08	54.40
Effect of income that is exempt from taxation	(81.08)	(1.63)
Net effect of depreciation disallowed in computation	146.96	149.80
Adjustments recognised in the current year in relation to the current tax of prior years on account of completed assessments.	3.13	22.10
<b>Tax expense as per standalone statement of profit and loss</b>	<b>2,308.48</b>	<b>2,018.50</b>
Effective Tax Rate	26.70%	28.32%

### NOTE 14

#### Other Current Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Prepaid Expenses	48.79	55.83
Advance to Vendors	1,060.41	331.75
Advance with the broker	31.68	17.54
<b>Others</b>		
RODTEP License	20.27	4.24
GST Input Tax Credit	1,013.20	1,997.66
<b>TOTAL</b>	<b>2,174.36</b>	<b>2,407.03</b>

### NOTE 15

#### Equity Share capital

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Authorised Share Capital</b>		
1 1,50,00,000 Equity Shares of ₹ 10/- each (1,50,00,000 Equity Shares of ₹ 10/- each as at 31.03.2022)	1,500.00	1,500.00
	<b>1,500.00</b>	<b>1,500.00</b>
<b>(B) Issued,Subscribed and Paid-up Share Capital</b>		
1 1,13,99,200 Equity Shares of ₹ 10/- each fully paid - up (1,13,99,200 Equity Shares of ₹ 10/- each fully paid - up as at 31.03.2022)	1,139.92	1,139.92
	<b>1,139.92</b>	<b>1,139.92</b>

### NOTE 15.1

#### Reconciliation Of Shares Outstanding At The Beginning And At The End Of The Year

(Shares in Numbers &amp; Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	Nos.	₹	Nos.	₹
<b>(A) Equity Shares</b>				
1 Shares Outstanding at the beginning of the year	1,13,99,200	1,139.92	1,08,99,200	1,089.92
2 Additions during the year				
i) Bonus Shares issued during the year	-	-	-	-
ii) Fresh Issue during the year	-	-	5,00,000	50.00
3 Deductions during the year	-	-	-	-
4 Shares Outstanding at the end of the year	1,13,99,200	1,139.92	1,13,99,200	1,139.92



# Notes forming part of Standalone Financial Statements

## NOTE 15.2

### Share Capital

- (A) The company has only 1 class of Equity shares.
- (B) Each holder of Equity shares is entitled to one vote per share.
- (C) The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.
- (D) In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding.

## NOTE 15.3

### Details Of Shareholders Holding More Than 5% Shares In The Company

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>(A) Equity Shares</b>				
1 Vinod Jhaveri	33,70,300	29.57%	33,70,300	29.57%
2 Parag Jhaveri	9,87,500	8.66%	9,87,500	8.66%
3 Yayesh Jhaveri	10,77,500	9.45%	10,77,500	9.45%
4 Neha Jhaveri	7,75,000	6.80%	7,75,000	6.80%
5 Payal Jhaveri	6,84,600	6.01%	6,55,000	5.75%

## NOTE 15.4

### During the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

- (a) No Class of Shares were allotted as fully paid up pursuant to contract without payment being received in cash
- (b) No Class of Shares were allotted as fully paid up by way of bonus shares for consideration other than cash.
- (c) No Class of Shares were bought back by the company.

## NOTE 15.5

- (a) There are no calls unpaid
- (b) There are no forfeited shares

## NOTE 15.6

### Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	(Aggregate No. of Shares) for the year ended				
	31.03.2023	31.03.2022	31.03.2021	31.03.2020	31.03.2019
1 Fully Paid up Equity Shares by way of Bonus (₹ In lakhs)	-	-	-	-	-

## Notes forming part of Standalone Financial Statements

### NOTE 15.7

#### Details of shares held by promoters/promoter group

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
<b>(A) Equity Shares</b>					
1 Vinod Jhaveri	33,70,300	29.57%	33,70,300	29.57%	0.00%
2 Parag Jhaveri	9,87,500	8.66%	9,87,500	8.66%	0.00%
3 Yayesh Jhaveri	10,77,500	9.45%	10,77,500	9.45%	0.00%
4 Neha Jhaveri	7,75,000	6.80%	7,75,000	6.80%	0.00%
5 Payal Jhaveri	6,84,600	6.01%	6,55,000	5.75%	0.26%
6 Yayesh Jhaveri HUF	4,45,000	3.90%	4,45,000	3.90%	0.00%
7 Parag Jhaveri HUF	4,15,000	3.64%	4,15,000	3.64%	0.00%
8 Vinod Jhaveri HUF	3,90,000	3.42%	3,90,000	3.42%	0.00%
9 Rajnikant Desai	3,000	0.03%	24,000	0.21%	-0.18%
10 Rajnikant Desai HUF	4,900	0.04%	4,900	0.04%	0.00%
11 Kalpana Desai	2,200	0.02%	10,800	0.09%	-0.08%

### NOTE 16

#### Other Equity

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(I) Capital reserve</b>		
As per last Balance Sheet	8.88	8.88
(-) Transferred to General Reserve	-	-
The capital reserve relates to the subsidy received by the company from the office of the district industries centre under the state government scheme for selected backward area and growth centres in the district of Gujarat.	<b>8.88</b>	<b>8.88</b>
<b>(II) Securities Premium</b>		
As per last Balance Sheet	4,964.29	774.29
Add: Additions during the year	-	4,225.00
Less : Utilised for Share Issue expenses	-	(35.00)
	<b>4,964.29</b>	<b>4,964.29</b>
<b>(III) General Reserve</b>		
As per last Balance Sheet	114.70	114.70
(+) Subsidies transferred to General Reserve	-	-
	<b>114.70</b>	<b>114.70</b>
<b>(IV) Retained Earnings</b>		
1 Opening Balance	11,131.42	5,913.40
2 Add: Profit for the year	6,429.83	5,272.51
3 Profit available for appropriations	<b>17,561.25</b>	<b>11,185.92</b>
Less: Appropriations		
4 Dividend Paid	57.00	54.50
	<b>17,504.25</b>	<b>11,131.42</b>



## Notes forming part of Standalone Financial Statements

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(V) Other Comprehensive Income</b>		
<b>(I) Remeasurements of Net Defined Benefit Plans</b>		
1 Opening Balance	(6.63)	(8.12)
2 Add: Profit for the year	(17.54)	1.49
3 <b>Profit available for appropriations</b>	<b>(24.17)</b>	<b>(6.63)</b>
<b>TOTAL</b>	<b>22,567.95</b>	<b>16,212.66</b>

### NOTE 16.1

#### Nature & Purpose of each Reserves under Other Equity

- (a) **Securities premium reserve** : Securities premium is created due to premium on issue of shares. It is utilized in accordance with the provisions of the Companies Act, 2013.
- (b) **General Reserve** : Under the erstwhile Indian Companies Act, 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10.00% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable reserves for that year.

Consequent to introduction of Companies Act, 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss to the General reserve.

- (c) **Retained Earnings** : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

#### (d) Items of Other Comprehensive Income

**Remeasurements of Net Defined Benefit Plans** : Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

- (e) **Details of dividend proposed:** A dividend of ₹ 0.50 per share has been recommended on equity shares for year ended March 31, 2023. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares on record date.

### NOTE 16.2

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Dividends on Equity shares declared and paid</b>		
Final cash dividend for 31 <sup>st</sup> March 2022: ₹ 0.50/- per share	57.00	54.50
(31 <sup>st</sup> March 2021: ₹ 0.50/- per share)		
<b>TOTAL</b>	<b>57.00</b>	<b>54.50</b>
<b>(B) Proposed dividends on Equity shares</b>		
Final cash dividend for 31 <sup>st</sup> March 2023: ₹ 0.50/- per share	57.00	57.00
(31 <sup>st</sup> March 2022: ₹ 0.50/- per share)		
<b>TOTAL</b>	<b>57.00</b>	<b>57.00</b>

## Notes forming part of Standalone Financial Statements

### NOTE 17

#### Non-Current Financial Liabilities - Borrowings

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) *Secured Loans :- (At Amortised cost)</b>		
1 Term Loan Facilities from Banks		
In Indian Currency (Refer Note - i, iii, and iv below)	11,715.81	2,263.03
In Foreign currency (Refer Note - ii below)	-	89.46
<b>Total Secured Borrowings</b>	<b>11,715.81</b>	<b>2,352.49</b>
<b>(B) Unsecured Loan :- (At Amortised Cost)</b>		
1 Loans From Directors	1,890.00	2,700.00
2 Inter Corporate Loans and Advances	2,110.00	1,300.00
Total Unsecured Borrowings	4,000.00	4,000.00
<b>TOTAL</b>	<b>15,715.81</b>	<b>6,352.49</b>
Current maturity of long term borrowing disclosed under 'short term borrowings' (Refer Note 21)	967.69	892.74
<b>Total non-current borrowing</b>	<b>16,683.50</b>	<b>7,245.23</b>

Refer Note No - 44 for Interest rate Risk and Liquidity Risk.

#### Details of Security and Repayment Terms :

- i The Company has availed Rupee Term Loan facility of ₹ 4,502.00 Lakhs (31 March 2022: ₹ 4,502.00 Lakhs). The Facility is secured by (a) First Pari Passu charge by way of Hypothecation on the Plant & Machinery situated at Vapi, Gujarat. (b) First Pari Passu charge by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat. (c) First Pari Passu Charge on Director's residential property situated at Mumbai. The borrowing carries interest rate between 9% - 10.2% p.a. payable at monthly rest. Outstanding balance for this borrowing is ₹ 2,311.20 Lakhs. Repayments till 2026.
- ii During the year 2017-2018, outstanding Indian Rupee loan of ₹ 485 lakhs had been converted into foreign currency loan of USD 6.46 Lakhs. The borrowing carries interest at Libor + 3.00% p.a. payable at monthly rest. The effective interest rate is 3.00% p.a. Outstanding balance for this borrowing is USD 1.01 Lakhs equivalent to ₹ 83.19 Lakhs (as at 31 March 2022: ₹ 177.76 Lakhs). As per the terms, the foreign currency loan will be repaid fully in FY 2024.
- iii The Company during the year has availed Rupee Term Loan facility of ₹ 10,000.00 Lakhs for its Greenfield project. The Facility is secured by (a) First Pari Passu charge (with other Term Loan Lenders) by way of mortgage on entire movable and immovable fixed asset of the company situated at Pakhajan, Vagra, Gujarat. (b) Second Pari Passu charge (with other Term Loan Lenders) by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat. (c) Second Pari passu charge by way of Hypothecation of movable fixed assets of the company situated at Vapi, Gujarat. (d) Second Pari Passu charge on the entire current assets of the company. (e) First Pari Passu Charge on Director's residential property situated at Mumbai and (f) Personal Guarantee by promoter directors. The borrowing carries interest rate of 9% p.a. payable at monthly rest after the moratorium period. Outstanding balance for this borrowing is ₹ 8,475.80 Lakhs. Repayments in 5 years after moratorium.
- iv The Company during the year has availed Rupee Term Loan facility of ₹ 5,000.00 Lakhs for its Greenfield project. The Facility is secured by (a) First Pari Passu charge (with other Term Loan Lenders) by way of mortgage on entire movable and immovable fixed asset of the company situated at Pakhajan, Vagra, Gujarat. (b) Second Pari Passu charge (with other Term Loan Lenders) by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat. (c) Second Pari passu charge by way of Hypothecation of movable fixed assets of the company situated at Vapi, Gujarat. (d) Second Pari Passu charge on the entire current assets of the company. (e) First Pari Passu Charge on Director's residential property situated at Mumbai and (f) Personal Guarantee by promoter directors. The borrowing carries interest rate of 9% p.a. payable at monthly rest after the moratorium period. Outstanding balance for this borrowing is ₹ 1,799.84 Lakhs. Repayments in 5 years after moratorium.



## Notes forming part of Standalone Financial Statements

- v Bank loans availed by the Company are subject to certain covenants relating to interest service coverage ratio, current ratio, debt service coverage ratio, total outside liabilities to total net worth, fixed assets coverage ratio, ratio of total term liabilities to net worth. The Company has complied with the same as per the terms of loan agreements.

### NOTE 17.1

#### Maturity Profile

Maturity of Secured & Unsecured Long term loan are as set below :

Maturity Period	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Within 1 year	967.69	892.74
2 1-2 years	909.42	892.74
3 2-3 years	487.48	980.82
4 Beyond 3 year	14,318.91	4,478.93
<b>TOTAL</b>	<b>16,683.50</b>	<b>7,245.23</b>

### NOTE 18

#### Non-Current Financial Liabilities - Lease Liabilities

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Present Value of Lease Obligations (at amortised cost) (Refer Note No 47)	630.45	141.71
<b>TOTAL</b>	<b>630.45</b>	<b>141.71</b>

### NOTE 19

#### Long Term Provisions

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Provision for Gratuity Payable	225.21	152.64
<b>TOTAL</b>	<b>225.21</b>	<b>152.64</b>

### NOTE 20

#### Deferred Tax Liabilities (Net)

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 <b>Deferred Tax Liabilities in relation to</b>		
(i) Property Plant & Equipments and Intangible Assets	897.58	897.58
2 <b>Deferred Tax Assets in relation to</b>		
(i) Provision for Employee Benefits	177.92	81.15
<b>Net Deferred Tax Liabilities</b>	<b>719.66</b>	<b>816.43</b>

# Notes forming part of Standalone Financial Statements

## NOTE 21

### Financial Liabilities - Current Borrowings

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Loans Repayable on Demand - Cash credit, packing credit and working capital demand loan accounts (Refer Note below)		
<b>(A) *Secured Borrowings :- (at amortised cost)</b>		
1 Loans Repayable on Demand		
From Bank - In Indian Currency	14,873.90	10,372.70
2 Current maturities of long term debt (refer note 17)	967.69	892.74
<b>(B) Unsecured Borrowings :- (at amortised cost)</b>		
Loan from Directors	52.08	4.01
Inter Corporate Loans and Advances	0.07	-
<b>TOTAL</b>	<b>15,893.73</b>	<b>11,269.46</b>

- i The Company has availed Cash credit, packing credit and working capital demand loans of ₹ 19,000 Lakhs (31 March 2022: ₹ 13,000 Lakhs) as sanctioned limit from Saraswat Co-op Bank Ltd, HDFC Bank Limited, Axis Bank Limited, SVC Co-op Bank Ltd and HSBC Bank Ltd in Multi Banking Arrangement. These loans are secured by first pari passu charge by way of hypothecation of the entire current assets of the company, First Pari Passu Charge on Director's residential property situated at Mumbai, Second Pari passu charge by way of Hypothecation of movable fixed assets of the company situated at Vapi, Gujarat, Second Pari Passu charge (with other Lenders) by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat and Personal Guarantee by promoter directors.

## NOTE 22

### Financial Liabilities - Current Lease Liabilities

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>At amortised cost</b>		
1 Current maturities of Present Value of lease obligations	137.36	114.61
<b>TOTAL</b>	<b>137.36</b>	<b>114.61</b>

## NOTE 23

### Trade payables

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Micro and Small Enterprises</b>		
1 Trade Payables for Goods	155.62	359.86
2 Trade Payables for Expenses	3.50	8.36
	<b>159.12</b>	<b>368.22</b>
<b>(B) Others</b>		
1 Trade Payables for Goods	4,235.54	7,055.62
2 Trade Payables for Expenses	2,786.74	3,762.06
	<b>7,022.28</b>	<b>10,817.68</b>
<b>TOTAL</b>	<b>7,181.40</b>	<b>11,185.90</b>



# Notes forming part of Standalone Financial Statements

## NOTE 23.1

Micro, Small and Medium Enterprises have been Identified by the Company on the basis of the Information Available.

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
(A) Dues remaining unpaid as at 31 <sup>st</sup> March		
Principal	159.12	368.22
Interest on the above	-	-
(B) Interest paid in terms of Section 16 of the act along with amount of payment made to the supplier beyond the appointed day during the year.	-	-
Principal paid beyond the appointed date	-	-
Interest paid in terms of Section 16 of the act	-	-
(C) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(D) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	-	-
(E) Amount of interest accrued and remaining unpaid as at 31 <sup>st</sup> March	-	-

## NOTE 23.2

Current Financial Liabilities - Ageing for Trade Payables Outstanding as at 31 March, 2023

Particulars	(Amount ₹ in Lakhs)					
	Outstanding for following periods from date of Invoice					
	Not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	TOTAL
MSME*	159.12	-	-	-	-	159.12
Others	6,975.01	12.36	0.66	1.31	-	6,989.33
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	3.59	-	20.80	8.56	32.95
<b>TOTAL</b>	<b>7,134.12</b>	<b>15.95</b>	<b>0.66</b>	<b>22.11</b>	<b>8.56</b>	<b>7,181.40</b>

Current Financial Liabilities - Ageing for Trade Payables Outstanding as at 31 March, 2022

Particulars	(Amount ₹ in Lakhs)					
	Outstanding for following periods from date of Invoice					
	Not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	TOTAL
MSME*	368.22	-	-	-	-	368.22
Others	10,763.39	1.10	18.19	0.81	-	10,783.49
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	21.56	4.07	8.56	34.19
<b>TOTAL</b>	<b>11,131.61</b>	<b>1.10</b>	<b>39.75</b>	<b>4.88</b>	<b>8.56</b>	<b>11,185.90</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

# Notes forming part of Standalone Financial Statements

## NOTE 24

### Other Financial Liabilities

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Unclaimed Dividend	0.11	0.10
<b>TOTAL</b>	<b>0.11</b>	<b>0.10</b>

## NOTE 25

### Other Current Liabilities

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Advances received from customers	1.09	271.66
2 Due to Government Authorities		
i Sales tax and GST payable	17.29	34.89
ii TDS payable	134.40	55.29
iii Profession tax/ Provident Fund/ ESIC payable	18.76	16.88
<b>TOTAL</b>	<b>171.54</b>	<b>378.71</b>

## NOTE 26

### Short Term Provisions

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Provision for Employee benefits	404.82	350.37
2 Others	25.02	57.26
<b>TOTAL</b>	<b>429.84</b>	<b>407.63</b>

## NOTE 27

### Current Tax Liabilities (Net)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Provision for Tax (Net of Taxes paid)	-	161.98
<b>TOTAL</b>	<b>-</b>	<b>161.98</b>

## NOTE 28

### Revenue From Operation

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Revenue From Sale of Products*</b>		
1 Local Sales	22,448.93	21,745.88
2 Export Sales	44,248.93	39,159.83
	<b>66,697.86</b>	<b>60,905.71</b>
<b>(B) Other Operating Revenue</b>		
1 Export Incentives	348.46	471.92
<b>TOTAL</b>	<b>67,046.32</b>	<b>61,377.63</b>

\* Sales for the year ended March 31, 2023 and year ended March 31, 2022 is net of Goods and Service Tax (GST)



# Notes forming part of Standalone Financial Statements

## NOTE 29

### Other Income

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Interest Income	80.04	60.35
2 Dividend Income	0.05	0.05
3 Other Non-Operating Income		
i Foreign exchange gain	1,027.32	948.05
ii Write back of Provision For Bad Debts	2.30	18.21
4 Other Gains		
i Net Gain on disposal of Property, Plant & Equipment	3.56	6.48
<b>TOTAL</b>	<b>1,113.27</b>	<b>1,033.14</b>

## NOTE 30

### Cost of Material Consumed

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(A) Raw Materials</b>		
1 Opening Stock	7,508.05	4,052.50
2 Add : Purchases for the year	43,831.74	44,368.54
3 Less: Closing Stock	5,070.95	7,508.05
<b>TOTAL</b>	<b>46,268.84</b>	<b>40,912.98</b>

## NOTE 31

### Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(A) Finished Goods</b>		
1 Opening Stock	4,043.83	2,422.57
2 Closing Stock	9,186.49	4,043.83
	<b>(5,142.66)</b>	<b>(1,621.26)</b>
<b>(B) Work in Progress</b>		
1 Opening Stock	1,817.00	1,541.52
2 Closing Stock	1,851.25	1,817.00
	<b>(34.25)</b>	<b>(275.49)</b>
<b>TOTAL</b>	<b>(5,176.91)</b>	<b>(1,896.74)</b>

## NOTE 32

### Employee Benefits Expenses

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Salaries, allowances, Incentives and bonus	3,463.01	2,866.02
2 Contribution to Provident and Other Funds	119.33	90.65
3 Defined Benefit Plan - Gratuity	53.93	45.61
4 Staff Welfare Expenses	221.83	249.67
<b>TOTAL</b>	<b>3,858.10</b>	<b>3,251.95</b>

## Notes forming part of Standalone Financial Statements

### NOTE 33

#### Finance Cost

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Interest on Secured Borrowings	1,122.26	891.71
2 Interest on Unsecured Borrowings	503.15	342.05
3 Bank Charges	190.64	99.87
4 Interest on Lease Liabilities	74.64	31.98
5 Other Interest	1.51	10.83
<b>TOTAL</b>	<b>1,892.20</b>	<b>1,376.44</b>
5 Less: Interest Capitalized as per Ind AS-23	338.43	0.88
<b>TOTAL</b>	<b>1,553.76</b>	<b>1,375.56</b>

### NOTE 34

#### Depreciation And Amortisation Expenses

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Depreciation on plant, property and equipment	1,002.90	1,102.79
2 Depreciation on Right -of- use Asset	160.86	104.26
3 Amortisation on Intangible assets	820.36	660.94
<b>TOTAL</b>	<b>1,984.12</b>	<b>1,867.99</b>

### NOTE 35

#### Other Expenses

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Power and Fuel	3,262.91	2,713.24
2 Freight, clearing and forwarding	3,255.12	3,447.80
3 Repairs and Maintenance	1,099.85	1,038.09
4 Packing Expenses	988.02	955.68
5 Legal and professional fees	419.55	386.53
6 Job Work Charges	416.18	63.49
7 Insurance Expense	252.44	191.11
8 Rent	166.61	25.63
9 Travelling & Conveyance	126.38	57.65
10 CSR Expenditure	109.93	125.71
11 Commission Expense	85.83	139.38
12 Research & Development Expense	60.29	80.25
13 Water Charges	50.27	47.49
14 Effluent Treatment Plant expense	46.84	44.68
15 Printing & Stationery Expense	41.62	45.83
16 Advertisement Expense	10.65	14.94
17 Audit Fees	7.75	7.75
18 Donation	5.61	0.53
19 Other Expense	618.39	385.84
<b>TOTAL</b>	<b>11,024.23</b>	<b>9,771.62</b>



# Notes forming part of Standalone Financial Statements

## NOTE 35.1

### Payments to Auditors

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) As an Auditor</b>		
1 Statutory Audit Fees	7.75	7.75
2 Other Certification Charges	0.20	0.32
3 Tax Audit Fees	1.50	1.50
4 Reimbursement of expenses	-	-
<b>TOTAL</b>	<b>9.45</b>	<b>9.57</b>

## NOTE 35.2

### Corporate Social Responsibility

The Company has spent ₹ 109.93 lakhs during the financial year (Previous Year: ₹ 125.71 lakhs) as per the provisions of Section 135 of The Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities.

