



Grauer & Weil (India) Limited
CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

Date : 29-08-2022

To,
The Deputy General Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Reg. : Security Code No. 505710

Sub. : Filing of Copy of Annual Report for Financial Year ended 31st March, 2022

Dear Sir,

With reference to above and as required under the Clause 34(1) of SEBI (LODR) Regulations, 2015, Attached herewith the copy of Annual Report of the Company for the Financial Year ended 31st March, 2022.

Kindly find the same in order and acknowledge.

Thanking you,

Yours faithfully,

FOR GRAUER & WEIL (INDIA) LIMITED


CHINTAN K. GANDHI
COMPANY SECRETARY



CELEBRATING **65 YEARS** OF **SURFACE INNOVATIONS**



FINANCIAL HIGHLIGHTS

Gross Revenue

84,887

2021-22

**CAGR
9.87%**

Profit After Tax

7,823

2021-22

**CAGR
7.21%**

Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) before exceptional items

12,658

2021-22

**CAGR
7.21%**

Net Worth (₹. in Lacs)

58,356

2021-22

**CAGR
13.89%**

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TRUST THE LEADER IN SURFACE FINISHING

CHAIRMAN'S MESSAGE



“ Converting opportunities into reality with our diverse product portfolio, experience and innovation ”

Mr. Umeshkumar More
- Chairman

MESSAGE FROM THE MANAGING DIRECTOR



Mr. Niraj More
- Managing Director

Dear Shareholders,

It gives me an immense pleasure to present you the Annual Report for the financial year 2021-22. The year was indeed an eventful year for your Company. Operationally, the Company achieved many new milestones and have been able to carve a niche for itself in the ever-changing business landscape.

Challenges posed by Covid-19 in the previous year continued in the current

financial year as well. More recently, the tensions between Russia and Ukraine are also accelerating rapid changes in our business environment. On one hand it is likely to create a whole new set of business opportunities by making India an alternative manufacturing location to China, on the other hand, it is also creating a lot of uncertainties and bottlenecks in global supply chain.

Despite all these challenges, your Company was able to cross ₹ 800 cr. mark in gross total revenue in the financial year 2021-22. Whilst the total revenue of surface finishings segment grew by 27.4% in the financial year 2021-22, revenues of engineering segment posted a growth of 15.1% in same period.

This growth of revenues, despite challenging business environment, is testimony of your Company's strong business resilience which is an outcome of competencies and enablers that your Company has implemented across all business segments and operations in past few years. Your Company has inherent strength to grow as it is perhaps one of the few companies which offers complete plating/coating solutions to its customers under one roof.

To be irreplaceable, one has to be different. Your Company not only provide a wide range of coating solutions but also provides complete application and service support. It is only with this customer-centric and service-oriented business approach, your Company continues to maintain its leadership position in general metal finishing.

Your Company strongly believes that innovation is the only insurance against

irrelevance. Setting up technical centre to supplement its research and development efforts, is one such step towards this direction. The construction of this technical centre is expected to start in financial year 2022-23. Besides this, your Company is working towards setting-up additional capacities at Dadra and Jammu as a part of its long-term business strategy.

The Global economic outlook is cautiously optimistic due to the headwinds of rising inflation, supply chain disruptions and increased energy prices caused by geopolitics. Growel, with its unique product portfolio, country-wide presence, talented and passionate work-force is well positioned to overcome most of these bottlenecks. The Company will continue to strive for its growth journey in FY 2022-23 with the help, support and cooperation of all business stakeholders.

We express our gratitude to our Board of Directors, the management team, and all our employees for their commitment and dedication to the organisation, especially during an unprecedented crisis. We are also grateful to our valued shareholders, customers and suppliers for their continued guidance and support on our exciting journey ahead.

BOARD OF DIRECTORS

BOARD OF DIRECTORS



Chairman
UMESHKUMAR MORE



Managing Director
NIRAJKUMAR MORE



Whole-time Director (Operations)
YOGESH SAMAT
(w.e.f. 01-07-2021)



Whole-time Director
ROHITKUMAR MORE



CEO & Whole-time Director
VINOD HARITWAL
(Whole-time Director upto 30-06-2021)
(CEO upto 30-09-2021)

INDEPENDENT DIRECTORS



SURESH PAREEK



TARUN KUMAR GOVIL



DR. PRERNA GORADIA



AYUSH AGARWALA
(w.e.f. 04-08-2022)



SHASHIKANT SAKHALKAR
(upto 03-03-2022)

COMMITTEES

COMMITTEES OF THE BOARD

Audit Committee

Suresh Pareek
(Chairman)

Nirajkumar More
(Member)

Tarun Kumar Govil
(Member)

Shashikant K. Sakhalkar
(Member)
(w.e.f. 14-08-2021
upto 03-03-2022)

Dr. Prerna Goradia
(Member)
(w.e.f. 30-05-2022)

Nomination & Remuneration Committee

Dr. Prerna Goradia
Chairperson

Tarun Kumar Govil
(Member)

Umeshkumar More
(Member)

Suresh Pareek
(Member)

CSR Committee

Nirajkumar More
(Chairman)

Tarun Kumar Govil
(Member)

Yogesh Samat
(Member)
(w.e.f. 01-07-2021)

Vinod Haritwal
(Member)
(up to 30-06-2021)

Stakeholders Relationship Committee

Tarun Kumar Govil
(Chairman)

Nirajkumar More
(Member)

Yogesh Samat
(Member) (W.e.f. 01-07-2021)

Vinod Haritwal
(Member) (up to 30-06-2021)

Risk Management Committee (w.e.f. 01-07-2021)

Nirajkumar More
(Chairman)

Yogesh Samat
(Member)

Suresh Pareek
(Member)

MANAGEMENT TEAM

Pallavi More
(President)

H. B. Charna
(Sr. President)

Dipesh Mehta
(President - MIS)

Sujit Sinha
(President - Paints)

Gurinder Singh Gulati
(CFO & President Commercial)

Rattan Sharma
(President - Chemicals : Zone II)

Chintan K. Gandhi
(Company Secretary)

AUDITORS

M/s SCA And Associates
(Chartered Accountants)

PLANTS

Dadra (U.T.)

Surface Finishing - Chemicals & Paints

Barotiwala (H.P.)

Surface Finishing - Paints

Vapi (Gujarat)

Surface Finishing - Chemicals & Lubricants

Samba (Jammu)

Surface Finishing - Chemicals

Alandi (Pune)

Engineering

REGISTERED OFFICE

Growel Corporate,
Akurli Road, Kandivli (East),
Mumbai 400 101.

CIN : L74999MH1957PLC010975

www.growel.com

SHOPPERTAINMENT

Kandivli (Mumbai)

BANKERS

Axis Bank Ltd.

DBS Bank (India) Ltd.

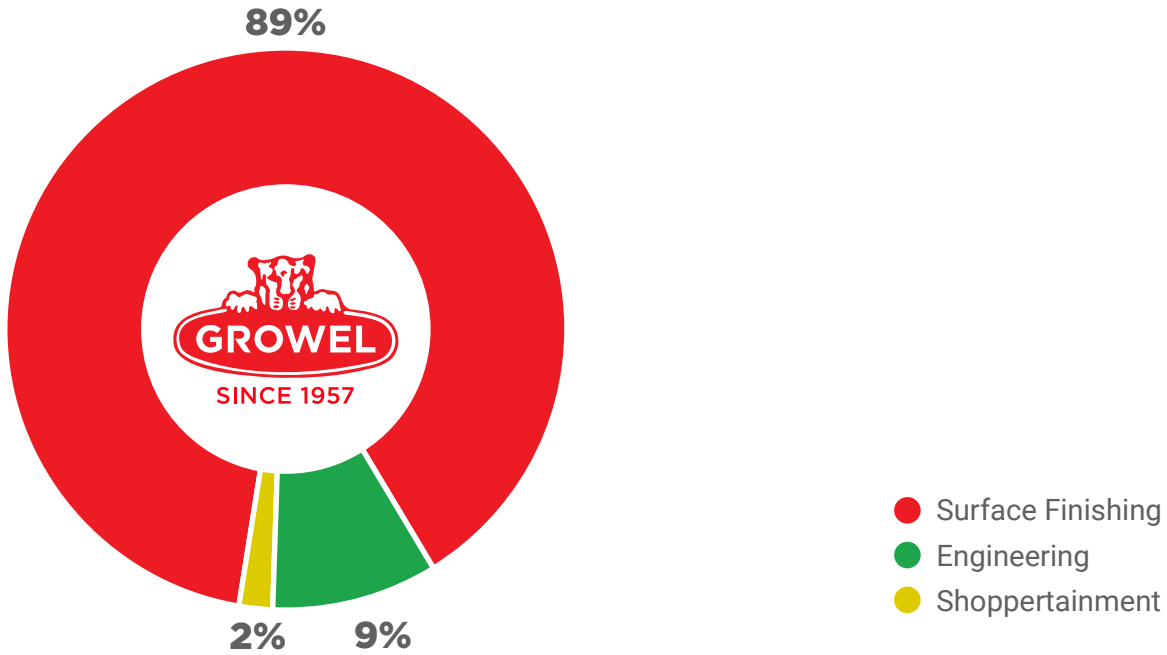
ICICI Bank Ltd.

Punjab National Bank

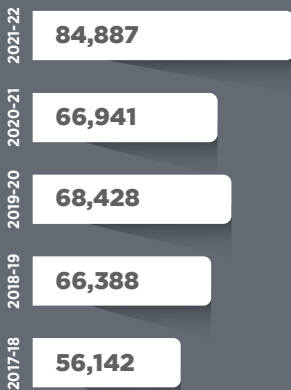
The Saraswat Co-op. Bank Ltd.

OUR FINANCIAL PERFORMANCE

BUSINESS WISE - GROSS OPERATING INCOME 2021-22

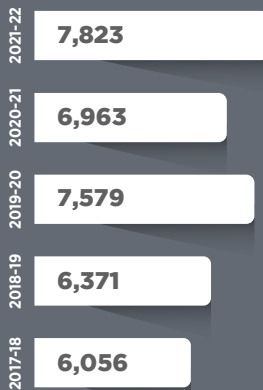


CAGR
9.87%



GROSS TOTAL REVENUE
(₹ IN LACS)

CAGR
7.21%



PAT
(₹ IN LACS)

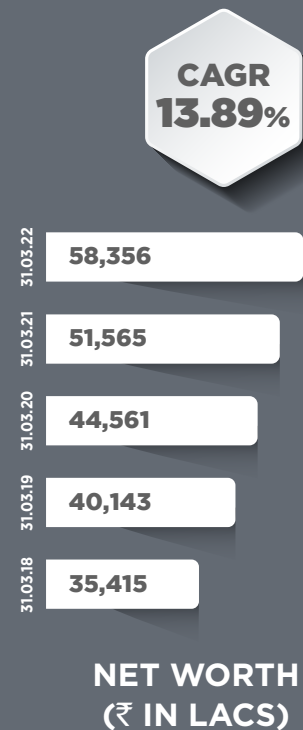
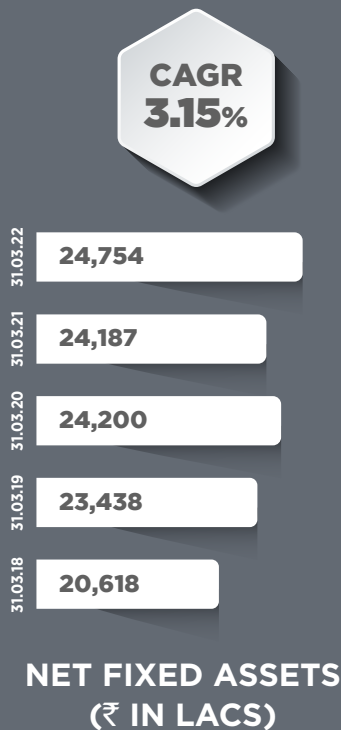
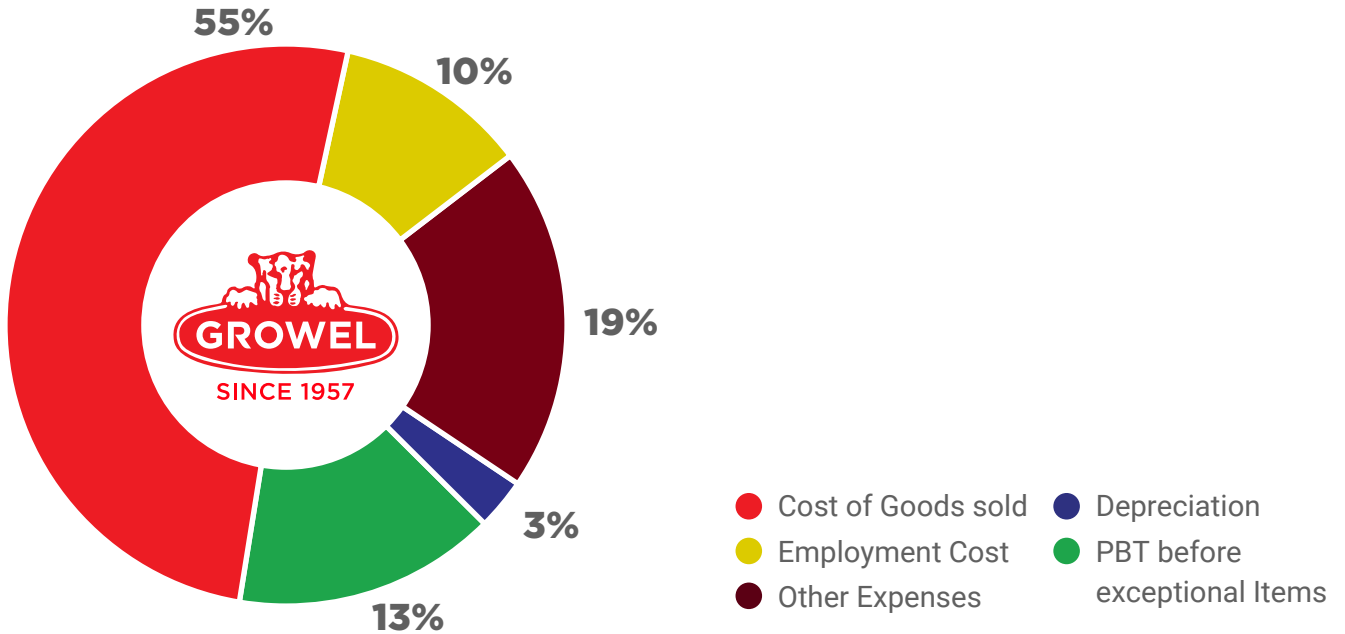
CAGR
7.21%



EPS
(₹ PER SHARE)

OUR FINANCIAL PERFORMANCE

DISTRIBUTION OF INCOME 2021-22



GROWEL'S JOURNEY

Growel has been a trendsetter in the general metal finishing industry and a formidable player in the field of surface finishing and engineering equipment. After the start-up of Chemical production in 1957, the company ventured into manufacturing of engineering equipment in 1964 to provide complete electroplating solutions to its customers. The company's foray into paints production started with the acquisition of Bombay Paints in 1994 which was later merged with Grauer & Weil (India) Limited in 2008. Growel ventured into real estate development in 2005 and built a sprawling 4,75,000 square feet shopping centre in the western suburbs of Mumbai.

Growel's R&D is recognized by The Indian Council of Science & Technology for its innovative & technological prowess in the Chemical & Paint divisions. This recognition stands testimony to our unwavering commitment towards developing and producing quality products that are safe for the environment.

Growel's Chemical & Paint division is IMS (Integrated Management System) certified. We are the first chemical company in India to have received the coveted AS9100 aerospace certification, established by the aerospace industry, which demonstrates our ability to satisfy DOD, NASA and FAA quality standards.



MISSION: To be a predominant global player in the field of surface finishing which invokes pride in all our stakeholders through innovation, customer centricity, fair trade practices, integrity, sustainability and care for our planet.

VISION: To be in Top 2 in all our businesses on the strength of our people and values.



Chemical Plant, Dadra



Chemical & Lubricant Plant, Vapi



Chemical Plant, Jammu



Engineering Plant, Pune



Paints Plant, Dadra



Paints Plant, Barotiwala

KEY PRODUCT OFFERINGS

Evolving and expanding product portfolio



ELECTROPLATING

- Functional Coatings
- Decorative Coatings
 - Pre-treatment
- Plating On Difficult Substrates
- Specialty Chemicals



DISTINCT SURFACE FINISHES

- Electroless Plating
 - Electronics
- Precious Metals
- Post Treatment
- Conversion Coatings



TOP COATS

- Passivation
 - Sealers
- Electrophoretic Lacquer



SPECIALITY CHEMICALS

- Zinc Flake Coatings
 - Intermediates



Growel is the Only Company in India and one of the few in the world to offer a complete package of corrosion and protection solutions under one roof.



ENGINEERING EXCELLENCE

- Automatic Plating
- Phosphating Plants
 - Painting Plants
- Filtration System



HIGH PERFORMANCE COATINGS

- Industrial Coatings
- Heavy Duty Coatings
 - Marine Coatings
- Aerospace & Defence Coatings
- Architectural Coatings



INDUSTRIAL LUBRICANTS

- Rust Preventive Oils
 - Cutting Oils
- Hydraulic Oils
- Speciality Oils
- Heat Treatment Oils



EFFLUENT TREATMENT SYSTEMS

- Zero Discharge System
- Waste Water Treatment

CHEMICALS



Growel's Chemical Division offers a plethora of surface finishing solutions under one roof. These solutions address the needs of various industries including Automobiles, Hardware, Electronics, White Goods, Sanitary Fittings, Jewellery, Aerospace, Railways, Defence, Energy etc.

PRE TREATMENTS:

Complete range of cleaners, de-oxidiser, descaler corrosion inhibitors, fume suppressants rust preventives, etc.

GENERAL METAL FINISHING:

DECORATIVE COATING: Coating related to the high quality appearance of components - brass, copper, nickel, chrome, white and yellow bronze and a gamut of wide antique finishes.

FUNCTIONAL COATINGS: Coatings related to the performance of processed components - zinc and zinc alloys, hexavalent and trivalent chromates, protective aqueous topcoats, hard chrome, multilayer nickel and cadmium.



PLATING ON DIFFICULT TO PLATE SUBSTRATES:

Plating on plastics, aluminium and mazak components.

SPECIALTY CHEMICALS:

Intermediates form the backbone of today's additive systems. They help to provide exotic finishes with exceptional properties to various substrates.

PLATING ON ELECTRONICS:

Complete range of chemicals for printed circuit boards.

PRECIOUS METAL PLATING:

Complete range for plating of gold, silver, palladium, etc.

ELECTROLESS PLATING: • Highly stable, ROHS complaint & efficient electroless nickel plating.

• Highly stable, high speed electroless copper plating for printed circuit board plating application.

ZINC FLAKE COATING: GEOMET zinc aluminium flake technology opens new horizons for corrosion protection by providing cathodic corrosion protection to the processed steel parts along with complete freedom from hydrogen embrittlement.

- ANODIZING • ELECTROPHORETIC LACQUER
- PHOSPHATING



ENGINEERING



ENGINEERING DIVISION

Located in Pune, our Engineering Division conceptualizes, designs, manufactures, and installs a wide range of surface finishing and wastewater treatment plants & equipment tailor-made to meet the specific surface finishing requirements of every industry. Over 800 plants of varied types have been commissioned worldwide.

We offer comprehensive solutions to all the fields of plating application technology including material handling, auxiliary equipment, water treatment & effluent treatment plants.

SURFACE TREATMENT PLANTS

We specialise in design and manufacturing of surface finishing systems dedicated virtually to the entire range of metal finishing processes. Our products encompass a wide range of plants and equipment for fully automatic, semi-automatic and manually operated versions.

- Electroplating
- Phosphating
- Anodizing
- Pickling
- Zinc Flake Coating



ENVIRONMENT

Growel supplies and installs automatic effluent treatment plants with ZLD and wastewater treatment plants for various industries. Our systems are based on the latest international technique for waste minimization at source.

We also provide:

- Sophisticated recovery systems and filtration units for chromium, heavy metals, acid etc.
- Systems like ultra-filtration and reverse osmosis.

INDUSTRIES

Growel's Engineering Division serves a variety of Industries

- Hardware
- Fasteners
- Aerospace
- Defense
- Steel
- Wire and Tube
- Electrical
- Bath Fittings
- Architectural Fixtures
- Industrial Applications



PAINTS

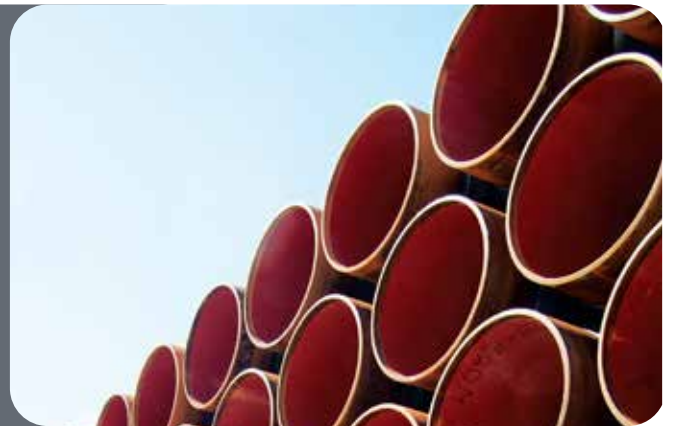


HIGH PERFORMANCE INDUSTRIAL COATINGS:

For last 6 decades, Growel High Performance Industrial Coatings are predominantly being used by refineries, oil exploration, petrochemicals, power plants, steel / aluminium / zinc industry, nuclear power, hydro power, heavy chemical industry and many others. We have a comprehensive range of products for all applications with proven track records & meets the requirements of ISO:12944.

PIPELINE COATINGS:

We are pioneers in these coatings. Our selective products are approved by WRAS-UK and NSF-USA which are used for drinking water pipelines and also for irrigation water intercity pipelines. We also make gas flow coatings for internal pipelines carrying natural gas. Our paints confirm to international API standards. Besides, we also make long life epoxy coatings for underground buried pipes, elastomeric PU & vinyl ester coatings for sea water intake lines and specialized epoxy lining for aviation fuel pipe lines.



We have a technical tie-up with Transocean Coatings-Netherland. We make complete paint system for ships including long life anti-fouling coatings.

AEROSPACE & DEFENCE:

We have AS:9100 accreditation for these coatings. Our coatings have substituted many previously imported coatings for defense missile system, aircrafts and battle tanks. Our relevant paints are approved by DRDO and are used in defense equipment.

OEM COATINGS:

Our products are used for tractors, agricultural equipment and commercial vehicles extensively. We also make paint for PEB segment which are used by various reputed manufacturers on preferred basis.



LUBRICANTS



Growel offers a wide range of specialized lubricant under the registered name 'GRODAL' for all metal working applications to optimize machining performance, prolonging the service life of the tools & improving environmental safety impact, through high-performance advanced fluids of European technology. Under pressure to reduce product costs and the impact of environmental challenges, we are a long-term partner for manufacturers seeking to anticipate future challenges and benefit from them by developing innovative products. We are committed to providing innovative solutions to help our customers more efficiently.

PRODUCT PORTFOLIO

- **RUST PREVENTIVE OILS:**
Solvent, oil & water-based products for short to long-term protection.
- **Cutting Fluids:**
Mineral, semi-synthetic & fully synthetic ranges for all types of cutting operations.
- **Forming Fluids:**
Wire & non-wire products for drawing, punching, stamping, blanking applications.



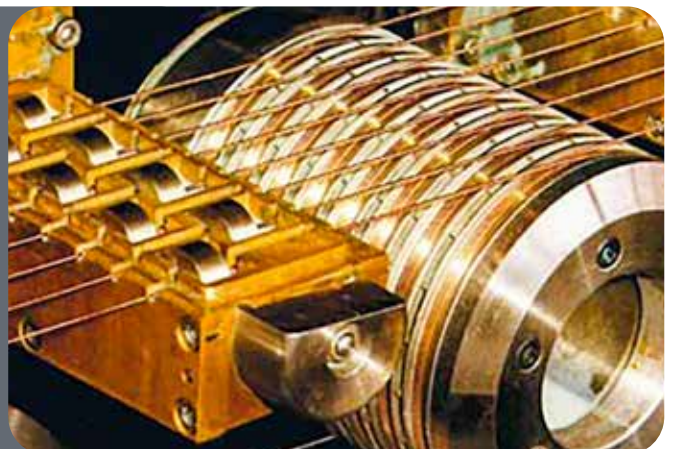
- **Heat Treatment Fluids:**
Oil, salt & Polymer-based products optimized for different metallurgies.
- **Other Specialty Industrial Lubricants:**
For general machinery maintenance applications.

INDUSTRIES CATERED:

Automotive, auto ancillaries, industrial off-highway equipment, engineering tools manufacturing, die casting, forging, metal processing – steel & aluminium, wire & cable industry, tube & pipe industry, glass industry & general manufacturing.

VALUE-ADDED SERVICES OFFERED:

- Custom-tailored formulation for industrial requirements & product recommendations.
- Troubleshooting & onsite support for trials & general queries.
- Technical consultation – Fluid management, energy conservation, recycling & waste disposal management, etc.
- Process consultation – Condition monitoring, emulsion preparation, water quality tests, maintenance planning, operator training, etc.



RESEARCH AND TECHNOLOGICAL EXCELLENCE

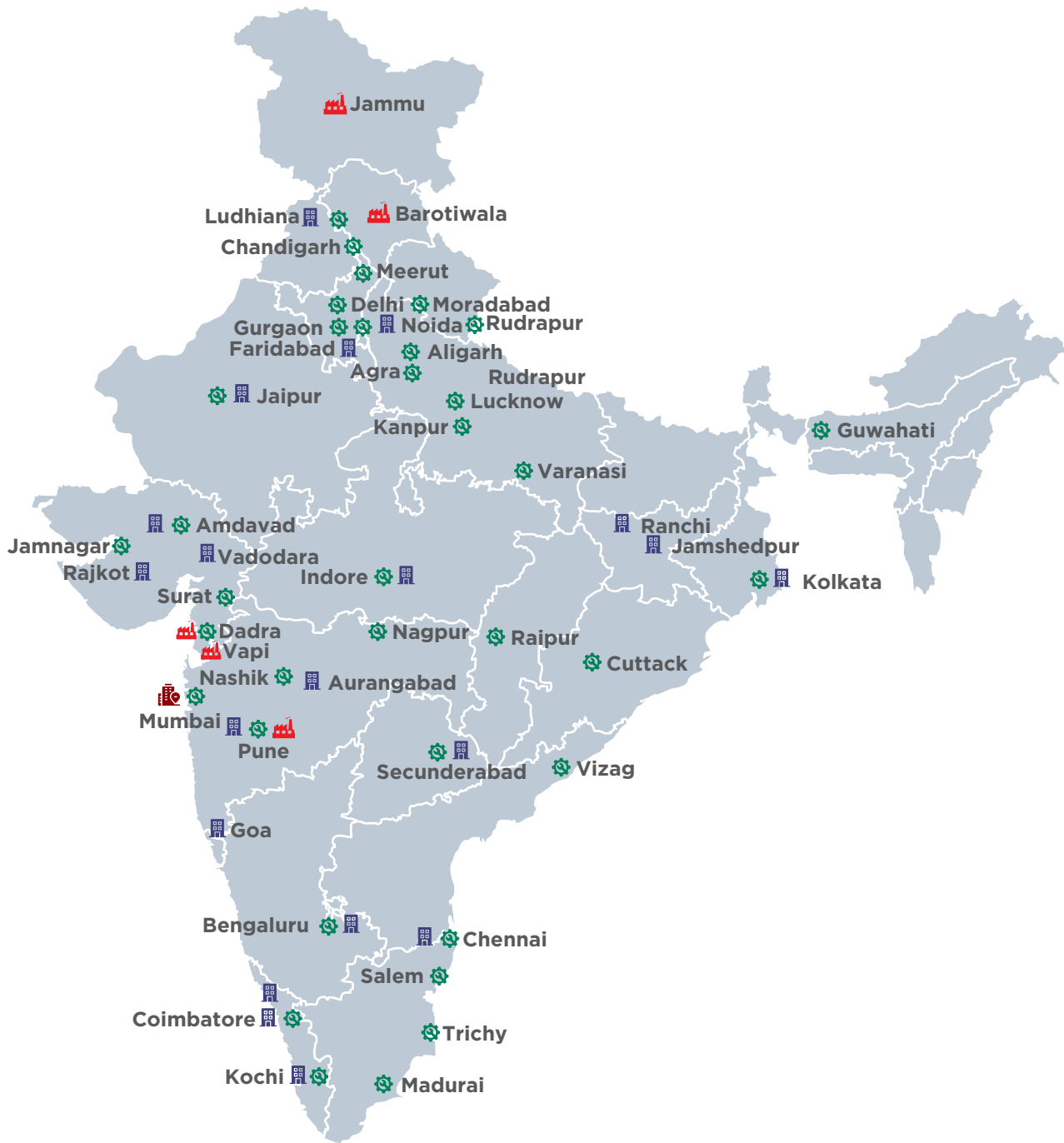
From Innovation to Impact





Research and development is the backbone of our operations to meet the challenges of new product offerings by competitors. Our dedicated, highly qualified and experienced talent pool of employees has brought many industry firsts to our credit.

Green technologies and backward integration has been a key driver to our R&D roadmap. Our R&D labs at Kandivli and Chembur have been duly recognised by prestigious Indian Council of Science and Technology.



NATIONAL PRESENCE



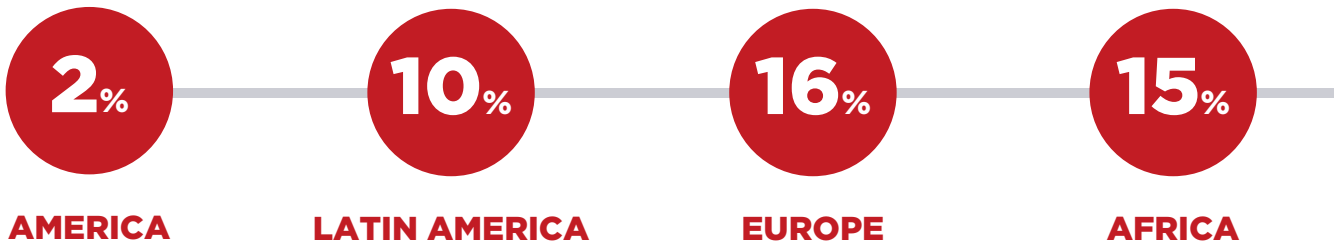
-  Corporate Office
-  Branch Office / Depot
-  Technical Service Centre
-  Plants

GLOBAL PRESENCE



We are present in 50+ countries spread over 7 regions.