- (a) Gross amount required to be spent during the year ₹ 79.27 lakhs (Previous Year ₹ 42.95 lakhs)
- (b) Amount spent during the year in cash: NIL

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1) On constuction/acquisition of any asset	-	-
2) On education, Health, Poverty alleviation, others	109.93	125.71

- (c) The excess spent balance of CSR is expected to be utilised for the next financial year's CSR spending as required by the provisions of Companies Act, 2013.

## NOTE 36

### Other Comprehensive Income – Items That Will Not Be Reclassified To Profit And Loss

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Remeasurement of Defined Benefit Plan	(23.44)	(0.56)
<b>TOTAL</b>	<b>(23.44)</b>	<b>(0.56)</b>

## NOTE 37

### Income Tax Expenses

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Current Tax	2,305.35	1,996.40
2 Deferred Tax	(90.86)	(163.60)
3 Short Provision For Tax of Earlier Years	3.13	22.10
<b>Total Tax Expenses</b>	<b>2,217.62</b>	<b>1,854.90</b>

## Notes forming part of Standalone Financial Statements

### NOTE 38

#### Income Tax

##### (A) Current Tax Liabilities (Net)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Opening Balance	161.98	47.80
2 Add : Current Tax Provision for the year	2,305.35	1,996.40
3 Add/Less : Short/(Excess) Provisions of earlier years	3.13	22.10
4 Less : Taxes Paid	(2,511.06)	(1,904.32)
5 Closing Balance	(40.60)	161.98

The closing balance of current tax liability is net of advance tax and tax deducted at source.

##### (B) MAT Credit Entitlement - Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Opening Balance	-	101.43
2 Add : Current Tax Provision for the year	-	-
3 Add/Less : Short/(Excess) Provisions of earlier years	-	-
4 Less: MAT Credit Utilised/ Lapsed during the year	-	(101.43)
5 Closing Balance	-	-

##### (C) Deferred Tax Liabilities (Net)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Opening Balance	816.43	1,083.51
2 Add/Less : Deferred Tax Charge/(Credit) to Statement of P&L	(90.86)	(265.03)
3 Add/Less : Deferred Tax Charge/(Credit) to Statement of OCI	(5.90)	(2.05)
4 Closing Balance	<b>719.66</b>	<b>816.43</b>

##### (D) Movement in Deferred Tax Assets & Liabilities

(Amount ₹ in Lakhs)

Particulars	Charge/(Credit) to Statement of P&L		Charge/(Credit) to OCI	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
1 Property Plant & Equipments and Intangible Assets	50.56	252.09	-	-
2 Right-of-use and lease liability	18.04	-	-	-
3 Provision for Employee Benefits	27.72	12.94	5.90	2.05
4 Provision for doubtful debts / advances	3.59	-	-	-
5 Loans and Borrowings	(9.05)	-	-	-
<b>Total</b>	<b>90.86</b>	<b>265.03</b>	<b>5.90</b>	<b>2.05</b>



# Notes forming part of Standalone Financial Statements

## NOTE 39

### Earning Per Equity Shares (EPS)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Face Value per Equity Share</b>	10.00	10.00
<b>(B) Basic Earning Per Share (₹)</b>		
1 Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (₹)	6,429.83	5,272.51
2 Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	113.99	110.66
<b>3 Basic EPS (₹)</b>	<b>56.41</b>	<b>47.65</b>
<b>(B) Diluted Earning Per Share (₹)</b>		
1 Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (₹)	6,429.83	5,272.51
2 Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	113.99	110.66
<b>3 Diluted EPS (₹)</b>	<b>56.41</b>	<b>47.65</b>

## NOTE 40

### Contingent Liabilities & Commitments

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Contingent Liabilities</b>		
1 Letter of Credit / Bills Under Letter of Credit	6,157.36	6,421.78
2 Bank guarantees	186.28	194.31
3 GST dispute	3,853.72	1,141.26
4 Custom duty dispute	175.36	175.36
5 Capital Commitments	27,700.45	254.55

### GST Dispute

- GST demand comprises demand from GST Authorities on account of denial of pre-import condition amounting to ₹ 822.27 Lakhs (31<sup>st</sup> March 2022: ₹ 822.27 Lakhs) upon completion of their tax review for the financial year 2017-18, 2018-19 and 2019-20. The matter is pending before various authorities.
- GST demand also comprises of demand from GST Authorities on account of denial of GST refund on exports amounting to ₹ 3,368.28 Lakhs (31<sup>st</sup> March 2022: NIL). upon completion of their tax review for the financial year 2017-18, 2018-19, 2019-20 and 2020-21. The matter is pending before various authorities. Out of this, amount to the extent of ₹ 336.83 Lakhs has been paid under protest, the same is shown under Note 7 to this financials statements.

### Custom Duty Dispute

- Custom duty demand comprises of various penalties amounting to ₹ 175.36 lakhs (31<sup>st</sup> March 2022: ₹ 175.36 lakhs). The matter is pending before CESTAT.

## NOTE 41

### Defined Benefit Plans

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

## Notes forming part of Standalone Financial Statements

The major defined contribution plans operated by the Company are as below:

### a) Provident fund

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India. The Company has no further obligations under the fund managed by the GOI beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company.

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
(A) Employers contribution to Provident Fund	93.46	71.28

### (b) Gratuity

The Company has an obligation towards gratuity, an funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service, without any payment ceiling. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. The most recent actuarial valuation of the present value of the defined benefit obligation was carried out at March 31, 2023 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

### (A) Reconciliation of Opening and Closing balances of Defined Benefit Obligation (DBO)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Defined Benefit obligation at beginning of year	222.18	178.00
2 Current Service Cost	39.81	30.23
3 Past Service Cost	-	-
4 Interest Cost	15.77	11.93
5 Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(2.57)	(8.28)
6 Actuarial (Gains)/Losses on Obligations - Due to Experience	23.32	26.15
7 Benefits paid	(12.77)	(15.85)
8 Defined Benefit obligation at year end	285.74	222.18

### (B) Reconciliation of Fair Value of Plan Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Fair Value of Plan Assets at start of the year	69.54	78.34
2 Contributions by Employer	1.67	2.36
3 Benefits Paid	(12.77)	(15.85)
4 Interest Income on Plan Assets	4.77	4.85
Re-measurements:		
5 Return on plan assets excluding amount included in net interest on the net defined benefit liability/ (asset)	(2.69)	(0.16)
6 Fair Value of Plan Assets at end of the year	60.52	69.54
7 Actual Return on Plan Assets	2.08	4.69
8 Expected Employer Contributions for the coming year	100.00	100.00



# Notes forming part of Standalone Financial Statements

## (C) Amount recognized in Balance Sheet

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Present Value of DBO	285.74	222.18
2 Fair value of Plan assets	60.52	69.54
3 Liability/ (Asset) recognised in the Balance Sheet	225.22	152.64
4 Funded Status [Surplus/ (Deficit)]	(225.22)	(152.64)
5 Of which, Short term Liability	-	-
6 Experience Adjustment on Plan Liabilities: (Gain)/ Loss	23.32	26.15

## (D) Expenses recognised during the year

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Current Service Cost	39.81	30.23
2 Past Service Cost	-	-
3 Net Interest Cost	11.00	7.08
4 Expenses recognised in P & L	50.81	37.31

## (E) Expenses recognised in Other Comprehensive Income (OCI)

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Balance at start of year (Loss)/ Gain	(8.86)	9.17
2 Actuarial (Loss)/ Gain from changes in financial assumptions	2.57	8.28
3 Actuarial (Loss)/ Gain from experience over the past year	(23.32)	(26.15)
4 Re-measurements on Plan Assets		
Return on Plan assets, excluding amount included in net interest on the net defined benefit liability/ (asset)	(2.69)	(0.16)
5 Balance at end of year (Loss)/ Gain	(32.30)	(8.86)

## (F) Actuarial Assumptions

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Salary Growth Rate	5% p.a.	5% p.a.
2 Discount Rate	7.2% p.a.	7.1% p.a.
3 Net Interest Rate on Net DBO/ (Assets)	7.1% p.a.	6.7% p.a.
4 Withdrawal Rate	5% p.a.	5% p.a.
5 Mortality	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)
6 Expected weighted average remaining working life	10 years	10 years

## Notes forming part of Standalone Financial Statements

### (G) Percentage Break-down of Total Plan Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Investment Funds with Insurance Company		
Of which, Unit Linked	0.0%	0.0%
Of which, Traditional/ Non-Unit Linked	99.8%	98.5%
2 Cash and cash equivalents	0.2%	1.5%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Note: None of the assets carry a quoted market price in an active market or represent the entity's own transferable financial instruments or are property occupied by the entity.

### (H) Movement in Surplus/ (Deficit)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Surplus/ (Deficit) at start of year	(152.64)	(99.66)
2 Current Service Cost	(39.81)	(30.23)
3 Past Service Cost	-	-
4 Net Interest on net DBO	(11.00)	(7.08)
5 Re-measurements gain/ (loss)	(23.44)	(18.03)
6 Contributions	1.67	2.36
7 Surplus/ (Deficit) at end of year	<b>(225.22)</b>	<b>(152.64)</b>

## NOTE 42

### Related party transactions

#### (A) List Of Related Parties Where Control Exists And Relationships:

Particulars	Relationship
1 Mr. Vinod H. Jhaveri	Promoter & Director
2 Mr. Parag V. Jhaveri	Promoter & Director
3 Mr. Yayesh V. Jhaveri	Promoter & Director
4 Mr. Dishit P. Jhaveri	Son of Parag Jhaveri
5 Yasho Industries Europe B.V.	Wholly Owned Subsidiary
6 Dr. Prakash Bhate	Independent Director
7 Mr. U. R. Bhatt (from 14/09/2021)	Independent Director
8 Mr. Anurag Surana (from 01/10/2021)	Independent Director
9 Mrs. Mila Desai (upto 08/03/2022)	Independent Director
10 Mr. Ashok Malaviya (upto 14/09/2021)	Independent Director
11 Paaras International	Proprietor is Vinod Jhaveri's Son
12 Yayesh V. Jhaveri HUF	HUF of Yayesh Jhaveri
13 Parag V. Jhaveri HUF	HUF of Parag Jhaveri
14 Rajnikant Desai HUF	HUF of Rajnikant Desai
15 Vinod H. Jhaveri HUF	HUF of Vinod Jhaveri
16 Mrs. Neha Parag Jhaveri	Spouse of Parag Jhaveri
17 Mrs. Payal Yayesh Jhaveri	Spouse of Yayesh Jhaveri
18 Mr. Rajnikant Desai	Father-in-Law of Yayesh Jhaveri
19 Mrs. Kalpana Desai	Mother-in-Law of Yayesh Jhaveri
20 Mrs. Komal Bhagat	Company Secretary & Compliance Officer



# Notes forming part of Standalone Financial Statements

## (B) Transactions with related parties

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(i) With Key Managerial Personnel</b>		
<b>VINOD H JHAVERI</b>		
1 Directors Remuneration	249.21	166.06
2 Interest on loan	190.77	159.44
3 Dividend Paid	16.85	15.05
4 Loan Received	2,417.00	3,097.68
6 Repayment of loan	3,252.36	2,403.54
<b>PARAG V JHAVERI</b>		
1 Directors Remuneration	274.35	186.89
2 Interest on loan	82.44	85.37
3 Dividend Paid	4.94	4.32
4 Loan Received	2,376.73	1,013.71
5 Repayment of loan	2,611.42	1,375.47
<b>YAYESH V JHAVERI</b>		
1 Directors Remuneration	273.92	188.30
2 Interest on loan	100.04	63.80
3 Dividend Paid	5.39	4.73
4 Loan Received	2532.94	1,262.87
5 Repayment of loan	2243.98	1,375.25
<b>DIRECTORS SITTING FEES</b>		
Dr. Prakash Bhate	0.20	1.38
Mr. U. R. Bhatt	0.40	0.88
Mr. Anurag Surana	0.30	0.79
Mrs. Sudha Navandar	0.30	-
Mrs. Mila Desai	-	1.03
Mr. Ashok Malaviya	-	0.25
<b>DIRECTORS COMMISSION</b>		
Dr. Prakash Bhate	6.00	-
Mr. U. R. Bhatt	18.00	-
Mr. Anurag Surana	12.00	-
Mrs. Sudha Navandar	5.00	-
<b>Company Secretary &amp; Compliance Officer</b>		
1 Salary & Bonus	6.92	5.95
Total Transactions with KMP	16,681.46	11,412.76
<b>(ii) With Relatives of Key Managerial Personnel</b>		
<b>DISHIT P JHAVERI</b>		
1 Salary & Bonus	128.71	87.60
<b>YASHO INDUSTRIES EUROPE B.V.</b>		
1 Investment in Equity	-	0.86
2 Loan Given	397.07	42.80
3 Interest on Loan Given	9.01	0.54
4 Sales	3032.04	192.55
<b>PAARAS INTERNATIONAL</b>		
1 Purchase	33.54	81.97
<b>YAYESH VINOD JHAVERI (HUF)</b>		
1 Dividend Paid	2.23	2.00
<b>PARAG VINOD JHAVERI (HUF)</b>		
1 Dividend Paid	2.08	1.87

## Notes forming part of Standalone Financial Statements

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>RAJNIKANT DESAI (HUF)</b>		
1 Dividend Paid	0.02	0.02
<b>VINOD HARILAL JHAVERI (HUF)</b>		
1 Dividend Paid	1.95	1.76
<b>NEHA PARAG JHAVERI</b>		
1 Dividend Paid	3.88	3.49
2 Rent Paid	23.89	-
<b>PAYAL YAYESH JHAVERI</b>		
1 Dividend Paid	3.28	2.95
2 Rent Paid	26.68	-
<b>RAJANIKANT DESAI</b>		
1 Dividend Paid	0.12	0.11
<b>KALPANA DESAI</b>		
1 Dividend Paid	0.05	0.05
<b>Total Transactions with Relative of KMP</b>	<b>3,664.55</b>	<b>418.57</b>

**Note:** The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

### (C) Balance at the end of year

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(i) Payable to Key Managerial Personnel</b>		
1 Loans taken from KMP		
Vinod H. Jhaveri	1,106.14	1,937.87
Parag V. Jhaveri	221.22	444.98
Yayesh V. Jhaveri	614.72	321.16
<b>(ii) Receivable from Relatives of Key Managerial Personnel</b>		
1 Trade Receivables		
Yasho Industries Europe B.V.	1,109.27	192.55
2 Loans Given		
Yasho Industries Europe B.V.	457.17	43.34

### NOTE : 43

#### Financial instruments

##### Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

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

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



## Notes forming part of Standalone Financial Statements

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- The fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

### NOTE : 44

#### Financial risk management objectives and policies:

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks providing an assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

#### (A) Financial risk management

The management of the company is responsible to oversee the Risk Management Framework for developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

#### The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

#### (B) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives

## Notes forming part of Standalone Financial Statements

and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

### (C) Foreign currency risk management

The Company's functional currency is Indian Rupees (₹). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company has a policy to hedge cash flows up to a specific tenure using forward exchange contracts and options. In respect of imports and other payables, the Company hedges its payables as when the exposure arises. Short term exposures are hedged progressively based on their maturity.

All hedging activities are carried out in accordance with the Company's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Company operates. The company has entered into currency swap transaction during the year.

The carrying amounts of the Company's monetary assets and monetary liabilities at the end of the reporting period are disclosed in Note 45.

### (D) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents and financial guarantees.

#### Trade receivables

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputed nationalized and private sector banks. Trade receivables consist of many customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored, and appropriate action is taken for collection of overdue receivables. Company has also taken insurance cover of trade receivable exposure to mitigate credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data.

The ageing analysis of trade receivables as of the reporting date is as follows:

Ageing of trade receivables	(Amount ₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Within the credit period	8,911.55	12,945.75
0 - 180 days past due	871.58	63.19
More than 180 days past due	4.57	5.25
<b>Total Trade Receivables</b>	<b>9,787.70</b>	<b>13,014.19</b>



## Notes forming part of Standalone Financial Statements

Reconciliation of loss allowance provision for Trade Receivables:

Ageing of trade receivables	(Amount ₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	18.19	36.40
Impairment losses recognised in the year based on lifetime expected credit losses	-	-
Amounts written off during the year as uncollectible	-	-
Amounts written back during the year	3.92	18.21
Amounts recovered during the year	-	-
<b>Balance at the end of the year</b>	<b>14.27</b>	<b>18.19</b>

### Cash and cash equivalents

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Company's maximum exposure in this respect is the maximum amount of the Company would have to pay if the guarantee is called upon.

### (E) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long- term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarizes the maturity profiles of the company's financial liabilities based on contractual undiscounted payments:

#### Year ended 31st March 2023

Particulars	(Amount ₹ in Lakhs)					
	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (Other than Lease Liabilities)	14,926.04	-	967.69	15,715.81	-	31,609.54
Lease Liabilities	-	34.34	103.02	610.81	19.64	767.81
Trade Payables	-	6,243.90	937.50	-	-	7,181.40
<b>Total</b>	<b>14,926.04</b>	<b>6,278.24</b>	<b>2,008.21</b>	<b>16,326.60</b>	<b>19.64</b>	<b>39,558.80</b>

#### Year ended 31st March 2022

Particulars	(Amount ₹ in Lakhs)					
	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (Other than Lease Liabilities)	10,376.71	-	892.74	6,352.49	-	17,621.94
Lease Liabilities	-	47.61	142.82	65.89	-	256.32
Trade Payables	-	9,121.54	2,064.36	-	-	11,185.90
<b>Total</b>	<b>10,376.71</b>	<b>9,169.15</b>	<b>3,099.92</b>	<b>6,418.38</b>	<b>-</b>	<b>29,064.16</b>

## Notes forming part of Standalone Financial Statements

### Collateral

The Company has pledged part of its trade receivables, short term investments, cash and cash equivalents and all current assets to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered.

### Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and adjusts in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 30% and 75%. The Company includes within net debt, interest bearing loans and borrowings, less cash, and cash equivalents, excluding discontinued operations.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. Company's gearing ratio at the end of the reporting period is as follows:

	(Amount ₹ in Lakhs)	
Particulars	31.03.2023	31.03.2022
Long Term Borrowings	15,715.81	6,352.49
Current maturities of long-term debt	967.69	892.74
Short Term Borrowings	14,926.04	10,376.71
Less: Cash and Cash Equivalent	(4.85)	(5.00)
Less: Bank balances other than cash and cash equivalent	(1,322.06)	(1,454.31)
<b>Net Debt</b>	<b>30,282.63</b>	<b>16,162.63</b>
Total Equity	23,707.87	17,352.58
Capital and Net Debt	53,990.50	33,515.21
<b>Gearing Ratio</b>	<b>56.09%</b>	<b>48.22%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

### Fair value measurement of financial instruments

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



# Notes forming part of Standalone Financial Statements

## NOTE 45

### Financial Instruments

#### (A) Accounting Classification and Fair Value

(Amount ₹ in Lakhs)

Financial Assets / Financial Liabilities	Refer Note No	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
		FVTOCI	Amortised Cost	FVTOCI	Amortised Cost
Non Current:					
<b>(i) Financial assets measured at amortised cost</b>					
1 Non Current Investments in unquoted equity and preference shares	6	-	1.11	-	14.47
<b>(ii) Financial liabilities measured at amortised cost</b>					
1 Borrowings	17	-	15,715.81	-	6,352.49
2 Lease Liabilities	18	-	630.45	-	141.71
Current:					
<b>(i) Financial assets measured at amortised cost</b>					
1 Trade Receivables	9	-	10,882.69	-	13,188.55
2 Cash & Cash Equivalents	10	-	4.85	-	5.00
3 Bank balances other than (2) above	11	-	1,322.06	-	1,454.31
4 Loans	12	-	483.23	-	69.82
<b>(ii) Financial liabilities measured at amortised cost</b>					
1 Borrowings	21	-	15,893.73	-	11,269.46
2 Lease Liabilities	22	-	137.36	-	114.61
3 Trade Payable	23	-	7,181.40	-	11,185.90

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

#### (B) Fair Value Measurements hierarchy

(Amount ₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March 2023			As at 31 <sup>st</sup> March 2022		
	Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>(i) Financial Assets</b>						
1 Non Current Investments	-	-	-	-	-	-

## NOTE 46

### Foreign Currency Exposure

(Amount ₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(A) USD Currency:</b>		
<b>1 Financial Liabilities</b>		
In USD Million	50.62	8.05
Equivalent In ₹ lakhs	4,155.02	6,080.29
<b>2 Financial Assets</b>		
In USD Million	5.71	9.50
Equivalent In ₹ lakhs	4,686.75	7,177.78

# Notes forming part of Standalone Financial Statements

(Amount ₹ in Lakhs)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
<b>(B) EURO Currency</b>		
<b>1 Financial Liabilities</b>		
In EURO Million	-	4.91
Equivalent In ₹ lakhs	-	4,151.54
<b>Financial Assets</b>		
In EURO Million	3.16	1.78
Equivalent In ₹ lakhs	3,285.53	1,506.85

## NOTE 47

### Leases

The Company has lease contracts for HO premise, Warehouse, Plant (Unit-3) and Guest House. They are having lease terms of 5-9 years.

The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company is restricted from assigning and subleasing the leased assets and some contracts require the Company to maintain premises in good state. The lease contract include extension and termination options which are further discussed below.

The Company also has Depots with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for this lease.

### Terms of Cancellation and Escalation

The Leases are cancellable by giving one month notice by either parties and these does not carries any escalation.

### (A) Leases as lessee

(i) The movement in Lease liabilities during the year

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Opening Balance	256.32	371.23
Additions during the year	701.92	-
Finance costs incurred during the year	74.64	31.98
Payments of Lease Liabilities	265.07	146.89
<b>Closing Balance</b>	<b>767.81</b>	<b>256.32</b>

(ii) The carrying value of the Rights-of-use and depreciation charged during the year :

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Opening Balance	214.71	318.97
Additions during the year	701.92	-
Lease Expired/ Retirerd	(59.65)	-
Depreciation charged during the year	(160.86)	(104.26)
<b>Closing Balance</b>	<b>696.13</b>	<b>214.71</b>



## Notes forming part of Standalone Financial Statements

(iii) Amount Recognised in Statement of Profit & Loss Account during the Year

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Depreciation expense of right-of-use assets	160.86	104.26
Interest expense on lease liabilities	74.64	31.98
Expense relating to short-term leases (included in other expenses)	126.38	57.65
<b>TOTAL</b>	<b>361.88</b>	<b>193.89</b>

(iv) Amounts recognised in statement of cash flows

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Total Cash outflow for Leases	190.43	114.91
<b>TOTAL</b>	<b>190.43</b>	<b>114.91</b>

(v) Maturity analysis of lease liabilities

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>Maturity Analysis of contractual undiscounted cash flows</b>		
Less than one year	137.36	190.43
One to five years	610.81	65.89
More than five years	19.64	-
<b>Total undiscounted Lease Liability</b>	<b>767.81</b>	<b>256.32</b>

Balances of Lease Liabilities

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Non Current Lease Liability	630.45	141.71
Current Lease Liability	137.36	114.61
<b>Total Lease Liability</b>	<b>767.81</b>	<b>256.32</b>

### NOTE 48

#### Ratios

Sr. No.	Particulars	Numerator	Denominator	(Amount ₹ in Lakhs)		
				As at March 31, 2023	As at March 31, 2022	% Variance
1	Current ratio (in times)	Total current assets	Total current liabilities	1.30	1.30	0.45%
2	Debt-equity ratio (in times)	Total Debt (Borrowing + Lease Liability)	Shareholder's Equity	1.37	1.03	32.55%
3	Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non cash operating expenses	Debt service = Interest & Lease payments + Principal repayments	3.26	2.31	41.20%

## Notes forming part of Standalone Financial Statements

(Amount ₹ in Lakhs)

Sr. No.	Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% Variance
4	Return on equity ratio (in %)	Net Profit After Tax	Average Shareholders Equity	31.32%	41.77%	-25.02%
5	Inventory turnover ratio (in times)	Cost of Goods Sold	Average Inventory	3.48	4.24	-18.10%
6	Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	5.57	6.04	-7.70%
7	Trade payables turnover ratio (in times)	Net Purchases	Average trade payables	4.66	5.43	-14.28%
8	Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	9.31	8.80	5.79%
9	Net profit ratio (in %)	Net Profit After Tax	Revenue from operations	9.59%	8.59%	11.64%
10	Return on capital employed (in %)	Earnings before Interest and Taxes	Capital employed = Tangible Networth+ Total Debt + Deferred Tax Liability	18.52%	24.69%	-24.98%
11	Return on Equity Instruments (in %)	Investment Income	Average Value of Investments in Equity Instruments	5.79%	0.36%	1525.15%

### NOTE 49

#### Borrowings obtained on the basis of security of current assets

During the year the company has been sanctioned working capital(WC) limits in excess of ₹ 5 crores, in aggregate from banks on the basis of security of current assets(CA).

The Company has filed quarterly returns or statements ('the statements') with such banks, which are in agreement with the books of accounts other than those as set out below.

(Amount ₹ in Lakhs)

Name of the Bank	Aggregate WC Limits sanctioned	Nature of CA offered as security	Quarter Ended	Amount disclosed as statements	Amount as per books	Difference	Reason for difference
	18,000.00	Refer Note below	Jun-22	22,080.31	23,001.68	(921.37)	Primarily due to: 1. Revaluation of foreign currency denominated receivables and payables and booking of certain invoices after submission of quarterly returns to the bankers.
The Saraswat Co-op Bank Ltd, HDFC Bank Ltd, Axis Bank Ltd, HSBC Bank Ltd & SVC Co-op Bank Ltd	18,000.00	Refer Note below	Sep-22	21,720.15	22,719.25	(999.10)	
	18,000.00	Refer Note below	Dec-22	21,434.38	22,342.11	(907.73)	
	19,000.00	Refer Note below	Mar-23	21,617.17	22,596.72	(979.55)	

#### Note on Nature of Current Asset offered as security

Secured by first pari passu charge on stock and book debts along with personal guarantee of the directors.



# Notes forming part of Standalone Financial Statements

## NOTE 50

The Company is primarily engaged in the business of manufacture of rubber chemicals which in the context of Indian Accounting Standard (Ind AS) 108 on Operating Segments constitutes a single reportable segment. The relevant information regarding secondary segment reporting (by geographical segment) is presented as follows:

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Local Sales	22,448.93	21,745.88
Export Sales	44,248.93	39,159.83
	<b>66,697.86</b>	<b>60,905.71</b>

## NOTE 51

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and there are no long term contracts for which there are any material foreseeable losses. The Company has ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on derivative contracts has been made in the books of accounts.

## NOTE 52

### Disclosure of Transactions with Struck off Companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

## NOTE 53

No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- Crypto Currency or Virtual Currency
- Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- Registration of charges or satisfaction with Registrar of Companies
- Relating to borrowed funds:
  - Wilful defaulter
  - Utilisation of borrowed funds & share premium
  - Discrepancy in utilisation of borrowings
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

# Notes forming part of Standalone Financial Statements

## NOTE 54

### Events after the Reporting period

A dividend of ₹ 0.50 per share has been recommended on equity shares for year ended March 31, 2023. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares on record date.

## NOTE 55

The figures for the comparative periods have been regrouped wherever necessary, to conform to the current year's classification.

### FOR AND ON BEHALF OF THE BOARD

#### For V J SHAH & CO.

Chartered Accountants  
FRN.: 109823W

#### CHINTAN SHAH

(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

#### PARAG JHAVERI

(MD & CEO)  
DIN: 01257685

#### VINOD JHAVERI

(CHAIRMAN & ED)  
DIN: 01655692

#### YAYESH JHAVERI

(WTD & CFO)  
DIN: 01257668

#### KOMAL BHAGAT

(COMPANY SECRETARY)  
(Mem. No.: A49751)

# **CONSOLIDATED FINANCIALS**

# Independent Auditors' Report

To the Members of **YASHO INDUSTRIES LIMITED**

## Report on Audit of Consolidated Financial Statements

### OPINION

We have audited the accompanying consolidated financial statements of Yasho Industries Limited (hereinafter referred to as the 'holding company') and its subsidiary (Holding company and its subsidiary together referred to as 'the Group') which comprise the consolidated balance sheet as at 31 March 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the cash flow statement and the Consolidated Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 of its consolidated profit, total comprehensive income, the consolidated changes in equity and its consolidated 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 Act. 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 (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Institute of Chartered Accountants of India Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and 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.

#### Key Audit matter

##### 1. Capital Expenditure

The company has incurred capital expenditure towards purchase / construction of tangible property, plant and equipment amounting to ₹ 14,808.82 Lakh during the financial year.

Considering that this amount is substantial and errors in measurement can lead to material impact on carrying amount of tangible fixed assets as well as profit for the year we have considered this as a key audit matter.

#### How our audit addressed the key audit matter:

1. Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around measurement of capital expenditure
2. Assessment of deviations from budgeted expenditure, if any and enquiry into reasons thereof.
3. We undertook substantive audit procedures to test whether any revenue expenditure is classified as capital expenditure or capital expenditure is classified as revenue expenditure.
4. We tested the adherence to Ind AS 16 "Property, Plant & Equipment" to verify accuracy of measurement of expenditure and adequacy of disclosures made.

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate

Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated



financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and applications 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 error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

## **AUDITORS' RESPONSIBILITY FOR THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS**

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

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 results, 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 Holding 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 the management.
- Conclude on the appropriateness of the managements 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 Group'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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance of the Holding Company 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## OTHER MATTERS

We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 2,011.98 lakhs as at 31 March 2023, total revenues (before consolidation adjustments) of ₹ 3,140.92 lakhs and Profit/Loss before tax (before consolidation adjustments) amounting to ₹ 372.97 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been certified by and furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the above.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements

and the other financial information of subsidiary, as noted in the 'Other Matter' paragraph we report, to the extent applicable, that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the so far as it appears from our examination of those books and reports of other auditors;
- The Consolidated balance sheet, Consolidated statement of profit and loss including other comprehensive income, Consolidated statement of changes in equity and the Consolidated cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
- On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023, taken on record by the Board of Directors of the holding company, none of the directors of the Group company is disqualified as on 31 March 2023, from being appointed as a director in terms of section 164(2) of the Act;
- With respect to the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements of the holding company and its subsidiary and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

- (B) 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary as noted in the Other matter paragraph:

- a. The Group has disclosed the impact of pending litigations on its financial position in its IND AS consolidated financial statements – Refer Note 39 to the financial statements;
- b. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended 31<sup>st</sup> March, 2023.
- d. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material misstatement; and
- e. The final dividend declared paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- As stated in Note 15.2 to the Consolidated Financial Statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- (C) 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 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. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**  
Partner

Place: Mumbai  
Date: 02<sup>nd</sup> May, 2023

Membership No.164370  
UDIN: 23164370BGSBEQ3913

# Annexure "A" Auditors' Report

**ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED ACCOUNTS OF YASHO INDUSTRIES LIMITED ('THE COMPANY') FOR THE YEAR ENDED 31ST MARCH, 2023.**

(xxi) According to the information and explanations given to us, the company does not have any subsidiary incorporated in India and included in the consolidated financial statements. Thus, reporting under this clause is not applicable.

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**  
Partner  
Membership No.164370  
UDIN: 23164370BGSBEQ3913

Place: Mumbai  
Date: 02<sup>nd</sup> May, 2023



# Annexure “B” Auditors’ Report

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

### OPINION

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Yasho Industries Limited (hereinafter referred to as “the Holding Company”) and its subsidiary (together referred to as “the Group”), as of that date.

In our opinion, to the best of our information and according to explanations given to us and based on the consideration of reports of the other auditors as referred to in the Other Matters paragraph the Holding Company and its subsidiary, have maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Holding 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.

### MANAGEMENTS’ RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Holding 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 consolidated 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 with reference to consolidated financial statements.

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

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**  
Partner  
Membership No.164370  
UDIN: 23164370BGSBEQ3913

Place: Mumbai  
Date: 02<sup>nd</sup> May, 2023



# Consolidated Balance Sheet

as at 31<sup>st</sup> March 2023

Particulars	Note No.	(Amount ₹ in Lakhs)	
		As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3 (a)	16,007.53	14,487.93
(b) Capital Work in Progress	3 (b)	12,335.55	53.03
(c) Investment Properties		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets	4 (a)	962.52	1,354.25
(f) Intangible Assets under development	4 (b)	106.50	-
(g) Right-of-use Assets	5	696.13	214.71
(h) Financial Assets		-	-
(i) Financial Assets		-	-
(i) Investments in subsidiaries and joint ventures		-	-
(ii) Other Investments	6	0.25	13.61
(iii) Other Financial Assets		-	-
(j) Deferred tax assets (Net)		-	-
(k) Other non current assets	7	3,687.17	1,716.24
<b>SUB-TOTAL</b>		<b>33,795.65</b>	<b>17,839.78</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	8	16,761.08	13,462.90
(b) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade Receivables	9	10,286.56	13,067.66
(iii) Cash & Cash Equivalents	10	51.97	21.85
(iv) Bank balances other than (iii) above	11	1,322.06	1,454.31
(v) Loans	12	26.05	27.02
(vi) Other Financial Assets		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	13	2,760.79	2,414.86
<b>SUB-TOTAL</b>		<b>31,208.51</b>	<b>30,448.60</b>
<b>TOTAL ASSETS</b>		<b>65,004.16</b>	<b>48,288.38</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	14	1,139.92	1,139.92
(b) Other Equity	15	22,655.63	16,165.13
<b>Total Equity</b>		<b>23,795.55</b>	<b>17,305.05</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities		-	-
(i) Borrowings	16	15,715.81	6,352.49
(ia) Lease Liabilities	17	630.45	141.71
(ii) Trade Payables		-	-
(A) Trade Payables-Micro and Small Enterprises		-	-
(B) Trade Payables- Other than Micro and Small Enterprises		-	-
(iii) Other financial liabilities		-	-
(b) Provisions	18	225.21	152.64
(c) Deferred Tax Liabilities (Net)	19	719.66	816.43
(d) Other non-current liabilities		-	-
<b>SUB-TOTAL</b>		<b>17,291.14</b>	<b>7,463.26</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities		-	-
(i) Borrowings	20	15,893.73	11,269.46
(ia) Lease Liabilities	21	137.36	114.61
(ii) Trade payables		-	-
(A) Trade Payables-Micro and Small Enterprises	22 (a)	159.12	368.22
(B) Trade Payables- Other than Micro and Small Enterprises	22 (b)	7,022.83	10,819.36
(iii) Other financial liabilities	23	0.11	0.10
(b) Other Current Liabilities	24	259.13	378.71
(c) Provision	25	429.84	407.63
(d) Current Tax Liabilities (Net)	26	15.35	161.98
<b>SUB-TOTAL</b>		<b>23,917.47</b>	<b>23,520.07</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>65,004.16</b>	<b>48,288.38</b>

See accompanying notes to the financial statements 2  
The accompanying notes form an integral part of the Consolidated IND AS Financial Statements

As per our report of even date

**For V J SHAH & CO.**  
Chartered Accountants  
FRN.: 109823W

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

FOR AND ON BEHALF OF THE BOARD

**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

**KOMAL BHAGAT**  
(CS & COMPLIANCE OFFICER)  
(Mem. No.: A49751)

# Consolidated Statement of Profit and Loss

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
<b>Continuing Operations</b>			
I Revenue From Operations	27	67,155.21	61,266.06
II Other Income	28	1,104.26	1,032.60
<b>III Total Income (I+II)</b>		<b>68,259.47</b>	<b>62,298.66</b>
<b>IV Expenses</b>			
(a) Cost of Material Consumed	29	46,268.84	40,912.98
(b) Purchases of Stock-in-Trade		-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	30	(5,735.29)	(1,990.76)
(d) Employee Benefits Expenses	31	3,858.10	3,251.95
(e) Finance Costs	32	1,557.83	1,378.03
(f) Depreciation and Amortisation Expenses	33	1,984.12	1,867.99
(g) Other Expenses	34	11,265.54	9,794.97
<b>Total Expenses (IV)</b>		<b>59,199.15</b>	<b>55,215.16</b>
<b>V Profit Before Exceptional Items and Tax (III-IV)</b>		<b>9,060.33</b>	<b>7,083.50</b>
VI Exceptional Items			
<b>VII Profit Before Tax (V-VI)</b>		<b>9,060.33</b>	<b>7,083.50</b>
<b>VIII Tax Expense:</b>			
(1) Current Tax	36	2,364.43	2,018.50
(2) Deferred Tax	36	(90.86)	(163.60)
<b>Total Tax Expenses (VIII)</b>		<b>2,273.56</b>	<b>1,854.90</b>
<b>IX Profit for the period from continuing operations (VII-VIII)</b>		<b>6,786.76</b>	<b>5,228.60</b>
<b>X Other Comprehensive Income (OCI)</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement of defined benefit plans	35	(23.44)	(0.56)
Income tax on items that will not be reclassified subsequently to profit or loss	37(C)	(5.90)	(2.05)
<b>Total Other Comprehensive Income</b>		<b>(17.54)</b>	<b>1.49</b>
<b>Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period</b>		<b>6,769.22</b>	<b>5,230.08</b>
<b>XI Earnings Per Equity Share (Amount in ₹)</b>			
(a) Basic	38	59.54	47.25
(b) Diluted	38	59.54	47.25
Weighted average number of equity shares		1,13,99,200	1,10,65,867

Significant Accounting Policies

2

The accompanying notes form an integral part of the Consolidated IND AS Financial Statements