Region wise revenues from International operations in FY 2021 - 22





	Distributor Network
	Branch Offices



MIDDLE EAST



ASIA



FAR EAST

EVENTS & CSR ACTIVITIES



BLOOD DONATION CAMP -
DONATED 55 UNITS OF BLOOD TO
INDIAN RED CROSS SOCIETY, DADRA



DONATION TO KRISHNA CANCER AID
ASSOCIATION, DNH, SILVASSA



SWACHCHHATA DIWAS ABHIYAN, DADRA



DONATED 25 SMART PHONES TO
VAN-DHAN - SPECIAL EDUCATION
FOR WOMEN, DADRA



DONATED FOOD ITEMS FOR
OXYGEN WAR ROOM IN JAMMU

EVENTS & CSR ACTIVITIES

Growel's 101

SPACE PROVIDED FOR VACCINATION DRIVE TO MCGM



CHRISTMAS PARTY WITH KIDS FROM BRIGHT KIDS FOUNDATION NGO



FINANCIAL HIGHLIGHTS FOR LAST 5 YEARS

Rupees in Lacs

Financial Year ended	31.03.18	31.03.19	31.03.20	31.03.21	31.03.22
Gross Sale	51,392.06	61,167.73	62,879.64	63,731.62	80,806.71
Other Operating Income (Including Mall income)	3,715.25	4,067.00	4,380.36	1,735.10	2,683.43
Gross Operating Revenue	55,107.31	65,234.73	67,260.00	65,466.72	83,490.14
Other Misc. Income	1,034.82	1,153.09	1,167.98	1,474.17	1,396.52
Gross Total Revenue	56,142.13	66,387.82	68,427.98	66,940.89	84,886.66
Trade Discounts	4,831.16	5,319.71	5,535.68	4,988.35	6,834.33
Excise Duty	1,076.31	-	-	-	-
Net Income	50,234.66	61,068.11	62,892.30	61,952.54	78,052.33
Cost of Material	25,283.20	31,977.46	31,287.93	31,433.23	43,108.39
Salaries, Wages & Benenfits	5,701.24	6,707.65	7,316.10	6,927.14	8,096.16
Other Expenses	8,829.83	10,742.83	13,456.49	12,037.97	14,189.48
Total Expenditure	39,814.27	49,427.94	52,060.52	50,398.34	65,394.03
EBITDA	10,420.39	11,640.17	10,831.78	11,554.20	12,658.30
Depreciation	1,495.21	1,545.79	1,894.72	1,832.97	1,955.50
EBIT	8,925.18	10,094.38	8,937.06	9,721.23	10,702.80
Finance costs	181.43	79.30	260.18	215.23	250.91
Profit Before Exceptional Item & Tax	8,743.75	10,015.08	8,676.88	9,506.00	10,451.89
Less: Exceptional Item	-	(618.78)	859.42	-	176.35
Profit Before Tax (PBT)	8,743.75	9,396.30	9,536.30	9,506.00	10,628.24
Tax (Current, Deferred, and FBT)	2,687.93	3,025.13	1,956.87	2,542.85	2,804.81
Net Profit After Tax (PAT)	6,055.82	6,371.17	7,579.43	6,963.15	7,823.43
Financial Year as on	31.03.18	31.03.19	31.03.20	31.03.21	31.03.22
Equity Share Capital	2,267.06	2,267.06	2,267.06	2,267.06	2,267.06
Reserves & Surplus	33,148.40	37,875.97	42,293.50	49,298.24	56,089.37
Networth	35,415.46	40,143.03	44,560.56	51,565.30	58,356.43
Total Debt	717.74	2,111.42	1,923.32	1,932.66	1,944.31
Deferred Tax Liabilities	1,692.68	1,727.78	1,232.33	1,231.45	1,231.05
Total Sources of Funds	37,825.88	43,982.23	47,716.21	54,729.41	61,531.79
Net Fixed Assets	20,618.39	23,437.95	24,200.46	24,187.19	24,753.98
Investments	465.72	257.38	259.16	256.22	227.85
Current/Non Current Assets	29,633.88	34,435.12	39,809.19	50,695.93	57,525.21
Less: Current/Non Current Liabilities	12,892.11	14,148.22	16,552.60	20,409.93	20,975.25
Net Current/Non Current Assets	16,741.77	20,286.90	23,256.59	30,286.00	36,549.96
Misc. Expenditure					
Total Uses of Funds	37,825.88	43,982.23	47,716.21	54,729.41	61,531.79
Ratios	31.03.18	31.03.19	31.03.20	31.03.21	31.03.22
EPS (Rs.)** (PAT / No of Shares)	2.67	2.81	3.34	3.07	3.45
Book Value per Share (Rs.) (Networth / No of shares)	15.62	17.71	19.66	22.75	25.74
Return on Capital Employed (ROCE) (EBIT / Total Uses of Funds)	23.60%	22.95%	18.60%	17.71%	17.56%
Return on Networth (RONW) (PAT / Networth)	18.39%	16.86%	17.90%	14.49%	14.23%
Debt: Equity Ratio (Total Debt / Networth)	0.02	0.05	0.05	0.04	0.04
EBDITA to Net Income (EBDITA /Net income)	20.74%	19.06%	17.22%	18.65%	16.22%
Current Ratio	2.81	2.49	2.54	2.69	2.89
Debt Service Coverage Ratio	42.62	100.84	37.41	21.43	23.02
Inventory Turnover Ratio	3.72	3.98	3.13	3.15	3.68
Trade Receivable Turnover Ratio	6.11	5.91	5.40	4.96	5.88
Trade Payable Turnover Ratio	5.23	5.79	4.66	3.47	4.75
Net Capital Turnover Ratio	3.18	3.10	2.86	2.22	2.25
Net Profit Turnover Ratio	12.21%	10.78%	12.48%	11.63%	10.31%

** on face value of Rs 1/- per share

Some of the ratios have been recalculated for the 5 years in line with the methodology suggested by the ICAI's Guidance note on Schedule III for the preparation of financial statements.



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 64th Annual General Meeting of the members of GRAUER & WEIL (INDIA) LIMITED will be held on Thursday, September 22, 2022 at 3.00 pm through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt
 - a. the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Directors and the Auditors thereon.
 - b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Auditors thereon.
2. To declare a Dividend on Equity Shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Rohitkumar More (DIN : 00139797), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s M. M. Nissim & Co. LLP, Chartered Accountants, (LLP Registration Number AAT-7548) as Statutory Auditors of the Company, to hold office from the conclusion of 64th Annual General Meeting (AGM) till the conclusion of 69th AGM of the Company and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS :

5. Appointment of Mr. Ayush Agarwala as an Independent Director.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ayush Agarwala (DIN : 08960180), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013, by passing circular resolution on August 04, 2022, to hold office from August 04, 2022 and who holds office up to the date of next Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘SEBI Listing Regulations’), Mr. Ayush Agarwala, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) consecutive years w.e.f. August 04, 2022, not liable to retire by rotation.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s V. J. Talati & Co., Cost Accountants (Firm Registration No. 00213), being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company and all other connected / incidental matters, for the financial year ending March 31, 2023, be paid aggregate professional fees upto Rs. 2.00 Lacs p.a. (Rupees Two Lac only) or such other fees as may be decided by the Board from time to time plus Goods and Service Tax and actual out of pocket expenses incurred in connection with the Audit.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give the effect to this resolution.”

Registered Office :

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

Date : August 09, 2022

For & on behalf of the Board of

Grauer & Weil (India) Limited

Nirajkumar More
Managing Director
DIN : 00113191

Yogesh Samat
Director (Operations)
DIN : 00717877

NOTES :

1. The Ministry of Corporate Affairs ("MCA") has vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio - Visual Means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. Members will be able to attend the AGM on September 22, 2022 through VC / OAVM or view the live webcast by logging on to the e-voting website of CDSL at www.evotingindia.com by using their e-voting login credentials. On this page, click on the link 'Shareholders / Members', the Video Conferencing / webcast link would be available adjacent to the EVSN of the Company.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this notice.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 16, 2022 to September 22, 2022 (both days inclusive).
6. The dividend on Equity Shares as recommended by the Directors for the year ended March 31, 2022, if approved by the members, at the meeting of the Company, will be paid within a period of 30 days from the date of declaration :
 - (a) to those members whose names appear on the Company's Register of Members, after giving effect to all valid shares transfer in physical form lodged with M/s Link Intime India Pvt. Ltd., RTA of the Company on or before September 15, 2022.
 - (b) in respect of shares held in electronic form, to those 'Deemed Members' whose names appear in the statements of beneficial ownership as on September 15, 2022, furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the closing hours of September 15, 2022.
7. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, notice of the AGM along with Annual Report for the financial year 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants, unless any member has requested for a physical copy of the same. Members may note that the notice and the Annual Report for the financial year 2021-22 will also be available on the Company's website at 'www.growel.com' and on the website of the Stock Exchange i.e. BSE Limited at 'www.bseindia.com' and on the website of CDSL : 'www.evotingindia.com'.
8. Corporate members, Societies etc., intending to send their authorised representative to attend the meeting through VC / OVAM are requested to send to the Company, a certified copy of the Board Resolution or other governing body of the body corporate authorising their representative(s) to attend and vote along with specimen signature of authorised representative(s) by e-mail to 'secretarial@growel.com' before the commencement of the 64th AGM.
9. 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, provided the votes are not already cast by remote e-voting.
10. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Unclaimed dividend up to the financial year 2013-14 has been transferred to the Investor Education & Protection Fund (IEPF). Members are hereby informed that dividend, which remain unclaimed / unpaid for a period of 7 years from the respective date of payments, have to be transferred to the Investor Education & Protection Fund (IEPF). The dates of declaration of dividend along with the rate of dividend which are not transferred to IEPF is mentioned below :

Financial year	Date of declaration of Dividend	Rate of Dividend
2014-15	20-08-2015	22%
2015-16 (Interim)	22-03-2016	20%
2015-16 (Final)	11-08-2016	08%
2016-17	25-09-2017	40%
2017-18	30-08-2018	60%
2018-19	05-09-2019	60%
2019-20 (Interim)	13-02-2020	50%
2020-21	29-09-2021	50%

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Companies Act, 2017 and the applicable rules. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in the prescribed Form IEPF – 5 available on 'www.iepf.gov.in'. Members who have not yet claimed their Dividend Warrant(s) for the financial years as indicated above are requested to claim the amounts forthwith from the Company.

11. Pursuant to Regulation 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India, additional Information of Directors seeking appointment / re-appointment at the meeting are furnished and forms a part of Annual Report.
12. Shareholders who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request, mentioning their name, address, demat account number / folio number, email ID, mobile number at 'secretarial@growel.com' between September 10, 2022 to September 16, 2022. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, address, demat account number / folio number, email ID, mobile number to 'secretarial@growel.com'. These queries will be suitably replied at the AGM or by email.
13. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting for a maximum time of 3 (Three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
14. Members desirous of seeking any information concerning the accounts of the Company are requested to address their queries in writing to the Company latest by September 16, 2022, so that the requested information can be made available at the time of meeting.
15. The Company has listed its shares on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 under Security Code No. 505710.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company / Registrar and Transfer Agent of the Company at the address given below in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details.

RTA : M/s. LINK INTIME INDIA PVT. LTD. (CIN : U67190MH1999PTC118368)
[Unit : Grauer & Weil (India) Limited]
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.
Phone : (022) 49186270; Fax : (022) 49186060;
e-mail : rnt.helpdesk@linkintime.co.in URL : www.linkintime.co.in
17. 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, the format of which is available on the website of the Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. at www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. 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 dematerialisation, members are advised to dematerialise the shares held by them in physical form. However, members can continue to hold the shares in physical form.
19. (a) Members are informed that in order to avoid fraudulent encashment of dividend warrants, they should send to the RTA of the Company, at the address given above, under the signature of the Sole / First Joint holder, the information relating to the Name and Address of the Banker along with the Pin Code Number and Bank Account Number, to print on the Dividend Warrants.
(b) Members are encouraged to update their bank account details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated Clearing House (ACH) mode or such other permitted mode for credit of dividend.
(c) Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code and IFSC to the Depository Participant.

20. All documents referred to in the accompanying notice and the Explanatory Statement along with Registers shall be open for inspection by the members by writing an e-mail to the Company Secretary at 'secretarial@growel.com'.
21. In all correspondence with the Company, for speedy communication, members are requested to quote their folio no. and in case their shares are held in dematerialised form, they must quote their DP ID and Clint ID Number. Members are also requested to mention Contact No. & e-mail ID for faster Communication.
22. To support the "Green Initiative" and for receiving all communication (including notice and Annual Report) from the Company electronically,
- (a) Members holding shares in physical mode and who have not registered / updated their email addresses with the Company / RTA are requested to register / update the same by writing to the Company / RTA or by mailing the scanned copy of a signed request letter with details of Folio Number, complete address, email address to be registered and attaching a self-attested copy of the PAN Card at 'secretarial@growel.com' or to the Company's RTA at 'rnt.helpdesk@linkintime.co.in'.
- (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.
23. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The same can be obtained from the Secretarial Department of the Company at its Registered Office and are also available on the website of the Company at 'www.growel.com'. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
24. Pursuant to the amendments introduced by the Finance Act, 2020, the dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. However, no tax will be deducted on payment of dividend to the resident individual shareholders, if the total dividend paid does not exceed Rs. 5,000/-. The rate of tax deducted at source will vary depending on the residential status of the shareholder and documents registered with the Company.

For the prescribed rates of various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / RTA (In case shares are held in physical mode) and depository (in case shares are held in demat mode). A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H by email on 'investorscommunication@growel.com' on or before September 20, 2022, to avail the benefit of non-deduction of tax at source. Resident shareholders are requested to note that in case their PAN is not registered or if the PAN provided to the Company / RTA is invalid, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence by submitting necessary documents, forms, declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits, by email on 'investorscommunication@growel.com' on or before on September 20, 2022.

25. The members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure as detailed in this notice. As per the MCA Circulars, the facility of participation at the AGM through VC / OAVM will be made available to at least 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.
26. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
27. The voting rights of members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date ("Record Date"), i.e., as on September 15, 2022.
28. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed in this notice.
29. Instructions for Remote E-Voting and Electronic Voting System :
- Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility of 'remote e-voting' (e-voting from a place other than the venue of AGM), to exercise their right to vote at the 64th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- Those members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.

The Company has appointed M/s GMJ & Associates, firm of Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM by electronic mode and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.

The instructions to members for voting electronically are as under :-

- (i) The e-voting period begins on Monday, on September 19, 2022 at 10.00 am and ends on Wednesday, on September 21, 2022 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, on September 15, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to cast their vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINK INTIME, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration. <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (i.e. your sixteen digit Demat Account Number hold with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their 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. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL depository site. After successful authentication, wherein you can see e-voting feature, click on Company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note : Members who are unable to retrieve user ID / password are advised to use 'Forget User ID' and 'Forget Password' option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No. : 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form.
- a. The shareholders should log on to the e-voting website : www.evotingindia.com.
 - b. Click on 'Shareholders' module.
 - c. Now enter your User ID;
 - For CDSL : 16 Digits beneficiary ID;
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on 'Login'.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

f. If you are a first time user follow the steps given below :

	For physical shareholders and other than individual shareholders holding shares in demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to send an email to the Company's RTA at rnt.helpdesk@linkintime.co.in to obtain a sequence number for such login.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on 'SUBMIT' tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see 'Resolution Description' and against the same the option 'YES / NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xi) Click on the 'Resolutions file link' if you wish to view the entire resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'Cancel' and accordingly modify your vote.
- (xiii) Once you 'Confirm' your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take print of the voting done by you by clicking on 'Click here to print' option on the voting page.
- (xv) If demat account holder has forgotten the Login Password, then enter the user ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@growel.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for Those Shareholders Whose Email/Mobile No. Are Not Registered with The Company/Depositories.

1. For Physical shareholders – Please provide necessary details like Folio No., Name of the shareholder, Scanned copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company / RTA email ID.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

Instructions for shareholders attending the 64th AGM of the Company through VC / OAVM are as Under :

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM / EGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
8. If any votes are cast by the shareholders through the e-voting available during the EGM / AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

30. The Scrutinizer will, immediately after the conclusion of voting at the 64th AGM, start scrutinizing the votes cast at the meeting along with remote e-voting and prepare a consolidated Scrutinizer's Report and submit thereafter to the Chairman of the meeting or any person authorised by him. The result declared along with the consolidated Scrutinizer's Report will be placed on the Company's website at www.growel.com and will be displayed on the notice board at the Registered Office of the Company, within 48 hours of the conclusion of the meeting. The Company will simultaneously forward the results to BSE Limited, where the shares of the Company are listed.



EXPLANATORY STATEMENT PURSUANT TO SEC. 102(I) OF THE COMPANIES ACT, 2013

Item No. 5 :

The Board of Directors by circular resolution, appointed Mr. Ayush Agarwala (DIN : 08960180) as an Additional Director of the Company with effect from August 04, 2022, upto the date of this Annual General Meeting.

Mr. Ayush Agarwala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director. Mr. Ayush Agarwala is advocate with a career spanning of over 13 years and have vast experience in international and domestic disputes, white collar crimes and insolvency and bankruptcy. He has advised several corporate power houses and multinational companies, both domestic and international, spanning various industries and sectors. He has extensive experience in sectors including shareholder disputes, infrastructure, insurance, financial institutions, telecom, manufacturing, information technology and consumer.

Mr. Ayush Agarwala has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations. The Nomination and Remuneration Committee has also recommended his appointment as Independent Director, not liable to retire by rotation.

In opinion of the Board, he possesses appropriate skills, knowledge, experience and expertise and fulfils the conditions specified in the Companies Act, 2013, the rules framed thereunder and SEBI Listing Regulations for appointment as Independent Director and he is independent of the Management. Accordingly, it is proposed to appoint him as a Director of the Company and recommends the Ordinary Resolution at Item No. 5 for the approval of members.

Brief resume of Mr. Ayush Agarwala, nature of his expertise and names of the Companies in which he holds Directorships, Memberships and Chairmanships of Board, Committees, shareholding and relationships between the Directors inter-se as stipulated under Regulation 36(3) of SEBI Listing Regulations forms part of the notice of Annual General Meeting and is annexed to this Annual Report.

The terms and conditions of his appointment are open for inspection at the Registered Office of the Company during normal office hours on all working days except public holidays between 10.00 a.m. to 12.00 noon up to the date of Annual General Meeting.

This statement may also be regarded as a disclosure under SEBI Listing Regulations.

Except Mr. Ayush Agarwala, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way concerned / interested in the resolution set out at Item No. 5 of the accompanying notice of the AGM. Mr. Ayush Agarwala is not related to any Director(s) of the Company.

The Board recommends the passing of the resolution as set out at Item No. 5 of the notice of the AGM as an Ordinary Resolution.

Item No. 6 :

Pursuant to the provisions of Section 148 of Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company. As per the said Rules, remuneration payable to the Cost Auditors is required to be ratified by the members of the Company in the general meeting. On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 30, 2022 had considered and approved the appointment of M/s V. J. Talati & Co., Cost & Management Accountants as a Cost Auditors of the Company for the financial year 2022-23 at an aggregate professional Fees upto Rs. 2.00 Lacs p.a. (Rupees Two Lacs only) plus applicable Goods and Service tax and out of pocket expenses that may be incurred.

None of the Directors, Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the passing of resolution as set out at Item No. 6 of the notice of the AGM as an Ordinary Resolution.

Registered Office :

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

Date : August 9, 2022

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

Nirajkumar More
Managing Director
DIN : 00113191

Yogesh Samat
Director (Operations)
DIN : 00717877

LISTING REQUIREMENTS

As required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS - 2), given below are the details of the Directors :

DIRECTOR RETIRING BY ROTATION AND APPOINTMENT OF DIRECTORS

A. Name	: MR. ROHITKUMAR MORE
Age	: 49 Years [Date of Birth : 07-01-1973]
Qualifications	: B.E. - Mechanical
Expertise	: Business Management and Control.

Mr. Rohitkumar More is associated with the Company since March 14, 2003 and is a Whole-time Director of the Company based at Pune, looking after the business and operations of the Engineering Division of the Company. He has an experience of over 28 years of business operations, control and management.

Mr. Rohitkumar More is not related to any of the Directors of the Company.

Directorships in other Company	: Poona Bottling Company Private Limited, Growel Sidasa Industries Private Limited, Grauer & Weil Engineering Private Limited, Growel Softech Private Limited, Digikore Studios Private Limited
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Designated Partner	: Digikore Travels LLP, Digikore Design LLP
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Committee Memberships of Company	: NIL
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Shareholding in the Company	: 9,300 Equity Shares of Re. 1/- each
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B. Name	: MR. AYUSH AGARWALA
Age	: 35 Years [Date of Birth : 19/02/1987]
Qualifications	: B.S.L LL.B

Mr. Ayush Agarwala is advocate with a career spanning of over 13 years and have vast experience in international and domestic disputes, white collar crimes and insolvency and bankruptcy. He has advised several corporate power houses and multinational companies, both domestic and international, spanning various industries and sectors. He has extensive experience in sectors including shareholder disputes, infrastructure, insurance, financial institutions, telecom, manufacturing, information technology and consumer.

Outside of his day to day commitment to his work and professional life, Mr. Ayush has incorporated the "Vishik Seva Foundation", a not for profit organisation, which will aim at helping the underprivileged with access to quality lawyers and legal representation.

Mr. Ayush Agarwala is not related to any of the Directors of the Board of Company.

Directorships in other Company	: Vidhik Seva Foundation Vinca Developer Private Limited Kumar Sinev Developers Private Limited
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Committee Memberships	: --
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Shareholding in the Company	: Nil
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Registered Office :
Growel Corporate, Akurli
Road, Kandivli [East],
Mumbai - 400 101

For & on behalf of the Board of
Grauer & Weil (India) Limited

Nirajkumar More
Managing Director
DIN : 00113191

Yogesh Samat
Director (Operations)
DIN : 00717877

Date : August 9, 2022

DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Members,

Your Directors are pleased to present 64th Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2022.

1. FINANCIAL RESULTS (STANDALONE)

Rupees in Lacs

Particulars	2021-22	2020-21
Gross total revenue	84,886.66	66,940.89
Net revenue	78,052.33	61,952.54
Earnings before interest, depreciation, tax & amortizations (EBIDTA before exceptional items)	12,658.30	11,554.20
Profit before tax	10,628.24	9,506.00
Provision for tax (Current & Deferred tax)	2,804.81	2,542.85
Net profit after tax	7,823.43	6,963.15

2. OPERATIONS

During the financial year 2021-22,

- The Net revenue (Total income) of the Company at Rs. 78,052.33 Lacs grew by 26.0%.
- All the business segments i.e. Surface Finishings, Engineering and Mall segment registered significant growth. (For details refer Annexure 'A' - Management Discussion and Analysis which forms integral part of this Report).
- Operating profit (EBIDTA before exceptional items) at Rs. 12,658.30 Lacs grew by 9.6% over previous financial year whilst the Net profit of the Company at Rs. 7,823.43 Lacs registered a growth of 12.4%

3. MANAGEMENT DISCUSSION AND ANALYSIS

The operations of the Company are exhaustively discussed in the 'Management Discussion and Analysis' forming integral part of this Report pursuant to Regulation 34(2)(e) read with paragraph B of Schedule V of the SEBI Listing Regulations, 2015. Refer '**Annexure A**'.

4. DIVIDEND

The Board of Directors of your Company, in their meeting held on May 30, 2022, recommended payment of Rs. 0.65 (i.e. 65%) per Equity Share of Re. 1 (Rupee one only) as final dividend for the financial year 2021-22. This would entail a total outflow of Rs. 1473.59 Lacs including withholding tax.

The dividend recommended is in accordance with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy, in terms of Regulation 43A of SEBI Listing Regulation, 2015 is available on the Company's website at <https://growel.com/subpage/Policy>.

The payment of final dividend is subject to the approval of the Shareholders at the ensuing Annual General Meeting ('AGM') of the Company. The dividend once approved in Annual General Meeting will be paid to all the Shareholders whose name appears on the Record date. The Register of Members and Share Transfer Books of the Company will remain closed from September 16, 2022 to September 22, 2022 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2022 and the Annual General Meeting.

In view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final dividend after deduction of tax at source.

5. TRANSFER TO RESERVE

Your Company proposes to transfer an amount of Rs. 6,300 Lacs to the General Reserve to meet future expansions and balance profit will remain in the profit and loss account.

6. SHARE CAPITAL

During the year under review, there were no changes to the share capital. The issued, subscribed, and paid-up share capital of the Company consist of 22,67,05,750 Equity Shares of face value of Re. 1/- each amounting to Rs. 22,67,05,750/- as on the date of the Report. No Directors of the Company hold any convertible instruments as on March 31, 2022.

The Company has not issued any Equity Shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

The Company has not issued any Sweat Equity Shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

7. CORPORATE GOVERNANCE

A separate section on parameters of statutory compliance evidencing the standards expected from a listed entity have been duly observed and a Report on Corporate Governance and also the Report of the Statutory Auditors regarding compliance with the conditions of Corporate Governance as stipulated under Regulation 34 and Schedule V(C) of SEBI Listing Regulations have been furnished in the Annual Report as 'Annexure B' and forms a part of this Report.

8. SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS & RETURN ON NET WORTH:

There is no significant change (i.e. 25% or more) in any of the financial ratios viz. Debtors Turnover, Inventory Turnover, Interest Coverage Ratio, Current Ratio, Debt Equity Ratio, Operating Profit Margin, Net Profit Margin and Return on Investment.

9. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company believes that social responsibility is not just a corporate statutory obligation, but it is more of a social and moral obligation. Keeping this in mind, your Company has, even before commencement of Companies Act, 2013, embarked on the journey of social change through sustainable and inclusive growth, dedicated to the cause of future and future generations and improving the quality of living for the less privileged.

During the year, your Company spent Rs. 190.12 Lacs towards CSR. The details of various CSR initiatives undertaken along with the amount spent on each of them is set-out in 'Annexure C' to this Report in compliance with Section 134(3)(o) of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company at <https://growel.com/subpage/Policy>.

As per the provisions of Section 135 of the Companies Act, 2013, the Board has constituted a CSR Committee. The details regarding the terms of reference of CSR Committee, number and dates of meetings held, composition and attendance of the Directors etc. are mentioned in 'Annexure B - Corporate Governance Report', which is integral part of this Report.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has designed a proper and adequate internal control system, commensurate with the nature of the Company's business, size and complexity of its operations, to ensure the following viz.

- a) adherence to Company's policies, procedures, applicable laws and regulations,
- b) assets and resources are acquired economically, used efficiently and adequately protected and
- c) that transactions are accurate, complete and properly authorized prior to recording.

Details are provided in Management Discussion and Analysis Report in 'Annexure A' to this Report.

The Internal Financial Controls with reference to financial statements, as designed and implemented by the Company, are adequate. During the year under review, no material or serious observations have been reported by the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal financial control systems w.r.t. the financial statements and suggests improvements to strengthen the same. Company has a robust Management Information System, which is an integral part of the control mechanism.

To strengthen the Internal Control mechanism, Internal and operational audit is entrusted to an external independent audit agency viz. M/s M. M. Nissim & Co. LLP, a firm of Chartered Accountants. The main thrust of Internal Audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The internal audit programme is approved by the Audit Committee and the key internal audit findings and status of management actions arising therefrom are reviewed quarterly in Audit Committee Meeting.

The terms of office of Internal Auditors expired on the conclusion of Board meeting held on August 9, 2022 and accordingly they ceases to be Internal Auditor of the Company.

In order to maintain its objectivity and independence, the Internal Audit function reports directly to the Board of Directors / Audit Committee / Chairman of the Company. The Company has also adopted the Compliance Management Tool to ensure timely compliance of legal, financial, environmental, labour and all other applicable relevant regulations.

11. RISK MANAGEMENT

Your Company recognises that risk is inherent in every business activity. The challenge lies in anticipating those risks and preparing in advance for them. Effective management of these risks is key to your Company's strategic objectives and the long-term sustainable growth of the business.

The Risk Management Committee of the Board, constituted on June 30, 2021, as per Regulation 21 of SEBI Listing Regulations, continues to guide the Management Team in operating a comprehensive risk management framework. The Committee is responsible for framing, implementing, monitoring and reviewing the risk management plan and ensuring its effectiveness.

The Audit Committee additionally supervise the financial risks and controls. The major risks identified by the business verticals and functions are systematically addressed through mitigating actions on a continuous basis. Audit Committee and Internal Auditor undertakes both, regular and ad-hoc reviews of risk management controls, processes and procedures including risk identification, impact assessment, effective implementation of risk mitigation plans and risk reporting. There are no risks which, in the opinion of the Board, threaten the existence of the Company.

The details of members of the Risk Management Committee and risk management as practised by the Company are provided as a part of the 'Management Discussion and Analysis Report' which is attached as 'Annexure A' to this Report.

12. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company encourages a honest and transparent working environment amongst all its employees and associates by adopting a Whistle Blower Policy approved by Board of Directors of the Company in compliance with the provisions of Section 177(9) of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 4 of SEBI Listing Regulations and in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The same is hosted on the website of the Company at <https://growel.com/subpage/Policy>.

This Policy, inter-alia, provides a direct access to the Chairman of the Audit Committee, to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy and grievances, if any. This effectively provides adequate safeguards against victimization of whistle blowers.

During the financial year ended March 31, 2022, no case was reported under this policy. Further, no employee or Director was denied access to the Audit Committee or its Chairman.

Brief details about the policy are provided in the Corporate Governance Report attached as 'Annexure B' to this Report.

13. ANNUAL RETURN

In terms of Sections 92(3) and 134(3)(a) of the Act, annual return is available under the "Investors" section on the Company's website, www.growel.com.