As per our report of even date

**For V J SHAH & CO.**  
Chartered Accountants  
FRN.: 109823W

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

FOR AND ON BEHALF OF THE BOARD

**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

**KOMAL BHAGAT**  
(CS & COMPLIANCE OFFICER)  
(Mem. No.: A49751)



# Consolidated Statement of Cash Flows

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	₹	₹	₹	₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net profit before Tax</b>		<b>9,036.89</b>		<b>7,082.94</b>
Adjustment for Non-Cash and Non-operating Items				
Add: Depreciation	1,984.12		1,867.99	
Bad debts and advances written off, allowance for doubtful trade receivables and advances (net)	-		18.21	
Net loss on fair valuation of investments	13.36		-	
Finance costs	1,557.83	3,555.31	1,378.03	3,264.23
Less: Interest Income	71.03		59.81	
Net gain on disposal of property, plant and equipment	3.56		6.48	
Reversal of allowance for doubtful trade receivables and advances (net)	3.94		-	
Dividend income	0.05	78.58	0.05	66.34
Operating profits before working capital changes		12,513.61		10,280.83
Changes in Working Capital & Operating Assets & liabilities:				
Add: Decrease in Assets & Increase in Liabilities				
Trade Payables	-		6,602.85	
Trade Receivables	2,785.04		-	
Other Earmarked Bank Balances	132.25		-	
Other Current Liabilities	-		274.72	
Short Term Provisions	22.21		135.98	
Other Current Financial Liabilities	0.01		-	
Long Term Provisions	72.58	3,012.09	43.81	7,057.34
Less: Increase in Assets & Decrease in Liabilities				
Inventories	3,298.18		5,446.31	
Trade Receivables	-		5,935.26	
Other Earmarked Bank Balances	-		43.90	
Other Current Assets	345.93		1,404.31	
Other Non Current Assets	1,970.92		886.70	
Other Current Liabilities	119.58		-	
Trade Payables	4,005.64	9,740.25	-	13,716.49
Cash generated from operations		<b>5,785.45</b>		<b>3,621.68</b>
Less: Taxes paid (net of refunds)		2,511.06		2,005.75
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>3,274.39</b>		<b>1,615.92</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Add: Interest Income	71.03		59.81	
Disposal of property, plant and equipment	89.68		83.11	
Dividend income	0.05	160.76	0.05	142.98
Less: Payment for purchase of property, plant and equipment	14,808.82		5,679.51	
Additions to intangible assets	557.80		379.97	
		15,366.62		6,059.48
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		<b>-15,205.86</b>		<b>(5,916.50)</b>

# Consolidated Statement of Cash Flows (Contd.)

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	₹	₹	₹	₹
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Add: Increase in Long Term Borrowings (Net)	9,363.32		1,029.57	
Preferential Share Capital Issue (Net)	-		4,240.00	
Loans Recovered from Employees	0.97		-	
Increase in Short Term Borrowings (Net)	4,624.28	13,988.57	540.68	5,810.25
Less: Repayment of principal portion of lease liabilities	190.43		114.91	
Loans Given to Employees	-		1.65	
Dividend Paid	57.00		54.50	
Finance costs	1,557.83	1,805.25	1,378.03	1,549.09
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		<b>12,183.32</b>		<b>4,261.16</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>251.85</b>		<b>(39.42)</b>
Add: <b>Cash &amp; Cash Equivalent at the beginning of the year</b>				
Cash on Hand	4.54		3.45	
Bank Balance in current accounts	17.32	21.85	61.44	64.89
Effects of currency translation on cash and cash equivalents (net)		(221.73)		(3.62)
		<b>51.97</b>		<b>21.85</b>
Less: <b>Cash &amp; Cash Equivalent at the end of the year</b>				
Cash on Hand	4.70		4.54	
Bank Balance in current accounts	47.27	<b>51.97</b>	17.32	<b>21.85</b>
<b>Reconciliation of Cash and Cash Equivalents with the Balance Sheet</b>				
Cash & Cash Equivalent at the end of the year (as per Note 10 & 11)		1,374.03		1,476.17
Less: Bank Balances held as margin money against guarantees not considered as Cash and Cash Equivalents		1,322.06		1,454.31
<b>Cash &amp; Cash Equivalent at the end of the year</b>		<b>51.97</b>		<b>21.85</b>

## Note:

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

### As per our report of even date

**For V J SHAH & CO.**  
Chartered Accountants  
FRN.: 109823W

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

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(Mem. No.: A49751)



# Consolidated Statement of Changes in Equity

for the year ended 31<sup>st</sup> March 2023

## (A) EQUITY SHARE CAPITAL

(Amount ₹ in Lakhs)

Balance as at April 1, 2022	Changes in equity share capital during the year*	Balance as at March 31, 2023
1,139.92	-	1,139.92

(Amount ₹ in Lakhs)

Balance as at April 1, 2021	Changes in equity share capital during the year*	Balance as at March 31, 2022
1,089.92	50.00	1,139.92

## (B) OTHER EQUITY

(Amount ₹ in Lakhs)

Current Year	Reserves and Surplus				Items of other comprehensive income		Total Equity as at March 31, 2023
	Particulars	Capital Reserve	Securities Premium	General Retained Reserves Earnings	Foreign Currency Translation Reserve	Other items of Other Comprehensive Income (Gratuity)	
Balance at the beginning of the current reporting period	8.88	4,964.29	114.70	11,087.50	(3.61)	(6.63)	16,165.13
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	6,786.76	-	(17.54)	6,769.22
Dividends	-	-	-	(57.00)	-	-	(57.00)
Transfer to retained earnings	-	-	-	-	-	-	-
Foreign Currency Translation Reserve	-	-	-	-	(221.73)	-	(221.73)
Any other change	-	-	-	-	-	-	-
Balance at the end of the current reporting period	8.88	4,964.29	114.70	17,817.27	(225.34)	(24.17)	22,655.63

# Consolidated Statement of Changes in Equity (Contd.)

for the year ended 31<sup>st</sup> March 2023

(Amount ₹ in Lakhs)

Current Year Particulars	Reserves and Surplus					Items of other comprehensive income		Total Equity as at March 31, 2022
	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Foreign Currency Translation Reserve	Other items of Other Comprehensive Income (Gratuity)		
Balance at the beginning of the previous reporting period	8.88	774.29	114.70	5,913.40	-	(8.12)	6,803.16	
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	
Total Comprehensive Income for the previous year	-	-	-	5,228.60	-	1.49	5,230.08	
Dividends	-	-	-	(54.50)	-	-	(54.50)	
Transfer to retained earnings	-	-	-	-	-	-	-	
Foreign Currency Translation Reserve	-	-	-	-	(3.61)	-	(3.61)	
Any other change (Short Provision for Tax)	-	4,225.00	-	-	-	-	4,225.00	
Any other change (Share Issue Expenses)	-	(35.00)	-	-	-	-	(35.00)	
Balance at the end of the current reporting period	8.88	4,964.29	114.70	11,087.50	(3.61)	(6.63)	16,165.13	

Refer Note No 15.1 for nature and purpose of Reserve.

The accompanying notes form an integral part of the Consolidated IND AS Financial Statements.

## As per our report of even date

**For V J SHAH & CO.**  
Chartered Accountants  
FRN.: 109823W

**CHINTAN SHAH**  
(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

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# Notes forming part of Consolidated Financial Statements

## NOTE: 1

### Group Information

Yasho Industries Limited ("The Company") and its Wholly Owned Subsidiary "Yasho Industries Europe B.V." (collectively together referred to as "the Group") is engaged in manufacturing of Specialty and Fine Chemicals for industrial use. The products manufactured by the company are used by industries as diverse as Rubber & Latex, Lubricants, Food & Flavors, Perfumery and other Specialty applications since 1993. The company has manufacturing facilities in three factories situated in GIDC, Vapi, Gujarat, key subsidiary in The Netherlands and with its registered Office Located in Mumbai (Maharashtra).

- a) The Holding Company and its subsidiary (collectively together referred to as "the Group") considered in these consolidated financial statements are:

NAME OF THE COMPANY	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	PROPORTION (%) OF OWNERSHIP INTEREST	
			As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Yasho Industries Europe B.V.	Netherlands	Speciality Chemicals Business	100%	100%

The Group has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

- b) Share of Entities in Group

(₹ in Lakhs)

Name of Entity	Net Assets (Total assets - Total Liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount
<b>Parent:</b>								
<b>Yasho Industries Limited</b>								
<b>31<sup>st</sup> March 2023</b>	99.63%	23,707.87	94.74%	6,429.83	100%	-17.54	94.73%	6,412.28
31 <sup>st</sup> March 2022	100.27%	17,257.52	100.84%	5,272.51	100%	1.49	100.84%	5,274.00
<b>Foreign Subsidiary</b>								
Yasho Industries Europe B.V.								
<b>31<sup>st</sup> March 2023</b>	0.37%	87.68	5.26%	356.94	-	-	5.27%	356.94
31 <sup>st</sup> March 2022	(0.27%)	(47.53)	(0.84%)	(43.92)	-	-	(0.84%)	(43.92)

## NOTE: 2

### Significant accounting policies

#### Statement of compliance

Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss for the year ended 31 March 2023, the Statement of Cash Flows for the year ended 31 March 2023 and the Statement of

Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements' or 'financial statements').

### 2.1 Basis of preparation of financial statements and consolidation

The Consolidated financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Plan assets under defined benefit plans – measured at fair value;

## Notes forming part of Consolidated Financial Statements

- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.
- The functional currency of the company is Indian Rupee. The functional currency of the Subsidiary is EURO. Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Foreign Currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.
- The company consolidates its only Wholly owned Subsidiary. The Group and its results are consolidated from the date of control commences until the control ceases. The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.
- It is expected to be settled in the Group's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.

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

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The statement of cash flows have been prepared under indirect method, whereby profit or loss 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 items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. The Group considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The Consolidated Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee in lakhs, unless otherwise stated.

### 2.2 Current and non-current classification

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

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle.
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

### 2.3 Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the



# Notes forming part of Consolidated Financial Statements

financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Group.

## 2.4 Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

### (A) Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress"

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

### Subsequent expenditure and component accounting

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### Depreciation and useful life

Depreciation is provided on a pro-rata basis on the straight-line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

### Freehold land is not depreciated.

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

### Derecognition

An item of PPE 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 the asset and is recognised in Statement of Profit and Loss.

# Notes forming part of Consolidated Financial Statements

## (B) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Directly attributable costs that are capitalised as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

### Useful life and amortisation

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses. Intangible assets are amortised on a straight-line basis over the period of estimated useful lives of 10 years. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

### Derecognition

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount.

The Group has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

## (C) Capital Work in progress

All expenditure incurred towards tangible assets are accumulated and shown as capital work in progress and not depreciated until such assets are ready and available for commercial use.

## (D) Impairment

At the end of each reporting year, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the

asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

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

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

Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

## (E) Inventories

### Raw materials

Raw materials and stores, work in progress, traded stock and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases.

# Notes forming part of Consolidated Financial Statements

## Work in progress and finished goods

Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of production of finished goods. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Costs of inventories are valued at lower of cost or net realizable. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

## Stores and spares

Inventory of stores and spare parts is valued at cost or net realisable value, whichever is lower. Provisions are made for obsolete and non-moving inventories. Unserviceable and scrap items, when determined, are valued at estimated net realisable value.

## (F) Revenue recognition

### Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Group recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of other operating revenue.

Revenue from sales is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

### Sale of services

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

## Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably). Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## Foreign exchange translation

The functional currency of the Company is Indian Rupees.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in profit or loss. Monetary balances arising from the transactions denominated in foreign currency are translated to functional currency using the exchange rate as on the reporting date. Any gains or loss on such translation, are generally recognised in profit or loss.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the year in which they arise.

## (G) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

# Notes forming part of Consolidated Financial Statements

## Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## (H) Borrowing costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalised as part of such assets. A

qualifying asset is one that necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

The Group determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Group borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

## (I) Leases

### As a Lessee

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

## (J) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required

# Notes forming part of Consolidated Financial Statements

to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions for restructuring are recognised by the Group when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Group will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Group.

Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

## **(K) Employee benefits**

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

### **Short-term employee benefits**

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### **Post-employment benefits Defined contribution plan**

Employee Benefit under defined contribution plans comprises of Contributory provident fund etc. is recognized based on the undiscounted amount of obligations of the Group to contribute to the plan. The same is paid to a fund administered through a separate trust.

### **Defined benefit plan**

Defined benefit plans comprising of gratuity is recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

### **Short term employee benefits**

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

## **(L) Financial instruments**

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than

## Notes forming part of Consolidated Financial Statements

financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

### (M) Financial assets

#### Recognition and initial measurement

The Group initially recognises loans and advances, deposits and debt securities purchased on the date on which they originate. Purchases and sale of financial assets are recognised on the trade date, which is the date on which the Group becomes a party to the contractual provisions of the instrument.

All financial assets are recognised initially at fair value. In the case of financial assets not recorded at FVTPL, transaction costs that are directly attributable to its acquisition of financial assets are included therein.

#### Classification of financial assets and Subsequent Measurement

On initial recognition, a financial asset is classified to be measured at –

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI) – debt investment; or
- Fair Value through Other Comprehensive Income (FVTOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

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

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The non-current investment has been recorded at amortised cost.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

# Notes forming part of Consolidated Financial Statements

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognised in statement of profit or loss. The net gain or loss recognised in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognised when:

- The Group's right to receive the dividends is established,
- It is probable that the economic benefits associated with the dividends will flow to the entity,
- The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

## Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

## Impairment

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial

instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year, but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, the Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

## (N) Financial liabilities and equity instruments

### Classification as debt or equity

Debt and equity instruments issued by a 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 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 Group are recognised at the proceeds received, net of directly attributable transaction costs.

## Financial liabilities

Financial liabilities are classified as measured at amortised cost or 'FVTPL'.

A Financial Liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that contract basis; or
- It forms part of a containing one or more embedded derivatives, and IND AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with IND AS 109.

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

and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

## Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

## Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

## (O) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short - term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

## (P) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from Share Premium, net of any tax effects.

## (Q) Segments reporting

The Group's only identifiable reportable segment is Chemicals and hence disclosure of Segment



# Notes forming part of Consolidated Financial Statements

wise information is not applicable under IND-AS 108 "Operating Segments". Details of geographical segments are disclosed.

## (R) Earnings per share

### Basic earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

### Diluted earnings per share

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

## (S) Proposed Dividends

The Company recognises a liability to make distributions to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders.

## (T) Standards notified but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below.

The Company intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2023 on 31st March, 2023. The amendments have been made in the following standards:

- i. Ind AS 1: Presentation of Financial Statements is amended to replace the term "significant accounting policies" with "material accounting policy information" and providing guidance relating to immaterial transactions, disclosure of entity specific transactions and more
- ii. Ind AS 8: Accounting Policies, Changes in Accounting Estimates and Errors to include the definition of accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty."
- iii. Ind AS 12: Income Taxes relating to initial recognition exemption of deferred tax related to assets and liabilities arising from a single transaction.
- iv. Other Amendments in Ind AS 102 – Share based Payments, Ind AS 103 – Business Combinations, Ind AS 109 – Financial Instruments, Ind AS 115 – Revenue from Contracts with Customers which are mainly editorial in nature in order to provide better clarification of the respective Ind AS's.
- v. These amendments shall come into force with effect from April 01, 2023. The Company is assessing the potential effect of the amendments on its financial statements. The Company will adopt these amendments, if applicable, from applicability date.

# Notes forming part of Consolidated Financial Statements

## NOTE 3 (a) Property, Plant and Equipment<sup>^</sup>

Particulars	(Amount ₹ in Lakhs)									
	Factory Plot	Factory Building	Plant and Equipment	Electric Fixture & Fixtures	Furniture	Air Conditioner	Servers & Computers	Pollution Control Equipment		
Original Cost As On 31-03-21	143.19	3,560.70	9,965.35	1,053.05	218.61	39.51	142.95	207.40		
Additions	3,788.54	-	1,519.56	92.61	40.67	3.64	18.51	-		
Deductions	-	-	79.38	-	-	-	-	-		
Original Cost As On 31-03-22	3,931.73	3,560.70	11,405.53	1,145.66	259.28	43.15	161.46	207.40		
Additions	1,698.53	-	505.84	9.19	2.51	2.08	26.22	-		
Deductions	-	-	-	-	-	-	1.17	-		
<b>Original Cost As On 31-03-23</b>	<b>5,630.26</b>	<b>3,560.70</b>	<b>11,911.37</b>	<b>1,154.85</b>	<b>261.79</b>	<b>45.23</b>	<b>186.51</b>	<b>207.40</b>		
Accumulated depreciation As On 31-03-2021	-	829.78	4,124.37	430.74	102.70	14.18	112.02	143.44		
Charged During The Year	-	110.89	626.61	243.18	20.87	2.51	15.72	12.77		
Deductions/Transfer	-	-	51.69	-	-	-	-	-		
Accumulated depreciation As On 31-03-2022	-	940.67	4,699.29	673.91	123.57	16.70	127.73	156.21		
Charged During The Year	-	115.69	689.69	57.16	19.68	2.66	18.42	12.77		
Deductions/Transfer	-	-	-	-	-	-	1.11	-		
<b>Accumulated depreciation As On 31-03-2023</b>	-	1,056.36	5,388.98	731.07	143.25	19.36	145.04	168.98		
<b>Wdv As On 31-03-2023</b>	5,630.26	2,504.34	6,522.39	423.77	118.54	25.87	41.47	38.42		
<b>Wdv As On 31-03-2022</b>	<b>3,931.73</b>	<b>2,620.03</b>	<b>6,706.24</b>	<b>471.75</b>	<b>135.71</b>	<b>26.46</b>	<b>33.72</b>	<b>51.19</b>		

Particulars	Motor Car	Laboratory Equipment	Office Equipment	CCTV & Camera	Scooter	Cycle	Total
	Original Cost As On 31-03-21	175.29	515.63	26.42	15.73	4.05	0.56
Additions	42.29	115.63	3.84	1.02	-	0.16	5,626.47
Deductions	25.46	-	-	-	-	-	104.84
Original Cost As On 31-03-22	192.12	631.26	30.26	16.75	4.05	0.72	21,590.07
Additions	79.92	194.41	7.50	-	-	0.10	2,526.31
Deductions	34.34	-	-	-	4.05	0.82	40.37
<b>Original Cost As On 31-03-23</b>	<b>237.71</b>	<b>825.68</b>	<b>37.76</b>	<b>16.75</b>	-	-	<b>24,076.00</b>
Accumulated depreciation As On 31-03-2021	107.29	185.40	15.16	8.52	2.54	0.37	6,076.50
Charged During The Year	14.37	49.64	3.66	2.36	0.18	0.03	1,102.79
Deductions/Transfer	25.46	-	-	-	-	-	77.15
Accumulated depreciation As On 31-03-2022	96.20	235.04	18.82	10.88	2.72	0.40	7,102.14
Charged During The Year	20.78	57.46	4.53	2.31	1.32	0.42	1,002.90
Deductions/Transfer	30.60	-	-	-	4.05	0.82	36.57
<b>Accumulated depreciation As On 31-03-2023</b>	86.38	292.50	23.36	13.19	-	-	8,068.47
<b>Wdv As On 31-03-2023</b>	151.33	533.18	14.41	3.55	-	-	16,007.53
<b>Wdv As On 31-03-2022</b>	<b>95.93</b>	<b>396.22</b>	<b>11.43</b>	<b>5.86</b>	<b>1.32</b>	<b>0.32</b>	<b>14,487.93</b>



# Notes forming part of Consolidated Financial Statements

## NOTE 3 (b)

### Capital Work-in-Progress

(Amount ₹ in Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening carrying value as at April 1	53.03	-
Additions / adjustments	12,282.52	53.03
Transfer to property, plant and equipment	-	-
<b>Closing carrying value as at March 31,</b>	<b>12,335.55</b>	<b>53.03</b>

#### Notes:

- (a) ^ Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in Note 16 and Note 20.
- (b) The company started a new Greenfield project at Pakhajan, Gujarat in February 2022. This project is expected to be completed in Decemeber 2023.  
The carrying amount of this facility as at 31st March 2023 was ₹ 11,545.48/- lakhs (31 March 2022: ₹ 53.03/- Lakhs).
- (c) The borrowing costs capitalised as Capital Work in Progress during the year ended 31 March 2023 was ₹ 338.43/- Lakhs (31 March 2022: ₹ 0.88/- Lakhs).
- (d) Besides the Greenfield project, capital work in progress as at 31st March, 2023 comprises expenditure for the Plant & Machinery and Warehouse Building at Vapi in the course of construction.  
Total amount of capital work in progress is ₹ 790.07/- lakhs (31 March 2022: ₹ NIL/-).

### Capital Work-in-Progress Ageing Schedule As at 31 March 2023

(Amount ₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	12,282.52	53.03	-	-	12,335.55
Projects temporarily suspended	-	-	-	-	-

### Capital Work-in-Progress Ageing Schedule As at 31 March 2022

(Amount ₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	53.03	-	-	-	53.03
Projects temporarily suspended	-	-	-	-	-

## NOTE 4 (a)

### Other Intangible Assets

(Amount ₹ in Lakhs)

Particulars	Technical Knowhow and Certifications	Research & Development	Total
Original Cost As On 31-03-21	1,919.76	-	1,919.76
Additions	375.22	-	375.22
Deductions	-	-	-
Original Cost As On 31-03-22	2,626.01	-	2,626.01
Additions	283.98	167.31	451.30
Deductions	22.67	-	22.67
Original Cost As On 31-03-23	2,887.32	167.31	3,054.64
Accumulated amortisation As On 31-03-2021	411.71	-	411.71
Charged During The Year	199.10819	-	199.11
Deductions/Transfer	-	-	-

## Notes forming part of Consolidated Financial Statements

(Amount ₹ in Lakhs)

Particulars	Technical Knowhow and Certifications	Research & Development	Total
Accumulated amortisation As On 31-03-2022	1,271.76	-	1,271.76
Charged During The Year	820.36	-	820.36
Deductions/Transfer	-	-	-
Accumulated amortisation As On 31-03-2023	2,092.12	-	2,092.12
<b>Wdv As On 31-03-2023</b>	<b>795.20</b>	<b>167.31</b>	<b>962.52</b>
<b>Wdv As On 31-03-2022</b>	<b>1,354.25</b>	<b>-</b>	<b>1,354.25</b>

### Notes:

- Technical Knowhow and certifications are intangible assets purchased and held by the Company, they are not internally generated.
- Development Costs for In-house developed new products will be written off over 3 years subject to impairment testing on quarterly basis.
- Intangible Assets under Development as at 31st March 2023 comprises expenditure for the implementation of new ERP system in SAP S4/Hana which is scheduled completion in April 2023.

### NOTE 4 (b)

#### Intangible Asset under Development (IAUD) Ageing Schedule As at 31 March 2023

(Amount ₹ in Lakhs)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	106.50	-	-	-	106.50
Projects temporarily suspended	-	-	-	-	-

#### Intangible Asset under Development (IAUD) Ageing Schedule As at 31 March 2022

(Amount ₹ in Lakhs)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

### NOTE 5

#### Right -of- use Assets

(Amount ₹ in Lakhs)

Particulars	Leasehold Property
Original Cost As On 31-03-21	661.27
Additions	-
Deductions	-
Original Cost As On 31-03-22	661.27
Additions	701.92
Deductions	333.20
<b>Original Cost As On 31-03-23</b>	<b>1,030.00</b>
Accumulated amortisation As On 31-03-2021	342.30
Charged During The Year	104.26
Deductions/Transfer	-
Accumulated amortisation As On 31-03-2022	446.56
Charged During The Year	160.86
Deductions/Transfer	273.55
Accumulated amortisation As On 31-03-2023	333.87
<b>Wdv As On 31-03-2023</b>	<b>696.13</b>
Wdv As On 31-03-2022	214.71

Note: Refer Note 45



# Notes forming part of Consolidated Financial Statements

## NOTE 6

### Other Investments

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	No. of Shares	₹	No. of Shares	₹
<b>Investment in Equity Instruments</b>				
<b>Unquoted Investments (at amortised cost)</b>				
Lypanosys (NZ) limited (74,000 Equity Shares of NZ\$ 0.51/- each)	74,000.00	-	74,000.00	10.71
The Saraswat Co-Op Bank Ltd (2,500 Equity Shares of ₹ 10/- each)	2,500.00	0.25	2,500.00	0.25
<b>Investment in Preference Securities</b>				
<b>Unquoted Investments (at amortised cost)</b>				
Lypanosys (NZ) limited (4,364 15% Series 'A' Preference Shares of NZ\$ 2/- each)	4,364.00	-	4,364.00	2.64
<b>TOTAL</b>	<b>80,864.00</b>	<b>0.25</b>	<b>80,864.00</b>	<b>13.61</b>
<b>Aggregate Amount of Unquoted Investments (At Cost)</b>		<b>0.25</b>		<b>13.61</b>

**Note:** The investment in Lypanosys (NZ) limited is written off as the Net worth of the company has become negative and the company does not expect any future economic benefits from the investment.

## NOTE 7

### Other Non-Current Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>Security Deposits (at amortised cost)</b>		
Unsecured, considered good	502.88	289.99
<b>Capital Advances</b>		
Unsecured, considered good	2,195.20	180.18
<b>Others</b>		
GST Paid under Protest	336.83	319.00
GST Refund Receivable	652.26	927.08
<b>TOTAL</b>	<b>3,687.17</b>	<b>1,716.24</b>

## NOTE 8

### Inventories

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Raw Materials	4,866.07	7,174.17
Finished Goods	9,838.88	4,137.84
Work in Progress	1,851.25	1,817.00
Stores & Spares	204.88	333.88
<b>TOTAL</b>	<b>16,761.08</b>	<b>13,462.90</b>

Valued at Cost or Net Realisable Value whichever is lower

# Notes forming part of Consolidated Financial Statements

## NOTE 9

### Current Financial Assets - Trade Receivables

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>Unsecured, considered good</b>		
From Others	10,300.82	13,085.85
Less: Allowance for doubtful trade receivables	(14.27)	(18.19)
<b>TOTAL</b>	<b>10,286.56</b>	<b>13,067.66</b>

## NOTE 9.1

### Current Financial Assets - Trade receivables ageing schedule as at 31 March, 2023

(Amount ₹ in Lakhs)

Particulars	Outstanding for following periods from date of Invoice						TOTAL
	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	10,074.79	221.46	1.27	3.30	-	-	10,300.82
Less: Allowance for doubtful trade receivables							(14.27)
<b>TOTAL</b>	<b>10,074.79</b>	<b>221.46</b>	<b>1.27</b>	<b>3.30</b>	<b>-</b>	<b>-</b>	<b>10,286.56</b>

### Current Financial Assets - Trade receivables ageing schedule as at 31 March, 2022

(Amount ₹ in Lakhs)

Particulars	Outstanding for following periods from date of Invoice						TOTAL
	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	13,017.41	63.19	3.49	1.76	-	-	13,085.85
Less: Allowance for doubtful trade receivables							(18.19)
<b>TOTAL</b>	<b>13,017.41</b>	<b>63.19</b>	<b>3.49</b>	<b>1.76</b>	<b>-</b>	<b>-</b>	<b>13,067.66</b>

## NOTE 10

### Current Financial Assets - Cash & Cash Equivalents

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Cash on Hand	4.70	4.54
<b>Balances With Bank</b>		
In current accounts*	47.27	17.32
<b>TOTAL</b>	<b>51.97</b>	<b>21.85</b>

\* Includes Unclaimed Dividend of ₹ 0.11/- (Previous Year ₹ 0.10/-)



# Notes forming part of Consolidated Financial Statements

## NOTE 11

### Current Financial Assets - Bank balances other than cash & cash equivalents

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Earmarked Balances with Bank		
Fixed Deposits with Bank held as Margin Money	1,135.78	1,260.01
Earmarked balances with customer for performance guarantee	186.28	194.31
<b>TOTAL</b>	<b>1,322.06</b>	<b>1,454.31</b>

## NOTE 12

### Current Financial Assets - Loans

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>Current Assets (at amortised cost)</b>		
Unsecured, considered good		
Loans and advances to employees	26.05	27.02
<b>TOTAL</b>	<b>26.05</b>	<b>27.02</b>

## NOTE 13

### Other Current Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Prepaid Expenses	52.24	58.55
Advance to Vendors	1,060.41	331.75
Advance with the broker	31.68	17.54
<b>Others</b>		
RODTEP License	20.27	4.24
GST / VAT Input Tax Credit	1,596.18	2,002.78
<b>TOTAL</b>	<b>2,760.79</b>	<b>2,414.86</b>

## NOTE 14

### Equity Share capital

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Authorised Share Capital</b>		
1 1,50,00,000 Equity Shares of ₹ 10/- each (1,50,00,000 Equity Shares of ₹ 10/- each as at 31.03.2022)	1,500.00	1,500.00
	<b>1,500.00</b>	<b>1,500.00</b>
<b>(B) Issued,Subscribed and Paid-up Share Capital</b>		
1 1,13,99,200 Equity Shares of ₹ 10/- each fully paid - up (1,13,99,200 Equity Shares of ₹ 10/- each fully paid - up as at 31.03.2022)	1,139.92	1,139.92
	<b>1,139.92</b>	<b>1,139.92</b>

# Notes forming part of Consolidated Financial Statements

## NOTE 14.1

### Reconciliation Of Shares Outstanding At The Beginning And At The End Of The Year

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	Nos.	₹	Nos.	₹
<b>(A) Equity Shares</b>				
1 Shares Outstanding at the beginning of the year	1,13,99,200	1,139.92	1,08,99,200	1,089.92
2 Additions during the year				
i) Bonus Shares issued during the year	-	-	-	-
ii) Fresh Issue during the year	-	-	5,00,000	50.00
3 Deductions during the year	-	-	-	-
4 Shares Outstanding at the end of the year	1,13,99,200	1,139.92	1,13,99,200	1,139.92

## NOTE 14.2

### Share Capital

- (A) The company has only 1 class of Equity shares.
- (B) Each holder of Equity shares is entitled to one vote per share.
- (C) The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.
- (D) In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding.

## NOTE 14.3

### Details Of Shareholders Holding More Than 5% Shares In The Company

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>(A) Equity Shares</b>				
1 Vinod Jhaveri	33,70,300	29.57%	33,70,300	29.57%
2 Parag Jhaveri	9,87,500	8.66%	9,87,500	8.66%
3 Yayesh Jhaveri	10,77,500	9.45%	10,77,500	9.45%
4 Neha Jhaveri	7,75,000	6.80%	7,75,000	6.80%
5 Payal Jhaveri	6,84,600	6.01%	6,55,000	5.75%

## NOTE 14.4

### During the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

- (a) No Class of Shares were allotted as fully paid up pursuant to contract without payment being received in cash
- (b) No Class of Shares were allotted as fully paid up by way of bonus shares for consideration other than cash.
- (c) No Class of Shares were bought back by the company.

## NOTE 14.5

- (a) There are no calls unpaid
- (b) There are no forfeited shares



# Notes forming part of Consolidated Financial Statements

## NOTE 14.6

Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	(Aggregate No. of Shares) for the year ended				
	31.03.2023	31.03.2022	31.03.2021	31.03.2020	31.03.2019
1 Fully Paid up Equity Shares by way of Bonus (₹ In lakhs)	-	-	-	-	-

## NOTE 14.7

Details of shares held by promoters/promoter group

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2023		31.03.2022		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
<b>(A) Equity Shares</b>					
1 Vinod Jhaveri	33,70,300	29.57%	33,70,300	29.57%	0.00%
2 Parag Jhaveri	9,87,500	8.66%	9,87,500	8.66%	0.00%
3 Yayesh Jhaveri	10,77,500	9.45%	10,77,500	9.45%	0.00%
4 Neha Jhaveri	7,75,000	6.80%	7,75,000	6.80%	0.00%
5 Payal Jhaveri	6,84,600	6.01%	6,55,000	5.75%	0.26%
6 Yayesh Jhaveri HUF	4,45,000	3.90%	4,45,000	3.90%	0.00%
7 Parag Jhaveri HUF	4,15,000	3.64%	4,15,000	3.64%	0.00%
8 Vinod Jhaveri HUF	3,90,000	3.42%	3,90,000	3.42%	0.00%
9 Rajnikant Desai	3,000	0.03%	24,000	0.21%	-0.18%
10 Rajnikant Desai HUF	4,900	0.04%	4,900	0.04%	0.00%
11 Kalpana Desai	2,200	0.02%	10,800	0.09%	-0.08%

(Shares in Numbers & Amount ₹ in Lakhs)

Particulars	31.03.2022		31.03.2021		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
<b>(A) Equity Shares</b>					
1 Vinod Jhaveri	33,70,300	29.57%	33,45,300	30.69%	-1.13%
2 Parag Jhaveri	9,87,500	8.66%	9,60,000	8.81%	-0.15%
3 Yayesh Jhaveri	10,77,500	9.45%	10,50,000	9.63%	-0.18%
4 Neha Jhaveri	7,75,000	6.80%	7,75,000	7.11%	-0.31%
5 Payal Jhaveri	6,55,000	5.75%	6,55,000	6.01%	-0.26%
6 Yayesh Jhaveri HUF	4,45,000	3.90%	4,45,000	4.08%	-0.18%
7 Parag Jhaveri HUF	4,15,000	3.64%	4,15,000	3.81%	-0.17%
8 Vinod Jhaveri HUF	3,90,000	3.42%	3,90,000	3.58%	-0.16%
9 Rajnikant Desai	24,000	0.21%	24,000	0.22%	-0.01%
10 Rajnikant Desai HUF	4,900	0.04%	4,900	0.04%	0.00%
11 Kalpana Desai	10,800	0.09%	10,800	0.10%	0.00%

# Notes forming part of Consolidated Financial Statements

## NOTE 15

### Other Equity

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(I) Capital reserve</b>		
As per last Balance Sheet	8.88	8.88
(-) Transferred to General Reserve	-	-
The capital reserve relates to the subsidy received by the company from the office of the district industries centre under the state government scheme for selected backward area and growth centres in the district of Gujarat.	<b>8.88</b>	<b>8.88</b>
<b>(II) Securities Premium</b>		
As per last Balance Sheet	4,964.29	774.29
Add: Additions during the year	-	4,225.00
Less : Utilised for Share Issue expenses	-	(35.00)
	<b>4,964.29</b>	<b>4,964.29</b>
<b>(III) General Reserve</b>		
As per last Balance Sheet	114.70	114.70
(+) Subsidies transferred to General Reserve	-	-
	<b>114.70</b>	<b>114.70</b>
<b>(IV) Retained Earnings</b>		
1 Opening Balance	11,087.50	5,913.40
2 Add: Profit for the year	6,786.76	5,228.60
3 Profit available for appropriations	<b>17,874.27</b>	<b>11,142.00</b>
Less: Appropriations		
4 Dividend Paid	57.00	54.50
	<b>17,817.27</b>	<b>11,087.50</b>
<b>(V) Other Comprehensive Income</b>		
<b>(I) Remeasurements of Net Defined Benefit Plans</b>		
1 Opening Balance	(6.63)	(8.12)
2 Add: Profit for the year	(17.54)	1.49
3 Profit available for appropriations	<b>(24.17)</b>	<b>(6.63)</b>
<b>(VI) Foreign currency translation reserve</b>		
1 Opening Balance	(3.61)	-
2 Change During the Year (Net)	(221.73)	(3.61)
	<b>(225.34)</b>	<b>(3.61)</b>
<b>TOTAL</b>	<b>22,655.63</b>	<b>16,165.13</b>

### NOTE 15.1

#### Nature & Purpose of each Reserves under Other Equity

- (a) **Securities premium reserve:** Securities premium is created due to premium on issue of shares. It is utilized in accordance with the provisions of the Companies Act, 2013.
- (b) **General Reserve:** Under the erstwhile Indian Companies Act, 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10.00% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable reserves for that year.

Consequent to introduction of Companies Act, 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss to the General reserve.



## Notes forming part of Consolidated Financial Statements

(c) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(d) **Items of Other Comprehensive Income**

Remeasurements of Net Defined Benefit Plans : Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

(e) **Details of dividend proposed:** A dividend of ₹ 0.50 per share has been recommended on equity shares for year ended March 31, 2023. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares on record date.

### NOTE 15.2

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(A) Dividends on Equity shares declared and paid</b>		
Final cash dividend for 31st March 2022: ₹ 0.50/- per share (31st March 2021: ₹ 0.50/- per share)	57.00	54.50
<b>TOTAL</b>	<b>57.00</b>	<b>54.50</b>
<b>(B) Proposed dividends on Equity shares</b>		
Final cash dividend for 31st March 2023: ₹ 0.50/- per share (31st March 2022: ₹ 0.50/- per share)	57.00	57.00
<b>TOTAL</b>	<b>57.00</b>	<b>57.00</b>

### NOTE 16

#### Non-Current Financial Liabilities - Borrowings

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(A) *Secured Loans :- (At Amortised cost)</b>		
1 Term Loan Facilities from Banks		
In Indian Currency (Refer Note - i, iii, and iv below)	11,715.81	2,263.03
In Foreign currency (Refer Note - ii below)	-	89.46
<b>Total Secured Borrowings</b>	<b>11,715.81</b>	<b>2,352.49</b>
<b>(B) Unsecured Loan :- (At Amortised Cost)</b>		
1 Loans From Directors	1,890.00	2,700.00
2 Inter Corporate Loans and Advances	2,110.00	1,300.00
Total Unsecured Borrowings	4,000.00	4,000.00
<b>TOTAL</b>	<b>15,715.81</b>	<b>6,352.49</b>
Current maturity of long term borrowing disclosed under 'short term borrowings' (Refer Note 21)	967.69	892.74
<b>Total non-current borrowing</b>	<b>16,683.50</b>	<b>7,245.23</b>

Refer Note No - 43 for Interest rate Risk and Liquidity Risk.

#### Details of Security and Repayment Terms :

i The Company has availed Rupee Term Loan facility of ₹ 4,502.00 Lakhs (31 March 2022: ₹ 4,502.00 Lakhs). The Facility is secured by (a) First Pari Passu charge by way of Hypothecation on the Plant & Machinery situated at Vapi, Gujarat. (b) First Pari Passu charge by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat. (c) First Pari Passu Charge on Director's residential property situated at Mumbai. The borrowing carries interest rate between 9% - 10.2% p.a. payable at monthly rest. Outstanding balance for this borrowing is ₹ 2,311.20 Lakhs. Repayments till 2026.

## Notes forming part of Consolidated Financial Statements

- ii During the year 2017-2018, outstanding Indian Rupee loan of ₹ 485 lakhs had been converted into foreign currency loan of USD 6.46 Lakhs. The borrowing carries interest at Libor + 3.00% p.a. payable at monthly rest. The effective interest rate is 3.00% p.a. Outstanding balance for this borrowing is USD 1.01 Lakhs equivalent to ₹ 83.19 Lakhs (as at 31 March 2022: ₹ 177.76 Lakhs). As per the terms, the foreign currency loan will be repaid fully in FY 2024.
- iii The Company during the year has availed Rupee Term Loan facility of ₹ 10,000.00 Lakhs for its Greenfield project. The Facility is secured by (a) First Pari Passu charge (with other Term Loan Lenders) by way of mortgage on entire movable and immovable fixed asset of the company situated at Pakhajan, Vagra, Gujarat. (b) Second Pari Passu charge (with other Term Loan Lenders) by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat. (c) Second Pari passu charge by way of Hypothecation of movable fixed assets of the company situated at Vapi, Gujarat. (d) Second Pari Passu charge on the entire current assets of the company. (e) First Pari Passu Charge on Director's residential property situated at Mumbai and (f) Personal Guarantee by promoter directors. The borrowing carries interest rate of 9% p.a. payable at monthly rest after the moratorium period. Outstanding balance for this borrowing is ₹ 8,475.80 Lakhs. Repayments in 5 years after moratorium.
- iv The Company during the year has availed Rupee Term Loan facility of ₹ 5,000.00 Lakhs for its Greenfield project. The Facility is secured by (a) First Pari Passu charge (with other Term Loan Lenders) by way of mortgage on entire movable and immovable fixed asset of the company situated at Pakhajan, Vagra, Gujarat. (b) Second Pari Passu charge (with other Term Loan Lenders) by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat. (c) Second Pari passu charge by way of Hypothecation of movable fixed assets of the company situated at Vapi, Gujarat. (d) Second Pari Passu charge on the entire current assets of the company. (e) First Pari Passu Charge on Director's residential property situated at Mumbai and (f) Personal Guarantee by promoter directors. The borrowing carries interest rate of 9% p.a. payable at monthly rest after the moratorium period. Outstanding balance for this borrowing is ₹ 1,799.84 Lakhs. Repayments in 5 years after moratorium.
- v Bank loans availed by the Company are subject to certain covenants relating to interest service coverage ratio, current ratio, debt service coverage ratio, total outside liabilities to total net worth, fixed assets coverage ratio, ratio of total term liabilities to net worth. The Company has complied with the same as per the terms of loan agreements.