14. FIXED DEPOSITS

Your Company has not accepted any deposit from public within the meaning of provisions of Chapter V of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended March 31, 2022 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

15. LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans given, investments made, guarantees given and securities provided by the Company, pursuant to Section 186 of the Act and subsisting as on March 31, 2022 have been disclosed in the financial statements.

16. RELATED PARTY TRANSACTIONS

None of the contracts / arrangements / transactions with related parties fall under the scope of Section 188(1) of the Act, as all related parties contracts / arrangements / transactions were in the ordinary course of business and on an arm's length basis. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC - 2 is not applicable to the Company for the financial year 2021-22 and hence does not form part of this Report.

There were no materially significant transactions with related parties during the financial year 2021-22 which were in conflict with the interest of the Company. Suitable disclosures as required under IndAS 24 have been made in the notes to the standalone financial statements. Prior omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature, in the ordinary course of business and at arm's length during the financial year and statement of all such transactions are placed before the Audit Committee as also to the Board for review and approval on a quarterly basis.

The Audit Committee and the Board of Directors have approved the Related Party Transactions Policy and the same has been hosted on the Company's website at <https://growel.com/subpage/Policy>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

17. MATERIAL CHANGE

Pursuant to Section 134(3)(l) of the Companies Act, 2013, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this Report. further, there was no change in the nature of the business of the Company.

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status of the Company and its operations in future.

19. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Retirement by rotation - Mr. Rohitkumar More

Mr. Rohitkumar More (DIN : 00139797) is liable to retire by rotation at the 64th Annual General Meeting in terms of Section 152 read with Section 149(13) of the Companies Act, 2013 and the Articles of Association of the Company and he has offered himself for reappointment. The item seeking his reappointment is incorporated in the notice of the ensuing Annual General Meeting and the brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations, 2015 forms part of the notice of ensuing Annual General Meeting. The Board recommends his re-appointment.

b. Resignation of Mr. Shashikant Keshav Sakhalkar as Independent Director

During the year under review, due to personal reason and other commitment, Mr. Shashikant Keshav Sakhalkar – Independent Director of the Company resigned as Director with effect from March 03, 2022. The Board of Directors placed on record its appreciation for the invaluable contribution made by him during his stint with the Company as an Independent Director. Further Mr. S. K. Sakhalkar also confirmed that there is no other material reason except as stated above for his resignation.

c. Retirement of Mr. Vinod Haritwal as a CEO

During the year under review, Mr. Vinod Haritwal, Chief Executive Officer (CEO) & Whole-time Director was superannuated and hence he resigned as a Director and Whole-time Director of the Company effective from July 1, 2021. He also retired as a CEO of the Company from end of September 30, 2021. The Board of Directors placed on record its appreciation for the invaluable contribution and guidance made by him during his tenure with the Company as a Director and CEO.

d. Appointment of Mr. Ayush Agarwala as Independent Director

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and pursuant to provisions of Section 161 of the Companies Act, 2013, by Circular Resolution appointed Mr. Ayush Agarwala (DIN : 08960180) as an Additional Director (Non-executive Independent Director) on the Board of the Company with effect from August 04, 2022 to holds office till the date of ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.

Mr. Ayush Agarwala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also satisfies the criteria for being an Independent Director of the Company and has given his consent to act as an Independent Director. He has given a declaration to the Company of his independence as required under Section 149(7) of the Companies Act, 2013. In pursuance of Section 149(10) of the Companies Act, 2013 and subject to approval of the shareholders in the ensuing Annual General Meeting of the Company, Mr. Ayush Agarwala has been appointed as an Independent Director for a term of 5 (Five) years with effect from August 04, 2022 upto and including August 03, 2027, not liable to retire by rotation. A resolution in this behalf is set out in the notice of Annual General Meeting, for members' approval.

e. Appointment of Mr. Yogesh Samat as a Whole-time Director

In the 63rd Annual General Meeting of the Company held on September 29, 2021, Mr. Yogesh Samat was appointed as a Whole-time Director of the Company for a period of 5 (Five) year w.e.f. July 01, 2021.

f. Independent Directors

The Independent Directors are familiarized, inter alia, with the Company, their rights, roles, duties and responsibilities, the nature of the industry, the business model of the Company etc. A note on the familiarizing programme adopted by the Company for the orientation and training of the Directors is provided in the 'Corporate Governance Report' which forms part of this Report and are available on the Company's website at www.growel.com.

The Independent Directors of the Company have submitted an individual declaration

- a. under Section 149(7) of the Act that each of them meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015 and
- b. under Regulation 25(8) of the SEBI Listing Regulations that there has been no change in the circumstances or situation, which may affect their status as Independent Director during the year.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company. Requirements of online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014 will be complied within the prescribed timeline, if the same is applicable to each of them.

g. Policy on appointment and remuneration of Directors

The objective of the Remuneration Policy is to attract, motivate and retain competent individuals that the Company needs to achieve its strategic and operational objectives, whilst recognising the societal context around remuneration and recognizing the interests of Company's stakeholders. The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the 'Corporate Governance Report', which forms part of the Board's Report.

h. Performance evaluation

Pursuant to the provisions of the Act and Regulation of the SEBI Listing Regulations, the Board of Directors has carried out annual performance evaluation of its own performance, the Directors Individually and the Chairman as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report attached as 'Annexure B' to this Report.

The performance of the Independent Directors was evaluated by the entire Board except the person being evaluated, in their meeting held on June 30, 2021. The performance assessment of Non-Independent Directors, Board as a whole and the Chairman was carried out in a separate meeting of Independent Directors.

i. Meeting of Board and Committees

The Board of Directors met 4 times during the financial year ended March 31, 2022 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and provided their valuable inputs on the matters brought before the Board of Directors from time to time. The details of the meetings are furnished in the 'Corporate Governance Report' which is attached as 'Annexure B' to this Report.

Additionally, on January 28, 2022, the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and the provisions of SEBI Listing Regulation, 2015.

j. Board Committees

As on March 31, 2022, the Company has Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. During the financial year 2021-22, 4 (Four) meetings each of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee and 2 (Two) meeting of Risk Management Committee were convened and held. Detailed note on the composition of the Board and its Committees are provided in the 'Corporate Governance Report' attached as 'Annexure B' to this Report.

k. Key Managerial Personnel

Pursuant to the provisions of Section 2(51) and 203 of the Act, the Key Managerial Personnel of the Company are

1. Mr. Nirajkumar More - Managing Director (DIN : 00113191);
2. Mr. Gurinder Singh Gulati – Chief Financial Officer (FCA No. : 90728)
3. Mr. Chintan K. Gandhi - Company Secretary (ACS No. : 21369)

During the year under review, Mr. Vinod Haritwal resigned from the position of CEO of the Company.

20. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has zero tolerance policy for sexual harassment at workplace and has formulated a policy on its prevention and redressal at workplace. Employees are made aware about the consequences of such acts and are informed to report all such instances to an Internal Complaints Committee which has been formed to redress any such complaints received in relation thereto in line with provisions of requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

During the year under review, neither any complaints were received / filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 nor any complaints were outstanding as at the beginning and end of the year under review.

21. BUSINESS RESPONSIBILITY REPORT

In compliance with the Regulation 34(2)(f) of the SEBI Listing Regulations, 2015 read with SEBI circular dated December 27, 2015, the 'Business Responsibility Report' for the financial year ended March 31, 2022 has been separately furnished in the Annual Report and is annexed as 'Annexure D'.

22. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, confirm:

- a. that in the preparation of Annual Financial Statements for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in note No. 1 of the notes to the financial statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2022 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

23. SUBSIDIARY & ASSOCIATE COMPANIES

As on date, Company has 2 (Two) Overseas Subsidiaries viz. Grauer & Weil (Shanghai) Limited in China and Growel Chemicals Co. Limited in Thailand and 2 (Two) Associate Companies viz. Grauer & Weil Engineering Private Limited (previously known as Growel Goema (India) Private Limited) and Growel Sidasa Industries Private Limited. During the year under review, Grauer & Weil (Thailand) Co. Limited, an Associate Company in Thailand made an application for striking off the name of the Company and same has been approved.

Further, pursuant to the provisions of Section 136 of the Act, financial statements in respect of Subsidiaries are available on the website of the Company at www.growel.com.

A Report on the salient features of the financial statements of Subsidiaries / Associate Companies prepared in form AOC-I is attached as Annexure to consolidated financial statements of the Company. The Company does not have any material subsidiary as per the thresholds laid down under the SEBI Listing Regulations. During the year, the Board of Directors reviewed the affairs of Subsidiaries.

24. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company along with its Subsidiaries and Associate prepared for the year 2021-22 in accordance with relevant Ind AS issued by ICAI forms part of this Annual Report.

25. AUDITORS AND AUDIT REPORTS

a. Statutory Auditors

The term of office of M/s SCA and Associates as a Statutory Auditors of the Company is expiring on conclusion of 64th AGM and it is proposed to appoint M/s M. M. Nissim & Co. LLP as a Statutory Auditors of the Company to hold office for a period of 5 Years i.e. from the conclusion of 64th Annual General Meeting (AGM) till the conclusion of 69th AGM of the Company.

The Company has obtained a consent letter from M/s M. M. Nissim & Co. LLP (ICAI Firm Registration No. 107122W/W100672) under Section 139(1) of the Companies Act, 2013 along with certificate that appointment, if made will be in accordance with the provisions of Section 141 of the Companies Act, 2013 and they are not disqualified to be appointed as Auditors of the Company under Section 141(3) of the Companies Act, 2013.

Members are requested to consider their appointment at a remuneration to be decided by the Board of Directors for a period of 5 years, as set out in the notice convening the Meeting.

b. Cost Auditors

Your Company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly such accounts and records are being made and maintained by the Company as per said requirements.

The said cost accounts and records are also required to be audited pursuant to the provisions of Section 148 of the Companies Act, 2013, read with notifications / circulars issued by the Ministry of Corporate Affairs from time to time and accordingly as per the recommendation of the Audit Committee, the Board of Directors appointed M/s V. J. Talati & Co., Cost Accountants, as the Cost Auditors of the Company for FY 2021-22.

In respect of FY 2022-23, the Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s V. J. Talati & Co., Cost Accountants, as the Cost Auditors of the Company. A resolution for ratification of the remuneration to be paid for such appointment is included in the notice of the ensuing Annual General Meeting.

c. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company engaged the services of M/s GMJ & Associates, Firm of Practicing Company Secretaries, Mumbai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2022. The Secretarial Audit Report for the financial year ended March 31, 2022 in Form No. MR - 3 is attached as '**Annexure E**' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Pursuant to Regulation 24(A) of SEBI Listing Regulations, the Company has obtained Annual Secretarial Compliance Report from M/s GMJ & Associates, Firm of Practicing Company Secretaries and the same is submitted to the stock exchange and it does not have any adverse remark.

The Board, on the recommendation of Audit Committee, has re-appointed M/s GMJ & Associates, Firm of Practicing Company Secretaries, as Secretarial Auditor of the Company for the financial year 2022-23.

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

Information as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are furnished in '**Annexure F**' to this Report.

27. PARTICULARS OF EMPLOYEES

The Company has no employees, who draws the remunerations in excess of limits specified in Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of the Act and the Rules framed thereunder is enclosed as '**Annexure G**' to this Report.

28. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has substantially and materially complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, as amended from time to time.

29. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Section 124 of the Companies Act, 2013 read with provisions of Investor Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more were already transferred by the Company in favour of Investor Education and Protection Fund. The unclaimed dividend for the financial year 2013-14 have also been transferred to the Investor Education and Protection Fund established by the Central Government.

30. SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS

Subject to the applicable provisions of the Companies Act, 2013 read with various circulars and notifications issued from time to time, all documents, including the notice and Annual Report will be sent through electronic transmission in respect of members whose email IDs are registered in their demat account or are otherwise provided by the members.

31. HEALTH AND SAFETY

Your Company accords the highest priority to the occupational health and safety of its workers and employees. Company believes that all incidents are avoidable provided a strong technical and administrative mechanism is in place to monitor all processes involving risk and hazards. Company has, during the year under review, conducted various training programmes for increasing disaster preparedness, awareness and safety of workers. Company lays strong emphasis to provide a clean, hygienic and conducive work environment to all employees & staff at all its working locations.

32. LISTING

The Equity Shares of the Company are at presently listed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Company is regular in payment of listing fees.

The National Stock Exchange of India Limited (NSE) vide its Circular dated August 3, 2021, voluntarily permitted to trade and admitted for dealings, the security (Equity Shares) of the Company on their exchange under 'Permitted to trade' category. This is effective from August 5, 2021. The symbol of the Company on NSE is 'GRAUWEIL'.

33. GREEN INITIATIVE

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members.

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to Shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA.

34. SIGNIFICANT BENEFICIAL OWNER

Attention of the members is invited to the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs, whereby a person is considered as a 'Significant Beneficial Owner (SBO)', if he / she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the Company. A shareholders holding shares in the Company on behalf of others or fulfilling the criteria as mentioned in the Companies (Significant Beneficial Ownership) Amendment Rules, 2019, is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted time frame.

35. APPRECIATION

The Board of Directors would like to express their sincere thanks to all the stakeholders viz. customers, members, dealers, vendors, distributors, agents, banks and other business partners for their patronage and trust reposed in Company for past several years. Your Directors would also like to thank various Central and State Government Departments, Organizations and Agencies for their support and cooperation extended by them from time-to-time. The Board also places on record its sincere appreciation for the enthusiastic and hard-working employees of the Company who dedicatedly work round the year and without which it would not have been possible to achieve the all-round progress and growth of Company.

Registered Office :

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

Date : August 9, 2022

For & on behalf of the Board of
Grauer & Weil (India) Limited

Nirajkumar More
Managing Director
DIN : 00113191

Yogesh Samat
Director (Operations)
DIN : 00717877

ANNEXURE – ‘A’: TO DIRECTORS’ REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. AN OVERVIEW OF BUSINESS PERFORMANCE

Your Company is one of the few companies in the world that offers the complete coating solutions to its customers. The Company not only offers complete package of corrosion and protection solutions under one roof, but its Engineering Division also manufactures and supply the automatic plating lines, phosphating plants, painting plants and filtration systems to meet end-to-end surface finishing requirements of its customers.

The financial year 2021-22 witnessed a healthy growth in the Gross Total Revenues of the Company, crossing Rs. 800 crore mark, on the backdrop of strong sales reported by both Surface Finishings and Engineering segments. The performance in Gross Total Revenues of Surface Finishing was largely fuelled by strong sales growth reported in both General Metal Finishing Coatings and Paints Coatings.

Though, under the influence of on-going pandemic, the year started with slower sales in first quarter but the sales gradually picked-up in later periods. The performance of Mall segment, in financial year 2021-22, too, was commendable as revenues from this segment grew by 57.0% over corresponding previous financial year considering that its full-fledged operations commenced only from October, 2021.

An overview of the performance of different business segments of the Company is as under:

- a) Surface Finishing Segment:** Surface Finishing Segment continues to be significant part of overall business operations of the Company. The segment accounts for nearly 88.0% of Total Segment Revenues.

Its product portfolio includes General Metal Finishing (such as functional coatings, decorative coatings, pre-treatments, plating on plastics, anti-corrosion treatments etc.), Paints & related coatings (such as high-performance industrial coatings, marine coatings, aerospace and defence coatings, architectural coatings etc.) and Industrial lubricants (such as rust preventive oils, cutting oils, deformation oils, heat treatment oils etc.).

Your Company continues to maintain its leadership position in the metal finishing products despite growing intensity of competition from domestic and international Companies. Strong growth was also reported in Paints coatings. The Industrial lubricants also grew extremely well in revenues and strong underlying volume growth.

- b) Engineering Segment:** In spite of strong recessionary trends in capital goods industry, the segment revenue witnessed an impressive growth of + 15.1% in financial year 2021-22 over corresponding previous financial year.
- c) Mall Segment:** The second wave of COVID-19 that struck the country in the first half of financial year 2021-22 dampened a quick recovery of the Mall business. However, the recovery, thereafter, was very rapid and the Company closed with an 57.0% growth as compared to financial year 2020-21. Footfalls, however, continued to be lower than financial year 2019-20, the last year of normal pre-COVID behaviour by customers.

2. EXPORTS

The Company’s emphasis on exports continued unchanged. As a result, despite the global challenges posed by the pandemic, the export revenues grew impressively by 16.9%.

3. FINANCIAL PERFORMANCE

The highlights of financial performance of the Company for the year under review are as under:

- Net profit of the Company at Rs. 7,823.43 Lacs registered an increase of 12.4%, on the backdrop of 26.0% growth in Net revenue (Total income) in financial year 2021-22 over financial year 2020-21.
- The Company spent Rs. 2,154.42 Lacs in Capital expenditure during the year.
- The Company has no long-term loans or bank borrowings as at the end of year. The only long-term liability on account of Hire Purchase declined from Rs. 16.16 Lacs to Rs. 9.65 Lacs.
- The Working capital (Net current assets) increased by Rs. 4,719.54 Lacs i.e. from Rs. 31,311.36 Lacs in financial year 2020-21 to Rs. 36,030.90 Lacs in financial year 2021-22.
- Key Financial Ratios*:**

	FY 2021-22	FY 2020-21
Debtors turnover (days)	62	74
Inventory turnover (days)	99	116
Interest coverage Ratio	43	45
Current Ratio	2.89	2.69
Debt : Equity Ratio	0.04	0.04

Operating profit margin (%) (before exceptional items)	16.68%	19.30%
Net profit margin (%)	10.31%	11.63%
Return on Net worth	14.23%	14.49%

* Some of the ratios have been recalculated in line with the methodology suggested by the ICAI's Guidance note on Schedule III for the preparation of financial statements.

4. OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK

Covid pandemic acted like a double edged sword. While it was a major reason for the trade and industry slowdown, it also gave rise to an entirely new set of opportunities for Surface Finishing business. This was driven by two major trends. First, there came a lot of global interest in locating manufacturing in India as the second alternative to China. Secondly, local consumer spending had bounced back quite well in the second half of year 2021-22 giving a fillip to downstream manufacturing and consequent demand to your Company for products that go into bathroom fittings, anodizing, auto components etc.

One key dampener in the second half of 2021-22 was the steep increase in commodity prices with several of our raw materials rising manifold in prices. Supply chain uncertainties and bottlenecks compelled Company to take consequent increase in our prices to customers which was not fully absorbed by our customers.

Fortunately, early signs of softening of raw material prices began to emerge by the end of financial year 2021-22 and subsequent trends have confirmed some stabilisation albeit at higher rates than prevailing during the pre-COVID period.

In the area of Paints, the increase in capacity of oil and gas segments and infrastructure provides an opportunity for growth in subsequent years. The government focus on drinking water for every house under "Har Ghar Jal Scheme" forming part of "Jal Jeevan Mission" will supplement further opportunities in food grade high performance coatings. As a part of "Atmanirbhar Bharat Scheme" of Government of India, two of our products in aerospace segment, developed for BrahMos missile won the runner-up national award which further signifies our deep presence in this segment. The high input cost due to global volatility may reduce the competitiveness of Paints Industrial Coatings.

The Mall business has recovered smartly and the Company expects a near normal, if not fully normal performance in the ensuing financial year.

Financial year 2022-23 has started on a much more positive note with the help of tailwinds of significant investments in manufacturing sector expecting to help our business. This is despite strong competition and the emergence of new international players in many of our business segments.

5. FUTURE PROSPECTS

The Company put into play the business strategy conceived last year to regrow our share in General Metal Finishing segment, with particular focus on Anodising, Electroless Nickel and Plating over Plastics.

We will continue to invest and build on long term assets and strategies with planned additions in capacities in our Jammu and Dadra plants. The new Technical Centre plan has also come closer to fruition and we expect to start construction in financial year 2022-23. This will further augment our businesses both in General Metal Finishing and Paints Coatings.

All these segments continue to hold excellent prospects in the coming years ahead.

6. HUMAN RESOURCES

Your Company continues to focus on the attracting the best-in-class talent to augment its work force besides providing regular training to its existing employees for their skill development and capability building at the fully equipped training centre at the Head Office and at all its plant locations. Company's Human Resource philosophy is guided by both occupational safety and maintaining good industrial relations which continued to be good through-out the financial year 2021-22.

There were no material developments on human resources and industrial relations fronts.

7. INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT FRAMEWORK

The Company has appropriate internal control systems and risk management framework commensurate with the size and nature of the Company's business. The Company has a system of regular internal audit carried out by an independent firm of Chartered Accountants. The internal control systems / frameworks are reviewed by the Top Management and by the Audit Committee of the Board and proper follow up actions are ensured wherever required.

8. CAUTIONARY STATEMENT

Statements in the 'Management Discussion and Analysis' describing the Company's objectives, expectations, estimates 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. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, events or information.

ANNEXURE – ‘B’ : TO DIRECTORS’ REPORT CORPORATE GOVERNANCE REPORT

I. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

At Growel’s, we firmly believe that maintaining the highest standards of Corporate Governance is the implicit rule that determines a management’s ability to make sound decisions and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value for all. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Strong leadership and effective corporate governance practices have been the Company’s hallmark inherited from the Growel’s culture and ethos.

Over the last Six decades, Growel has consistently demonstrated very principled conduct of business and has earned its reputation for quality, trust and integrity while building a successful global business. Your Company belongs to a legacy where the visionary founders of Growel laid the stone for good governance through the philosophies of ‘work to give’, implying the duty to work diligently carries the responsibility that one should give something back to others and society and ‘word is a bond’ - which enables one to build trust and confidence with one’s stakeholders, including employees, customers and suppliers, where long term relationships could be developed for the benefit of everyone.

Corporate governance philosophy is based on trusteeship, transparency, accountability, ethical behavior and disclosures. The Company’s governance framework is based on the following principles:

- Appropriate composition and size of the Board with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Transparent and professional decision making,
- Timely disclosure of material operation and financial information to the stakeholders;
- Adequate and effective systems and processes are in place for internal control;
- The Management is the trustee of the shareholders’ capital and not the owner.

The Company has adopted a Code of Conduct that extend not only to the employees including the Managing Director and the Executive Directors but also to the Independent Directors, which suitably incorporated the duties of Independent Directors also, as laid down in the Companies Act, 2013 (‘the Act’) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’). The Company’s corporate governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (‘Insider Trading Code’).

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46, read with Schedule V of SEBI Listing Regulations, as applicable, with regard to corporate governance and Report are as under:

2. BOARD OF DIRECTORS:

BOARD OF DIRECTORS: The Board is entrusted with ultimate responsibility of the Management, Directions and performance of the Company. The Board also provides leadership, strategic guidance, objective and independent view to the Company’s management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

BOARD COMMITTEES: The Board has constituted Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders’ Relationship Committee and Risk Management Committee, which has been mandated to operate within a given framework.

a. Composition of Board of Directors

The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board of Directors consists of eminent individuals with Industrial, Managerial, Technical and Financial background. The Company is managed by the Board of Directors in co-ordination with the Senior Management Team. The Board provides valuable guidance to the Management on various aspects of business, governance and compliance, amongst others. The Board’s guidance provides foresight, enhances transparency and adds value in decision-making. The strength and composition of the Board is reviewed from time to time so that it remains aligned with statutory as well as business requirements.

Company has a judicious combination of Executive and Non-executive Directors with 1 (one) Independent Woman Director on the Board. As on March 31, 2022, the Board comprises of seven Directors. Of the total 7 Directors, 4 (four) are Executive Directors and 3 (three) are Non-executive Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and 152 of the Act. The Chairman of the Board is an Executive Director. The position of the Chairman and Managing Director of the Company are held by separate individuals.

1 (one) Independent Director – Mr. S. K. Sakhalkar resigned from the Board on March 3, 2022 and accordingly Mr. Ayush Agarwal has been appointed as an Additional Director (Independent Director) of the Company w.e.f. August 4, 2022.

Except Mr. Umeshkumar More and Mr. Nirajkumar More, none other Directors are related to each other in terms of the definition of 'relative' given under Companies Act, 2013. Ms. Nirajkumar More is the son of Mr. Umeshkumar More.

During the year April 1, 2021 to March 31, 2022, none of the Directors on the Board

- holds Directorships in more than 20 Indian companies, with more than 10 public limited companies;
- serves as Director in more than seven listed entities;
- who are Independent Director serves as an Independent Director in more than seven listed entities
- who are the Executive Directors serves as Independent Directors in more than three listed entities.
- is a member of more than ten Committees or chairman of more than five Committees (Committees being Audit Committee and Stakeholders Relationship Committee) across all the Public Companies in which they are Directors.

Necessary disclosures regarding their Directorship and Committee positions have been made by all the Directors. All Directors are in compliance with the limit on directorships, Independent Directorships, Committee Membership of Companies as prescribed under Section 165 of the Act and Regulation 17A and 26 of the SEBI Listing Regulations.

The Managing Director (MD), Whole-time Directors (WTD) and Chief Executive Officer (CEO) are at the helm of operations and responsible for the Company's day-to-day operations and business activities of the Company. They functions according to the guidance and direction provided by the Chairman and the Board and provides strategic directions, lays down policy guidelines and ensures the implementation of the decisions of the Board and its various Committees.

b. Core Skills, Expertise and Competencies of the Board of Directors

The Board of Directors along with Nomination & Remuneration Committee, in selecting a new Board Member, focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgement of the person and identifies the suitable candidate with adequate qualities viz. skills, knowledge, expertise, practical exposure, competencies. In addition to the above, in case of Independent Directors, the Board and Committee shall satisfy itself with regard to the independence of the Directors to enable the Board to discharge its functions and duties effectively. The Board possess diverse knowledge, expertise, competencies which enables them to adequately discharge the entrusted roles, responsibilities and functions. The same are in line with the relevant provisions of the SEBI Listing Regulations.

c. Board Meeting and Attendance

The Board meets at regular intervals, at least once in a quarter, to discuss and decide on business strategies, policies and review the financial performance of the Company. The Board meetings are pre-scheduled and dates of meetings are intimated to the Directors well in advance to facilitate the Directors to plan their schedules accordingly. In case of business exigencies, the Board's approval is taken through circular resolutions also. The Circular resolutions are noted at the subsequent Board Meeting.

During the financial year 2021-22, 4 [four] Board Meetings were held on June 30, 2021, August 14, 2021, November 12, 2021 and January 28, 2022. The gap between two meetings did not exceed one hundred and twenty days as mentioned under Section 173 of the Companies Act, 2013 and Regulations 17(2) of SEBI Listing Regulations.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Directors and invitees in a structured format except unpublished price sensitive information and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Company places all information, as and when applicable, as specified in Part A of Schedule II of the SEBI Listing Regulations before the Board of Directors. The Board has unrestricted access to all Company related information.

Meetings were held physically at the Registered office of the Company with an options to the Directors / invitees to attend the same virtually. The Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder, Secretarial Standards and SEBI Listing Regulations with respect to convening and holding of the meetings of the Board of Directors.

The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of directorships and Committee chairmanships / memberships held by them in other Public Companies as on March 31, 2022 are given herein below. Other directorships do not include directorships of Private Limited Companies, Section 8 Companies and Companies incorporated outside India. Chairmanships / memberships of Board Committees shall include only Audit Committee and Stakeholders' Relationship Committee as per Regulation 26(1)(b) of the SEBI Listing Regulations. Below details are excluding the separate meeting of Independent Directors, in which Non Independent Directors were not eligible to participate.

Name of Directors	Category / Designation	No. of Board Meetings attended	Attendance at Last AGM	No. of other Directorships held	Outside Committee Positions held
Mr. Umeshkumar More (DIN : 0011266)	Chairman	3	Yes	1	---
Mr. Nirajkumar More (DIN : 00113191)	Managing Director	4	Yes	2	---
Mr. Vinod Haritwal (DIN : 00112862) (Whole-time Director upto 30-06-2021) (CEO upto 30-09-2021)	CEO & Whole-time Director	1	Yes	---	---
Mr. Rohitkumar More (DIN : 00139797)	Whole-time Director	1	Yes	---	---
Mr. Yogesh Samat (DIN : 00717877) (from 01-07-2021)	Whole-time Director	3	Yes	---	---
Mr. Suresh Pareek (DIN : 00757066)	Non-executive & Independent Director	4	Yes	---	---
Mr. Tarun Kumar Govil (DIN : 06924673)	Non-executive & Independent Director	4	Yes	---	---
Ms. Prerna Sonthalia Goradia (DIN : 08756246)	Non-executive & Independent Director	4	Yes	---	---
Mr. Shashikant Keshav Sakhalkar (DIN : 00695661) (upto 03-03-2022)	Non-executive & Independent Director	4	Yes	---	---

d. Changes in the composition of Board of Directors

The details of changes in the composition of the Board of Directors during the financial year 2021-22 are part of Director's Report and brief profile of the Directors, as required under Regulation 36(3) of the SEBI Listing Regulations, forms part of the notice of the Annual General Meeting and is annexed to this Annual Report.

e. Information supplied to the Board

The routine business brought to the relevant meetings include, inter alia, the following:

- Annual business plans, budgets and strategy.
- Quarterly standalone and consolidated financial statements of the Company, its divisions and update on operations.
- Financial results for the relevant period along with Limited Review / Audit Report thereon.
- Minutes of meeting of Board, its various Committees and of Subsidiary Companies.
- Statement of investments made by unlisted Subsidiaries.
- Review of Internal Audit Report/s.
- Shareholding pattern as per Regulation 31 of the SEBI Listing Regulations.
- Statement of shareholder grievance received / disposed during each quarter.
- The information on recruitment of senior officers just below the board level.
- Approval of related party transactions.
- compliance of applicable laws, rules and regulations.
- Notices of Interest.
- Write off of debtors, stocks, investments, assets.
- Details of CSR activities carried out.
- Materially important show cause, demand, prosecution and penalty notices, any materially significant effluent or pollution problems, fatal or serious accidents.

f. Chart / matrix setting out the skills / expertise / competence of the Board of Directors

The following are the core skills / expertise / competencies which in the assessment of the Board are required in the context of the Company's business and sector for the Company to function effectively:

1. Understanding of Macro environment, particularly economic, political and social factors.
2. Understanding of surface finishing industry and shoppertainment sector.
3. Knowledge of Company's business.
4. Strategic inputs on technical and operational matters.
5. Entrepreneurship, leadership and capability to adapt to new business environment.
6. Risk assessment and management skills.
7. Understanding of legal and regulatory framework in general and that specific to the Company.
8. Understanding and inputs on financial, tax and accounting matters.