### NOTE 16.1

#### Maturity Profile

Maturity of Secured & Unsecured Long term loan are as set below :

Maturity Period	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Within 1 year	967.69	892.74
2 1-2 years	909.42	892.74
3 2-3 years	487.48	980.82
4 Beyond 3 year	14,318.91	4,478.93
<b>TOTAL</b>	<b>16,683.50</b>	<b>7,245.23</b>

### NOTE 17

#### Non-Current Financial Liabilities - Lease Liabilities

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Present Value of Lease Obligations (at amortised cost) (Refer Note No. 45)	630.45	141.71
<b>TOTAL</b>	<b>630.45</b>	<b>141.71</b>



# Notes forming part of Consolidated Financial Statements

## NOTE 18

### Long Term Provisions

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Provision for Gratuity Payable	225.21	152.64
<b>TOTAL</b>	<b>225.21</b>	<b>152.64</b>

## NOTE 19

### Deferred Tax Liabilities (Net)

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 <b>Deferred Tax Liabilities in relation to</b>		
(i) Property Plant & Equipments and Intangible Assets	897.58	897.58
2 <b>Deferred Tax Assets in relation to</b>		
(i) Provision for Employee Benefits	177.92	81.15
<b>Net Deferred Tax Liabilities</b>	<b>719.66</b>	<b>816.43</b>

## NOTE 20

### Financial Liabilities - Current Borrowings

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Loans Repayable on Demand - Cash credit, packing credit and working capital demand loan accounts (Refer Note below)		
<b>(A) *Secured Borrowings :- (at amortised cost)</b>		
1 Loans Repayable on Demand		
From Bank - In Indian Currency	14,873.90	10,372.70
2 Current maturities of long term debt (refer note 17)	967.69	892.74
<b>(B) Unsecured Borrowings :- (at amortised cost)</b>		
Loan from Directors	52.08	4.01
Inter Corporate Loans and Advances	0.07	-
<b>TOTAL</b>	<b>15,893.73</b>	<b>11,269.46</b>

- i The Company has availed Cash credit, packing credit and working capital demand loans of ₹ 19,000 Lakhs (31 March 2022: ₹ 13,000 Lakhs) as sanctioned limit from Saraswat Co-op Bank Ltd, HDFC Bank Limited, Axis Bank Limited, SVC Co-op Bank Ltd and HSBC Bank Ltd in Multi Banking Arrangement. These loans are secured by first pari passu charge by way of hypothecation of the entire current assets of the company, First Pari Passu Charge on Director's residential property situated at Mumbai, Second Pari passu charge by way of Hypothecation of movable fixed assets of the company situated at Vapi, Gujarat, Second Pari Passu charge (with other Lenders) by way of mortgage on immovable fixed assets of the Company situated at Vapi, Gujarat and Personal Guarantee by promoter directors.

## NOTE 21

### Financial Liabilities - Current Lease Liabilities

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>At amortised cost</b>		
1 Current maturities of Present Value of lease obligations	137.36	114.61
<b>TOTAL</b>	<b>137.36</b>	<b>114.61</b>

# Notes forming part of Consolidated Financial Statements

## NOTE 22

### Trade payables

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Micro and Small Enterprises</b>		
1 Trade Payables for Goods	155.62	359.86
2 Trade Payables for Expenses	3.50	8.36
	<b>159.12</b>	<b>368.22</b>
<b>(B) Others</b>		
1 Trade Payables for Goods	4,235.54	7,055.62
2 Trade Payables for Expenses	2,787.29	3,763.74
	<b>7,022.83</b>	<b>10,819.36</b>
<b>TOTAL</b>	<b>7,181.95</b>	<b>11,187.58</b>

### NOTE 22.1

Micro, Small and Medium Enterprises have been Identified by the Company on the basis of the Information Available.

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
(A) Dues remaining unpaid as at 31st March		
Principal	159.12	368.22
Interest on the above	-	-
(B) Interest paid in terms of Section 16 of the act along with amount of payment made to the supplier beyond the appointed day during the year.	-	-
Principal paid beyond the appointed date	-	-
Interest paid in terms of Section 16 of the act	-	-
(C) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(D) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	-	-
(E) Amount of interest accrued and remaining unpaid as at 31st March	-	-

### NOTE 22.2

#### Current Financial Liabilities - Ageing for Trade Payables Outstanding as at 31 March, 2023

(Amount ₹ in Lakhs)

Particulars	Outstanding for following periods from date of Invoice					TOTAL
	Not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
MSME*	159.12	-	-	-	-	159.12
Others	6,975.55	12.36	0.66	1.31	-	6,989.88
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	3.59	-	20.80	8.56	32.95
<b>TOTAL</b>	<b>7,134.67</b>	<b>15.95</b>	<b>0.66</b>	<b>22.11</b>	<b>8.56</b>	<b>7,181.95</b>



# Notes forming part of Consolidated Financial Statements

## Current Financial Liabilities - Ageing for Trade Payables Outstanding as at 31 March, 2022

(Amount ₹ in Lakhs)

Particulars	Outstanding for following periods from date of Invoice					TOTAL
	Not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
MSME*	368.22	-	-	-	-	368.22
Others	10,765.07	1.10	18.19	0.81	-	10,785.17
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	21.56	4.07	8.56	34.19
<b>TOTAL</b>	<b>11,133.29</b>	<b>1.10</b>	<b>39.75</b>	<b>4.88</b>	<b>8.56</b>	<b>11,187.58</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

### NOTE 23

#### Other Financial Liabilities

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Unclaimed Dividend	0.11	0.10
<b>TOTAL</b>	<b>0.11</b>	<b>0.10</b>

### NOTE 24

#### Other Current Liabilities

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Advances received from customers	1.09	271.66
2 Due to Government Authorities		
i Sales tax and GST payable	104.88	34.89
ii TDS payable	134.40	55.29
iii Profession tax/ Provident Fund/ ESIC payable	18.76	16.88
<b>TOTAL</b>	<b>259.13</b>	<b>378.71</b>

### NOTE 25

#### Short Term Provisions

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Provision for Employee benefits	404.82	350.37
2 Others	25.02	57.26
<b>TOTAL</b>	<b>429.84</b>	<b>407.63</b>

### NOTE 26 (a)

#### Current Tax Liabilities (Net)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Provision for Tax (Net of Taxes paid)	15.35	161.98
<b>TOTAL</b>	<b>15.35</b>	<b>161.98</b>

# Notes forming part of Consolidated Financial Statements

## NOTE 26 (b)

### Reconciliation of effective Tax Rate

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>Profit Before Tax</b>	<b>9,060.33</b>	<b>7,083.50</b>
1 Tax using the Company's domestic tax rate (31 March 2023: 25.168% and 31 March 2022: 25.168%)	2,280.30	1,782.77
<b>Tax effect on non-deductible Expenses / Income not subjected to tax / other adjustments</b>		
Effect of not deductible expenses for tax computation	63.08	54.40
Effect of income that is exempt from taxation	(81.08)	(1.63)
Net effect of depreciation disallowed in computation	146.96	149.80
Adjustments recognised in the current year in relation to the current tax of prior years on account of completed assessments.	3.13	22.10
Lower Tax Rate in Subsidiary Jurisdiction	(47.97)	11.05
<b>Tax expense as per Consolidated statement of profit and loss</b>	<b>2,364.43</b>	<b>2,018.50</b>
Effective Tax Rate	26.10%	28.50%

## NOTE 27

### Revenue From Operation

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Revenue From Sale of Products*</b>		
1 Local Sales	22,448.93	21,745.88
2 Export Sales	44,357.82	39,048.26
	<b>66,806.75</b>	<b>60,794.13</b>
<b>(B) Other Operating Revenue</b>		
1 Export Incentives	348.46	471.92
<b>TOTAL</b>	<b>67,155.21</b>	<b>61,266.06</b>

\* Sales for the year ended March 31,2023 and year ended March 31,2022 is net of Goods and Service Tax (GST) /VAT

## NOTE 28

### Other Income

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Interest Income	71.03	59.81
2 Dividend Income	0.05	0.05
3 Other Non-Operating Income		
i Foreign exchange gain	1,027.32	948.05
ii Write back of Provision For Bad Debts	2.30	18.21
4 Other Gains		
i Net Gain on disposal of Property, Plant & Equipment	3.56	6.48
<b>TOTAL</b>	<b>1,104.26</b>	<b>1,032.60</b>



# Notes forming part of Consolidated Financial Statements

## NOTE 29

### Cost of Material Consumed

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(A) Raw Materials</b>		
1 Opening Stock	7,508.05	4,052.50
2 Add : Purchases for the year	43,831.74	44,368.54
3 Less: Closing Stock	5,070.95	7,508.05
<b>TOTAL</b>	<b>46,268.84</b>	<b>40,912.98</b>

## NOTE 30

### Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(A) Finished Goods</b>		
1 Opening Stock	4,137.84	2,422.57
2 Closing Stock	9,838.88	4,137.84
	<b>(5,701.04)</b>	<b>(1,715.28)</b>
<b>(B) Work in Progress</b>		
1 Opening Stock	1,817.00	1,541.52
2 Closing Stock	1,851.25	1,817.00
	<b>(34.25)</b>	<b>(275.49)</b>
<b>TOTAL</b>	<b>(5,735.29)</b>	<b>(1,990.76)</b>

## NOTE 31

### Employee Benefits Expenses

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Salaries, allowances, Incentives and bonus	3,463.01	2,866.02
2 Contribution to Provident and Other Funds	119.33	90.65
3 Defined Benefit Plan - Gratuity	53.93	45.61
4 Staff Welfare Expenses	221.83	249.67
<b>TOTAL</b>	<b>3,858.10</b>	<b>3,251.95</b>

## NOTE 32

### Finance Cost

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Interest on Secured Borrowings	1,122.26	891.71
2 Interest on Unsecured Borrowings	503.15	342.05
3 Bank Charges	194.70	102.35
4 Interest on Lease Liabilities	74.64	31.98
5 Other Interest	1.51	10.83
<b>TOTAL</b>	<b>1,896.26</b>	<b>1,378.92</b>
6 Less: Interest Capitalized as per Ind AS-23	338.43	0.88
<b>TOTAL</b>	<b>1,557.83</b>	<b>1,378.03</b>

# Notes forming part of Consolidated Financial Statements

## NOTE 33

### Depreciation And Amortisation Expenses

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Depreciation on plant, property and equipment	1,002.90	1,102.79
2 Depreciation on Right -of- use Asset	160.86	104.26
3 Amortisation on Intangible assets	820.36	660.94
<b>TOTAL</b>	<b>1,984.12</b>	<b>1,867.99</b>

## NOTE 34

### Other Expenses

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Freight, clearing and forwarding	3,441.22	3,449.48
2 Power and Fuel	3,262.91	2,713.24
3 Repairs and Maintenance	1,099.85	1,038.09
4 Packing Expenses	988.02	955.68
5 Legal and professional fees	440.26	408.19
6 Job Work Charges	416.18	63.49
7 Insurance Expense	264.62	191.11
8 Rent	177.07	25.63
9 Travelling & Conveyance	126.38	57.65
10 CSR Expenditure	109.93	125.71
11 Commission Expense	85.83	139.38
12 Research & Development Expense	60.29	80.25
13 Water Charges	50.27	47.49
14 Effluent Treatment Plant expense	46.84	44.68
15 Printing & Stationery Expense	41.62	45.83
16 Advertisement Expense	10.65	14.94
17 Audit Fees	7.75	7.75
18 Donation	5.61	0.53
19 Other Expense	630.25	385.85
<b>TOTAL</b>	<b>11,265.54</b>	<b>9,794.97</b>

## NOTE 34.1

### Payments to Auditors

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) As an Auditor</b>		
1 Statutory Audit Fees	7.75	7.75
2 Other Certification Charges	0.20	0.32
3 Tax Audit Fees	1.50	1.50
4 Reimbursement of expenses	-	-
<b>TOTAL</b>	<b>9.45</b>	<b>9.57</b>



# Notes forming part of Consolidated Financial Statements

## NOTE 34.2

### Corporate Social Responsibility

The Company has spent ₹ 109.93 lakhs during the financial year (Previous Year: ₹ 125.71 lakhs) as per the provisions of Section 135 of The Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities.

- (a) Gross amount required to be spent during the year ₹ 79.27 lakhs (Previous Year ₹ 42.95 lakhs)  
 (b) Amount spent during the year in cash: NIL

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1) On constuction/acquisition of any asset	-	-
2) On education, Health, Poverty alleviation, others	109.93	125.71

- (c) The excess spent balance of CSR is expected to be utilised for the next financial year's CSR spending as required by the provisions of Companies Act, 2013.

## NOTE 35

### Other Comprehensive Income – Items That Will Not Be Reclassified To Profit And Loss

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Remeasurement of Defined Benefit Plan	(23.44)	(0.56)
<b>TOTAL</b>	<b>(23.44)</b>	<b>(0.56)</b>

## NOTE 36

### Income Tax Expenses

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Current Tax	2,361.29	1,996.40
2 Deferred Tax	(90.86)	(163.60)
3 Short Provision For Tax of Earlier Years	3.13	22.10
<b>Total Tax Expenses</b>	<b>2,273.56</b>	<b>1,854.90</b>

## NOTE 37

### Income Tax

#### (A) Current Tax Laibilities (Net)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Opening Balance	161.98	47.80
2 Add : Current Tax Provision for the year	2,361.29	1,996.40
3 Add/Less : Short/(Excess) Provisions of earlier years	3.13	22.10
4 Less : Taxes Paid	(2,511.06)	(1,904.32)
5 Closing Balance	15.35	161.98

The closing balance of current tax liability is net of advance tax and tax deducted at source.

# Notes forming part of Consolidated Financial Statements

## (B) MAT Credit Entitlement - Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Opening Balance	-	101.43
2 Add : Current Tax Provision for the year	-	-
3 Add/Less : Short/(Excess) Provisions of earlier years	-	-
4 Less: MAT Credit Utilised/ Lapsed during the year	-	(101.43)
5 Closing Balance	-	-

## (C) Deferred Tax Liabilities (Net)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Opening Balance	816.43	1,083.51
2 Add/Less : Deferred Tax Charge/(Credit) to Statement of P&L	(90.86)	(265.03)
3 Add/Less : Deferred Tax Charge/(Credit) to Statement of OCI	(5.90)	(2.05)
4 Closing Balance	719.66	816.43

## (D) Movement in Deferred Tax Assets & Liabilities

(Amount ₹ in Lakhs)

Particulars	Charge/(Credit) to Statement of P&L		Charge/(Credit) to OCI	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
1 Property Plant & Equipments and Intangible Assets	50.56	252.09	-	-
2 Right-of-use and lease liability	18.04	-	-	-
3 Provision for Employee Benefits	27.72	12.94	5.90	2.05
4 Provision for doubtful debts / advances	3.59	-	-	-
5 Loans and Borrowings	(9.05)	-	-	-
<b>Total</b>	<b>90.86</b>	<b>265.03</b>	<b>5.90</b>	<b>2.05</b>

## NOTE 38

### Earning Per Equity Shares (EPS)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>(A) Face Value per Equity Share</b>	10.00	10.00
<b>(B) Basic Earning Per Share (₹)</b>		
1 Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (₹)	6,786.76	5,228.60
2 Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	113.99	110.66
<b>3 Basic EPS (₹)</b>	<b>59.54</b>	<b>47.25</b>
<b>(B) Diluted Earning Per Share (₹)</b>		
1 Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (₹)	6,786.76	5,228.60
2 Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	113.99	110.66
<b>3 Diluted EPS (₹)</b>	<b>59.54</b>	<b>47.25</b>



# Notes forming part of Consolidated Financial Statements

## NOTE 39

### Contingent Liabilities & Commitments

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(A) Contingent Liabilities</b>		
1 Letter of Credit / Bills Under Letter of Credit	6,157.36	6,421.78
2 Bank guarantees	186.28	194.31
3 GST dispute	3,853.72	1,141.26
4 Custom duty dispute	175.36	175.36
5 Capital Commitments	27,700.45	254.55

#### GST Dispute

- GST demand comprises demand from GST Authorities on account of denial of pre-import condition amounting to ₹ 822.27 Lakhs (31st March 2022: ₹ 822.27 Lakhs) upon completion of their tax review for the financial year 2017-18, 2018-19 and 2019-20. The matter is pending before various authorities.
- GST demand also comprises of demand from GST Authorities on account of denial of GST refund on exports amounting to ₹ 3,368.28 Lakhs (31st March 2022: NIL). upon completion of their tax review for the financial year 2017-18, 2018-19, 2019-20 and 2020-21. The matter is pending before various authorities. Out of this, amount to the extent of ₹ 336.83 Lakhs has been paid, the same is shown under Note 7 to this financials statements.

#### Custom Duty Dispute

- Custom duty demand comprises of various penalties amounting to ₹ 175.36 lakhs (31st March 2022: ₹ 175.36 lakhs). The matter is pending before CESTAT.

## NOTE 40

### Defined Benefit Plans

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

The major defined contribution plans operated by the Company are as below:

#### a) Provident fund

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India. The Company has no further obligations under the fund managed by the GOI beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company.

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
(A) Employers contribution to Provident Fund	93.46	71.28

## Notes forming part of Consolidated Financial Statements

### (b) Gratuity

The Company has an obligation towards gratuity, an funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service, without any payment ceiling. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. The most recent actuarial valuation of the present value of the defined benefit obligation was carried out at March 31, 2023 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

### (A) Reconciliation of Opening and Closing balances of Defined Benefit Obligation (DBO)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Defined Benefit obligation at beginning of year	222.18	178.00
2 Current Service Cost	39.81	30.23
3 Past Service Cost	-	-
4 Interest Cost	15.77	11.93
5 Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(2.57)	(8.28)
6 Actuarial (Gains)/Losses on Obligations - Due to Experience	23.32	26.15
7 Benefits paid	(12.77)	(15.85)
8 Defined Benefit obligation at year end	285.74	222.18

### (B) Reconciliation of Fair Value of Plan Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Fair Value of Plan Assets at start of the year	69.54	78.34
2 Contributions by Employer	1.67	2.36
3 Benefits Paid	(12.77)	(15.85)
4 Interest Income on Plan Assets	4.77	4.85
Re-measurements:		
5 Return on plan assets excluding amount included in net interest on the net defined benefit liability/ (asset)	(2.69)	(0.16)
6 Fair Value of Plan Assets at end of the year	60.52	69.54
7 Actual Return on Plan Assets	2.08	4.69
8 Expected Employer Contributions for the coming year	100.00	100.00

### (C) Amount recognized in Balance Sheet

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Present Value of DBO	285.74	222.18
2 Fair value of Plan assets	60.52	69.54
3 Liability/ (Asset) recognised in the Balance Sheet	225.22	152.64
4 Funded Status [Surplus/ (Deficit)]	(225.22)	(152.64)
5 Of which, Short term Liability	-	-
6 Experience Adjustment on Plan Liabilities: (Gain)/ Loss	23.32	26.15



# Notes forming part of Consolidated Financial Statements

## (D) Expenses recognised during the year

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Current Service Cost	39.81	30.23
2 Past Service Cost	-	-
3 Net Interest Cost	11.00	7.08
4 Expenses recognised in P & L	50.81	37.31

## (E) Expenses recognised in Other Comprehensive Income (OCI)

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Balance at start of year (Loss)/ Gain	(8.86)	9.17
2 Actuarial (Loss)/ Gain from changes in financial assumptions	2.57	8.28
3 Actuarial (Loss)/ Gain from experience over the past year	(23.32)	(26.15)
4 Re-measurements on Plan Assets		
Return on Plan assets, excluding amount included in net interest on the net defined benefit liability/ (asset)	(2.69)	(0.16)
5 Balance at end of year (Loss)/ Gain	(32.30)	(8.86)

## (F) Actuarial Assumptions

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Salary Growth Rate	5% p.a.	5% p.a.
2 Discount Rate	7.2% p.a.	7.1% p.a.
3 Net Interest Rate on Net DBO/ (Assets)	7.1% p.a.	6.7% p.a.
4 Withdrawal Rate	5% p.a.	5% p.a.
5 Mortality	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)
6 Expected weighted average remaining working life	10 years	10 years

## (G) Percentage Break-down of Total Plan Assets

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
1 Investment Funds with Insurance Company		
Of which, Unit Linked	0.0%	0.0%
Of which, Traditional/ Non-Unit Linked	99.8%	98.5%
2 Cash and cash equivalents	0.2%	1.5%
<b>Total</b>	<b>100%</b>	<b>100%</b>

**Note:** None of the assets carry a quoted market price in an active market or represent the entity's own transferable financial instruments or are property occupied by the entity.