The below tabulation reflects the areas of expertise of the individual Directors, who were part of the Board as on March 31, 2022 :

Name of Directors	Skill No.							
	1	2	3	4	5	6	7	8
Mr. Umeshkumar More	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Nirajkumar More	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Vinod Haritwal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Rohitkumar More	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Yogesh Samat	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Suresh Pareek	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Tarun Kumar Govil	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Purna Sonthalia Goradia	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Shashikant Keshav Sakhalkar	✓	✓	✓	✓	✓	✓	✓	✓

3. INDEPENDENT DIRECTORS:

a. Declaration of Independent Director

The Independent Directors fulfil the conditions of Independence specified in Section 149 of the Companies Act, 2013 and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Formal letters of appointment were issued to Independent Directors as provided in Companies Act, 2013. Based on confirmations / disclosures received from the Directors, the Board confirms that the Independent Directors fulfil the conditions specified under Schedule IV of the Companies Act, 2013 and SEBI Listing Regulations and are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

b. Meeting of Independent Directors

Pursuant to Schedule IV of the Act and Regulation 25(4) of the SEBI Listing Regulations, the Independent Directors of the Company met on January 28, 2022 without the presence of Non-Independent Directors and Members of the Management, inter alia,

- a. to evaluate the performance of the Non-Independent Directors and the Board of Directors as a whole,
- b. to evaluate the performance of the Chairman of the Board taking into account views of Executive and Non-executive Directors,
- c. to evaluate the performance of various Committees of the Board and
- d. to discuss the aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

The meeting of the Independent Directors was chaired by Mr. Suresh Pareek - Independent Director and Chairman of the Audit Committee. All Independent Directors were present at the meeting. The Company has purchased Directors & Officers Liability Insurance for Independent Directors against comprehensive risks and for appropriate quantum of sum insured.

c. Independent Director's Familiarisation Programme

As a practice, all new Directors (including Independent Directors) inducted to the Board are given a formal orientation and are familiarized, inter alia, with the Company, their rights, roles, duties and responsibilities, the nature of the industry, the business model of the Company etc. The Director is also explained in detail the Compliance required from him / her under Companies Act, 2013, SEBI Listing Regulations and other various statutes. The familiarization programme for our Directors is customized to suit their individual interests and area of expertise. The Chairman and Managing Director also have a one to one discussion with the newly appointed Director to familiarize him / her with the Company's operations.

Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to all Directors including Independent Directors on various matters inter-alia covering the Company's and Associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, internal control and risk mitigation plan, types of products manufactured by the Company, its cost structure, costing of raw materials and ancillary products, amendments in the relevant laws, statutes etc. The details of the familiarization programme for Directors are available on the Company's website at www.growel.com

4. COMMITTEES OF THE BOARD :

The Company have Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. The Risk Management Committee was formed during the year in compliance with the SEBI Listing Regulations. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the Board, as a part of good governance practice. The Board Committees can request special invitees to join the meeting, as appropriate. The Company Secretary acts as the Secretary of all the Committees.

During the year, all recommendations of the Committees are accepted by the Board. The functioning of all the Committees of the Board of Directors is guided by well laid down terms of reference, that has been framed keeping in view the requirements prescribed for such Board Committees under the provisions of the Act and SEBI Listing Regulations. The details of these Committees are set out below.

These Committees monitor the activities falling within their terms of reference.

a. AUDIT COMMITTEE :

The Company has constituted a qualified independent Audit Committee which acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the Internal Audit Reports and Action Taken Report. The majority members of the Committee are Independent Directors to facilitate independent and transparent review of financial reporting process and internal control mechanism with an objective to further strengthen the confidence of all stakeholders.

The terms of reference and powers of the Audit Committee are in accordance with the requirements of Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Act, which inter alia includes

Financials

- a. Review of the quarterly / half-yearly / annual financial statements with reference to changes, if any, in accounting policies and reasons for the same.
- b. Major accounting entries involving estimates based on exercise of judgment by management, adjustments, if any, arising out of audit findings.
- c. Compliance with listing and legal requirements relating to financial statements, qualifications, if any, in the draft audit report.
- d. Changes, if any, in accounting policies and practices and reasons for the same.
- e. Significant adjustments made in the financial statements arising out of audit findings.

Internal controls and risk management

- a. Review of internal audit function and discussion on internal audit Reports.
- b. Review of vigil mechanism.
- c. Review of adequacy of internal control systems.
- d. Review of enterprise level risks.

Compliance and other related aspects

- a. Disclosure of related party transactions and subsequent modifications, if any.
- b. Scrutiny of inter-corporate loans and investments.
- c. Valuation of undertakings or assets of the Company.
- d. Uses / application of funds raised through an issue.
- e. Review and recommendation of appointment, remuneration and terms of appointment of Auditors.
- f. Review of other services rendered by the Auditors.
- g. Review and monitor the Auditor's independence and performance and effectiveness of the audit process.
- h. Matters required to be included in the Director's Responsibility Statement.
- i. Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by Statutory Auditors, Internal Audit Reports.
- j. Review the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- k. Evaluation of internal financial controls and risk management systems.
- l. Review the compliances of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- m. Review the functioning of the Whistle Blower Mechanism.
- n. Such other items as the Act, rules made there under and the SEBI Listing Regulations for the time being in force requires or may hereinafter require the Audit Committee to consider, review, evaluate, examine, scrutinise, value, approve, monitor, report, note or otherwise.
- o. Such other function as specifically directed by the Board to Audit Committee.

As on date of Report, the Committee comprises of 4 Directors, out of which 3 are Independent Directors. More than two-thirds of the members of the Committee, including the Chairman are Independent Directors. All the members of the Audit Committee have Financial, Accounting and Management expertise.

During the financial year 2021-22, 4 [four] meetings of the Audit Committee were held on June 30, 2021, August 14, 2021, November 12, 2021 and January 28, 2022. The composition of the Audit Committee and details of the meetings attended by the Directors during the year 2021-22 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Mr. Suresh Pareek	Chairman	4	4
Mr. Nirajkumar More	Member	4	4
Mr. Tarun Kumar Govil	Member	4	4
Mr. Shashikant Keshav Sakhalkar (Upto 03-03-2022)	Member	2	2

The requisite quorum was present for all the meetings. The meetings of the Audit Committee are also attended by CEO, CFO, Head of Strategy, Statutory Auditors and Internal Auditors of the Company. Company Secretary of the Company acted as a Secretary of the Committee. All the decisions at the Audit Committee meetings were taken unanimously. All the recommendations of the Audit Committee have been accepted by the Board of Directors. Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on September 29, 2021.

b. NOMINATION & REMUNERATION COMMITTEE :

The Company has a Nomination and Remuneration Committee constituted pursuant to the provisions of Regulation 19, read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Act, whose primary objective is to oversee the Company's nomination process including succession planning for the Senior Management and the Board and specifically to assist the Board in identifying, screening and reviewing individuals qualified to serve as Executive Directors, Non-executive Directors and determine the role and capabilities required for Independent Directors consistent with the criteria as stated by the Board in its Policy on Appointment of Directors.

The terms of reference of the Committee includes:

- a. Recommend to the Board, the setup and composition of the Board and its Committees.
- b. Identify the persons and recommend to the Board the appointment / re-appointment of Directors, Key Managerial Personnel and other Senior Management personnel.
- c. Formulate criteria and support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- d. Formulate and recommend to the Board, the Remuneration Policy for Directors, Executive team or Key Managerial Personnel as well as the rest of employees.
- e. To ensure that the level and composition of the remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- f. Oversee familiarization programs for Directors.
- g. Such other function as specifically directed by Board to the Committee or as may be prescribed under the Companies Act, 2013, rules made there under and the SEBI Listing Regulations, from time to time.

Four meetings of Nomination and Remuneration Committees were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows:

June 30, 2021, August 14, 2021, November 12, 2021 and January 28, 2022.

The necessary quorum was present for all the meetings. The Chairperson of the Nomination and Remuneration Committees was present at the AGM held on September 29, 2021. Company Secretary of the Company acted as a Secretary of the Committee. The Company does not have any Employee Stock Option Scheme.

The composition of the Nomination & Remuneration Committee and details of the meetings attended by the Directors during the year 2021- 22 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Ms. Purna Sonthalia Goradia	Chairman	4	4
Mr. Tarun Kumar Govil	Member	4	4
Mr. Umeshkumar More	Member	4	3
Mr. Suresh Pareek	Member	4	4

Performance evaluation

Pursuant to the provisions of the Companies Act, 2013, Regulation 17 of the SEBI Listing Regulations and after taking into consideration the Guidance note issued by SEBI vide circular no. CMD/CIR/P/2017/004 dated January 5, 2017, Nomination and Remuneration Committee has laid down the criteria for and carried out the performance evaluation of all the Directors of the Company individually including Independent Directors and working of its Committees. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

The performance of the Board was evaluated on the basis of various criteria such as composition of the Board, information flow to the Board, discussion of strategic issues at the Board, roles and functions of the Board, relationship and engagement of the Board with management, external stakeholders and other development areas.

The performance of the Committees was evaluated after seeking the inputs of Committee members on the criteria such as understanding the terms of reference, Committee composition, Independence, contributions to Board decisions, etc.

The performance of the individual Directors was based on the criteria such as Director's knowledge and understanding of their role, Company's vision and mission, market potential, commitment to role and fiduciary responsibilities as a Board member, qualification, skill and experience, openness in communication, fulfillment of the independence criteria and their independence from the management (in case of Independent Directors) etc.

The performance of the Board Chairperson was evaluated after seeking the inputs from all the Directors other than the Board Chairperson, on the basis of the criteria such as Chairperson's role, accountability and responsibilities, promotion of effective relationship and open communication, positive and appropriate working relationship with other Executive Directors, commitment, etc.

Remuneration of Directors

Independent Directors receive remuneration by way of sitting fees for attending each meeting of Board and Board's Committees (where they are Chairman) and commission as recommended by the Nomination and Remuneration Committee and approved by the Board and shareholders subject to ceiling / limits of 1% of the net profit of the Company as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

The notice period, service contract, remuneration, compensation, commission, severance fees etc. to be paid to Managing Director / Whole-time Director(s) / Executive Director(s) etc. shall be as per their employment contract / terms of appointment, subject to the limits and conditions under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and the approval of the shareholders.

The level and composition of such remuneration including periodic revision in remuneration are determined so as to be reasonable and sufficient to attract, retain and motivate Directors. Service contract / notice period / severance fees are as per terms of employments and employment contract entered into by the Company with the Directors / KMPs and Senior Management Personnel.

Details of the remuneration for Executive and Non-executive Directors for the year ended March 31, 2022 are as under:

Rupees in Lacs

Directors	Sitting Fees	Salary & Allowances	Perquisites	Commission	Share Holding as on 31-03-2022 (in Nos.)
Mr. Umeshkumar More	---	112.31	13.23	-	2,28,05,999
Mr. Nirajkumar More	---	125.37	10.24	85.82	1,78,52,106
Mr. Vinod Haritwal (Upto 30-06-2021)	---	48.00	0.09	49.45	11,120
Mr. Rohitkumar More	---	53.92	3.63	24.00	9,300
Mr. Yogesh Samat (From 01-07-2021)	---	89.16	0.40	30.91	4,500
Mr. Suresh Pareek	--	---	---	--	17,31,965
Mr. Tarun Kumar Govil	1.60	---	---	4.40	2,500
Ms. Purna Sonthalia Goradia	1.60	---	---	3.00	---
Mr. Shashikant Keshav Sakhalkar (Upto 03-03-2022)	1.00	---	---	4.28	19,100

Remuneration Policy

The objective of the remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interest of Company's stakeholders. The policy is hosted at the website of the Company at <https://growel.com/subpage/Policy>.

c. STAKEHOLDERS RELATIONSHIP COMMITTEE :

The Stakeholders Relationship Committee considers and resolves the grievances of the security holders and the complaint letters received from Stock Exchanges / SEBI / Ministry of Corporate Affairs, etc. regarding non-receipt of Annual Report and dividends, transfer and transmission of securities, issue of new / duplicate certificates and such other grievances as may be raised by the security holders from time to time and to review effectiveness of Investors' grievance redressal system of the Company. Your Company's shares are compulsorily traded in the de-materialized form. Based on the delegated powers of the Board, Directors / officers / RTA approves the application / request for transfers / transmission / demat / remat of shares, deletion of name, duplicate share certificate etc. on a regular basis and the same is reported at the next meeting of the Committee, normally held every quarter.

Four Stakeholders Relationship Committee meetings were held during the year. The necessary quorum was present for all the meetings. Company Secretary of the Company is a Compliance officer and acted as a Secretary of the Committee. The dates on which the said meetings were held are as follows:

June 30, 2021, August 14, 2021, November 12, 2021 and January 28, 2022.

The Committee comprises of 3 Directors, out of which 1 is Independent Director. The composition of the Stakeholders Relationship Committee and details of the meetings attended by the Directors during the year 2021-22 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Mr. Tarun Kumar Govil	Chairman	4	4
Mr. Nirajkumar More	Member	4	4
Mr. Vinod Haritwal (Upto 30-06-2021)	Member	1	1
Mr. Yogesh Samat (From 01-07-2021)	Member	3	3

Details of investors complaints / requests received during the year by the Company:

Sr. No.	Nature of Complaints / Requests	Received	Disposed	Pending
1	Non-receipt / Revalidation of Dividend Warrants	8	8	---
2	Non-receipt of / request for Annual Report	4	4	---
3	Non-receipt / issue of Duplicate Share Certificate	2	2	---
4	Request of Transfer / Transmission / Demat of Shares	1	1	---
5	Request for Change of address / Bank details / Signature etc.	2	2	---
6	Others	1	1	---
	Total	18	18	---

d. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE :

The Company has constituted a Corporate Social Responsibility (“CSR”) Committee pursuant to the provisions of Section 135 of the Act, read with Companies (Corporate Social Responsibility) Rules, 2014 comprising of 3 Directors, out of which 1 is Independent Director. The CSR Committee formulate and recommends to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act. The Committee recommends the amount of expenditure to be incurred on the activities mentioned in the CSR Policy and monitors the implementation of the CSR Policy.

The CSR Committee met four times during the year. The necessary quorum was present for all the meetings. Company Secretary of the Company acted as a Secretary of the Committee. The dates on which the said meetings were held are as follows:

June 30, 2021, August 14, 2021, November 12, 2021 and January 28, 2022.

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

Name of the Member	Status	No. of Meetings Held	No. of Meetings Attended
Mr. Nirajkumar More	Chairman	4	4
Mr. Tarun Kumar Govil	Member	4	4
Mr. Vinod Haritwal (Upto 30-06-2021)	Member	1	1
Mr. Yogesh Samat (From 01-07-2021)	Member	3	3

e. RISK MANAGEMENT COMMITTEE :

Pursuant to the provisions of Companies Act, 2013 and Regulation 21 of SEBI Listing Regulations, 2015, in the Board Meeting held on June 30, 2021, Company has constituted a Risk Management Committee to assist the Board and Audit Committee in their responsibilities of framing, implementing, monitoring and overseeing Company’s risk management policies and processes (including processes for monitoring and mitigating such risks) and the Company’s exposure to unmitigated risks.

The terms of reference of Risk Management Committee are:

- Overseeing key risks, including strategic, financial, operational, sectoral, sustainability (particularly ESG related risks), IT (including cyber security) and compliance risks;
- Developing risk management policy and risk management system / framework for the Company;
- Assisting the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the Risk Policy.

2 (Two) meetings of Risk Management Committee were held during the year ended March 31, 2022. These meetings were held on November 12, 2021 and January 28, 2022. The requisite quorum was present for all the meetings. Company Secretary of the Company acted as a Secretary of the Committee. The details of the meetings attended by the Directors during the year 2021-22 are given below:

Name of the Member	Status	No. of Meetings Held	No. of Meetings Attended
Mr. Nirajkumar More	Chairman	2	2
Mr. Suresh Pareek	Member	2	2
Mr. Yogesh Samat	Member	2	2

5. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS :

There were no materially significant transactions with the related parties, during the year, which were in conflict with the interests of the Company and that require an approval of the Company in terms of SEBI Listing Regulations. The transactions entered into with the related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. Certain transactions which were repetitive in nature were approved through omnibus route by the Audit Committee. The Company has not entered into any materially significant related party transaction. The Policy on Related Party Transactions as approved by the Board of Directors from time to time is uploaded on the Company's website at <https://growel.com/subpage/Policy>.

During the financial year 2021-22, the Company did not have any material pecuniary relationship or transactions with Non-executive Directors apart from paying sitting fees and commissions. Further, the Directors have not entered into any contracts with the Company or its subsidiaries, which will be in material conflict with the interest of the Company.

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at <https://growel.com/subpage/Policy>. During the year, the Company did not have any unlisted material subsidiary. The Company is in compliance with the provisions governing material subsidiaries.

6. GENERAL BODY MEETINGS :

The last Three Annual General Meetings were held as under:

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Date and Time	September 29, 2021 at 3.00 pm	September 29, 2020 at 3.00 pm	September 5, 2019 at 3.00 pm
Venue	Through Video Conferencing (VC) / other Audio – Visual Means (OAVM)	Through Video Conferencing (VC) / other Audio – Visual Means (OAVM)	Growel's 101 Mall, Akurli Road, Kandivli (East), Mumbai – 400101
Any Special Resolution passed	Yes	Yes	Yes
Any Special Resolution passed through Postal Ballot	No	No	No

No Postal Ballot was conducted during the financial year 2021-22. None of the businesses proposed to be transacted at the ensuing AGM require passing a resolution through Postal Ballot.

7. MEANS OF COMMUNICATION :

- Quarterly Results are normally published in prominent daily newspapers viz. Economic Times and Maharashtra Times and all other statutory ads are published in Business Standard and Mumbai Tarun Bharat.
- All items required to be covered in the 'Management Discussion and Analysis Report' has been included in the '**Annexure A**' to the Director's Report.

The Company has its own website and all the vital information relating to the Company and its products are displayed on the website. Address of the website is www.growel.com

8. DISCLOSURES :

- Details on the use of proceeds from public issues, right issues and preferential issues etc. : No funds have been raised through issue of equity or debt in the form of public or rights or preferential issues during the year under review.
- Details of non-compliances, penalties etc. imposed on the Company by SEBI or Stock Exchange or any other Statutory Authority on any matter related to Capital Market, during the last Three Years : NIL

3. Your Company has established a Vigil Mechanism / Whistle Blower Policy to enable stakeholders (including Directors and Employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. Your Company hereby affirms that no Director / employee have been denied access to the Chairman / Chairman of the Audit Committee. The Whistle Blower Policy has been hosted on the Company's website at <https://growel.com/subpage/Policy>.
4. Board of Directors has laid down Code of Conduct setting forth standards to be followed by Directors and senior management. All the Directors and senior management have affirmed compliance with the Code of conduct and a declaration to that effect signed by the Managing Director and Director (operations) is annexed to this Report.
5. Based on the recent amendments in the SEBI (Prevention of Insider Trading Regulations), 2015, the Company has revised the "Code of Conduct for Prevention of Insider Trading" of the Company. Company Secretary, is the Compliance Officer for the purpose of this code. During the year, there has been due compliance with the code by the Company and all Insiders and requisite disclosures were made to the Stock Exchanges from time to time.
6. There were no instances where the Board had not accepted any recommendation of any Committee during the financial year.
7. Chief Financial Officer of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) of SEBI Listing Regulations [Part B of Schedule II]. The Chief Financial Officer also gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of SEBI Listing Regulations.
8. The Company has formulated the policy on dividend distribution with a view to inform the shareholders about how it aims to utilise extra profits and the parameters that shall be adopted with regard to the shares. The Policy imbibing the above parameters as per the provisions of SEBI Listing Regulations has been hosted in the Company's website at <https://growel.com/subpage/Policy>.
9. Total fees for all services, paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm / network entity of which the Statutory Auditor is a part is mentioned in Notes to accounts.
10. The Company has complied and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and Regulation 46(2) under SEBI Listing Regulations.
11. The Company is in compliance with the disclosures required to be made under this report in accordance with Regulation 34(3) read together with Schedule V(C) to the SEBI Listing Regulations.
12. Company complies with following non mandatory requirements of Regulation 27(1) specified in Part E of Schedule II of the SEBI Listing Regulation:
 - i. Company has appointed separate persons to the post of Chairman and Managing Director.
 - ii. Internal Auditors reports to the Audit Committee.
 - iii. The financial statements are with unmodified audit opinion.
13. Certificate has been received from a Company Secretary in practice stating that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board / Ministry of Corporate Affairs or any such Statutory Authority.
14. The Company has engaged a qualified practising Company secretary to carry out a share capital audit, to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital of the Company. The Audit Report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.
15. Your Company has not adopted any alternative accounting treatment prescribed differently from the Ind AS.
16. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the Director's Report.

9. GENERAL SHAREHOLDERS INFORMATION :

- I. **ANNUAL GENERAL MEETING** : 64th Annual General Meeting.
DAY & DATE : Thursday, September 22, 2022
TIME : 3.00 pm
VENUE : The Company is conducting meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

2. FINANCIAL YEAR :

The Company follows April 1 to March 31 as the financial year.

3. FINANCIAL CALENDAR :

- * Financial reporting for the Quarter ended June 30, 2022 : by August 14, 2022.
- * Financial reporting for the Quarter ended Sept. 30, 2022 : by November 14, 2022.
- * Financial reporting for the Quarter ended Dec. 31, 2022 : by February 14, 2023.
- * Financial reporting for the Quarter and Year ended March 31, 2023 : by May 30, 2023.

4. DATES OF BOOK CLOSURE :

September 16, 2022 to September 22, 2022 (both days inclusive).

5. RECORD DATE FOR PAYMENT OF DIVIDEND :

September 15, 2022. The dividend will be paid within a period of 30 days from declaration of dividend.

6. SHARE TRANSFER SYSTEM :

The Company's Shares being in compulsory Dematerialized (Demat) list are transferable through the Depository System. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

Shares in physical mode are processed by the Registrar and Transfer Agent [RTA]. The RTA has been authorized to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals.

7. REGISTRAR AND TRANSFER AGENT :

The Company has appointed the below mentioned agency as Registrar and Transfer Agent (RTA) for both physical and demat segment of Equity Shares of the Company :

M/s LINKINTIME INDIA PVT. LTD.
[Unit : Grauer & Weil (India) Limited]
C 101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai - 400 083
Phones : (022) 49186270; Fax : (022) 49186060
e-mail : rnt.helpdesk@linkintime.co.in;
URL : www.linkintime.co.in

8. COMPLIANCE / NODAL OFFICER : Mr. Chintan K. Gandhi**9. ADDRESS FOR CORRESPONDENCE :**

Share Department
GRAUER & WEIL (INDIA) LIMITED
Growel Corporate, Akurli Road,
Kandivli [East], Mumbai - 400 101.
CIN No. : L74999MH1957PLC010975
Tel. : (022) 6699 3000; Fax : (022) 6699 3010
e-mail : secretarial@growel.com

10. LISTING :

BSE Limited.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Tel. : (022) 2272 1234.
Fax : (022) 22721919.

The Company is regular in payment of listing fees.



Grauer & Weil (India) Limited

The National Stock Exchange of India Limited (NSE) vide its Circular dated August 3, 2021, voluntarily permitted to trade and admitted for dealings, the security (Equity Shares) of the Company on their exchange under 'Permitted to trade' category. This is effective from August 5, 2021. The symbol of the Company on NSE is 'GRAUWEIL'.

11. STOCK CODE OF THE COMPANY :

BSE Limited

Scrip Name : GRAUER & WEIL (INDIA) LIMITED

Scrip Code : 505710.

Electronic Mode (ISIN) : INE266D01021

NSE Limited

Scrip Name : GRAUER & WEIL (INDIA) LIMITED

Scrip symbol : GRAUWEIL.

Electronic Mode (ISIN) : INE266D01021

12. DEPOSITORY CONNECTIVITY : NSDL and CDSL

13. DEMATERIALISATION OF SHARES :

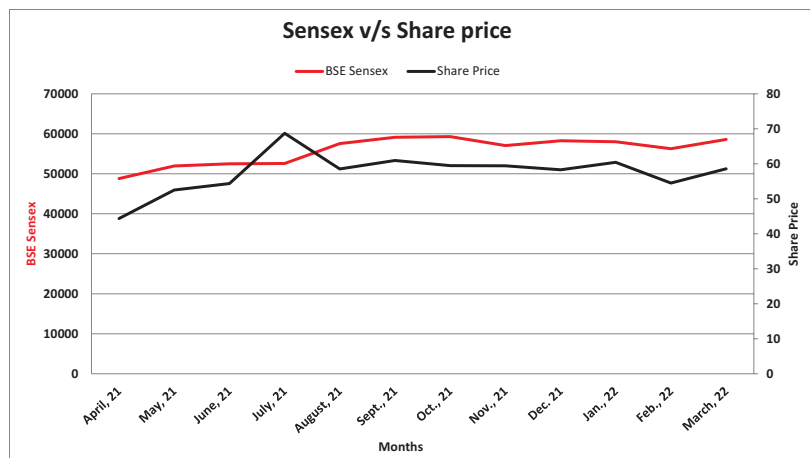
As on March 31, 2022, a total of 22,38,66,590 Shares representing 98.75% of the paid up share capital of the Company were held in Dematerialized form with NSDL and CDSL. Member can hold shares in electronic forms and trade the same in Depository System. However, they may hold the same in physical form also.

14. STOCK PRICE DATA :

Stock Market price data for the year of Company's Share as per BSE portal :

Month	High Price (Rs.)	Low Price (Rs.)	Closing Price (Rs.)	BSE Sensex (Closing)	No. of Shares
April, 2021	45.20	36.80	44.35	48782.36	74,12,960
May, 2021	57.50	43.50	52.50	51937.44	1,79,96,812
June, 2021	62.50	49.10	54.35	52482.71	1,17,54,029
July, 2021	76.60	56.00	68.70	52586.84	1,71,21,054
August, 2021	70.50	53.75	58.50	57552.39	41,03,179
September, 2021	68.00	56.25	60.95	59126.36	20,19,817
October, 2021	70.80	58.65	59.45	59306.93	27,36,707
November, 2021	68.15	57.80	59.40	57064.87	16,85,508
December, 2021	63.50	55.10	58.30	58253.82	7,38,338
January, 2022	69.20	56.60	60.40	58014.17	20,64,280
February, 2022	64.00	47.25	54.50	56247.28	7,56,947
March, 2022	61.75	50.45	58.55	58568.51	6,97,685

15. PERFORMANCE OF SHARES OF THE COMPANY PRICE IN COMPARISON TO BSE SENSEX :



16. SHAREHOLDING PATTERN AS ON MARCH 31, 2022 :

Category	No. of shares held	% of shareholding
Promoters / Directors & Associates	15,82,85,745	69.8199
Mutual Funds & UTI	20,120	0.0089
Banks & Financial Institutions	19,500	0.0086
Private Body Corporate	83,64,519	3.6896
Indian Public / Others	5,59,94,954	24.6994
NRI/OCBs	40,20912	1.7736
Total	22,67,05,750	100.0000

17. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2022 :

No. of Equity Shares held	No. of Shareholders	% of Total Shareholders	No. of Shares held	% of Equity Share Capital
Upto 500	31,576	74.096	44,22,440	1.9507
501-1000	4,230	9.9261	35,80,598	1.5794
1001-2000	2,537	5.9533	39,93,411	1.7615
2001-3000	1,097	2.5742	28,66,996	1.2646
3001-4000	670	1.5722	24,43,080	1.0776
4001-5000	533	1.2507	25,46,127	1.1231
5001-10000	1,001	2.3489	75,55,033	3.3325
10001 & above	971	2.2785	19,92,98,065	87.9105
Total	42,615	100.0000	22,67,05,750	100.0000

18. PLANT LOCATIONS :

- Plot No. 10, Survey No. 215/1, Dadra Industrial Estate, Dadra - 396 193. [Dadra & Nagar Haveli - U.T.]
- Plot No. 7, Survey No. 216/3, Dadra Industrial Estate, Dadra - 396 193. [Dadra & Nagar Haveli - U.T.]
- Survey No. 216/4, Dadra Industrial Estate, Dadra - 396 193. [Dadra & Nagar Haveli - U.T.]
- Survey No. 259/22/2 & Survey No. 259/23/1, Dadra Industrial Estate, Dadra - 396 193. [Dadra & Nagar Haveli - U.T.]
- Plot No. 407, Phase II, G.I.D.C., Vapi – 396195 (Gujarat)
- Plot No. 31 & 32, Industrial Area, Barotiwala, Dist. Solan - 174 103. [H. P.]
- Gat No. 66 / A, Village - Dhanore, Alandi - Markal Road, Near ZP School, Taluka - Khed, Pune – 412105 [Maharashtra]
- Phase II, SIDCO Industrial Complex, Samba Pandgdoor Road, Samba - 184121 [J & K]

19. MALL : Growel's 101, Akurli Road, Kandivli – East, Mumbai – 400101.**20. COMPLIANCE :**

A certificate has been obtained from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance and is attached to this Report.

21. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Disclosure pursuant to SEBI/HO/CFD/CMDI/CIR/P/ 2018/ 0000000141 circular dated November 15, 2018 :

Company mainly consumes various chemicals, varnishes, solvents, pigments and resins which are the major raw materials, where commodity price risk may arise. Company develops on an ongoing basis, alternate supply sources for key products to protect itself from any price risk due to overdependence on single supplier. Most of these materials are sourced from the domestic market and therefore do not have significant foreign exchange fluctuation risks.

Currency risks mainly arise out of imports, exports and overseas operations. The Company has defined Exchange Risk Management framework to manage these risks. The Company hedges its foreign exchange risk exposure by way of forward exchange contracts as per the decision of Management from time to time. As a Company policy, Company does not hedge its exports. The export proceeds are kept in EEFC A/c, to utilize against payments of advances towards import. Surplus in the EEFC A/c are converted into rupees as per RBI guidelines. All our Imports are generally hedged.



22. CREDIT RATING:

During the year under review, CARE, the Credit Rating Agency maintained the “CARE AA- : Stable” rating with stable outlook for the company’s long term bank facilities and “CARE A1 +” rating for the Company’s short bank facilities.

23. TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO IEPF:

During the financial year 2021-22, unclaimed dividend amounting to Rs. 592,285/- lying in the unclaimed dividend account relating to the financial year 2013-14 was transferred to Investor Education & Protection Fund (IEPF) in compliance with Section 124 of the Companies Act, 2013. Further during the financial year 2021-22, a total of 143,429 shares, in respect of which dividend were unclaimed for seven consecutive years, have been transferred to IEPF in accordance with the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Registered Office :

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

For & on behalf of the Board of

Grauer & Weil (India) Limited

Date : August 9, 2022

Nirajkumar More
Managing Director
DIN : 00113191

Yogesh Samat
Director (Operations)
DIN : 00717877

DECLARATION

In accordance with Regulation 26(3) of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations, 2015, we hereby confirm that all the Executives Directors and the Senior Management Personnel have affirmed compliance with their respective Codes of Conduct, as applicable to them, for the year ended March 31, 2022.

Registered Office :

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

For & on behalf of the Board of

Grauer & Weil (India) Limited

Date : August 9, 2022

Nirajkumar More
Managing Director
DIN : 00113191

Yogesh Samat
Director (Operations)
DIN : 00717877

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF GRAUER & WEIL (INDIA) LIMITED

1. We, SCA AND ASSOCIATES, Chartered Accountants, the Statutory Auditors of Grauer & Weil (India) Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended March 31, 2022, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

OPINION

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2022.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Registration No.101174W)

(Shivratan Agarwal)

Partner

M. No. : 104180

UDIN : 22104180AJXLGP8243

Place : Mumbai

Dated : MAY 30, 2022

ANNEXURE 'C' : TO DIRECTORS' REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy :

As a responsible corporate citizen, Corporate Social Responsibility (CSR) forms an important part of the Company's overall philosophy of giving back to the Society. The CSR vision of the Company is 'Promotion and Protection of Education, Health, Sanitation, Environment and Rural Development'.

2. Composition of CSR Committee :

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Nirajkumar More	Chairman (Managing Director)	4	4
2	Mr. Tarun Kumar Govil	Member (Independent Director)	4	4
3	Mr. Vinod Haritwal (Upto 30-06-2021)	Member (CEO & Director)	1	1
4	Mr. Yogesh Samat (From 01-07-2021)	Member (Director)	3	3

3. Web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed :

<https://growel.com/page/Committees>, <https://growel.com/subpage/Policy>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 : Not Applicable

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

Sl. No.	Financial year	Designation / Nature of Directorship	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be setoff for the financial year, if any (in Rs.)
Not Applicable				

6. Average net profit of the Company as per Section 135(5) : Rs. 94,09,40,780/-

7. a. Two percent of average Net profit of the Company as per Section 135(5) : Rs. 1,88,18,816/-

b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

c. Amount required to be set off for the financial year, if any : Nil

d. Total CSR obligation for the financial year (7a+7b-7c) : Rs. 1,88,18,816/-

8. a. CSR amount spent or unspent for the financial year : 2021-22

Total amount spent	Amount Unspent				
	Unspent CSR Account as per Section 135(6) of the Act		Schedule VII as per second proviso to Section 135(5) of the Act		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
Rs. 1,90,12,028/-	NIL	NA	Not Applicable		

b. Details of CSR amount spent against ongoing projects for the financial year :

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Locations Districts (State)	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes / No)	Mode of Implementation - Through Implementing Agency	
										Name	CSR Registration number
1	Upgrading the Science Lab	Education	Yes	Mumbai - MH	2 Years	Rs. 51,00,000/-	Rs. 51,00,000/-	NA	No	Rajsthani Sammelan Education Trust	CSR00002265

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

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes / No)	Locations Districts (State)	Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes / No)	Mode of Implementing through implementing Agency	
							Name	CSR Registration number
1.	Covid Assistance	Disastar Management	Yes	Mumbai – MH & Samba (J & K)	5,00,122	Yes	Self	NA
2.	Making available safe drinking water	Making available safe drinking water	Yes	Barotiwala – HP	850	Yes	Self	NA
3.	Tree Plantation, Garden maintenance etc.	Gardening and Environmental sustainability	Yes	Dadra – UT of D & NH; Barotiwala – HP & Mumbai –MH	4,30,584	Yes	Self	NA
4.	House Keeping, Sanitisation, Toilet maintenance etc.	Preventive Healthcare & Sanitation	Yes	Mumbai – MH & Barotiwala – HP	2,56,028	Yes	Self	NA
5.	Distribution of ration to BPL population	Eradicating Hunger, poverty	Yes	Dadra – UT of D & NH & Mumbai –MH	6,41,000	Yes	Self	NA
6.	Development of Adivasi Samaj & NGO kids	Reducing Social inequality and poverty	Yes	Dadra – UT of D & NH & Mumbai –MH	1,12,458	Yes	Self	NA
7.	Blood Donation Camp	Promoting and Preventive Healthcare	yes	Dadra – UT of D & NH & Mumbai –MH	1,68,886	Yes	Self	NA
8.	Education	Promoting Education	yes	Mumbai – MH	42,00,000	No	Shiv Shikshan Sanstha	CSR00008523
9.	Education	Promoting Education	yes	Mumbai – MH	1,00,00,000	No	Shri Hazarimal Somani Memorial Trust	CSR00017012
10.	Education	Promoting Education	yes	Mumbai – MH	25,00,000	No	Rajsthani Sammelan Education Trust	CSR00002265
11.	Employment enhancing vocational skills	Promoting Education	Yes	Mumbai –MH	2,02,100	Yes	Self	NA

d. Amount spent in Administrative Overheads : Nil

e. Total Amount spent on Impact Assessment, if applicable : Not applicable

f. Total amount spent for the financial year (8b+8c+8d+8e) : Rs. 1,90,12,028/-

g. Excess amount for set off, if any

Sl. No.	Particular	Amount
(i)	Two percent of average net profit of the Company as per Section 135(5)	1,88,18,816
(ii)	Total amount spent for the financial year	1,90,12,028
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,93,212
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1,93,212

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

Sl. No.	Preceding financial year	Amount transferred to Unspent CSR Account under Section 135(6) (in Rs.)	Amount spent in the reporting financial year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the fund	Amount (in Rs)	Date of transfer	
1	2020-21	Rs. 53,40,000/-	-	Environmental sustainability	Rs. 53,40,000/-	29-04-2021	Rs. 53,40,000/-
2	2020-21	Rs. 5,65,000/-	--	Eradicating malnutrition	Rs. 5,65,000/-	29-04-2021	Rs. 5,65,000/-
3	2020-21	Rs. 4,06,539/-	--	Reducing inequalities faced by socially and economically backward groups	Rs. 4,06,539/-	29-04-2021	Rs. 4,06,539/-

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

Sl. No.	Project ID	Name of the project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs.)	Cumulative amount spent at the end of reporting financial year (in Rs.)	Status of the project - completed / ongoing.
1	FY31.03.2021_I	Upgrading the Science Lab	2020-21	2 Years	Rs. 51,00,000/-	Rs. 51,00,000/-	Rs. 51,00,000/-	Completed

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year :

- Date of creation or acquisition of the capital asset(s) :** Not Applicable
- Amount of CSR spent for creation or acquisition of capital asset :** Not Applicable
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. :** Not Applicable
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) :** Not applicable

11. 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

Nirajkumar More
Chairman of CSR Committee

ANNEXURE 'D' : TO DIRECTORS' REPORT BUSINESS RESPONSIBILITY REPORT

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Business Responsibility Report (BRR) illustrate our efforts towards creating enduring value for all stakeholders in a responsible manner. This Report is aligned with National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by Ministry of Corporate Affairs and is in accordance with Regulation 34(2)(f) of SEBI Listing Regulations. This report provides an Overview of the activities carried out by the Company under each of the nine principles as outlined in NVG.

Section A: General Information about the Company

1.	Corporate Identity Number (CIN) of the Company	L74999MH1957PLC010975
2.	Name of the Company	GRAUER AND WEIL (INDIA) LIMITED
3.	Registered address	Growel House, Akurli Road, Kandivli (East), Mumbai – 400101
4.	Website	www.growel.com
5.	E-mail ID	secretarial@growel.com
6.	Financial year reported	April 1, 2021 to March 31, 2022
7.	Sector(s) that the Company is engaged in (Industrial activity code-wise)	Surface Finishing : NIC code - 20119, 20221 & 19201 Engineering : NIC code - 28222 Shoppertainment : NIC code - 68100
8.	List three key products / services that the Company Manufactures / provides (as in balance sheet)	Electroplating Chemicals, Paints, Plating Plants
9.	Total number of locations where business activity is undertaken by the Company	
	a. Number of International Locations	Company does not have any manufacturing facilities outside India. However Company has a branch office in Dhaka and 2 subsidiaries 1 each in Bangkok and Shanghai, that markets its products.
	b. Number of National Locations	46, including the Registered Office and a Mall at Kandivli, Mumbai and factories at Vapi, Dadra, Barotiwalwa, Alandi and Samba and branch offices and technical service centers.
10.	Markets served by the Company – Local / State / National / International	All : Local, State, National and International

Section B : Financial details of the Company

1.	Paid up capital (INR)	Rs. 2,267.06 Lacs
2.	Total turnover (INR)	Rs. 84,886.66 Lacs
3.	Total profit after taxes (INR)	Rs. 7,823.43 Lacs
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax.	During financial year 2021-22, the Company has spent to the tune of Rs. 190.12 Lacs towards CSR activities as against Rs. 188.19 Lacs (being 2% of the average net profits of the last three financial years) to be spent.
5.	List of activities in which expenditure in 4 above has been incurred.	<ul style="list-style-type: none"> a. Education b. Promoting healthcare and sanitization c. Promoting of art and culture d. Ensuring environmental sustainability e. Covid Assistance f. Eradicating Hunger, poverty.

Section C : Other Details

1.	Does the Company have any Subsidiary Company/Companies?	Yes, the Company have 2 subsidiary Companies as on March 31, 2022.
2.	Do the subsidiary Company / companies participate in the Business Responsibility (BR) initiatives of the parent Company?	No

3.	Do any other entity / entities that the Company does business with participate in the BR initiatives of the Company?	No
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Section D : BR Information

I. Details of Director responsible for BR

a) Details of the Director responsible for implementation of the BR policy / policies :

DIN Number : 00113191
 Name : Mr. Nirajkumar More
 Designation : Managing Director

b) Details of the BR Head :

DIN Number : 00717877
 Name : Mr. Yogesh Samat
 Designation : Director - Operations
 Telephone Number : 022 - 66993000
 Email ID : yogesh.samat@growel.com

2. Principle-wise (as per NVGs) BR Policy / Policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

- Principle 1:** Businesses should conduct and govern themselves with Ethics, Transparency and Accountability (Ethics, Transparency, Accountability).
- Principle 2:** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle (Safe and Sustainable goods and services).
- Principle 3:** Businesses should promote the well being of all employees (Well being of Employees).
- Principle 4:** Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized (Responsiveness to all Stakeholders).
- Principle 5:** Businesses should respect and promote human rights (Promoting Human Rights).
- Principle 6:** Business should respect, protect and make efforts to restore the environment (Protecting the Environment)
- Principle 7:** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner (Responsible Policy Advocacy)
- Principle 8:** Businesses should support inclusive growth and equitable development (Supportive Inclusive Development)
- Principle 9:** Businesses should engage with and provide value to their customers and consumers in a responsible manner (Providing Value to Customers).

(a) Details of compliance (Reply in Y / N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify?	The policy is based on National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business established by the Ministry of Corporate Affairs, Government of India in 2011.								
4	Has the policy been approved by the Board? Is yes, has it been signed by MD / owner / CEO / appropriate Board Director?	The policies are approved by the board and signed by the heads of the respective department responsible for the implementation of the policies.								
5	Does the Company have a specified Committees of the Board / Director / Official to oversee the implementation of the policy?	The Director responsible for BR and BR Head are responsible for implementation of the policy.								

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6	Indicate the link for the policy to be viewed online?	https://growel.com/subpage/Policy								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	It has been posted on the Company's website								
8	Does the Company have in- house structure to implement the policy / policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	The working of this policy is monitored by the functional heads. Formal evaluation will be carried out when found necessary.								

(b) If answer to serial No. 1 against any principle is 'No', please explain why : Not applicable

3. Governance related to BR

Sr. No.	Questions	
1	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The BR Head periodically assesses the BR performance of the Company and the Board reviews the same annually.
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this Report? How frequently it is published?	The Company publishes its BR Report as a part of Annual Report and same is available on the website of the Company at www.growel.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1 : Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company?

Yes, our Company adheres to highest level of compliance towards all the policies relating to ethics, bribery and corruption mentioned in the code of conduct. These policies are applicable to all our Directors, employees, consultants, employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location. The Company has an exhaustive whistle blower policy and policy of code of conduct policy which covers all aspects of ethical practices and lays emphasis on adoption of the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with matters relating to the Company, which are covered in all our dealings with any stakeholders viz. suppliers, customers and any joint ventures etc.

We have a strict code of conduct to prevent insider trading and ensure integrity. There are standard communications before Board meeting that communicates the time when they should not trade and clear instructions about what to do when they do trade. Further price sensitive information will be shared on need to know basis with strict note and instructions that the same should not be shared with others.

Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

No.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

During the year, the Company has not received any complaints related to violation of BR policy across all its operations. We have laid down a structured process for reporting on any complaints related to violation of Code of Company.

Principle 2 : Product Safety and Sustainability

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.

Commitment towards sustainability has been one of the key considerations of Company's business strategies. While focusing on economic performances, Company also gives weightage to safe operations, environmental conservation and social wellbeing. Continuous endeavour are being made by our R & D team to develop products and process that reduces occupational & environment hazards and at a same time improves the product life cycle and durability.

Following enlisted are the products that incorporate our social and environmental concerns, risks and opportunities:

- (a) Electroplating Chemicals
- (b) Effluent Treatment Plants
- (c) Shoppertainment Mall

2. For each product, provide the following details in respect of resources (energy, water, raw material etc.) per unit of product.

a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?

The Company has worked towards resources optimization, optimization of logistics and reduction in input consumption ratio in the processes and has reduced the consumption of major inputs including energy, water etc. by adoption of new techniques and alternate methods viz. installation of solar panels, sewage treatment, rainwater harvesting etc. However, given the nature of our business, it is difficult to quantify.

b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Continuous and considerable efforts are being made in conservation of energy and reuse of water, which has resulted in reduced consumption since the previous year. However, no specific data is available to quantify the said information as actual usage by consumers / customers varies, depending on area of application, method of application, type of line, operating conditions and a host of other variables.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Company is committed to reduce and phase out hazardous substances in the products. All major inputs under the company's control are sourced most efficiently. The internal processes and procedures ensure adequate safety during transportation and optimization of logistics, which in turn help to mitigate climate change. The company is also continuously encouraging manufacturers and supplier of raw materials for using safer and environmental friendly chemicals in its products.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company recognizes its responsibility towards the local economy and increasing local employment by initiating business with the local suppliers and manufacturers. The Company fosters local and small suppliers for procurement of goods and services in the proximity to its plants location. First preference is given to local vendors for input material locally available, provided that they meet the expectation of the Company on quality, delivery, cost and technology. Necessary training, technical support, suggestions, consultations, feedbacks, inputs, guidance are being provided from time to time, to local and small supplier to encourage them to improve and build their capability, capacity and quality and to raise their standards,.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, > 10%). Also, provide details thereof, in about 50 words or so.

The Company follows the principle of 3R (Reduce, Recycle and Reuse). Recycling of products and waste including waste water are being done at our factories / plants and Mall. The effluent treatment plants and waste water treatment plants are installed at all the manufacturing facilities. All the chemical plants of the Company are zero discharge plants and process and recycle all the liquid wastes. To optimize our material consumption, we also utilize recycled materials in our processes to the maximum extent.

All our solid waste, packing materials are sold to the authorized scrap dealers & further it is recycled & reused by them. The waste water generated from our operations are recycled & reused for domestic & industrial applications. We emphasize on reduction of waste at source, followed by recycling and final disposal in a responsible manner.

Principle 3 : Employee well-being

- 1. **Please indicate the total number of employees : 863**
- 2. **Please indicate the total number of employees hired on temporary / contractual / casual basis : 46 (including trainees)**
- 3. **Please indicate the number of permanent women employees : 92**
- 4. **Please indicate the number of permanent employees with disabilities : Nil**
- 5. **Do you have an employee association that is recognized by management : Yes**
- 6. **What percentage of your permanent employees is members of this recognized employee association : 4%**

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour / forced labour / involuntary labour	Nil	Nil
2.	Sexual harassment	Nil	Nil
3.	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

Safety : Safety being one of our core values. We are committed to continuous improvement of our safety performance. We believe that providing safe workplace is our key responsibility. We make sure that our premises, operations and systems are safe. We provide safety trainings to all employees to generate awareness and conduct mock drills.

Skill upgradation : Skill upgradation also part of our strategic plan where employees are identified based on the needs & provided the training across all the levels.

- (a) Permanent employees : 96%
- (b) Permanent women employees : 96%
- (c) Casual / Temporary / Contractual employees : 95%
- (d) Employees with disabilities : NA

Principle 4 : Stakeholder Engagement

1. Has the Company mapped its internal and external stakeholders? Yes / No

Yes, The Company has identified its internal and external stakeholders, the major ones being employees, contractors, contract labourers, dealers, suppliers, distributors, customers, shareholders, investors, directors, banks, communities and the Government authorities.

We engage with our stakeholders based on trust, transparency and accountability.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes, The Company has identified disadvantaged, vulnerable and marginalized stakeholders.

The Company is a responsible corporate citizen and is responsive to the requirements of all its Stakeholders. The Company has undertaken various initiatives in the area of education, healthcare, environment sustainability, Covid help and vaccination for the disadvantaged, vulnerable and marginalized stakeholders located in and around our plants and Mall and took proactive steps to serve their needs through our well-designed CSR Programs.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Yes, Company has taken various initiatives for inclusive, collaborative and sustainable growth and engaging with disadvantaged, vulnerable and marginalized stakeholders. The Company's CSR program are aimed towards serving the communities intended to improve quality of life. We believe that education is the most powerful tool for social and economic transformation. During the year, the Company has spent considerable amount of CSR fund towards education.

Several other CSR activities in the area of promoting and preventive health care, safe drinking water and sanitation, sustainable livelihood, covid Assistance, gardening and environmental sustainability etc. are extended to the people living near the company's manufacturing unit.

Detailed CSR activities are provided in the CSR Reports, being a part of this Annual Report.

Principle 5 : Human Rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company doesn't have a separate Human Rights policy. We ensure compliance with all applicable laws of the land pertaining to human rights, to preserve the rights of all its internal and external stakeholders. Aspects of human rights such as child labour, forced labour, occupational safety, non-discrimination are covered by its various Human Resource policies. The Company strives to provide a safe and worry-free environment to all employees and business associates.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

There have been no cases of discrimination and human right breaches during the reporting period.

Principle 6 : Environment

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.**

The Company has a Policy, which covers only the Company.

2. **Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y / N. If yes, please give hyperlink for webpage etc.**

For the Company, environment sustainability is not just compliance to laws, it is more about our concern. It is as important to us as our business growth. ISO 14001 system implementation helps us to regularly review the environmental aspects and potential impact of our operation and setting environment target, monitoring and communicating performance and develop corrective action plan. Few of our efforts are listed below:

- Energy conservation activities across all the plants and mall.
- Installation of solar panels, utilisation of solar energy, installation of LED lights, lamps and bulbs etc.
- Tree plantations, gardening and environmental sustainability activities.
- Installation of effluent treatment plant and treatment and re-usage of waste generated from the plants and processes.
- Rain water harvesting and waste water recovery and reuse instead of treatment and disposal.

3. **Does the Company identify and assess potential environmental risks? Y / N**

Yes. The Risk Management Committee constituted by the Board of the Company regularly assesses the environmental risks emanating from its operations that can impact the business, financial operations and growth of the Company.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance Report is filed?**

No, we do not have any projects related to Clean Development Mechanism (CDM).

5. **Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy etc. Y / N. If yes, please give hyperlink for web page etc.**

Yes. We have undertaken several interventions in our operations to optimise energy and resource efficiency and it is an ongoing exercise. These initiatives are as follows:

- a. Installation, use and maintenance of energy efficient devices and equipment.
- b. Adoption of renewable energy such as solar power, installation of solar panels.
- c. Recovery and reuse of waste water and waste generated from plant, processes and mall.
- d. Installation of effluent treatment plant, waste treatment plant.
- e. Rain water harvesting.

6. **Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?**

Yes. All the emissions generated from business operations are far below the limits prescribed by the State Pollution Control Board (SPCB) and Central Pollution Control Board (CPCB).

7. **Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.**

None

Principle 7 : Policy Advocacy

1. **Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with :**

Yes, The Company is member of trade and industry chambers viz.

- (a) Confederation of Indian Industry (CII)
- (b) The Associated Chambers of Commerce and Industry of India (ASSOCHAM)
- (c) Federation of Indian Chamber of Commerce and Industry (FICCI)
- (d) Indian Paint Association
- (e) Indo-German Chamber of Commerce etc.

2. **Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box : Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)**

Through our long-standing association with the associations, we have been participating in the process of improving policy issues which are directly or indirectly impacting industry, business and society in general.

Principle 8 : Inclusive growth and equitable development

1. **Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.**

Our corporate social responsibility activities support inclusive growth of not only communities where we have our operations, but also encompasses the overall development of societies and human capabilities. Education is most important factor in development of a society. It enhances one's approach towards life and society. It broadens the minds of children and aspires them to develop their thinking ability in various dimensions. It inculcates perspective towards gender equality and create a balance in the entire system.

The Company's CSR policy focuses on the following major areas:

1. Education
2. Healthcare
3. Environment and Livelihood
4. Sanitation, Cleanliness, Safe drinking water
5. Eradicating hunger, Poverty

The details of specific CSR activities are given in CSR Report, being a part of Annual Report.

2. **Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?**

The CSR Activities have been carried out by the Company directly and / or through implementing agencies / NGOs / Educational Institute, Trusts etc.

3. **Have you done any impact assessment of your initiative?**

The Company has monitored and reviewed its initiative for its effective implementation, quantitatively and qualitatively. Review are undertaken from time to time.

4. **What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken.**

The Company's contribution to community development project is through CSR activities. During financial year 2021-22, the Company has spent Rs. 190.12 Lacs on various CSR projects, the details of the same are given in Annexure 'C' to the Board's Report.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

All our CSR projects including promotion of education, preservation of environment, healthcare etc. have been well-received by the beneficiaries. In case of CSR Activities carried out in partnership with the NGO / Trust / non-profit organisation etc., Company not only monitors the progress of the project but also visit the sites and obtains fund utilisation report, invoices, photos, CA certificate regarding utilisation of funds, to ensure that the funds are effectively utilised for the benefit of the community.

Principle 9 : Customer value

1. **What percentage of customer complaints / consumer cases are pending as on the end of financial year.**

No customer complaints are pending as on the end of the financial year.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)**

Not Applicable

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

None

4. **Did your Company carry out any consumer survey / consumer satisfaction trends?**

Customer satisfaction surveys are conducted by major Divisions for their key customers.



**ANNEXURE – ‘E’: TO DIRECTORS’ REPORT
FORM No. MR-3 SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

To,
The Members,

GRAUER AND WEIL (INDIA) LIMITED

Growel Corporate, Akurli Road,
Kandivali (East), Mumbai – 400 101.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GRAUER AND WEIL (INDIA) 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, 2022 complied with the statutory provisions of the applicable Acts 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 **GRAUER AND WEIL (INDIA) LIMITED** for the financial year ended on March 31, 2022 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 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) viz.:
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period)
 - (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period)
 - (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Formerly known as Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014];
 - (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the review period)
 - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the review period)
- vi. We have also examined compliance with the applicable clauses of the following:
 - a) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
 - b) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company was engaged in manufacturing activities in various segments i.e. (a) Surface Finishing (b) Engineering (c) Malls. The specific industry related acts applicable to the Company are as under:

The specific industry related Acts applicable to the Company are as under:

- The Petroleum Act, 1934
- The Oil Fields (Regulation and Development) Act, 1948
- The Inflammable Substances Act, 1952
- The Dangerous Machines (Regulation) Act, 1983
- The Oil Industry (Development) Act, 1974
- The Energy Conservation Act, 2001
- The Petroleum & Natural Gas Regulatory Board Act, 2006
- The Petroleum and Minerals Pipelines (Acquisition of Right of User in Land) Act, 1962

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

We report that the Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by Statutory Financial Auditor and other designated professionals.

We further report having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by us the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, Board Committee Meetings, agenda and detailed notes on agenda were sent well 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. Majority decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of Minutes.
3. 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, no events / actions occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

For GMJ & ASSOCIATES

Company Secretaries

[MAHESH SONI] PARTNER

FCS : 3706 ; COP : 2324

UDIN : F003706D000804165

PLACE : MUMBAI

DATE : May 30, 2022.

Note: This Report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this Report.



ANNEXURE A

To,
The Members,

GRAUER AND WEIL (INDIA) LIMITED

Growel Corporate, Akurli Road,
Kandivali (East), Mumbai – 400 101

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

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and 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 of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For GMJ & ASSOCIATES

Company Secretaries

[MAHESH SONI] PARTNER

FCS : 3706 ; COP : 2324

UDIN : F003706D000804165

PLACE : MUMBAI

DATE : May 30, 2022.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

GRAUER AND WEIL (INDIA) LIMITED

Growel House, Akurli Road,
Kandivli (East), Mumbai – 400 101.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GRAUER AND WEIL (INDIA) LIMITED** having **CIN: L74999MH1957PLC010975** and having registered office at Growel House, Akurli Road, Kandivli (East), Mumbai - 400101. (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 SEBI (LODR) 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) 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, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Umesh Kumar More	00112662	17/07/1969
2.	Yogesh Samat	00717877	01/07/2021
3.	Nirajkumar More	00113191	12/08/1993
4.	Rohit More	00139797	14/03/2003
5.	Suresh Pareek	00757066	29/09/2006
6.	Tarun Kumar Govil	06924673	14/07/2014
7.	Prerna S. Goradia	08756246	29/07/2020

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 **GMJ & ASSOCIATES**

Company Secretaries

[MAHESH SONI] PARTNER

FCS : 3706 ; COP : 2324

UDIN : F003706D000804101

PLACE : MUMBAI

DATE : May 30, 2022.

ANNEXURE 'F' : TO DIRECTOR'S REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY:

1. Steps taken or impact on conservation of energy :

- Installation of solar power plant and generation of solar power of 3.7 Lacs KWH Unit.
- Reduce power consumption with replacing 40 W Copper Chock Tube light of Backlit Box with 20 W LED lights and CFL lamp with LED lamp.
- Conducted Energy Audit and Thermography of Electrical installation to check hot spot to avoid energy losses.
- Installed chiller management system and control all secondary pump, condenser pump, cooling tower with VFD which resulted the reduce consumption up to 7.5%.
- Installation of new VFD in GLR – 111 & GLR – 112.
- Installed Control module for common area AHU and some Anchor Tenant AHU.
- Collection of AHU condensed water and same was used for Cooling tower.
- Recycle of sewage Water by STP and generate aps 30 to 40 KL recycle water per day and use for gardening.
- Usage of storm water for flushing especially during the Monsoon season.
- Arranged forum with TATA Power for sharing energy conservation tips for retailers.
- Training on regular basis to the staff for energy conservation.
- Installation of Automatic capacitor in panel.
- Installation of new gas PRV station of PNG gas for reducing gas flow for boiler burner.
- Installation of new moisture trap and controlling valve at steam supply line near boiler house for improving steam quality and efficiency.
- Installation of hot Oil Flow control valve at SSR-104 for batch cycle time reduction.
- Insulation work done at utility and product line for Improving steam quality and boiler efficiency.
- New Air compressor Installed for improving Efficiency.
- Scrubber motor converted in to 3 HP from 7.5 HP for optimal usage.

2 Steps taken by the company for utilising alternate sources of energy :

- a. Installed roof top solar panel system
- b. Conventional fuel like FO / HSD replaced with PNG.

3. Capital investment on energy conservation equipments :

Capital investment of estimated Rs. 65 Lacs has made on energy conservation equipments.

4. Proposed energy conservation plans 2022-23 :

- a. Installation of new Solar power generation system and Proposed for Solar lights at Parking area and street.
- b. Sand filter Installation for Increasing cooling tower performance.
- c. New Oil cooling system Installation for the reactors for improving overall gas consumption by replacing with steam.
- d. Steam controlling system modification and new controlling valve Installation with Moisture separator and moisture trap for improving Steam quality and gas consumption.
- e. Old APFC panel Capacitor replacement.
- f. New VFD Installation for Thermo-pack circulation pump, Secondary chiller pump, Cooling tower condenser pump.
- g. MDS plant Oil line extension for Power saving for oil heating instead of steam heating.
- h. Planed for Storm water harvesting.

- i. Maximum utilization of recycle water from STP to reduce bore well Tanker Water.
- j. Power saver Unit for existing Split and Window AC power saver.

5. Total energy consumption and energy consumption per unit of production:

As per Form 'A'

B. TECHNOLOGY ABSORPTION: Efforts made in technology absorption as per Form 'B'

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(1) **Activities relating to exports, initiatives taken to develop export markets:**

Despite the pandemic across the globe with all round focused effort, we were able to grow export sales during the year under review by 17% from Rs. 6,061.39 Lacs in financial year 2020-21 to Rs. 7089.67 Lacs in financial year 2021-22.