# Notes forming part of Consolidated Financial Statements

## (H) Movement in Surplus/ (Deficit)

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
1 Surplus/ (Deficit) at start of year	(152.64)	(99.66)
2 Current Service Cost	(39.81)	(30.23)
3 Past Service Cost	-	-
4 Net Interest on net DBO	(11.00)	(7.08)
5 Re-measurements gain/ (loss)	(23.44)	(18.03)
6 Contributions	1.67	2.36
7 Surplus/ (Deficit) at end of year	(225.22)	(152.64)

## NOTE 41

### Related party transactions

#### (A) List Of Related Parties Where Control Exists And Relationships:

Particulars	Relationship
1 Mr.Vinod H. Jhaveri	Promoter & Director
2 Mr. Parag V. Jhaveri	Promoter & Director
3 Mr. Yayesh V. Jhaveri	Promoter & Director
4 Mr. Dishit P. Jhaveri	Son of Parag Jhaveri
5 Dr. Prakash Bhate	Independent Director
6 Mr. U. R. Bhatt (from 14/09/2021)	Independent Director
7 Mr. Anurag Surana (from 01/10/2021)	Independent Director
8 Mrs. Mila Desai (upto 08/03/2022)	Independent Director
9 Mr. Ashok Malaviya (upto 14/09/2021)	Independent Director
10 Paaras International	Proprietor is Vinod Jhaveri's Son
11 Yayesh V. Jhaveri HUF	HUF of Yayesh Jhaveri
12 Parag V. Jhaveri HUF	HUF of Parag Jhaveri
13 Rajnikant Desai HUF	HUF of Rajnikant Desai
14 Vinod H. Jhaveri HUF	HUF of Vinod Jhaveri
15 Mrs. Neha Parag Jhaveri	Spouse of Parag Jhaveri
16 Mrs. Payal Yayesh Jhaveri	Spouse of Yayesh Jhaveri
17 Mr. Rajnikant Desai	Father-in-Law of Yayesh Jhaveri
18 Mrs. Kalpana Desai	Mother-in-Law of Yayesh Jhaveri
19 Mrs. Komal Bhagat	Company Secretary & Compliance Officer

#### (B) Transactions with related parties

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(i) With Key Managerial Personnel</b>		
<b>VINOD H JHAVERI</b>		
1 Directors Remuneration	249.21	166.06
2 Interest on loan	190.77	159.44
3 Dividend Paid	16.85	15.05
4 Loan Received	2,417.00	3,097.68
5 Repayment of loan	3,252.36	2,403.54
<b>PARAG V JHAVERI</b>		
1 Directors Remuneration	274.35	186.89
2 Interest on loan	82.44	85.37
3 Dividend Paid	4.94	4.32
4 Loan Received	2,376.73	1,013.71
5 Repayment of loan	2,611.42	1,375.47



## Notes forming part of Consolidated Financial Statements

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
<b>YAYESH V JHAVERI</b>		
1 Directors Remuneration	273.92	188.30
2 Interest on loan	100.04	63.80
3 Dividend Paid	5.39	4.73
4 Loan Received	2532.94	1,262.87
5 Repayment of loan	2243.98	1,375.25
<b>DIRECTORS SITTING FEES</b>		
Dr. Prakash Bhate	0.20	1.38
Mr. U. R. Bhatt	0.40	0.88
Mr. Anurag Surana	0.30	0.79
Mrs. Sudha Navandar	0.30	-
Mrs. Mila Desai	-	1.03
Mr. Ashok Malaviya	-	0.25
<b>DIRECTORS COMMISSION</b>		
Dr. Prakash Bhate	6.00	-
Mr. U. R. Bhatt	18.00	-
Mr. Anurag Surana	12.00	-
Mrs. Sudha Navandar	5.00	-
<b>Company Secretary &amp; Compliance Officer</b>		
1 Salary & Bonus	6.92	5.95
<b>Total Transactions with KMP</b>	<b>16,681.46</b>	<b>11,412.76</b>
<b>(ii) With Relatives of Key Managerial Personnel</b>		
<b>DISHIT P JHAVERI</b>		
1 Salary & Bonus	128.71	87.60
<b>PAARAS INTERNATIONAL</b>		
1 Purchase	33.54	81.97
<b>YAYESH VINOD JHAVERI (HUF)</b>		
1 Dividend Paid	2.23	2.00
<b>PARAG VINOD JHAVERI (HUF)</b>		
1 Dividend Paid	2.08	1.87
<b>RAJNIKANT DESAI (HUF)</b>		
1 Dividend Paid	0.02	0.02
<b>VINOD HARILAL JHAVERI (HUF)</b>		
1 Dividend Paid	1.95	1.76
<b>NEHA PARAG JHAVERI</b>		
1 Dividend Paid	3.88	3.49
2 Rent Paid	23.89	-
<b>PAYAL YAYESH JHAVERI</b>		
1 Dividend Paid	3.28	2.95
2 Rent Paid	26.68	-
<b>RAJANIKANT DESAI</b>		
1 Dividend Paid	0.12	0.11
<b>KALPANA DESAI</b>		
1 Dividend Paid	0.05	0.05
<b>Total Transactions with Relative of KMP</b>	<b>226.43</b>	<b>181.82</b>

**Note:** The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

# Notes forming part of Consolidated Financial Statements

## (C) Balance at the end of year

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>(i) Payable to Key Managerial Personnel</b>		
1 Loans taken from KMP		
Vinod H. Jhaveri	1,106.14	1,937.87
Parag V. Jhaveri	221.22	444.98
Yayesh V. Jhaveri	614.72	321.16

## NOTE : 42

### Financial instruments

#### Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

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

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

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- The fair values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.



# Notes forming part of Consolidated Financial Statements

## NOTE: 43

### Financial risk management objectives and policies:

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks providing an assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

#### (A) Financial risk management

The management of the Group is responsible to oversee the Risk Management Framework for developing and monitoring the Group's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

#### The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

#### (B) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

#### (C) Foreign currency risk management

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Group is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a policy to hedge cash flows up to a specific tenure using forward exchange contracts and options. In respect of imports and other payables, the Group hedges its payables as when the exposure arises. Short term exposures are hedged progressively based on their maturity.

All hedging activities are carried out in accordance with the Group's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Group operates. The Group has entered into currency swap transaction during the year.

The carrying amounts of the Group's monetary assets and monetary liabilities at the end of the reporting period are disclosed in Note 44.

## Notes forming part of Consolidated Financial Statements

### (D) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents and financial guarantees.

#### Trade receivables

Customer credit risk is managed centrally by the Group and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputed nationalized and private sector banks. Trade receivables consist of many customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored, and appropriate action is taken for collection of overdue receivables. Company has also taken insurance cover of trade receivable exposure to mitigate credit risk.

The ageing analysis of trade receivables as of the reporting date is as follows:

(Amount ₹ in Lakhs)		
Ageing of trade receivables	As at March 31, 2023	As at March 31, 2022
Within the credit period	10,074.79	13,017.41
0 - 180 days past due	221.46	63.19
More than 180 days past due	4.57	5.25
<b>Total Trade Receivables</b>	<b>10,300.82</b>	<b>13,085.85</b>

Reconciliation of loss allowance provision for Trade Receivables:

(Amount ₹ in Lakhs)		
Ageing of trade receivables	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	18.19	36.40
Impairment losses recognised in the year based on lifetime expected credit losses	-	-
Amounts written off during the year as uncollectible	-	-
Amounts written back during the year	3.92	18.21
Amounts recovered during the year	-	-
<b>Balance at the end of the year</b>	<b>14.27</b>	<b>18.19</b>

#### Cash and cash equivalents

Credit risks from balances with banks and financial institutions are managed in accordance with the Group policy.

In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Group's maximum exposure in this respect is the maximum amount of the Group would have to pay if the guarantee is called upon.

### (E) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long-term. The Group has established an appropriate liquidity



## Notes forming part of Consolidated Financial Statements

risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarizes the maturity profiles of the company's financial liabilities based on contractual undiscounted payments:

### Year ended 31st March 2023

(Amount ₹ in Lakhs)

Particulars	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (Other than Lease Liabilities)	14,926.04	-	967.69	15,715.81	-	31,609.54
Lease Liabilities	-	34.16	103.02	610.81	19.64	767.63
Trade Payables	-	6,213.12	937.50	31.33	-	7,181.95
<b>Total</b>	<b>14,926.04</b>	<b>6,247.28</b>	<b>2,008.21</b>	<b>16,357.95</b>	<b>19.64</b>	<b>39,559.12</b>

### Year ended 31st March 2022

(Amount ₹ in Lakhs)

Particulars	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (Other than Lease Liabilities)	10,376.71	-	892.74	6,352.49	-	17,621.94
Lease Liabilities	-	47.61	142.82	65.89	-	256.32
Trade Payables	-	9,070.03	2,064.36	53.19	-	11,187.58
<b>Total</b>	<b>10,376.71</b>	<b>9,117.64</b>	<b>3,099.92</b>	<b>6,471.57</b>	<b>-</b>	<b>29,065.84</b>

### Collateral

The Group has pledged part of its trade receivables, short term investments, cash and cash equivalents and all current assets to fulfil certain collateral requirements for the banking facilities extended to the Group. There is obligation to return the securities to the Group once these banking facilities are surrendered.

### Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximize the shareholder value.

The Group manages its capital structure and adjusts in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 30% and 75%. The Group includes within net debt, interest bearing loans and borrowings, less cash, and cash equivalents, excluding discontinued operations.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. Company's gearing ratio at the end of the reporting period is as follows:

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Long Term Borrowings	15,715.81	6,352.49
Current maturities of long-term debt	967.69	892.74
Short Term Borrowings	14,926.04	10,376.71

## Notes forming part of Consolidated Financial Statements

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
Less: Cash and Cash Equivalent	(51.97)	(21.85)
Less: Bank balances other than cash and cash equivalent	(1,322.06)	(1,454.31)
<b>Net Debt</b>	<b>30,235.51</b>	<b>16,145.78</b>
Total Equity	23,795.55	17,305.05
Capital and Net Debt	54,031.06	33,450.83
<b>Gearing Ratio</b>	<b>55.96%</b>	<b>48.27%</b>

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

### Fair value measurement of financial instruments

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

## NOTE 44

### Financial Instruments

#### (A) Accounting Classification and Fair Value

Financial Assets / Financial Liabilities	Refer Note No	(Amount ₹ in Lakhs)			
		As at 31st March 2023		As at 31st March 2022	
		FVTOCI	Amortised Cost	FVTOCI	Amortised Cost
Non Current:					
<b>(i) Financial assets measured at amortised cost</b>					
1 Non Current Investments in unquoted equity and preference shares	6	-	0.25	-	13.61
<b>(ii) Financial liabilities measured at amortised cost</b>					
1 Borrowings	16	-	15,715.81	-	6,352.49
2 Lease Liabilities	17	-	630.45	-	141.71
Current:					
<b>(i) Financial assets measured at amortised cost</b>					
1 Trade Receivables	9	-	10,286.56	-	13,067.66
2 Cash & Cash Equivalents	10	-	51.97	-	21.85
3 Bank balances other than (2) above	11	-	1,322.06	-	1,454.31
4 Loans	12	-	26.05	-	27.02
<b>(ii) Financial liabilities measured at amortised cost</b>					
1 Borrowings	20	-	15,893.73	-	11,269.46
2 Lease Liabilities	21	-	137.36	-	114.61
3 Trade Payable	22	-	7,181.95	-	11,187.58

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.



# Notes forming part of Consolidated Financial Statements

## (B) Fair Value Measurements hierarchy

(Amount ₹ in Lakhs)

Particulars	As at 31st March 2023			As at 31st March 2022		
	Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>(i) Financial Assets</b>						
1 Non Current Investments	-	-	-	-	-	-

## NOTE 45

### Leases

The Company has lease contracts for HO premise, Warehouse, Plant (Unit-3) and Guest House. They are having lease terms of 5-9 years.

The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company is restricted from assigning and subleasing the leased assets and some contracts require the Company to maintain premises in good state. The lease contract include extension and termination options which are further discussed below.

The Company also has Depots with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for this lease.

### Terms of Cancellation and Escalation

The Leases are cancellable by giving one month notice by either parties and these does not carries any escalation.

### (A) Leases as lessee

(i) The movement in Lease liabilities during the year

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Opening Balance	256.32	371.23
Additions during the year	701.92	-
Finance costs incurred during the year	74.64	31.98
Payments of Lease Liabilities	265.07	146.89
<b>Closing Balance</b>	<b>767.81</b>	<b>256.32</b>

(ii) The carrying value of the Rights-of-use and depreciation charged during the year :

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Opening Balance	214.71	318.97
Additions during the year	701.92	-
Lease Expired/ Retired	(59.65)	-
Depreciation charged during the year	(160.86)	(104.26)
<b>Closing Balance</b>	<b>696.13</b>	<b>214.71</b>

(iii) Amount Recognised in Statement of Profit & Loss Account during the Year

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Depreciation expense of right-of-use assets	160.86	104.26
Interest expense on lease liabilities	74.64	31.98
Expense relating to short-term leases (included in other expenses)	126.38	57.65
<b>TOTAL</b>	<b>361.88</b>	<b>193.89</b>

## Notes forming part of Consolidated Financial Statements

(iv) Amounts recognised in statement of cash flows

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Total Cash outflow for Leases	190.43	114.91
<b>TOTAL</b>	<b>190.43</b>	<b>114.91</b>

(v) Maturity analysis of lease liabilities

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
<b>Maturity Analysis of contractual undiscounted cash flows</b>		
Less than one year	137.36	190.43
One to five years	610.81	65.89
More than five years	19.64	-
<b>Total undiscounted Lease Liability</b>	<b>767.81</b>	<b>256.32</b>

Balances of Lease Liabilities

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Non Current Lease Liability	630.45	141.71
Current Lease Liability	137.36	114.61
<b>Total Lease Liability</b>	<b>767.81</b>	<b>256.32</b>

### NOTE 46

#### Borrowings obtained on the basis of security of current assets

During the year the company has been sanctioned working capital(WC) limits in excess of ₹ 5 crores, in aggregate from banks on the basis of security of current assets(CA).

The Company has filed quarterly returns or statements ('the statements') with such banks, which are in agreement with the books of accounts other than those as set out below.

(Amount ₹ in Lakhs)							
Name of the Bank	Aggregate WC Limits sanctioned	Nature of CA offered as security	Quarter Ended	Amount disclosed as statements	Amount as per books	Difference	Reason for difference
The Saraswat Co-op Bank Ltd, HDFC Bank Ltd, Axis Bank Ltd, HSBC Bank Ltd & SVC Co-op Bank Ltd	18,000.00	Refer Note below	Jun-22	22,080.31	23,001.68	(921.37)	Primarily due to: 1. Revaluation of foreign currency denominated receivables and payables and booking of certain invoices after submission of quarterly returns to the bankers.
	18,000.00	Refer Note below	Sep-22	21,720.15	22,719.25	(999.10)	
	18,000.00	Refer Note below	Dec-22	21,434.38	22,342.11	(907.73)	
	19,000.00	Refer Note below	Mar-23	21,617.17	22,596.72	(979.55)	

#### Note on Nature of Current Asset offered as security

Secured by first pari passu charge on stock and book debts along with personal guarantee of the directors.



# Notes forming part of Consolidated Financial Statements

## NOTE 47

The Company is primarily engaged in the business of manufacture of rubber chemicals which in the context of Indian Accounting Standard (Ind AS) 108 on Operating Segments constitutes a single reportable segment. The relevant information regarding secondary segment reporting (by geographical segment) is presented as follows:

Particulars	(Amount ₹ in Lakhs)	
	31.03.2023	31.03.2022
	₹	₹
Local Sales	22,448.93	21,745.88
Export Sales	44,357.82	39,048.26
	<b>66,806.75</b>	<b>60,794.13</b>

## NOTE 48

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and there are no long term contracts for which there are any material foreseeable losses. The Company has ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on derivative contracts has been made in the books of accounts.

## NOTE 49 DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

## NOTE 50

No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) Relating to borrowed funds:
  - i. Wilful defaulter
  - ii. Utilisation of borrowed funds & share premium
  - iii. Discrepancy in utilisation of borrowings
- (e) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (f) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (g) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

Following disclosures are not applicable for consolidated financial statements as per Schedule III:

- (a) Title deeds of immoveable properties
- (b) Accounting ratios

# Notes forming part of Consolidated Financial Statements

## NOTE 51

### Events after the Reporting period

A dividend of ₹ 0.50 per share has been recommended on equity shares for year ended March 31, 2023. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares on record date.

## NOTE 52

The figures for the comparative periods have been regrouped wherever necessary, to conform to the current year's classification.

### As per our report of even date

#### For V J SHAH & CO.

Chartered Accountants  
FRN.: 109823W

#### CHINTAN SHAH

(PARTNER)  
MEMBERSHIP NO.: 164370

PLACE: MUMBAI  
DATE: 02/05/2023

### FOR AND ON BEHALF OF THE BOARD

#### PARAG JHAVERI

(MD & CEO)  
DIN: 01257685

#### VINOD JHAVERI

(CHAIRMAN & ED)  
DIN: 01655692

#### YAYESH JHAVERI

(WTD & CFO)  
DIN: 01257668

#### KOMAL BHAGAT

(CS & COMPLIANCE OFFICER)  
(Mem. No.: A49751)



# Notice of Annual General Meeting

Notice is hereby given that the **37<sup>th</sup> Annual General Meeting** of the Members of Yasho Industries Limited ("the Company") will be held on, **July 13, 2023** at 04:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

### 1. To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.

2. To declare a final dividend of ₹ **0.50** per Equity share for the financial year ended March 31, 2023.

3. To appoint a Director in place of Mr. Vinod Jhaveri (DIN: 01655692), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. Ratification of Remuneration to Cost Auditor

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 (the "**Act**") read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder (the "**Rules**") (including any statutory modification(s) or re-enactment thereof for the time being in force) and as approved by the Board of Directors of the Company, remuneration of ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand Only) plus applicable taxes, travel and Out of Pocket Expenses to be paid to Mr. Kaushal Joshi, Cost Accountant (Registration No. 40592), appointed by the Board of Directors of the Company as a Cost Auditors on the recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2024, which is be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or, Company Secretary be and are hereby severally authorised to do all such acts and to take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

### 5. Payment of remuneration to Mr. Vinod Jhaveri, Executive Director of the Company for a period of 2 (Two) years of his present tenure

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

**"RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") including any statutory amendments, modifications or re-enactment thereof and such other requisite approvals, as may be required in this regard, the consent of the members be and is hereby accorded for the payment of remuneration without obtaining the approval of the Central Government to Mr. Vinod Jhaveri, Executive Director of the Company for a period of 2 (Two) years with effect from February 20, 2024 of his present tenure on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company is set out as under:

Salary & Perquisites	Not exceeding ₹ 2.50 Crores per annum
Commission	0.25% of net sales or ₹ 50 Lacs whichever is lower

**RESOLVED FURTHER THAT** except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Executive Director of the Company of the Company, as approved by the resolution passed at the General Meeting of the Company held on July 20, 2021, shall remain unchanged.

**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits in any financial year(s), during the period of 2 (Two) years commencing from February 20, 2024, Mr. Vinod Jhaveri be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Vinod Jhaveri, in such manner as may be agreed to between the Company and Mr. Vinod Jhaveri, within the limits approved by the Members and to the extent the Board may consider appropriate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**6. Payment of remuneration to Mr. Parag Jhaveri, Managing Director of the Company for a period of 2 (Two) years of his present tenure**

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

**"RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as **"the Act"**) including any statutory amendments, modifications or re-enactment thereof and such other requisite approvals, as may be required in this regard, the consent of the members be and is hereby accorded for the payment of remuneration without obtaining the approval of the Central Government to Mr. Parag Jhaveri, Managing Director of the Company for a period of 2 (Two) years with effect from February 20, 2024 of his present tenure on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company is set out as under:

Salary & Perquisites	Not exceeding ₹ 2.50 Crores per annum
Commission	0.25% of net sales or ₹ 50 Lacs whichever is lower

**RESOLVED FURTHER THAT** except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Executive Director of the Company of the Company, as approved by the resolution passed at the General Meeting of the Company held on July 20, 2021, shall remain unchanged.

**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits in any financial year(s), during the period of 2 (Two) years commencing from February 20, 2024, Mr. Parag Jhaveri be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee of the

Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Parag Jhaveri, in such manner as may be agreed to between the Company and Mr. Parag Jhaveri, within the limits approved by the Members and to the extent the Board may consider appropriate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**7. Payment of remuneration to Mr. Yayesh Jhaveri, Whole-Time Director of the Company for a period of 2 (Two) years of his present tenure**

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

**"RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as **"the Act"**) including any statutory amendments, modifications or re-enactment thereof and such other requisite approvals, as may be required in this regard, the consent of the members be and is hereby accorded for the payment of remuneration without obtaining the approval of the Central Government to Mr. Yayesh Jhaveri, Whole-Time Director of the Company for a period of 2 (Two) years with effect from February 20, 2024 of his present tenure on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company is set out as under:

Salary & Perquisites	Not exceeding ₹ 2.50 Crores per annum
Commission	0.25% of net sales or ₹ 50 Lacs whichever is lower

**RESOLVED FURTHER THAT** except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Executive Director of the Company of the Company, as approved by the resolution passed at the General Meeting of the Company held on July 20, 2021, shall remain unchanged.