(2) **Total foreign exchange used and earned:**

Rupees in Lacs

(i)	Total foreign exchange used	
	(a) On import of raw materials, components, spare parts and capital goods	8,922.70
	(b) Expenditure in foreign currencies for Business Travel, Seminars, Dividend and Royalties etc.	268.12
(ii)	Total foreign exchange earned	7089.67

Registered Office :

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

Date : August 09, 2022

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

Nirajkumar More
Managing Director
DIN : 00113191

Yogesh Samat
Director (Operations)
DIN : 00717877

FORM - 'A'

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY 2021-22

A. POWER AND FUEL CONSUMPTION:

1. ELECTRICITY

PARTICULARS	2021-22	2020-21
Purchased Units (KWH in Lacs)	61.92	54.93
Total amount (Rupees in Lacs)	527.89	491.57
Average Rate / Unit (Rs.)	8.53	8.95

- a) Solar Power consumption : 3.67 (KWH in Lacs)
- b) Own generation : Limited electric power was generated through D.G. Sets installed exclusively for the purpose of emergency supply whenever there was power shortage to keep the system working.

2. FURNACE / OTHER OIL

PARTICULARS	2021-22	2020-21
Quantity (Liters in Lacs)	0.56	0.38
Total amount (Rupees in Lacs)	51.76	30.87
Average Rate / Unit (Rs.)	91.93	80.22

3. GAS

PARTICULARS	2021-22	2020-21
Quantity (SCM in Lacs)	2.77	1.98
Total amount (Rupees in Lacs)	184.18	95.91
Average Rate / Unit (Rs.)	66.42	48.56

B. CONSUMPTION PER UNIT OF PRODUCTION:

As the Company manufactures different types of custom - built plants and chemicals for various applications, it is impracticable to work out the cost of usage of energy on a per unit basis.

FORM - 'B'

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION 2021-22

A. RESEARCH & DEVELOPMENT:

1. Specific areas in which R&D is carried out by the Company:

- a. Acid copper plating with very good gloss & levelling
- b. Non flouborate type high speed bright tin plating for electronic & semi-conductor industries.
- c. Black chrome plating from trivalent chrome electrolyte.
- d. Electroless Nickel PTFE composite coating for getting optimum lubrications.
- e. Electroless Nickel Boron Nitride composite coating for getting higher deposit hardness & abrasion resistance.
- f. Electroless Nickel Boron Nitride composite coating for getting higher deposit hardness & abrasion resistance.
- g. Zinc Nickel plating process with higher brightness.
- h. ROHS compliant lead & cadmium free Electroless Nickel plating process.
- i. Hard Chrome coating using Trivalent chrome based electrolyte.
- j. Non-cyanide silver plating.
- k. Neutral Nickel strike coating to replace usage of cyanide for plating on aluminium.
- l. Acid copper plating with very good gloss & levelling.

- m. Water based black pigmented sealer for black passivated zinc & zinc alloys to reinforce the black colouration.
- n. Phosphate coating for wire drawing applications.
- o. Electroplated copper coating to obtain rose gold finish – suitable for decorative jewellery, hardware & faucet industries.

2. Benefits derived as a result of the above R&D:

- a. Environment friendly ROHS Compliant processes to reduce both occupational & environment hazards.
 - ✓ Fluoborate free for both matte & bright tin plating processes – should be suitable for reel to reel plating installations.
 - ✓ Cyanide free processes – Zinc, Silver etc.
 - ✓ Electroless nickelplating processes.
 - ✓ Trivalent chromates.
- b. Due to higher lubricity in electroless Ni-PTFE coating, metal loss gets reduced while actual usage & in turn, increases the service life of the deposited coating & therefore, it improves the corresponding durability of the produced parts.
- c. Auto industry has stopped using traditional hexavalent chrome based chromating processes & replaced with corrosion resistant trivalent chrome containing processes. Our commercialized processes in this space have found acceptance of the client & thereby, we could get sizable sales in this space.
- d. Water based sealers ensure the avoidance of the usage of solvents – complete freedom from VOC's – Lower environment footprint.
- e. Phosphate coating acts as sacrificial coat during wire drawing application & therefore, it prevents metals from galling. All these benefits ultimately lead towards improvements in service life of the dies of wire drawing industries – reduces operating cost to the users.

3. Future plan of action:

- a. Hard chrome coating from trivalent chrome electrolyte.
- b. Development of cyanide free plating options for plating on zinc based diecastings.
- c. Cyanide free brass & white bronze plating.
- d. Acid copper plating which could be operated at very high current densities – should be suitable for getting higher thickness at shorter plating time.
- e. Development of electroplated composite coating.
- f. Low / room temperature operated cleaning processes.
- g. Zincate free pretreatment to plate copper, nickel chrome on aluminium.
- h. Pre-treatment of magnesium and its alloys for electroplating.
- i. Pre-treatment & Sealers of anodising chemicals.

4. Expenditure on R & D:

Rupees in Lacs		
PARTICULARS	2021-22	2020-21
a) Capital	115.43	63.38
b) Recurring	1246.93	935.40
Total	1362.36	998.78
Total R&D expenditure as a percentage of total income	1.75%	1.61%



B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

- 1) **Efforts, in brief made towards technology absorption, adaptation and innovation:** The indigenous developments specifically in the areas of environment friendly processes have been adapted and applied for surface treatment.
- 2) **Benefits derived as a result of the above efforts:**
 - New processes have been introduced with emphasis on environment (Go green process) and recycling.
 - Specialized processes developed with high resistance to abrasion and corrosion, more specifically for the fast growing automotive industry.
- 3) **Particulars of technologies imported:**
 - a) Technology imported : Technic, Italy – specifically non-cyanide silver plating.
 - b) Year imported : 2018-19.
 - c) Has technology been fully absorbed? : Partly absorbed.

ANNEXURE 'G' : TO DIRECTORS' REPORT 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

Sr. No.	Name of Director / KMP	Ratio of Remuneration of Director to Median Remuneration of employees	% increase in remuneration in the financial year
(A)	Whole-time Directors / Managerial Personnel		
	Mr. Umeshkumar More	26.65	53.07
	Mr. Nirajkumar More	47.00	55.06
	Mr. RohitKumar More	17.31	105.14
	Mr. Vinod Haritwal*	20.71	-39.91
	Mr. Yogesh Samat*	25.57	100.00
(B)	Non-executive Independent Directors		
	Mr. Suresh Pareek	0.00	-100.00
	Mr. Tarun Kumar Govil	0.93	0.00
	Mrs. Prerna Goradia	0.64	96.79
	Mr. S. K. Sakhalkar*	0.91	100.00
(C)	Key Managerial Personnel		
	Mr. Gurinder Singh Gulati (CFO)	15.49	30.71
	Mr. Chintan K. Gandhi (CS)	4.05	7.53
	Mr. Vinod Haritwal* (CEO)	18.47	-46.40
(D)	The percentage Increase in the median remuneration of employees	6.4847	
(E)	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 salary increase of non-managerial personnel : 10.57% Average increase / (decrease) in managerial remuneration : 11.25%	
(F)	Permanent employees as on March 31, 2022	817	

*1. Mr. Yogesh Samat and Mr. S. K. Sakhalkar were appointed during the financial year and Mr. Vinod Haritwal resigned during the financial year, hence figures regarding % increase / decrease in their case are not comparable.

2. The remuneration paid as above is as per the Remuneration Policy of the Company.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRAUER & WEIL (INDIA) LIMITED

1. Opinion

We have audited the accompanying Standalone Ind As Financial Statements of **Grauer & Weil (India) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind As Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2022, and its profit (financial performance including Other Comprehensive Income), the Changes in Equity and its Cash Flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Standalone Ind As 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 Standalone Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone Ind As Financial Statements under the provisions of the Act 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind As Financial Statements.

3. Key Audit Matters

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

Sr. No.	Key Audit Matter	Our Response
I	<p>Evaluation of Provisions and Contingent Liabilities w.r.t. litigations and claims</p> <p>Company is exposed to variety of different laws, regulations and interpretations thereof. Consequently, in the normal course of business, Provisions and Contingent Liabilities may arise from legal proceedings, constructive obligations and commercial claims.</p> <ul style="list-style-type: none"> • Management applies significant judgement when considering whether and how much to provide for the potential exposure of each matter. • These estimates could change substantially over time as new facts emerge as each legal case or matters progresses. <p>Given the different views possible, basis the interpretations, complexity and the magnitude of potential exposures and the judgement necessary to estimate the amount of provision required or determine required disclosures.</p>	<ul style="list-style-type: none"> • We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Company's controls over the recording and re-assessment of uncertain legal positions, claims and contingent liabilities. • We held discussions with senior management including the person responsible for legal and compliance to obtain an understanding of the factors considered by management in classification of the matter as 'probable', 'possible' and 'remote'. • Examined the Company's legal expenses on sample basis and read the minutes of the board meetings in order to ensure completeness. • With respect to tax matters, involving our tax specialists, and discussing with the Company's tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. • Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. • For those matters where management concluded that no provisions should be recorded, considering the adequacy and completeness of the Company's disclosures.

Sr. No.	Key Audit Matter	Our Response
2	<p>Defined benefit obligation</p> <p>The valuation of the retirement benefit schemes in the Company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation</p>	<p>We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.</p> <p>We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.</p>

4. Information Other than the Standalone Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility Report, but does not include the Ind AS Financial Statements and our Auditor's Report thereon. Our opinion on the Ind AS 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 Ind As 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 Ind As 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.

5. Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind As Financial Statements that give a true and fair view of the financial position, financial performance, Changes in Equity and Cash Flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind As Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

6. Auditor's Responsibility for the audit of the Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Ind As Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion, The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind As Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind As Financial Statements, including the disclosures, and whether the Standalone Ind As Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind As 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 Ind As 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.

7. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, based on our audit, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Ind As Financial Statements comply with the Ind AS prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) As required by section 197(16) of the Act, based on our audit, we report that the Company has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind As Financial Statements – Refer Note 34 A to the Standalone Ind As Financial Statements;
 - ii. The Company has long-term contracts including derivative contracts for which there were no material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) As represented to us by the management and to the best of its knowledge and belief, no funds have been advanced or lend or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries"), with the understanding whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (b) As represented to us by the management and to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has complied with the provisions with respect to Section 123 of the Companies Act, 2013 in respect of final dividend proposed in the previous year and the proposed final dividend for the year which is subject to the approval of members at the ensuing Annual General Meeting.

For SCA AND ASSOCIATES
Chartered Accountants
Firm Registration No.101174W

Shivratan Agarwal
Partner
Membership No.104180
UDIN: 22104180AJXKEE5745

Place: Mumbai
Date: May 30, 2022

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF GRAUER & WEIL (INDIA) LIMITED

- i) In respect of its Property, Plant and Equipment
- 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) The assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification. All discrepancies have been properly dealt with in the books of accounts.
 - c) Based on our examination of the registered sale deed/transfer deed/conveyance deed/ property tax paid documents (which evidences title) provided to us, we report that, the title in respect of self – constructed buildings and title deeds of all other immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date.
 - d) The Company has not revalued any of its property, plant and equipment (including of right-of-use assets) and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988, as amended and rules made thereunder.
- ii) In respect of Inventories
- a) The inventory, except for goods in transit, has been physically verified by the management during the year at reasonable intervals. In our opinion, 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 operation. For goods in transit, the goods have been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of inventory when compared with books of account.
 - b) The Company has been sanctioned working capital limits in excess of Rs.5 Crores, in aggregate, at any point of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and other stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company for the first three quarters and with the audited books of account in respect of fourth quarter ending March 31, 2022 and there are no material discrepancies.
- iii) The Company has made investments in companies and other entities. The Company has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
- a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year and hence reporting under clauses (iii)(a),(c),(d),(e) and (f) of the order are not applicable.
 - b) In our opinion, the investments made in companies are prima facie, not prejudicial to the Company’s interest.
- iv) According to the information and explanation given to us and on our examination of the books of records of the Company, the Company has not provided any loans, guarantees or securities as specified under section 185 and 186 of the Act. In respect of investments made, in our opinion, the Company has complied with the provisions of Section 186 of the Act.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 as amended. Accordingly, the provisions of clause 3(v) of Para 3 of the Order are not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- vii) a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Service Tax, Goods and Services Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with appropriate authorities, where applicable. There are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at March 31, 2022 for a period of more than six months from the date they became payable.

- b) According to the records of the Company, the dues outstanding of Income-Tax, Value Added Tax, Service Tax, Duty of Customs, Duty of Excise and Value Added Tax on account of any dispute, as on March 31, 2022 are as follows:

Particulars	Period to which the amount relates	Forum where the dispute is pending	Rupees in Lacs
Income Tax	2016-17	Income Tax Appellant Tribunal	0.86
	2017-18 to 2018-19	Commissioner of Income Tax (Appeals)	45.68
Excise Duty	2014-15 to 2016-17	Asst. Commissioner of Excise	35.02
	2006-07 to 2017-18	CESTAT, Ahmedabad	254.13
	2006-07 to 2011-12	Commissioner	50.83
Service Tax	2003-04 to 2006-07	CESTAT, Mumbai	70.88
	2010-11 to 2014-15	CESTAT, Mumbai	76.48
	2015-16 to 2016-17	Deputy Commissioner, CGST, Thane	30.33
	2013-14 to 2017-18	Commissioner Appeals	24.30
Sales Tax/VAT/ CST	1998-99	Deputy Commissioner (Appeal), Jaipur	11.07
	2013-14 to 2018-19	Joint Commissioner of Sales Tax (Appeal)	276.19
	2016-17	Joint Commissioner Appeal	17.08
	2016-17	Assistant Commissioner Appeals	3.51
Sewerage Tax	2007-08 to 2011-12	Small Cause Court	34.00

- viii) 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.
- ix) a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) 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.
- x) a) The Company has not raised any moneys by way of initial public offer or further public offer (Including debt instruments) and hence reporting under Clause (x) (a) of Para 3 of the Order is not applicable to the Company.
- b) The Company has not made any preferential allotment or private placement of share or fully convertible debentures (fully, partially or optionally convertible) during the year and accordingly provisions of clause (x)(b) of Para 3 of the Order are not applicable to the Company.
- xi) a) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the Company has been noticed or reported during the year, nor have we been informed of any such case by the management.
- b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company and accordingly provisions of clause (xii) of Para 3 of the order are not applicable to the Company.
- xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties is in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Standalone Ind As Financial Statements in Note No. 34(L) as required by the applicable accounting standards.



Grauer & Weil (India) Limited

- xiv) a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, provisions of clause (xv) of Para 3 of the Order are not applicable to the Company.
- xvi) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions of clause (xvi)(a) of Para 3 of the Order are not applicable to the Company.
- b) During the year, the Company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly, provisions of clause (xvi)(b) of Para 3 of the Order are not applicable to the Company.
- c) The Company is not a Core Investment Company (CIC) as defined in the Regulations made by the Reserve Bank of India and accordingly the provisions of clause (xvi)(c) of Para 3 of the Order is not applicable to the Company.
- d) The group does not have any CIC as a part of the group and accordingly reporting under clause (xvi)(d) of Para 3 of the Order is not applicable to the Company.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) 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.
- xx) a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on, "other than ongoing projects" requiring a transfer to a fund specified in Schedule VII to the Companies Act in compliance with the provision of sub-section (5) of section 135 of the said Act. Accordingly, reporting under clause (xx) (a) of Para 3 of the Order is not applicable for the year.
- b) In respect of "ongoing projects", the Company has transferred unspent CSR amount, to a special account within a period of 30 days from the end of the said financial year in compliance with the provisions of sub section (6) of section 135 of the said Act.

For SCA AND ASSOCIATES
Chartered Accountants
Firm Registration No.101174W

Shivratan Agarwal
Partner
Membership No.104180
UDIN: 22104180AJXKEE5745

Place: Mumbai
Date: May 30, 2022

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF GRAUER & WEIL (INDIA) LIMITED

Report on the Internal Financial Controls with reference to the aforesaid Standalone Ind As Financial Statements 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 with reference to Standalone Ind As Financial Statements of **GRAUER & WEIL (INDIA) LIMITED** (“the Company”) as of March 31, 2022 in conjunction with our audit of the Standalone Ind AS 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 with reference to Financial Statements and such controls were operating effectively as at March 31, 2022, 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 issued by the Institute of Chartered Accountants of India (ICAI).

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 with reference to Standalone Ind As Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Ind As Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by The Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Ind As Financial Statements 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 with reference to Standalone Ind As Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Ind As Financial Statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to Standalone Ind As Financial Statements

Meaning of Internal Financial Controls with reference to Standalone Ind As Financial Statements

A Company’s internal financial control with reference to Standalone Ind As Financial Statements 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 with reference to Standalone Ind As Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls with reference to Standalone Ind As Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Ind As Financial Statements, 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 with reference to Standalone Ind As Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Ind As Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For SCA AND ASSOCIATES

Chartered Accountants

Firm Registration No.101174W

Shivratan Agarwal

Partner

Membership No.104180

UDIN: 22104180AJXKEE5745

Place: Mumbai

Date: May 30, 2022

STANDALONE BALANCE SHEET AS AT MARCH 31, 2022

Rupees in Lacs

	Note	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	2	22,615.87	22,008.17
Capital work-in-progress	3	98.64	362.91
Right of use assets	4	1,954.57	1,724.82
Other intangible assets	5	84.90	91.29
Financial assets			
Investments	6	173.28	256.22
Other financial assets	7	1,986.52	467.65
Income tax assets (net)	8	277.82	246.87
Other non-current assets	9	172.52	172.93
		27,364.12	25,330.86
Current assets			
Inventories	10	14,227.10	9,199.18
Financial assets			
Investments	6	54.57	-
Trade receivables	11	13,062.41	12,766.95
Cash and cash equivalents	12A	11,754.05	10,467.68
Bank balances other than cash & cash equivalents	12B	14,023.36	14,924.15
Other financial assets	7	566.63	820.41
Other current assets	9	1,454.81	1,630.11
		55,142.93	49,808.48
Total assets		82,507.05	75,139.34
EQUITY AND LIABILITIES			
Equity			
Equity share capital	SOCE	2,267.06	2,267.06
Other equity	SOCE	56,089.37	49,298.24
		58,356.43	51,565.30
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13	9.65	16.16
Lease liabilities		406.49	181.43
Other financial liabilities	14	1,044.87	1,315.11
Provisions	15	2,346.53	2,332.77
Deferred tax liabilities (net)	16	1,231.05	1,231.45
		5,038.59	5,076.92
Current liabilities			
Financial liabilities			
Borrowings	13	1,934.66	1,897.61
Lease liabilities		116.49	59.89
Trade payables			
Due to micro and small enterprises	18	1,687.19	460.54
Due to other than micro and small enterprises	18	9,077.71	9,003.66
Other financial liabilities	14	3,376.93	3,242.91
Other current liabilities	17	2,097.88	2,287.25
Provisions	15	413.90	218.53
Current tax liabilities (net)	19	407.27	1,326.73
		19,112.03	18,497.12
Total liabilities		24,150.62	23,574.04
Total equity and liabilities		82,507.05	75,139.34
Significant accounting policies	1		
Explanatory information and other notes	2-34		

The accompanying notes form an integral part of the Standalone Financial Statements
This is the Balance Sheet referred to in our report of even date

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors**UMESHKUMAR MORE**

Chairman
DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations
DIN: 00717877

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728



STANDALONE STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

	Note	2021-22	2020-21
INCOME			
Revenue from operations	20	76,655.81	60,478.37
Other income	21	1,396.52	1,474.17
Total income		78,052.33	61,952.54
EXPENSES			
Cost of materials consumed	22	44,804.49	30,358.17
Purchase of stock-in-trade	23	449.31	307.70
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(2,145.41)	767.36
Employee benefits expense	25	8,096.16	6,927.14
Finance costs	26	250.91	215.23
Depreciation and amortisation expense	27	1,955.50	1,832.97
Other expenses	28	14,189.48	12,037.97
Total expenses		67,600.44	52,446.54
Profit before exceptional items and tax		10,451.89	9,506.00
Exceptional items (Refer Note 30)		176.35	-
Profit before tax		10,628.24	9,506.00
Tax expense	29		
Current tax		2,839.25	2,520.37
Deferred tax		(34.44)	22.48
Total tax expense		2,804.81	2,542.85
Profit after tax		7,823.43	6,963.15
Other comprehensive income			
Items that will not be reclassified to Statement of Profit and Loss			
Remeasurement of defined benefit plan		135.27	(92.79)
Income tax on remeasurement of defined benefit plan	29	(34.04)	23.35
Total other comprehensive income		101.23	(69.44)
Total comprehensive income for the year		7,924.66	6,893.71
Earnings per equity share (in rupees)			
Basic	34M	3.45	3.07
Diluted		3.45	3.07
Significant accounting policies	I		
Explanatory information and other notes	2-34		

The accompanying notes form an integral part of the Standalone Financial Statements
This is the Statement of Profit and Loss referred to in our report of even date

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

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CFO & President Commercial
Membership No. 090728

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2022

Rupees in Lacs

	2021-22	2020-21
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional item & tax	10,451.89	9,506.00
Exceptional item (Refer Note 30)	176.35	-
Profit before tax	10,628.24	9,506.00
Adjustment for :		
Depreciation and amortisation expenses	1,955.50	1,832.97
Bad debts written off	163.77	53.22
Allowance for doubtful debt	1.89	2.76
Sundry balances written back	41.55	(217.27)
Finance costs	250.91	215.23
Loss/(gain) on property, plant & equipment sold/discarded (net)	24.71	(278.62)
Provision for impairment on investment in associates	83.83	-
Loss/(gain) on sale of investment	(19.62)	(88.06)
Net loss/(gain) arising on fair value change	(24.77)	19.16
Net unrealised foreign exchange loss/(gain)	(0.80)	(21.00)
Employee benefits	195.37	-
Interest income	(1,093.23)	(938.54)
Dividend income	(1.22)	(0.28)
Operating profit before working capital changes	12,206.13	10,085.57
Adjustments for changes in working capital		
(Increase)/decrease in trade receivables	(462.84)	(1,441.68)
(Increase)/decrease in inventories	(5,027.92)	1,569.01
(Increase)/decrease in non current asset	(38.52)	(6.43)
(Increase)/decrease in current financial asset	175.28	108.48
(Increase)/decrease in other current asset	252.01	(286.44)
Increase/(decrease) in trade payables	1,261.67	1,523.95
Increase/(decrease) in non current liabilities	(80.47)	53.76
Increase/(decrease) in other current liabilities	(201.88)	1,476.86
Increase/(decrease) in non current provisions	149.03	180.04
Increase/(decrease) in current provisions	-	4.91
Cash generated from operations	8,232.49	13,268.03
Less: Direct taxes paid	(3,789.66)	(1,584.88)
Net cash flow from operating activities (A)	4,442.83	11,683.15
CASH FLOW FROM INVESTING ACTIVITIES		
Payment towards purchase of property, plant & equipment	(2,154.42)	(1,847.25)
Proceeds from sale of property, plant & equipment	14.58	328.46
Investment purchased	(300.75)	-
Deposits/balance with banks with maturity more than 3 months	(577.39)	(3,784.60)
Proceeds from sale of investment	267.45	91.96
Interest and dividend received	1,094.44	938.81
Net cash flow from investing activities (B)	(1,656.09)	(4,272.62)

Rupees in Lacs

	2021-22	2020-21
CASH FLOW FROM FINANCING ACTIVITIES		
Lease liability payment	(125.24)	(126.47)
Net proceeds/(repayment) of hire purchase credits	(11.38)	(28.40)
Proceeds/(repayment) of working capital facilities	83.01	77.75
Loan return/(given) to related parties	-	45.08
Net proceeds / (repayment) of loan from related parties	(60.00)	(40.00)
Interest paid	(255.00)	(204.83)
Dividend and corporate dividend tax	(1,131.76)	5.12
Net cash flow from financing activities (C)	(1,500.37)	(271.75)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	1,286.37	7,138.78
Cash and cash equivalents as at the beginning of the period (Refer Note 12A)	10,467.68	3,328.90
Cash and cash equivalents as at the end of the period (Refer Note 12A)	11,754.05	10,467.68

Note:

- The above Cash Flow Statement has been prepared under the Indirect Method.
- Reconciliation of liabilities arising from financing activities:

	March 31, 2022	March 31, 2021
Opening balance	1,932.66	1,923.32
Cash inflow/(outflow) of non current borrowings	(6.49)	(3.90)
Cash inflow/(outflow) of current borrowings	18.14	13.24
Closing balance	1,944.31	1,932.66

The accompanying notes form an integral part of the Standalone Financial Statements
This is the Statement of Cash Flow referred to in our report of even date

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman
DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations
DIN: 00717877

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2022

EQUITY SHARE CAPITAL	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rupees in Lacs	No. of shares	Rupees in Lacs
Authorised share capital	50,00,00,000	5,000.00	50,00,00,000	5,000.00
Issued share capital	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Subscribed share capital	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Fully paid-up share capital	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Balance at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Restated balance at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Changes in share capital during the current year	-	-	-	-
Balance at the end of the reporting year	22,67,05,750	2,267.06	22,67,05,750	2,267.06

Rights, preferences and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital

The Company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 to their shareholding.

Shares in the Company held by each shareholder holding more than five percent shares	As at March 31, 2022		As at March 31, 2021	
	No. of shares	%	No. of shares	%
Mr. Umeshkumar More	2,28,05,999	10.06%	2,28,05,999	10.06%
Mr. Nirajkumar More	1,78,52,106	7.87%	1,78,52,106	7.87%
Mrs. Premlata More	1,27,24,455	5.61%	1,27,24,455	5.61%
M/s. Growel Projects LLP	1,25,58,000	5.54%	1,25,58,000	5.54%
M/s. Poona Bottling Company Private Limited	4,28,86,151	18.92%	4,28,86,151	18.92%
M/s. Ridhi Sidhi Limited	3,23,59,000	14.27%	3,23,59,000	14.27%

Disclosure of shareholding of Promoters

Name of the Promoters	As at March 31, 2022			As at March 31, 2021		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Umeshkumar Nandlal More	2,28,05,999	10.06%	0.00%	2,28,05,999	10.06%	0.00%
Niraj Kumar More	1,78,52,106	7.87%	0.00%	1,78,52,106	7.87%	0.00%
Premlata More	1,27,24,455	5.61%	0.00%	1,27,24,455	5.61%	0.00%
Aman Nirajkumar More	47,58,060	2.10%	0.00%	47,58,060	2.10%	0.05%
Yash Nirajkumar More	47,58,060	2.10%	0.00%	47,58,060	2.10%	-0.03%
Pallavi More	31,49,409	1.39%	0.00%	31,49,409	1.39%	0.00%
Niraj Kumar More HUF	1,73,650	0.08%	0.00%	1,73,650	0.08%	0.00%
Vinod Haritwal	11,120	0.00%	-0.01%	31,000	0.01%	0.00%
Rameshkumar More	21,600	0.01%	0.00%	21,600	0.01%	0.00%
Shivani Rajgarhia	7,20,500	0.32%	0.00%	7,20,500	0.32%	0.00%
Manisha Dujodwala	4,82,500	0.21%	0.00%	4,82,500	0.21%	0.00%
Poona Bottling Company Private Limited	4,28,86,151	18.92%	0.00%	4,28,86,151	18.92%	0.01%
Ridhi Sidhi Ltd	3,23,59,000	14.27%	0.00%	3,23,59,000	14.27%	0.00%
Growel Projects LLP	1,25,58,000	5.54%	0.00%	1,25,58,000	5.54%	0.00%
Radhakishan Nandlal LLP	10,88,120	0.48%	0.00%	10,88,120	0.48%	0.00%
Bubna More And Company LLP	1,88,750	0.08%	0.00%	1,80,000	0.08%	0.00%

OTHER EQUITY	Reserves and Surplus		Other Comprehensive Income	TOTAL
	General Reserve	Retained Earnings	Remeasurements of Defined Benefit Plans	
Balance as at March 31, 2020	42,121.95	546.57	(375.02)	42,293.50
Changes in accounting policy or correction of prior period items	-	-	-	-
Restated balance as at April 01, 2020	42,121.95	546.57	(375.02)	42,293.50
Profit for period ending March 31, 2021	-	6,963.15	-	6,963.15
Add: Transaction cost relating to amalgamation written back	111.04	-	-	111.04
Other comprehensive income for period ending March 31, 2021	-	-	(69.44)	(69.44)
Total comprehensive income for the period ending March 31, 2021	111.04	6,963.15	(69.44)	7,004.75
Transactions with owners in their capacity as owners:				
Dividends and dividend distribution tax				
- Dividend distribution tax	-	(0.01)	-	(0.01)
Transfer to general reserves	6,000.00	(6,000.00)	-	-
Balance as at March 31, 2021	48,232.99	1,509.71	(444.46)	49,298.24
Changes in accounting policy or correction of prior period items	-	-	-	-
Restated balance as at April 01, 2021	48,232.99	1,509.71	(444.46)	49,298.24
Profit for period ending March 31, 2022	-	7,823.43	-	7,823.43
Other comprehensive income for period ending March 31, 2022	-	-	101.23	101.23
Total comprehensive income for period ending March 31, 2022	-	7,823.43	101.23	7,924.66
Transactions with owners in their capacity as owners:				
Dividends and dividend distribution tax				
- Final dividend	-	(1,133.53)	-	(1,133.53)
Transfer to general reserve	6,300.00	(6,300.00)	-	-
Balance as at March 31, 2022	54,532.99	1,899.61	(343.23)	56,089.37

Nature and purpose of each component of equity	Nature and purpose
i. General reserve	General reserve represents accumulated profits and is created by transfer of profits from retained earnings and it is not an item of other comprehensive income.
ii. Retained earnings	Retained earnings are the profits that the Company has earned till date, less any transfer to general reserves & dividend
iii. Remeasurements of defined benefit plans	Gains/losses arising on remeasurements of defined benefit plans are recognised in the other comprehensive income as per Ind AS-19 and shall not be reclassified to the Statement of Profit or Loss in the subsequent years.

The accompanying notes form an integral part of the Standalone Financial Statements

This is the Statement of Changes in Equity (SOCE) referred to in our report of even date

For SCA AND ASSOCIATES

Chartered Accountants

(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner

Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman

DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations

DIN: 00717877

CHINTAN K. GANDHI

Company Secretary

Membership No. 21369

NIRAJKUMAR MORE

Managing Director

DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial

Membership No. 090728

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

A) General information:

Grauer & Weil (India) Limited (the "Company") is a Public Limited Company incorporated in India having its registered office at Growel Corporate, Akurli Road, Kandivli (East), Mumbai 400 101. The Company is engaged in the business of manufacturing and selling of Surface Finishings besides Engineering and Mall business. The Company presently has its manufacturing facilities in Dadra, Vapi (Gujarat), Barotiwala (Himachal Pradesh), Samba (Jammu & Kashmir) besides Engineering division at Khed (Pune District) and Mall at Kandivli (Mumbai).

B) Basis of preparation of financial statements:

The principal accounting policies applied in the preparation of these financial statements are set out in para C below. These policies have been consistently applied to all the years presented.

i) Statement of compliance:

These Standalone Financial Statements have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

The financial statements of the Company for the year ended March 31, 2022 are authorised for issue by the Board of Directors of the Company at the meeting held on May 30, 2022.

ii) Basis of preparation and presentation:

The financial statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013, except for the following material items that have been measured at fair value as required by the relevant Ind AS. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of initial recognition.

- a) Certain financial assets/liabilities measured at fair value (*Refer Note 33 - Fair Values and Hierarchy*)
- b) Employees defined benefit plan as per actuarial valuation
- c) Any other item as specifically stated in the accounting policy

The Company reclassifies comparable amounts unless impracticable and whenever the Company changes the presentation or classification of items in financial statements materially. No such material reclassification has been made during the year.

The financial statements are presented in Indian Rupees which is the functional currency of the Company and the currency of the primary economic environment in which Company operates. Figures have been rounded off to rupees Lacs unless otherwise stated.

iii) Major sources of estimation uncertainty:

In the application of accounting policies which are described in Para C below, the management is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

- Property, Plant and Equipment (PPE);

Useful life of PPE and intangible assets are as specified in Schedule II to the Companies Act, 2013 and on certain assets based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support. The Company reviews the useful life of PPE at the end of each reporting period. This reassessment may result in change in depreciation charge in future periods.

- Inventories:

Inventory obsolescence is based on assessment of the future uses. In all cases, inventory is carried at the lower of historical cost and net realisable value.

- Lease:

Lease accounting after evaluating the right to use the underlying assets, substance of the transactions including legally enforceable arrangements and other significant terms and conditions of the arrangement to conclude whether the arrangements meet the criteria under Ind AS 116.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

- Impairment of non-financial assets:

For calculating the recoverable amount of non-financial assets, the Company is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less cost of disposal. For calculating value-in-use the Company is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further the discount rate used in value-in-use calculations includes an estimate of risk assessment specific to the asset.

- Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- Defined benefit plans:

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

- 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 Discounted Cash Flow (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. Judgments 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.

- Income tax and Deferred tax assets :

Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amounts expected to be paid/reversed for uncertain tax positions.

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

C) Summary of Significant Accounting Policies:

1) Property, Plant and Equipment (PPE):

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses if any, except for freehold land which is not depreciated. Cost includes purchase price (after deducting trade discount / rebate) import duties, non-refundable taxes, cost of replacing the component parts, borrowing costs and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

Spare parts procured along with the plant and equipment or subsequently which meets the definition and recognition criteria of PPE considering the concept of materiality are capitalized and added to the carrying amount of such items. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as 'stores and spares' forming part of the inventory. If the cost of the replaced part is not available, the estimated cost of similar new parts is used as an indication of what the cost of the existing part was when the item was acquired.

Management has assessed applicability of Ind AS 40 - Investment Property to the Mall property. In assessing such applicability, management has considered the ownership of assets, terms of license agreements, various services provided to the licensees, etc. Based on such assessment, the management has considered the Mall property as owner occupied property and hence classified as Property, Plant and Equipment.

Expenditure on acquisition of PPE for Research and Development (R&D) is included in PPE and depreciation thereon is provided as applicable.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when the asset is derecognised.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognised. Depreciation on all assets is provided on straight line basis.

Description of the asset	Estimated useful life
Tangible:	
Land – Leasehold	Primary period of lease
Building	
– Factory	30 Years
– Other than factory buildings	60 Years
Plant and Equipment	10 to 20 Years
Furniture and Fixtures	10 Years
Computer Servers	6 Years
Computers	3 Years
Laboratory Equipment	10 Years
Office Equipment	5 Years
Vehicles Four Wheelers	8 Years
Vehicles Two Wheelers	10 Years
Intangible:	
Software (up to FY 2018-19)	5 Years
Software (from FY 2019-20)	3 Years

Further, the Company has identified and determined separate useful life for each major component of fixed assets, if they are materially different from that of the remaining assets, for providing depreciation in compliance with Schedule II of the Companies Act, 2013.

Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.

The asset's residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

2) Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets.

An item of intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

3) CWIP:

CWIP are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs. 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.

4) Impairment of Property, Plant and Equipment (PPE):

At the end of each reporting period, the Company reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these 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. 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 (CGU) to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

The 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

5) Inventories:

Raw Materials, packing materials and stores and spares are valued at lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials and stores and spares is determined on daily moving weighted average cost basis.

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

6) Leases:

The Company has adopted Ind AS 116-Leases using the modified retrospective method.

Where the Company is a lessee-

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

- the contract conveys the right to use an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the identified asset.

At the date of commencement of a lease, the Company recognises a right-of-use asset ("ROU assets") and a corresponding lease liability for all leases, except for leases with a term of twelve months or less (short-term leases) and low value leases. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability is measured by discounting the lease payments using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates.

Lease payments are allocated between principal and finance cost. The finance cost is charged to 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.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives and restoration costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. ROU assets are depreciated on a straight-line basis over the asset's useful life or the lease whichever is shorter. Impairment of ROU assets is in accordance with the Company's accounting policy for impairment of tangible and intangible assets.

Where the Company is a lessor-

Lease income from operating leases where the Company is a lessor is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

Management has assessed applicability of Ind AS 116 – Leases, to the Mall property. In assessing such applicability, management has considered the ownership of assets, terms of license agreements, various services provided to the licensees, etc. Since the licensee does not have the right to obtain substantially all the economic benefits from the use of the asset or does not have complete right to direct the use of the asset, the Management is of the view that Ind AS 116 – Leases is not applicable to the Mall property.

7) Government grants:

Government grants/subsidy are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants/subsidy will be received.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Grants/subsidy related to income are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate on a systematic basis. Government grants/subsidy that are receivable as compensation for expenses or losses already incurred or for the purpose of providing immediate financial support with no future related costs are recognized in the Statement of Profit and Loss in the period in which they become receivable. Grants/subsidy related to income are presented under other income in the Statement of Profit and Loss except for grants/subsidy received in the form of rebate or exemption which are deducted in reporting the related expense. Grant/subsidy receivable against a specific fixed asset is deducted from the cost of the relevant fixed asset.

8) Provisions, contingent liabilities and contingent assets:

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

Contingent liabilities are disclosed on the basis of judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are not recognized, however, disclosed in financial statement when inflow of economic benefits is probable.

9) Foreign currency transactions:

The financial statements of Company are presented in Indian Rupees, which is also the functional currency. In preparing the financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items denominated in foreign currency are reported at the exchange rate ruling on the date of transaction. Exchange difference on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

10) Share capital and securities premium:

Ordinary shares are classified as equity, incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as securities premium.

11) Dividend distribution to equity shareholders:

The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. A distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in other equity along with any tax thereon.

12) Cash flows and cash and cash equivalents:

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

13) Revenue recognition:

The Company derives revenues primarily from sale of goods comprising Surface Finishings. The revenue of Engineering division is from design, fabrication and manufacture of surface coating equipment and plant. In respect of Mall revenue is derived from Business Conducting/License Fees.

The following is a summary of significant accounting policies related to revenue recognition:

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for turnover/product/prompt payment discounts to customer as specified in the contract with the customers. When the level of discount varies with increase in levels of revenue transactions, the Company recognises the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognised until the payment is probable and the amount can be estimated reliably. The Company recognises changes in the estimated amount of obligations for discounts in the period in which the change occurs. Revenue also excludes taxes collected from customers.

Use of significant judgements in revenue recognition.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as turnover/product/prompt payment discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

i. Sale of goods:

Revenue from sale of goods is recognized, at a point in time when control is transferred to customer, as per the terms of the contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It excludes Goods and Services tax. It is measured at fair value of consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

ii. Engineering division:

Equipment manufactured by the Engineering division for use by other divisions is included in the sales at transfer price and are capitalised by other division.

iii. Income from Business conducting/Licence fees:

Income arising out of Business conducting/Licence fees is accounted at contracted rates, keeping in view, the collectability of the resulting receivables is reasonably assured and is disclosed net of indirect taxes, if any.

iv. Revenue from amenities provided:

Revenue from amenities provided is recognized at value of service and is disclosed net of indirect taxes, if any. Recoveries made against common area maintenance expenses are netted off against expenses.

v. Job contract receipts:

The Company follows the "Percentage of Completion Method" of accounting for all contracts. The revenue from the execution of contracts is recognized proportionately with the degree of completion achieved under each contract, matching revenue with expenses incurred and is accounted over a period of time.

vi. Rendering of services:

Revenue from rendering of services is recognized as per the terms of the contract with customers when related services are performed and when the outcome of the transactions involving rendering of services can be estimated reliably.

vii. Dividend income:

Dividend Income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

viii. Interest income:

Interest income on financial assets measured at amortised cost is recognised on a time-proportion basis using the effective interest method.

ix. Insurance and other claims:

Insurance and other claims/refunds, due to uncertainty in realisation are accounted for on acceptance/actual receipt basis.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

14) Borrowing costs:

Borrowing cost includes interest, commitment charges, brokerage, underwriting costs, discounts / premiums, financing charges, exchange difference to the extent they are regarded as interest costs and all ancillary / incidental costs incurred in connection with the arrangement of borrowing.

Borrowing costs which are directly attributable to acquisition / construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of cost pertaining to those assets. All other borrowing costs are recognised as expense in the period in which they are incurred.

The capitalisation on borrowing costs commences when the Company incurs expenditure for the asset, incurs borrowing cost and undertakes activities that are necessary to prepare the asset for its intended use or sale. The capitalisation of borrowing costs is suspended during extended periods in which active development of a qualifying asset is suspended. The capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

15) Employee benefits:

i. Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

ii. Long term employee benefits:

The cost of providing long term employee benefit is measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. The expected costs of the benefit is accrued over the period of employment using the same methodology as used for defined benefits post employment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to the Statement of Profit and Loss in which they arise except those included in cost of assets as permitted. The benefit is valued annually by an independent actuary.

iii. Post employment benefits:

The Company provides the following post employment benefits:

- i) Defined benefit plans such as gratuity; and
- ii) Defined contributions plans such as provident fund.

iv. Defined benefits plans:

The cost of providing benefits on account of gratuity are determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date, which recognises each period of service as given rise to additional unit of employees benefit entitlement and measuring each unit separately to build up the final obligation. The yearly expenses on account of these benefits are provided in the books of accounts.

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 except those included in cost of assets as permitted.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest as defined above) are recognized in Other Comprehensive Income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognized in the Statement of Profit and Loss except those included in cost of assets as permitted in the period in which they occur.

v. Defined contribution plans:

Payments to defined contribution retirement benefit plans, viz., Provident Fund for eligible employees, and Superannuation benefits are recognized as an expense when employees have rendered the service entitling them to the contribution.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

16) Taxes on income:

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in Other Comprehensive Income.

a) Current tax:

Current tax includes provision for Income tax computed under special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

b) Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet 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, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

17) Earnings per share:

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

18) Current versus non-current classification:

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

a) An asset is current when it is:

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

All other assets are classified as non-current.

b) A liability is current when:

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

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

19) Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in on such basis except for inventories, leases and value in use of non- financial assets. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

20) Segment reporting:

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

21) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a) Financial assets:

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual obligation to receive cash or another financial asset or to exchange financial asset or financial liability under condition that are potentially favourable to the Company.

Investments in subsidiaries:

Investments in equity shares of subsidiaries are carried at cost less impairment.

Financial assets other than investment in subsidiaries:

Financial assets of the Company comprise trade receivable, cash and cash equivalents, bank balances, investments in equity shares of companies other than in subsidiaries, investment other than equity shares, loans/advances to employee/related parties/others, security deposit, claims recoverable etc.

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. Where transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Subsequent measurement:

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

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through Statement of Profit and Loss

Financial assets measured at amortized cost:-

Financial assets are measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order 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. These financial assets are amortized using the Effective Interest Rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss in finance costs.

Financial assets at fair value through OCI (FVTOCI):-

Financial assets are measured at fair value through other comprehensive income if the financial 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. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the income statement. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

Financial assets at fair value through profit or loss (FVTPL):-

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of Profit and Loss.

Derecognition:

The Company derecognises a financial asset only 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 entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

Impairment of financial assets:

The Company assesses impairment based on Expected Credit Loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on a following basis:

- The 12 month ECL (ECL that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time ECL (ECL that result from all possible default events over the life of financial instruments)

The Company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL 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 entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognized during the year is recognized as expense/income in the Statement of Profit and Loss.

b) Financial liabilities:

The Company's financial liabilities include loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

Initial recognition and measurement:

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss depending upon the level of fair value.

Subsequent measurement:

The subsequent measurement of financial liabilities depends upon the classification as described below:-

Financial liabilities classified as amortised cost:-

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate. Interest expense that is not capitalised as part of costs of assets is included as finance costs in the Statement of Profit and Loss.

Financial liabilities at Fair value through Profit and Loss (FVTPL):-

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of financial instruments:

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

c) Derivatives

Derivative instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument and is recognised in Other Comprehensive Income (OCI).

Cash flow hedges shall be reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged expected future cash flows affect profit or loss. If hedge of a forecast transaction results in the recognition of a non-financial asset or a non-financial liability, then the gain or loss that are accumulated in the cash flow hedge reserve is recognised in the initial cost or other carrying amount of the asset or liability (this is also referred to as "Basis Adjustment").

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022**22) Recent accounting pronouncements:**

The Ministry of Corporate Affairs (MCA) on March 23, 2022 through Companies (Indian Accounting Standards) Amendment Rules, 2022 has notified the following amendments to IND AS which are applicable on April 01, 2022.

i) Ind AS 16 – Property, Plant and Equipment –

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment.

The amendment prohibits an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in the profit or loss.

The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

ii) Ind AS 37 – Provisions, contingent liabilities and contingent assets –

The amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (examples depreciation charge). The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 2: PROPERTY, PLANT AND EQUIPMENT

Rupees in Lacs

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at April 01, 2021	Additions	Deductions	Other adjustments	As at March 31, 2022	As at April 01, 2021	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2022	As at March 31, 2021
Tangible assets											
Land - Freehold	3,209.19	-	-	-	3,209.19	-	-	-	-	3,209.19	3,209.19
Buildings	14,635.68	204.30	-	(2.38)	14,842.36	2,568.27	558.49	(0.02)	-	11,715.58	12,067.41
Plant and machinery	7,971.44	1,947.51	1.84	55.04	9,862.07	3,011.76	844.70	38.93	0.12	3,817.41	4,959.68
Laboratory equipment	161.44	25.80	0.28	19.14	167.82	72.76	25.21	12.49	0.27	85.21	88.68
R and D equipment	1,327.49	89.63	0.74	-	1,416.38	494.49	103.98	-	0.51	597.96	833.00
Furniture and fixtures	841.53	38.12	0.19	2.00	877.46	627.73	32.76	1.27	0.06	659.16	213.80
Vehicles	937.74	10.09	51.15	-	896.68	497.05	91.55	-	37.36	551.24	440.69
Office equipment	384.54	48.15	1.24	7.07	424.38	188.82	59.94	5.69	0.36	242.71	195.72
Total	29,469.05	2,363.60	55.44	80.87	31,696.34	7,460.88	1,716.63	58.36	38.68	9,080.47	22,008.17

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at April 01, 2020	Additions	Deductions	Other adjustments	As at March 31, 2021	As at April 01, 2020	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2021	As at March 31, 2020
Tangible assets											
Land - Freehold	3,214.87	-	5.68	-	3,209.19	-	-	-	-	3,209.19	3,214.87
Buildings	13,901.74	733.94	-	-	14,635.68	2,021.05	547.22	-	-	12,067.41	11,880.69
Plant and machinery	7,371.24	596.03	21.44	(25.61)	7,971.44	2,279.08	716.32	(25.85)	9.49	3,011.76	5,092.16
Laboratory equipment	166.36	2.71	7.64	(0.01)	161.44	62.78	14.60	(0.01)	4.63	72.76	103.58
R and D equipment	1,266.82	60.67	-	-	1,327.49	380.40	114.09	-	-	494.49	886.42
Furniture and fixtures	820.10	21.85	0.48	(0.06)	841.53	532.43	95.47	(0.06)	0.23	627.73	287.67
Vehicles	861.81	130.16	54.23	-	937.74	430.71	92.14	-	25.80	497.05	431.10
Office equipment	349.42	36.89	2.01	(0.24)	384.54	135.48	54.82	-	1.48	188.82	213.94
Total	27,952.36	1,582.25	91.48	(25.92)	29,469.05	5,841.93	1,634.66	(25.92)	41.63	7,460.88	22,110.43

Note:-

- Title deeds of Freehold Land are held in the name of the Company. Title deeds in respect of Buildings on immovable properties which are constructed on Company's Freehold Land is based on documents constituting evidence of legal ownership of the Buildings.
- The Company has not received any notice with regard to holding of Benami properties.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 3: CAPITAL WORK-IN-PROGRESS

Rupees in Lacs

Particulars	As on 31st March 2022				Total	As on 31st March 2021				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress	18.33	9.87	-	-	28.20	292.16	-	-	-	292.16
Project temporarily suspended (*)	-	-	20.15	50.29	70.44	-	20.15	50.60	-	70.75
Total	18.33	9.87	20.15	50.29	98.64	292.16	20.15	50.60	50.60	362.91

(*) Pending regulatory approval delayed on account of COVID-19

Note: There were no material projects which have exceeded their original planned cost and timelines.

NOTE 4: RIGHT OF USE ASSETS

Rupees in Lacs

Nature of fixed assets	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at April 01, 2021	Additions	Deductions	Other adjustments	As at March 31, 2022	Provided for the year	As at April 01, 2021	As at March 31, 2021
Leasehold land	1,708.17	-	-	-	1,708.17	31.40	131.68	1,576.49
Buildings	248.24	412.01	61.45	-	598.80	145.99	99.91	409.48
Total	1,956.41	412.01	61.45	-	2,306.97	177.39	231.59	1,954.57

Nature of fixed assets	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at April 01, 2020	Additions	Deductions	Other adjustments	As at March 31, 2021	Provided for the year	As at April 01, 2020	As at March 31, 2020
Leasehold land	1,709.11	-	0.94	-	1,708.17	32.24	100.38	1,608.73
Buildings	349.79	22.31	123.86	-	248.24	119.68	104.09	245.70
Total	2,058.90	22.31	124.80	-	1,956.41	151.92	204.47	1,854.43

Note:-

- The Company lease mainly comprise of land and building. The Company leases land and building for its manufacturing and sales offices.
- Refer Note 340

NOTE 5: OTHER INTANGIBLE ASSETS

Rupees in Lacs

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at April 01, 2021	Additions	Deductions	Other adjustments	As at March 31, 2022	Provided for the year	As at April 01, 2021	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Computer software	318.43	55.09	-	-	373.52	61.48	227.14	227.14	288.62	91.29
Total	318.43	55.09	-	-	373.52	61.48	227.14	227.14	288.62	91.29

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at April 01, 2020	Additions	Deductions	Other adjustments	As at March 31, 2021	Provided for the year	As at April 01, 2020	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Computer software	284.41	34.02	-	-	318.43	46.39	180.75	180.75	227.14	103.66
Total	284.41	34.02	-	-	318.43	46.39	180.75	180.75	227.14	103.66

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 6: INVESTMENTS

NON CURRENT INVESTMENTS	As at March 31, 2022		As at March 31, 2021	
	Nos.	Rupees in Lacs	Nos.	Rupees in Lacs
A) Quoted (other than trade) (Carried at fair value through Statement of Profit and Loss) In fully paid-up Equity Shares of Rs. 10 each				
Sunflag Iron & Steel Company Limited	2,000	1.26	2,000	1.26
Ginni Filaments Limited	900	0.39	900	0.18
In fully paid-up Equity Shares of Rs. 2 each				
Punjab National Bank	1,175	0.41	1,175	0.43
B) Unquoted (trade) In Associates (carried at cost)				
Grauer & Weil Engineering Private Limited (Fully paid up Equity shares of Rs. 10/- each)	1,49,980	-	1,49,980	-
Growel Sidasa Industries Private Limited (Fully paid up Equity shares of Rs. 10/- each)	12,88,300	-	12,88,300	-
Grauer & Weil (Thailand) Co. Limited (Fully paid up Equity shares of THB 100/- each)	-	-	58,800	83.83
In Subsidiaries (carried at cost)				
Grauer & Weil (Shanghai) Limited (Fully Paid up)	23,28,460	-	23,28,460	-
Growel Chemicals Co. Limited (Partly paid Equity shares of THB 100 each - THB 87.75 paid up)	1,00,000	164.72	1,00,000	164.72
Other Investments (carried at cost)				
The Saraswat Co-operative Bank Limited (Fully paid up Equity shares of Rs. 10/- each)	5,000	0.50	5,000	0.50
C) Unquoted (other than trade) Other Investment (Carried at fair value through Statement of Profit and Loss) In fully paid-up Equity Shares of Rs. 10 each				
Shree Vaishnavi Dyeing & Printing Limited	1,500	-	1,500	-
Arihant Threads Limited	2,100	-	2,100	-
Rasik Plast Limited	13,500	-	13,500	-
Surlux Health Centres Limited	1,000	-	1,000	-
Shivalik Solid Waste Management Limited	20,000	5.81	20,000	5.11
Crystal Software Solutions Limited	8,600	-	8,600	-
Indo-French Bio-tech Enterprises Limited	89,800	-	89,800	-
Other Investments (carried at cost)				
National Savings Certificates		0.19		0.19
		173.28		256.22
	Cost Rs.	Market value Rs.	Cost Rs.	Market value Rs.
Aggregate market value of quoted investments		2.06		1.87
Aggregate book value of unquoted investments	171.22		254.35	
Aggregate value of impairment	83.83		-	

Note:-

- The Company has not entered into any transactions in Crypto or virtual currency.
- The Company has complied with requirement of Clause 87 of Section 2 with regard to number of layers of Companies.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 6: INVESTMENTS

CURRENT INVESTMENTS	As at March 31, 2022		As at March 31, 2021	
	Nos./unit	Rupees in Lacs	Nos./unit	Rupees in Lacs
Unquoted (other than trade) (Carried at fair value through statement of profit and loss)				
Power Grid Invit	40,753	54.57	-	-
		54.57		-

NOTE 7: OTHER FINANCIAL ASSETS

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Unsecured - considered good (Carried at amortised cost)				
Interest receivable - others			155.67	520.59
Security deposits	294.56	271.47	-	-
Term deposits with maturity for more than 12 months (Refer Note 12)	1,619.94	140.00	-	-
Term deposits held as margin money against bank guarantees	72.02	56.18	-	-
Others	-	-	410.96	299.82
	1,986.52	467.65	566.63	820.41

NOTE 8: INCOME TAX ASSETS (NET)

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Advance income tax (Net of provisions)	277.82	246.87	-	-
	277.82	246.87	-	-

NOTE 9: OTHER ASSETS

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Capital advances	169.79	169.79	13.37	139.33
Advances other than capital advances				
Advances to employees	2.73	3.14	24.42	16.05
Advances to suppliers	-	-	199.85	293.26
Prepaid expenses	-	-	64.17	27.21
Balances with government authorities				
Goods and service tax	-	-	1,055.99	1,061.32
Others	-	-	97.01	92.94
	172.52	172.93	1,454.81	1,630.11

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 10: INVENTORIES

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
At lower of cost and net realisable value		
Raw materials	6,564.73	4,093.36
Raw materials-in-transit	763.51	414.55
	7,328.24	4,507.91
Work-in-progress	2,391.00	1,280.79
Finished goods	4,049.28	3,028.61
Finished goods - traded	69.32	54.79
	4,118.60	3,083.40
Stores and spares	389.26	327.08
	14,227.10	9,199.18

NOTE 11: TRADE RECEIVABLES

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
Secured considered good	645.07	672.09
Unsecured considered good	12,417.34	12,094.86
	13,062.41	12,766.95
Trade receivables - credit impaired	28.08	26.19
Less: Impairment provision for Expected Credit Loss	(28.08)	(26.19)
	13,062.41	12,766.95

Note:

- The Company has used practical expedient for computing Expected Credit Loss allowance for trade receivables wherever necessary, taking into account historical credit loss experience adjusted for forward looking estimates and accordingly provisions are made for Expected Credit Loss.
- For receivables from related parties (Refer Note 34L)
- Ageing schedule

Rupees in Lacs

AGEING OF TRADE RECEIVABLES Particulars	As on March 31, 2022						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivable							
(i) Secured - considered good	314.39	191.07	71.31	33.47	4.61	0.12	614.97
(ii) Unsecured - considered good (*)	7,538.51	2,986.64	830.42	369.27	244.34	61.59	12,030.77
Disputed trade receivables							
(i) Secured - considered good	-	-	-	23.01	4.13	30.18	57.32
(ii) Unsecured (**)	-	0.54	13.15	17.63	42.22	313.89	387.43
Total Debtors	7,852.90	3,178.25	914.88	443.38	295.30	405.78	13,090.49
Less:- Allowance for loss							(28.08)
Total							13,062.41

Note :

(*) An amount of Rs. 1,206.13 Lacs is towards Retention as per the contractual arrangement with the customers

(**) An amount of Rs. 227.15 Lacs is receivable towards the service tax component on lease rent, for which petition is pending with Supreme Court.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

AGEING OF TRADE RECEIVABLES Particulars	As on March 31, 2021						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivable							
(i) Secured - considered good	297.07	215.41	40.87	12.42	0.34	16.34	582.45
(ii) Unsecured - considered good (*)	6,804.45	3,754.19	380.51	720.59	159.31	36.51	11,855.56
Disputed trade receivables							
(i) Secured - considered good (**)	-	-	-	-	17.43	72.21	89.64
(ii) Unsecured	-	-	-	-	29.19	236.30	265.49
Total Debtors	7,101.52	3,969.60	421.38	733.01	206.27	361.36	12,793.14
Less:- Allowance for loss							(26.19)
Total							12,766.95

Note :

(*) An amount of Rs. 981.85 Lacs is towards Retention as per the contractual arrangement with the customers

(**) An amount of Rs. 227.15 Lacs is receivable towards the service tax component on lease rent, for which petition is pending with Supreme Court.

NOTE 12: CASH AND BANK BALANCES

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(A) Cash & cash equivalents				
Balances with banks				
In current accounts	-	-	5,133.12	4,850.39
In EEFC accounts	-	-	836.87	550.31
Term deposits with maturity within 3 months	-	-	5,767.96	5,051.81
Cash on hand	-	-	16.10	15.17
	-	-	11,754.05	10,467.68
(B) Bank balance's other than cash & cash equivalents				
Unpaid dividend accounts	-	-	81.01	79.25
Term deposits with maturity of more than 3 months and less than 12 months	-	-	13,942.35	14,844.90
Term deposits with maturity of more than 12 months	1,619.94	140.00		
	1,619.94	140.00	14,023.36	14,924.15
Amount included under the head 'Other Financial Assets' (Refer Note 7)	(1,619.94)	(140.00)	-	-
	-	-	14,023.36	14,924.15

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022**NOTE 13: BORROWINGS**

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Secured				
Hire purchase credits	9.65	16.16	14.03	18.89
Loans repayable on demand from banks	-	-	1,473.63	1,390.61
Unsecured				
Loans and advances from related parties (Refer Note 34L)	-	-	447.00	507.00
	9.65	16.16	1,934.66	1,916.50
Amounts disclosed under the head 'Other Financial Liabilities' (Refer Note 14)	-	-	-	(18.89)
	9.65	16.16	1,934.66	1,897.61

Note:

1. Nature of security and terms of repayment
 - a) Hire purchase credits are for purchase of vehicles. These facilities are secured by first charge on respective vehicles against which the specific facility has been taken. The loan amount is repayable in equitable monthly installments with interest rates ranging from 7.60% p.a. to 8.70% p.a. (PY 7.65% p.a. to 8.70% p.a.) as applicable and are expected to be fully repaid as per the respective repayment schedules and shall get fully repaid between Sept 2022 to April 2024.
 - b) The working capital facilities are secured by hypothecation of all stocks, moveable assets and book debts by way of first charge on pari-passu basis and are further collaterally secured by second pari-passu charge on the block assets of Shopping mall at Kandivali, Mumbai as per respective banking arrangement. The working capital facility is repayable on demand and carries interest rate ranging from 7.25% p.a. to 8.75% p.a. (PY 7.40% p.a. to 8.75% p.a.)
2. The Company is not declared as wilful defaulter.
3. The Company has complied with terms and conditions and registration of charges for all credit facilities availed as per the respective banking arrangements.
4. The quarterly returns filed by Company with banks against borrowings on the basis of current assets are in agreement with the books of accounts and there are no material discrepancies.