**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits in any financial year(s), during the period of 2 (Two) years commencing from February 20, 2024, Mr. Yayesh Jhaveri be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Yayesh Jhaveri, in such manner as may be agreed to between the Company and Mr. Yayesh Jhaveri, within the limits approved by the Members and to the extent the Board may consider appropriate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

#### **8. Payment of commission to Non-Executive Directors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of Nomination Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the members of the Company be and

is hereby accorded to pay remuneration by way of commission to Non-Executive Directors notwithstanding the profits / absence of profits / inadequacy of profits in the Company up to one percent (1%) of the net profits of the Company computed in the manner stipulated in Section 198 during the relevant financial year in a manner that the aggregate commission payable to all the Non - Executive Directors (including Independent Directors) shall not exceed ₹ **60,00,000/- (Rupees Sixty Lakhs Only)** in any financial year in accordance with the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (the 'Act') and such commission be paid to the said Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company for a period of four (4) Financial Years i.e. 2022-23, 2023-24, 2024-25 and 2025-26 or such other time period as may be permitted under the Act.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

**RESOLVED FURTHER THAT** the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

By Order of the Board,  
**Parag Vinod Jhaveri**  
Managing Director and CEO  
DIN: 01257685

#### **Registered Office:**

Office No.101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai - 400058  
Email – info@yashoindustries.com

Date: May 02, 2023

Place: Mumbai

**NOTES:**

1. The Ministry of Corporate Affairs ("**MCA**") has vide its General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; 02/2021 dated January 13, 2021; 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (hereinafter referred to as "**Circulars**"), and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("**Listing Regulations**") permitted the holding of the AGM through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. In compliance with provisions of the Act read with rules / circulars issued thereunder and the provisions of Listing Regulations read with circulars issued thereunder, the Company is providing to the shareholders the facility to exercise their right to vote at the 37<sup>th</sup> AGM by electronic means, i.e., remote e-voting and e-voting during the AGM ("**e-voting**").
4. The attendance of the shareholders attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since this AGM is being held pursuant to the 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, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates / Institutional shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from July 07, 2023 to July 13, 2023 (both days inclusive).
8. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at info@yashoindustries.com before 5.00 p.m. (IST) on Thursday, July 6, 2023.
9. The relevant details of Directors retiring by rotation / seeking re-appointment at the AGM, as required under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
10. Institutional / Corporate Members (i.e., other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to dhrumil@dmsah.in with a copy marked to investor@bigshareonline.com and info@yashoindustries.com Such Corporate Members are requested to refer 'General Guidelines for Members provided in this notice, for more information.
11. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
12. 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 served basis.



13. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars, the Company is providing the 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 a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
14. The Notice convening the AGM has been uploaded on the website of the Company at [www.yashoindustries.com](http://www.yashoindustries.com) and may also be accessed from the relevant section of the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
15. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Thursday, July 06, 2023** (cut-off date not earlier than 7 days before the AGM), may cast their vote by remote e-Voting. The remote e-voting period commences on **Sunday, July 09, 2023, at 9:00 a.m. (IST) and ends on Wednesday, July 12, 2023, at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of **Thursday, July 06, 2023**. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., **Thursday, July 13, 2023**. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.yashoindustries.com](http://www.yashoindustries.com)
16. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
17. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., **Thursday, July 06, 2023**, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non- individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e., **Thursday, July 06, 2023**, may obtain the User ID and password by sending a request along with the requisite documents as mentioned in para 18 below, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In the case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **Thursday, July 06, 2023**, may follow steps mentioned under Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.
18. **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 Demat account number / Folio number and scanned copy of the Share Certificate (front and back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).**

The Individual Shareholders holding securities in Demat mode are requested to follow steps mentioned below in Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode. In terms of the SEBI circular dated December 9, 2020, on the 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 to access the e-Voting facility.
19. Members whose e-mail addresses are not registered with Registrar & Share Transfer Agent (RTA) and the Depositories, are required to provide their email IDs and other necessary details as per below format to the Company or RTA, on or before 5:00 p.m. on **Thursday, July 06, 2023** pursuant to which, any Member may

receive on the e-mail ID provided by the Member this Notice and the procedure for remote e-voting:

Name of First Shareholder
Name of Second Shareholder (In case joint shareholder)
Permanent Account No. (PAN)
Beneficiary Id/Client Id
No. Share held
Email Id
Mobile No
Address

Note: Kindly provide aforesaid details through email at [info@yashoindustries.com](mailto:info@yashoindustries.com) / [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

20. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("**DP**") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
21. Members wishing to claim dividends that remain unclaimed for the financial year 2020-21 and 2021-22 are requested to correspond with the RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com), or with the Company Secretary, at the Company's registered office or may write at [info@yashoindustries.com](mailto:info@yashoindustries.com). Members are requested to note that dividends which remains unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund ("**IEPF**") established by the Central Government. Shares on which dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. It may be noted that, no claim shall lie against the Company in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the date it became first due and duly transferred to IEPF Fund for payment and the concern shareholder could approach IEPF Authority to release of any such unclaimed dividend.

The Ministry of Corporate Affairs ("**MCA**"), Government of India, through its Circular No. 17/2012 dated July 23, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend. Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend on its website at <https://www.yashoindustries.com/public-notice.html>.

22. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate

share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA at Bigshare Services Pvt Ltd.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or its RTA, for assistance in this regard. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR- 4** to RTA.

23. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH- 13**. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in **Form No. SH-14**. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit **Form No. ISR-3**. The said forms can be downloaded from the RTA's website at <https://www.bigshareonline.com/Resources.aspx> Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
24. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. **Form No. ISR-1** for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in **Form No. ISR-1** to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
25. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such



folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.

26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
27. M/s Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-voting process before the AGM as well as remote e-Voting during the AGM fairly and transparently.
28. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at [www.yashoindustries.com](http://www.yashoindustries.com)
29. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at [info@yashoindustries.com](mailto:info@yashoindustries.com) before 5.00 p.m. (IST) on **Thursday, July 06, 2023**. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
30. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at [info@yashoindustries.com](mailto:info@yashoindustries.com) before 5.00 p.m. (IST) on **Thursday, July 06, 2023**. Only those Members who have pre-registered themselves as a speaker on the dedicated email id [info@yashoindustries.com](mailto:info@yashoindustries.com) will be allowed to express their views/ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly,

all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

### 31. Dividend Related Information

The Board of Directors have recommended a Final Dividend of ₹ 0.50/- (5%) per equity share of face value of ₹ 10/- each for the Financial Year ended March 31, 2023 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made after **Thursday, July 13, 2023** as under:

To all members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Thursday, July 06, 2023**.

Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.

To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House ("**NACH**").

Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the **IT Act**"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/TSR Consultants Private Limited, Registrar and Transfer Agent ('**RTA**') by sending documents through email. The detailed process and forms are available on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/tds\\_on\\_dividend\\_information.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/tds_on_dividend_information.pdf).

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2022 is being sent separately to the Members whose email addresses are registered with the Company/DPs.

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

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the Listing Regulations and in terms of SEBI vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on **Sunday, July 09, 2023, at 9:00 a.m. (IST) and ends on Wednesday, July 12, 2023, at 5:00 p.m. (IST)**. 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., **July 06, 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 **July 06, 2023**.

The details of the process and manner for remote e-voting are explained herein below:

### 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed 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> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<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>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**





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

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 toll free no. 1800 22 55 33

**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?**

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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.

4. 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***

5. 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.**

6. 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



## 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. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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

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 M/s Dhrumil M. Shah & Co. LLP at dhrumil@dmsah.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH

#### VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

### **ITEM NO.4**

#### **Ratification of Remuneration to Cost Auditor**

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of Mr. Kaushal Joshi, Cost Accountant (Registration No. 40592), as Cost Auditors of the Company, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2023-24 at a remuneration of ₹ ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand Only) plus applicable taxes, travel and Out of Pocket Expenses. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Board recommends the resolution set out at Item No. 4 for the approval of the Members of the Company.

The consent of the members is sought by way of an Ordinary Resolution for ratification of the remuneration payable to Mr. Kaushal Joshi as Cost Auditors of the Company for the Financial Year ending on March 31, 2024.

Accordingly, the Board recommends the resolution as set out at Item No. 04 of the Notice in relation to ratification of the remuneration payable to Mr. Kaushal Joshi as Cost Auditors of the Company for the Financial Year ending on March 31, 2024, by way of an Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

### **ITEM NO.5**

#### **Payment of remuneration to Mr. Vinod Jhaveri, Executive Director of the Company for a period of 2 (Two) years of his present tenure**

At the 35<sup>th</sup> Annual General Meeting of the Company held on July 20, 2021, the members have approved the re-appointment of Mr. Vinod Jhaveri, as an Executive Director of the Company for a period of 5 years and fixation of remuneration for a period of 3 years with effect from February 20, 2021, on such terms and conditions in as set out in the explanatory statement relating to the said resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Vinod Jhaveri.

In regard to the same, the Board of Directors has approved the payment of remuneration payable to Mr. Vinod Jhaveri for a period of 2 (Two) years of his present tenure i.e., with effect from February 20, 2024 as provided in the resolution.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions

of remuneration shall be placed for the approval of the members in the Annual General Meeting.

The above remuneration will be reviewed by the Nomination & Remuneration Committee and approved by the Board annually in line with the Company's policies.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Vinod Jhaveri subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

The necessary information/disclosure in compliance with Schedule V and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Vinod Jhaveri has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 05 of the Notice in relation to the remuneration to Mr. Vinod Jhaveri as an Executive Director, for the approval by the members of the Company, by way of a Special resolution.

Except Mr. Vinod Jhaveri and his relatives no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 05 of the notice.

### **ITEM NO.6**

#### **Payment of remuneration to Mr. Parag Jhaveri, Managing Director & CEO of the Company for a period of 2 (Two) years of his present tenure**

At the 35<sup>th</sup> Annual General Meeting of the Company held on July 20, 2021, the members have approved the re-appointment of Mr. Parag Jhaveri, as an Managing Director & CEO of the Company for a period of 5 years and fixation of remuneration for a period of 3 years with effect from February 20, 2021, on such terms and conditions in as set out in the explanatory statement relating to the said resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Parag Jhaveri.

In regard to the same, the Board of Directors has approved the payment of remuneration payable to Mr. Parag Jhaveri for a period of 2 (Two) years of his present tenure i.e., with effect from February 20, 2024 as provided in the resolution.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the members in the Annual General Meeting.

The above remuneration will be reviewed by the Nomination & Remuneration Committee and approved by the Board annually in line with the Company's policies.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum



remuneration to Mr. Parag Jhaveri subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

The necessary information/disclosure in compliance with Schedule V and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Parag Jhaveri has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 06 of the Notice in relation to the remuneration to Mr. Parag Jhaveri as an Executive Director, for the approval by the members of the Company, by way of a Special resolution.

Except Mr. Parag Jhaveri and his relatives no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 06 of the notice.

#### **ITEM NO.7**

##### **Payment of remuneration to Mr. Yayesh Jhaveri, Wholetime Director of the Company for a period of 2 (Two) years of his present tenure**

At the 35<sup>th</sup> Annual General Meeting of the Company held on July 20, 2021, the members have approved the re-appointment of Mr. Yayesh Jhaveri, as an Wholetime Director of the Company for a period of 5 years and fixation of remuneration for a period of 3 years with effect from February 20, 2021, on such terms and conditions in as set out in the explanatory statement relating to the said resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Yayesh Jhaveri.

In regard to the same, the Board of Directors has approved the payment of remuneration payable to Mr. Yayesh Jhaveri for a period of 2 (Two) years of his present tenure i.e., with effect from February 20, 2024 as provided in the resolution.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the members in the Annual General Meeting.

The above remuneration will be reviewed by the Nomination & Remuneration Committee and approved by the Board annually in line with the Company's policies.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Yayesh Jhaveri subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

The necessary information/disclosure in compliance with Schedule V and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Yayesh Jhaveri has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 07 of the Notice in relation to the remuneration to Mr. Yayesh Jhaveri as an Executive Director, for the approval by the members of the Company, by way of a Special resolution.

Except Mr. Yayesh Jhaveri and his relatives no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 07 of the notice.

#### **ITEM NO.8**

##### **Payment of commission to Non-Executive Directors of the Company**

Pursuant to Section 149(9), an Independent Director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings; (c) profit related commission as may be approved by the members. Hence the Company may pay profit related commission to the Independent Directors with prior approval of the members Company for a period of four (4) Financial Years i.e., 2022-23, 2023-24, 2024-25 and 2025-26 or such other time period as may be permitted under the Act.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved to pay profit linked commission to the Independent Directors of the Company within the permissible limits under the Companies Act, 2013 as mentioned above and subject to such commission in aggregate does not exceed one per cent of the net profits of the Company for each Financial Year for a period of four (4) Financial Years i.e. 2022-23, 2023-24, 2024-25 and 2025-26.

In accordance with Regulations 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors (except sitting fees) requires approval of members of the Company. In view of the above, the resolution at Item No. 8 of the notice is placed before the members for their approval as a Special Resolution. Except the Independent Directors of the Company none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 8. The Board recommends the special resolution set out at Item No. 8 of the Notice for approval of the Members.

By Order of the Board,  
**Parag Vinod Jhaveri**  
Managing Director & CEO  
DIN: 01257685

#### **Registered Office:**

Office No.101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai - 400058  
Email – info@yashoindustries.com

Date: May 02, 2023

Place: Mumbai

**Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India for Mr. Vinod Jhaveri, Mr. Parag Jhaveri and Mr. Yayesh Jhaveri are as under:-**

<b>Name of Director</b>	<b>Mr. Vinod Jhaveri</b>	<b>Mr. Parag Jhaveri</b>	<b>Mr. Yayesh Jhaveri</b>
DIN	01655692	01257685	01257668
Date of birth and Age	February 27, 1939 (84 Years)	September 16, 1966 (56 Years)	April 13, 1971 (52 Years)
Date of first appointment on the Board	August 09, 2007	May 02, 1990	April 04, 1997
Resume / Experience and Expertise in specific functional areas	He is the Co-founder & Promoter of the Company and has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Vinod Jhaveri's experience will be of immense use to the Company to achieve growth in future.	Mr. Parag Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Parag Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company. He has over Three Decades of experience in Chemical Industry.	Mr. Yayesh Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Yayesh Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company. He has nearby Three Decades of experience in Chemical Industry.
Qualifications	Bachelor in Commerce	Master of Science degree in Chemistry	Bachelor in Commerce
Terms and conditions of appointment/ re appointment	As prescribed in the resolution dated July 20, 2021 along with above enumerated resolution	As prescribed in the resolution dated July 20, 2021 along with above enumerated resolution	As prescribed in the resolution dated July 20, 2021 along with above enumerated resolution
Remuneration last drawn	₹ 2,49,21,250/-	₹ 2,74,34,803/-	₹ 2,73,92,463/-
Remuneration proposed to be paid	As per the details provided in the Special Resolution	As per the details provided in the Special Resolution	As per the details provided in the Special Resolution
Number of Shares held in the Company as on March 31, 2023	33,70,300 Shares	9,87,500 Shares	10,77,500 Shares
Relationship between Directors inter se / Relationship with other Directors and other Key Managerial Personnel (KMP) of the Company	Mr. Vinod Jhaveri is father of Mr. Parag Vinod Jhaveri and Mr. Yayesh Vinod. Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Vinod Jhaveri has no other relationship with the Company.	Mr. Parag Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Yayesh Vinod Jhaveri and Promoter shareholder of the Company except stated herein Mr. Parag Vinod Jhaveri has no other relationship with the Company.	Mr. Yayesh Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Parag Vinod Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Yayesh Vinod Jhaveri has no other relationship with the Company.
Number of Meetings of the Board attended during the FY 2022-23	4 (Four)	4 (Four)	4 (Four)
List of other Directorships as on March 31, 2023	Nil	Nil	Nil
Listed companies from which Director has resigned in the past 3 years	Nil	Nil	Nil



**Details required to be given pursuant to Schedule V to the Companies Act, 2013 are given hereunder:**

**I GENERAL INFORMATION**

1. Nature of Industry	Chemical Industry
2. Date or expected date of commencement of commercial production	In the year of 1985
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4. Financial performance based on given indicators	As mentioned under financials
5. Foreign Investment or collaborations, if any	None

**II INFORMATION ABOUT THE APPOINTEE(S)**

	<b>Mr. Vinod Jhaveri</b>	<b>Mr. Parag Jhaveri</b>	<b>Mr. Yayesh Jhaveri</b>
1. Background Details	He is the Co-founder & Promoter of the Company and has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Vinod Jhaveri's experience will be of immense use to the Company to achieve growth in future.	Mr. Parag Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Parag Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company. He has over Three Decades of experience in Chemical Industry.	Mr. Yayesh Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Yayesh Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company. He has nearby Three Decades of experience in Chemical Industry.
2. Past Remuneration	2,49,21,250/-	2,74,34,803/-	2,73,92,463/-
3. Recognition or awards	NIL	NIL	NIL
4. Job profile and his suitability	Bachelor in Commerce	Master of Science degree in Chemistry	Bachelor in Commerce
5. Remuneration proposed	As per the details provided in the Special Resolution	As per the details provided in the Special Resolution	As per the details provided in the Special Resolution
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid us commensurate with the remuneration packages paid to similar senior level counterparts in other Companies in the industry.	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid us commensurate with the remuneration packages paid to similar senior level counterparts in other Companies in the industry.	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid us commensurate with the remuneration packages paid to similar senior level counterparts in other Companies in the industry.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Mr. Vinod Jhaveri is father of Mr. Parag Vinod Jhaveri and Mr. Yayesh Vinod Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Vinod Jhaveri has no other relationship with the Company.	Mr. Parag Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Yayesh Vinod Jhaveri and Promoter shareholder of the Company except stated herein Mr. Parag Vinod Jhaveri has no other relationship with the Company.	Mr. Yayesh Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Parag Vinod Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Yayesh Vinod Jhaveri has no other relationship with the Company.

### III OTHER INFORMATION

1. Reasons of loss or inadequate profits	Not Applicable as the Company has posted a positive net profit for the year ended March 31, 2023.
2. Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profit.
3. Expected increase in productivity and profits in measurable terms.	<p>The strong traction witnessed in our exports market is noteworthy and to capitalize further, exports will be a high priority going forward. Our focus on industrial chemicals has been paying off, and we believe that this sector holds great potential for our business. We will continue to invest in research and development to develop high-quality products that cater to our customers demands.</p> <p>Our greenfield project at Pakhajan is on track and is expected to commence production in Q4 FY24. This project is an essential part of our growth strategy, and we are confident that it will create significant value for our stakeholders.</p> <p>Overall, we are optimistic about our business trajectory and we are excited about the future prospects of our company.</p> <p>We remain committed to creating long-term value for our stakeholders and look forward to continued growth in the coming years.</p>

### IV Disclosures

1. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	The details of remuneration have been mentioned in respective resolutions
2. details of fixed component and performance linked incentives along with the performance criteria;	
3. service contracts, notice period, severance fees	
4. stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable	There is no stock option scheme available in the Company







# Safe Harbour Clause

This Annual Report contains 'forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. Certain statements in this release concerning our future prospects are forward-looking statements. Forward-looking statements by their nature involve a number of risks and uncertainties that could cause actual results to differ materially from market expectations. Forward-looking statements generally relate to future events or our future financial or operating performance and are based on our current expectations, assumptions, estimates and projections about the Company, our industry, economic conditions in the markets in which we operate, and certain other matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'project', 'seek', 'should' and similar expressions. Those statements include, among other things, the effects of government and other measures seeking to contain its spread, the discussions of our business strategy, including the localisation of our workforce and investments to re-skill our employees and expectations concerning our market position, future operations, margins, profitability, liquidity, capital resources, wage increases in India, change in the Indian regulations. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors

that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, those discussed in the "Outlook, opportunities and challenges" section in this Annual Report. In the light of these and other uncertainties, you should not conclude that the results or outcomes referred to in any of the forward-looking statements will be achieved. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. All forward-looking statements included in this Annual Report are based on information and estimates available to us on the date hereof, and we do not undertake any obligation to update these forward-looking statements unless required to do so by law.



## **Yasho Industries Limited**

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C. D. Barfiwala Marg, Juhu Lane, Andheri (West),  
Mumbai - 400 058, INDIA.

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