NOTE 14: OTHER FINANCIAL LIABILITIES

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Current maturities of long term debt (Refer Note 13)	-	-	-	18.89
Unpaid dividend*	-	-	81.01	79.25
Others				
Deposits from licensees and dealers	1,044.87	1,315.11	895.49	715.40
Security deposit from employees	-	-	73.19	67.34
Payable towards capital expenditure	-	-	43.32	47.05
Payable to employees	-	-	97.21	80.38
Expenses payable	-	-	2,181.97	2,221.90
Others	-	-	4.74	12.70
	1,044.87	1,315.11	3,376.93	3,242.91

*There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 15: PROVISIONS

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits				
Leave benefits	-	-	193.62	-
Gratuity (Refer Note 25)	2,346.53	2,332.77	220.28	218.53
	2,346.53	2,332.77	413.90	218.53

NOTE 16: DEFERRED TAX LIABILITIES (NET)

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Deferred tax liability				
- Arising on account of difference in carrying amount and tax base of PPE & intangibles	1,953.38	1,896.08	-	-
Deferred tax asset				
- Accrued expenses allowable on actual payments	(594.97)	(503.22)	-	-
- Ind AS adjustments	(127.36)	(161.41)	-	-
	1,231.05	1,231.45	-	-

NOTE 17: OTHER LIABILITIES

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Contractual liabilities	-	-	749.85	1,169.05
Deferred income	-	-	309.51	123.80
Statutory dues payable				
Goods and service tax	-	-	609.99	583.12
Others	-	-	428.53	411.28
	-	-	2,097.88	2,287.25

NOTE 18: TRADE PAYABLES

Rupees in Lacs

	Current	
	As at March 31, 2022	As at March 31, 2021
Total outstanding dues to Micro and Small Enterprises (Refer Note 34H)	1,687.19	460.54
Total outstanding dues of other than Micro and Small Enterprises	9,077.71	9,003.66
	10,764.90	9,464.20

Rupees in Lacs

AGEING OF TRADE PAYABLES	As on March 31, 2022						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,375.91	279.54	21.26	6.17	4.31	-	1,687.19
(ii) Other creditors	6,288.10	2,422.16	153.44	99.85	34.32	79.84	9,077.71
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	7,664.01	2,701.70	174.70	106.02	38.63	79.84	10,764.90

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

AGEING OF TRADE PAYABLES	As on March 31, 2021						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	316.99	139.69	2.82	1.04	-	-	460.54
(ii) Other creditors	6,134.41	2,543.68	188.09	48.64	30.38	58.46	9,003.66
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	6,451.40	2,683.37	190.91	49.68	30.38	58.46	9,464.20

NOTE 19: CURRENT TAX LIABILITIES (NET)

Rupees in Lacs

	Current	
	As at March 31, 2022	As at March 31, 2021
Provision for Income tax (Net of advance tax)	407.27	1,326.73
	407.27	1,326.73

NOTE 20: REVENUE FROM OPERATIONS

Rupees in Lacs

	2021-22	2020-21
Revenue from contract with customers		
Sale of products	80,806.71	63,731.62
Less: Trade discount	6,834.33	4,988.35
	73,972.38	58,743.27
Business conducting fees/licence fees and related income	1,922.80	1,113.06
Other operating revenues		
Erection & commissioning charges	397.59	35.71
Testing analysis charges	16.06	8.89
License fees	21.52	11.80
IGST refund / Budgetary support	-	131.49
Scrap sales	252.53	174.32
Sundry balances written back	10.60	216.85
Others	62.33	42.98
	760.63	622.04
Revenue from operations	76,655.81	60,478.37

The management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 - Revenue from Contracts with Customers. Hence, no separate disclosure of disaggregate revenues are reported. (Refer Note 34K)

The contractual liabilities primarily relate to advance consideration received from customers for which revenue is recognised when the performance obligation is over.

Rupees in Lacs

	2021-22	2020-21
Contractual liabilities		
Opening balance as on April 01	1,169.05	563.42
Add: Fresh advances from customers	10,317.93	10,157.76
Less: Advance adjusted against invoices	(10,737.13)	(9,552.13)
Closing balance as on March 31	749.85	1,169.05

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 21: OTHER INCOME

Rupees in Lacs

	2021-22	2020-21
Interest income	1,093.23	938.54
Dividend income on non current investments	1.22	0.28
Net gain on sale of fixed assets	-	278.62
Net gain on foreign currency transactions and translation	83.82	-
Profit on sale of current investments	19.62	88.06
Bad debts written off earlier now recovered	1.21	-
Insurance claim	9.58	12.17
Lease income	2.43	2.52
Export duty drawback	156.03	130.22
Miscellaneous receipts	29.38	23.76
	1,396.52	1,474.17

NOTE 22: COST OF MATERIALS CONSUMED

Rupees in Lacs

	2021-22	2020-21
Opening stock	4,507.91	4,630.79
Add: Purchases	47,624.82	30,235.29
	52,132.73	34,866.08
Less: Closing stock	7,328.24	4,507.91
	44,804.49	30,358.17

NOTE 23: PURCHASE OF STOCK IN TRADE

Rupees in Lacs

	2021-22	2020-21
Traded goods	449.31	307.70

NOTE 24: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Rupees in Lacs

	2021-22	2020-21
Closing Stock		
Traded goods	69.32	54.79
Work-in-progress	2,391.00	1,280.79
Finished goods	4,049.28	3,028.61
	6,509.60	4,364.19
Opening Stock		
Traded goods	54.79	57.79
Work-in-progress	1,280.79	1,386.74
Finished goods	3,028.61	3,687.02
	4,364.19	5,131.55
Net (increase)/decrease in opening and closing stock	(2,145.41)	767.36

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 25: EMPLOYEE BENEFITS EXPENSE

Rupees in Lacs

	2021-22	2020-21
Salaries, wages, bonus and allowances	7,259.60	6,226.09
Contribution to provident and other funds	267.60	246.62
Staff welfare expenses	568.96	454.43
	8,096.16	6,927.14
Employee benefits:		
(a) During the year the Company has recognised the following in the Statement of Profit and loss:		
(i) Defined contribution plans:		
Employer's contribution to provident fund*	106.85	95.33
Employer's contribution to superannuation fund*	32.04	28.20
*included in "Contribution to provident and other funds"		
(ii) Defined benefit plans:	Gratuity	Gratuity
	*Partly Funded / Unfunded	*Partly Funded / Unfunded
Current service cost	171.86	170.19
Interest cost	162.99	157.97
Expected return on plan assets	(1.49)	(3.08)
Actuarial (gain)/loss	(135.27)	92.79
Net cost	198.09	417.87
(b) Reconciliation of benefit obligations and plan assets for the year:		
Present value of defined benefit obligation	2,618.70	2,599.55
Fair value of plan assets	(51.89)	(48.25)
Net asset/(liability) as at March 31, 2022 recognised in the Balance Sheet	2,566.81	2,551.30
Actuarial (gain)/losses on obligation - due to experience	52.43	142.80
Return on plan assets, excluding interest income	2.15	0.08
(c) Change in defined benefit obligation:		
Present value of obligation as at April 01, 2021	2,599.55	2,316.33
Current service cost	171.86	170.19
Interest cost	162.99	157.97
Actuarial (gain)/loss	(133.11)	92.87
Benefits paid	(182.58)	(137.81)
Present value of obligation as at March 31, 2022	2,618.71	2,599.55
(d) Change in plan assets:	Gratuity	Gratuity
	*Partly Funded	*Partly Funded
Opening fair value of plan assets on April 01, 2021	48.25	45.09
Expected return on plan assets	1.49	3.08
Actuarial gain/(loss)	2.15	0.08
Closing fair value of plan assets as on March 31, 2022	51.89	48.25

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

	2021-22	2020-21
(e) Reconciliation of expected return and actual return on plan assets:		
Expected return on plan assets	1.49	3.08
Return on plan assets excluding interest income	2.15	0.08
Actual return on plan assets	3.64	3.16
(f) Reconciliation of opening and closing net liability / (asset) recognized in the balance sheet:	Gratuity *Partly Funded / Unfunded	Gratuity *Partly Funded / Unfunded
Opening net liability as on April 01, 2021	2,551.30	2,271.24
Expenses as recognized in the Statement of Profit and loss	198.09	417.87
Benefits paid	(182.58)	(137.81)
Net liability/(asset)	2,566.81	2,551.30
Sensitivity analysis:-		
Projected benefit obligation on current assumptions	2,618.70	2,599.55
Delta effect of +1% change in rate of discounting	(119.56)	(127.25)
Delta effect of -1% change in rate of discounting	132.18	141.03
Delta effect of +1% change in rate of salary increase	129.58	137.39
Delta effect of -1% change in rate of salary increase	(119.52)	(126.49)
Delta effect of +1% change in rate of employee turnover	(10.89)	(15.68)
Delta effect of -1% change in rate of employee turnover	11.54	16.81
(g) Investments under plan assets as on March 31, 2022:		
LIC group gratuity (cash accumulation) policy - 100%		
(h) The principal actuarial assumptions:		
Discount rate	6.96%	6.33%
Salary escalation rate	8.00%	8.00%
Expected rate of return on plan assets	6.96%	6.33%
The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		
(i) Amount recognised in the current year and previous four years		

Gratuity	As at 31st March				
	2022	2021	2020	2019	2018
Defined benefit obligation	2,618.70	2,599.55	2,316.33	1,968.35	1,763.52
Fair value of plan assets	51.89	48.25	45.09	42.14	39.09
(Surplus) / deficit in the plan	2,566.81	2,551.30	2,271.24	1,926.21	1,724.43
Actuarial (gain)/loss on plan obligation	(133.11)	92.87	146.61	5.77	12.83
Return on plan assets excluding interest income	2.15	0.08	(0.33)	(0.03)	0.05

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022**NOTE 26: FINANCE COSTS**

Rupees in Lacs

	2021-22	2020-21
Interest on financial liabilities	204.93	191.62
Interest on lease liability	45.98	23.61
	250.91	215.23

NOTE 27: DEPRECIATION AND AMORTISATION EXPENSE

Rupees in Lacs

	2021-22	2020-21
Depreciation of property, plant and equipment (Refer Note 2)	1,716.63	1,634.66
Depreciation of right of use assets (Refer Note 4)	177.39	151.92
Amortisation of intangible assets (Refer Note 5)	61.48	46.39
	1,955.50	1,832.97

NOTE 28: OTHER EXPENSES

Rupees in Lacs

	2021-22	2020-21
Stores and spares consumed	736.96	689.30
Packing materials consumed	3,130.21	2,222.36
Power and fuel	599.07	428.74
Job work charges	4,078.37	4,504.44
Drawings, designs and layout expenses	133.83	27.36
Rent	95.98	87.80
Repairs and Renewals:		
Buildings	260.41	128.60
Plant and machinery	429.38	246.50
Other assets	168.63	156.64
	858.42	531.74
Insurance	210.73	219.01
Rates and taxes	147.93	112.18
Printing and stationery	63.98	55.43
Travelling and conveyance	495.82	290.83
Communication expenses	91.89	79.35
Legal and professional charges	995.04	697.22
Auditors' remuneration:		
As auditors	5.94	5.50
For tax audit	1.62	1.50
For limited review	1.62	1.50
	9.18	8.50
Cost auditors' remuneration:		
As auditors	1.58	1.58
Directors' fees	4.20	5.50
Loss on fixed assets sold / discarded / impairment (net)	24.71	-
Loss on foreign currency transactions and translation	-	38.86
Vehicle expenses	62.09	67.94
Donations and contributions	1.21	34.00
Business promotion	156.47	100.77
GST expenses	3.10	41.74
Service tax	-	0.22
Freight and forwarding (net)	1,209.97	1,191.88

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

	Rupees in Lacs	
	2021-22	2020-21
Bad debts written off	163.77	53.22
Provision for expected credit loss	1.89	2.76
Research and development expenses	226.41	154.73
Discount and commission	3.04	4.53
Guards and security	187.14	175.02
Common area maintenance expenses (Net)	(389.35)	(523.75)
Bank charges	72.72	69.39
Corporate social responsibility (Refer Note 34j)	190.12	185.53
Fees & registration	66.20	40.56
SAP expenses	54.28	65.02
Royalty expenses	11.48	31.20
Membership & subscription	33.41	19.93
Administrative & other expenses	234.83	165.96
Miscellaneous expenses	222.80	157.12
	14,189.48	12,037.97

NOTE 29: INCOME TAXES

	Rupees in Lacs	
	2021-22	2020-21
a Income tax recognised in Statement of Profit and Loss		
Current tax		
In respect of current year	2,839.25	2,520.37
Deferred tax		
In respect of current year	(34.44)	(83.78)
In respect of prior year	-	106.26
b Income tax recognised in Other Comprehensive Income		
Remeasurement of defined benefit plans	34.04	(23.35)
	2,838.85	2,519.50
Reconciliation of tax expense and the accounting profit for the year:		
Current tax		
Profit before tax	10,628.24	9,506.00
Other comprehensive income	135.27	(92.79)
	10,763.51	9,413.21
Income tax expenses	2,708.96	2,369.12
Tax effect on non- deductible expenses	120.15	85.59
Tax impact in respect of sale of investment	(4.94)	(22.16)
Tax reversal of earlier years	-	106.26
Tax impact in respect of capital gain on sale of land	-	(22.14)
Others	14.68	2.83
Tax expense as per Statement of Profit and loss	2,838.85	2,519.50
Deferred tax		
The breakup of Deferred tax:		
- Depreciation arising on account of difference in carrying amount and tax base of PPE & Intangibles	57.30	(34.00)
- Accrued expenses allowable on actual payments	(91.75)	(6.02)
- Ind AS adjustments	34.05	39.15
	(0.40)	(0.87)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE- 30: EXCEPTIONAL ITEMS

- (a) On January 1, 2019, a fire broke out in one of the production units of the Company at Vapi resulting in loss of assets comprising of inventories, building, plant & machinery and other fixed assets.

These assets were adequately insured on reinstatement basis, the book value of these assets at Rs. 618.78 Lacs on the date of claim was duly debited to the Statement of Profit and Loss and was disclosed as an Exceptional Item in FY 2018-19.

During FY 2019-20, the Company received Rs. 821.63 Lacs from Insurance Company as part settlement of claim and Rs. 56.73 Lacs towards scrap realisation on disposal of damaged assets. During the current year, the Company received Rs. 260.18 Lacs as full and final settlement of the claim, which is shown as an Exceptional item.

- (b) During the year, one of the Associate M/s. Grauer & Weil (Thailand) Co. Limited has gone into voluntary winding up. Accordingly, the investment amount of Rs. 83.83 Lacs has been fully impaired and same has been disclosed as an Exceptional item.

NOTE- 31: CAPITAL MANAGEMENT

For the purpose of the Company's Capital Management, capital includes issued capital and other equity reserves, long term funds attributable to the Equity Shareholders of the Company. The primary objective of the Company's Capital Management is to maximise shareholders value and keep the debt equity ratio within acceptable range. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances.

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
Non-current long term borrowings	9.65	16.16
Loans repayable on demands from banks	1,473.63	1,390.61
Loan and advanced from related parties	447.00	507.00
Current maturity of long term debt	14.03	18.89
Gross debt	1,944.31	1,932.66
Less - Cash and cash equivalents	11,754.05	10,467.68
Less - Other bank deposits	15,562.29	14,984.90
Adjusted net debt	(25,372.03)	(23,519.92)
Total equity	58,356.43	51,565.30
Adjusted net debt to equity ratio	(0.43)	(0.46)

NOTE- 32: FINANCIAL RISK MANAGEMENT

The Company's activities expose it to various financial risks, including market risk, credit risk and liquidity risk. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company by setting appropriate limits and controls and monitoring such risks. The policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Company is exposed to credit risk arising from its operating (primarily trade receivables) and investing activities including deposits placed with banks.

The Company exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through close monitoring of receivables and having a strict control on allowing the credit period to customers. Additionally, the Company does not have any significant concentration of exposures to specific industry sectors or specific country risks.

The Company limits its exposure to credit risk for investments by generally investing in fixed deposits and only with counterparties that have a good credit rating.

Considering that significant part of Company's sales in Surface Finishings division is either with established dealer network where payments are generally in advance/cash on delivery or with direct customers wherein credit worthiness as well as credit limits, wherever possible, are closely monitored on a case to case basis by management. Company expects a low probability of default on trade receivables as on March 31, 2022. Going forward, management has factored in the uncertainties for deliveries subsequent to March 31, 2022.

The outstanding trade receivable due for period exceeding 180 days as at March 31, 2022 is 15.73% (March 31, 2021 is 13.46%) of the total trade receivables.

There are no transaction with single customers which amounts to 10% or more of Company revenue.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

The Company uses Excepted Credit Loss (ECL) model to assess the impairment loss or gain. Details is as follows:

Rupees in Lacs

	March 31, 2022	March 31, 2021
Balance at beginning	26.19	23.43
Impairment loss recorded	1.89	2.76
Impairment loss reversed	-	-
Balance at the end	28.08	26.19

Liquidity risk

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

The Company has unutilised working capital limits from banks of Rs. 11,019 Lacs as on March 31, 2022 (Rs. 8,609 Lacs as on March 31, 2021), cash and cash equivalents of Rs. 11,754.05 Lacs as on March 31, 2022 (Rs. 10,467.68 Lacs as on March 31, 2021) and in fixed deposits of Rs. 15,562.29 Lacs as on March 31, 2022 (Rs. 14,984.90 Lacs as on March 31, 2021). Therefore, Company does not expect any material Liquidity risk.

With significant investments in fixed deposits, cash in hand and available borrowing lines as mentioned above, the Company does not envisage any material effect on its liquidity.

The table below provides details regarding the contractual maturities of significant financial liabilities

Rupees in Lacs

	Less than 1 year	1-3 years	More than 3 years	Total
As at March 31, 2022				
Non current borrowings	-	9.65	-	9.65
Non current financial liabilities	-	411.52	633.35	1,044.87
Current borrowings	1,934.66	-	-	1,934.66
Trade payable	10,764.90	-	-	10,764.90
Other financial liabilities	3,376.93	-	-	3,376.93
As at March 31, 2021				
Non current borrowings	-	16.16	-	16.16
Non current financial liabilities	-	636.16	678.95	1,315.11
Current borrowings	1,897.61	-	-	1,897.61
Trade payable	9,464.20	-	-	9,464.20
Other financial liabilities	3,242.91	-	-	3,242.91

For maturity profile of lease liabilities (Refer Note 340)

Market risk

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

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company generally enters into forward exchange contracts to hedge its foreign currency exposures for imports wherever required.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

The carrying amounts of the Company's foreign currency denominated monetary items are as follows:

Rupees in Lacs

Currency	Liabilities		Assets	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
US Dollars	660.45	169.54	1,169.15	1,100.27
EURO	-	12.29	351.15	325.53
JPY	9.13	-	-	-
BDT	-	-	1.29	-

The table below demonstrates the sensitivity to a 1% increase or decrease in the foreign currency against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 1% represents management's assessment of reasonably possible change in foreign exchange rate.

Rupees in Lacs

Change in rate	Liabilities		Assets	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
+1%	676.28	183.65	1,536.81	1,440.06
-1%	662.88	180.01	1,506.37	1,411.54

Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments and bonds.

The Company does not have significant investments in quoted shares. Hence the 10% price sensitivity upward/downward will not have any material impact on the profitability of the Company.

NOTE- 33: FAIR VALUES AND HIERARCHY

Financial instruments – Fair values

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below

Rupees in Lacs

As at March 31, 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets								
Investments	62.44	-	165.41	227.85	56.63	5.81	165.41	227.85
Others financial assets (Non current)	-	-	1,986.52	1,986.52	-	-	1,986.52	1,986.52
Trade receivables	-	-	13,062.41	13,062.41	-	-	13,062.41	13,062.41
Cash and cash equivalents	-	-	11,754.05	11,754.05	-	-	11,754.05	11,754.05
Other balances with banks	-	-	14,023.36	14,023.36	-	-	14,023.36	14,023.36
Others financial assets (Current)	-	-	566.63	566.63	-	-	566.63	566.63
	62.44	-	41,558.38	41,620.82	56.63	5.81	41,558.38	41,620.82

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

As at March 31, 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial liabilities								
Borrowings (Non current)	-	-	9.65	9.65	-	-	9.65	9.65
Lease liabilities (Non current)	-	-	406.49	406.49	-	-	406.49	406.49
Other financial liabilities (Non current)	-	-	1,044.87	1,044.87	-	-	1,044.87	1,044.87
Borrowings (Current)	-	-	1,934.66	1,934.66	-	-	1,934.66	1,934.66
Lease liabilities (Current)	-	-	116.49	116.49	-	-	116.49	116.49
Trade payables	-	-	10,764.90	10,764.90	-	-	10,764.90	10,764.90
Other financial liabilities (Current)	-	-	3,376.93	3,376.93	-	-	3,376.93	3,376.93
	-	-	17,653.99	17,653.99	-	-	17,653.99	17,653.99

Rupees in Lacs

As at March 31, 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets								
Investments	1.87	-	254.35	256.22	-	1.87	254.35	256.22
Others financial assets (Non current)	-	-	467.65	467.65	-	-	467.65	467.65
Trade receivables	-	-	12,766.95	12,766.95	-	-	12,766.95	12,766.95
Cash and cash equivalents	-	-	10,467.68	10,467.68	-	-	10,467.68	10,467.68
Other balances with banks	-	-	14,924.15	14,924.15	-	-	14,924.15	14,924.15
Others financial assets (Current)	-	-	820.41	820.41	-	-	820.41	820.41
	1.87	-	39,701.19	39,703.06	-	1.87	39,701.19	39,703.06
Financial liabilities								
Borrowings (Non current)	-	-	16.16	16.16	-	-	16.16	16.16
Lease liabilities (Non current)	-	-	181.43	181.43	-	-	181.43	181.43
Other financial Liabilities (Non current)	-	-	1,315.11	1,315.11	-	-	1,315.11	1,315.11
Borrowings (Current)	-	-	1,897.61	1,897.61	-	-	1,897.61	1,897.61
Lease liabilities (Current)	-	-	59.89	59.89	-	-	59.89	59.89
Trade payables	-	-	9,464.20	9,464.20	-	-	9,464.20	9,464.20
Other financial Liabilities (Current)	-	-	3,242.91	3,242.91	-	-	3,242.91	3,242.91
	-	-	16,177.31	16,177.31	-	-	16,177.31	16,177.31

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used:

Financial instruments measured at fair value

Type	Valuation technique
Forward contracts for foreign exchange contracts	Forward pricing : The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
Non current financial assets / liabilities measured at amortised cost	Discounted cash flow technique : The valuation model considers present value of expected payments discounted using an appropriate discounting rate.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

NOTE- 34: EXPLANATORY INFORMATION AND OTHER ADDITIONAL NOTES

A. Contingent liabilities not provided for:

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
Disputed matters in appeal / contested in respect of:		
- Income tax	46.54	24.27
- Excise duty/ Service tax (Paid Rs. 91.96 Lacs (PY Rs. 91.02 Lacs))	633.94	608.70
- VAT (Paid Rs. 43.76 Lacs (PY Rs. 34.19 Lacs))	351.61	317.68
- Others (Paid Rs. 32 Lacs (PY Rs. 32 Lacs))	66.00	66.00
Bank guarantees	1,662.40	1,723.04

It is not possible for the Company to estimate the timing of cash flows, if any, in respect of above pending matters.

B. Capital and other commitment:

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	247.63	705.52
Partly paid investments	2.79	2.87

C. Trade receivables include:

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
Debts due from Companies in which directors are interested		
Grauer & Weil Engineering Private Limited	-	5.68
Growel Chemicals Co. Limited	171.90	152.11
Kamtress Automation Systems Private Limited	2.61	2.33

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

D. Disclosure pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

Loan to an Associate Company:

	Amount outstanding	Maximum balance during the year	Shares held by the loanee Company	
			No. of shares held at the year end	Maximum no. of shares held during the year
	Rupees in Lacs			
Grauer & Weil (Thailand) Co. Limited	Nil	Nil	Nil	Nil
	(Nil)	(45.08)	(Nil)	(Nil)

Notes:

- 1 (Refer Note 6) for Investments
2 Previous year figures are in brackets

E. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of the business.

F. Research & Development activities during the year at its R&D Centre at Kandivli and at its Paint Division at Chembur: Rupees in Lacs

Nos	Particulars	2021-22	2020-21
i)	Salaries, wages, bonus & allowances	900.65	641.26
ii)	Chemicals consumed	180.56	174.91
iii)	Travelling & conveyance	38.41	24.93
iv)	Repairs & maintenance	34.76	20.87
v)	Other expenses	40.77	22.08
	Total	1,195.15	884.05
	Less: Testing & analysis charges	(16.06)	(8.89)
	Total	1,179.09	875.16

Note:

- 1 Depreciation includes **Rs. 103.98 Lacs** (P.Y. Rs. 114.09 Lacs) in respect of fixed assets used for research & development.
- 2 Capital expenditure on research & development during the year is **Rs. 89.63 Lacs** (P.Y. Rs.60.67 Lacs).
- 3 The Company has received the approval of In-house Research & Development facility at R&D centre, Kandivli, Mumbai & B. D. Patil Marg, Chembur, Mumbai granted by Government of India, Ministry of Science & Technology, Department of Scientific & Industrial Researchvide their Letter No. TU/IV-RD/113/2020 dated April 1, 2020 for a further period 3 years upto March 31, 2023.
- 4 The Research & Development expenditure incurred during the year at other locations of the Company not included in above is as follows:

	Rupees in Lacs	
	2021-22	2020-21
Revenue expenditure	67.84	60.24
Capital expenditure	25.80	2.71

*Including expenditure incurred in setting up and operations of new R&D lab at Dadra

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

- G. The Company enters into forward exchange contracts being derivative instruments, which are not intended for trading or speculative purposes, but for hedge purposes, to establish the amount of reporting currency required or available at the date of settlement.

(i) **Outstanding position in respect of forward exchange contracts :**

Purpose	No. of contracts	USD	GBP	JPY	EURO	Equivalent INR
		In Lacs				
Forward contracts in respect of foreign currency payables	30	15.97	0.89	429.81	0.11	1,596.95
	(22)	(5.18)	(0.61)	(320.91)	-	(661.50)

(ii) **Un-hedged foreign currency exposure:**

Particulars	JPY	USD	EURO	GBP	BDT	Equivalent INR
	In Lacs					
Receivable/Bank balances	-	15.46	4.15	-	1.47	1,521.59
	-	(14.78)	(3.85)	-	-	(1,425.80)
Payable	14.01	3.91	-	-	-	308.73
	-	(0.76)	(0.14)	-	-	(68.73)

Previous year figures are in brackets.

- (iii) Mark to market loss on forward cover as on March 31, 2022 is of **Rs. 16.08 Lacs** (PY Rs.6.15 Lacs)

H. Micro, Small and Medium Enterprise Development Act, 2006

The information given below and that given in Note 18: Trade Payables regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Rupees in Lacs

Nos.	Particulars	2021-22	2020-21
i)	Principal amount due to suppliers under MSMED	1,687.19	460.54
ii)	Interest accrued and due to suppliers under MSMED on above amount, unpaid	0.83	0.04
iii)	Payments made to suppliers (other than interest) beyond the appointed date during the year	2,712.70	2,456.79
iv)	Interest paid to suppliers under the MSMED	-	-
v)	Interest due and payable towards suppliers under MSMED Act towards payments already made	22.44	18.97
vi)	Amount of cumulative interest accrued and unpaid as at the year-end	146.81	124.38

I. Details of contracts in progress

Rupees in Lacs

Nos.	Particulars	2021-22	2020-21
a)	Contract receipt for work done	2,751.06	3,374.34
b)	Contract costs for work done	2,715.62	3,356.96
c)	Amount of retention	247.36	160.61
d)	Amount due from customers for contract billing	865.44	249.48
e)	Amount due to sub contractors for contract billing	1,560.53	796.74

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

J. Corporate social responsibility

Rupees in Lacs

		2021-22	2020-21
(i)	Average net profit for last three years	9,409.41	9,276.67
(ii)	Amount required to be spent by the Company during the year	188.19	185.53
(iii)	Amount of expenditure incurred	190.12	71.42
(iv)	Shortfall/unspent at the end of year	-	114.11
(v)	Total of previous years shortfall/unspent	63.12	114.11
(vi)	Reason for shortfall/unspent	Due to on going projects	
(vii)	Nature of CSR activities	Covid Assistance, Making available safe drinking water, Tree Plantation, Garden maintenance etc., House Keeping, Sanitisation, Toilet maintenance etc., Distribution of ration to BPL population, support to Adivasi Samaj for Samuh Lagna of Poor in Rural Areas, Blood Donation Camp etc	
(viii)	Details of related party transactions	Nil	Nil

K. Segment reporting

The following tables present revenue and profit/(loss) information regarding business/ geographical segments for the year ended March 31, 2022 and certain assets and liabilities information regarding business and geographical segments as at March 31, 2022

(a) Primary segment reporting

Rupees in Lacs

	Surface Finishings	Engineering	Mall	Total
Segment revenue				
Income from operations	67,451.02	7,278.78	1,926.01	76,655.81
	(52,928.12)	(6,323.22)	(1,227.03)	(60,478.37)
Add : Other income	245.79	27.31	28.83	301.93
	(128.07)	(14.86)	(32.23)	(175.16)
Add : Unallocable				1,094.59
				(1,299.00)
Total revenue	67,696.81	7,306.09	1,954.84	78,052.33
	(53,056.19)	(6,338.08)	(1,259.26)	(61,952.54)
Segment results	11,022.32	830.06	1,250.11	13,102.49
	(9,291.06)	(1,249.60)	(709.80)	(11,250.47)
Less : Finance cost				250.91
				(215.23)
Less : Other unallocable				2,223.34
Expenditure net of unallocable				(1,529.24)
Income				
Profit before tax				10,628.24
				(9,506.00)
Less : Provision for current and deferred tax				2,804.81
				(2,542.85)
Profit after tax				7,823.43
				(6,963.15)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

	Surface Finishings	Engineering	Mall	Total
Segment assets	40,493.47	3,783.83	8,500.09	52,777.39
Unallocated corporate assets	(35,358.29)	(3,524.64)	(9,226.56)	(48,109.49)
Total assets				29,729.66
				(27,029.85)
Segment liabilities	13,680.37	3,165.22	2,289.34	19,134.93
Unallocated corporate liabilities	(11,988.34)	(3,094.45)	(2,360.90)	(17,443.69)
Total liabilities				63,372.12
				(57,695.65)
Capital expenditure	1,973.33	483.42	53.36	
	(1,627.38)	(95.58)	(53.67)	
Depreciation	1,086.09	104.29	577.13	
	(947.68)	(86.10)	(639.35)	

(b) Secondary segment reporting

Rupees in Lacs

	Domestic	Foreign	Total
Revenue	70,962.66	7,089.67	78,052.33
	(55,891.15)	(6,061.39)	(61,952.54)
Total assets	81,641.56	865.49	82,507.05
	(73,912.67)	(1,226.67)	(75,139.34)

Note : Previous year's figures are in brackets

L. Related party disclosure**a) List of related parties****Subsidiaries**

Grauer & Weil (Shanghai) Limited
 Grauer & Weil (UK) Limited (upto 6/10/2020)
 Growel Chemicals Co. Limited

Associates

Grauer & Weil Engineering Private limited (erstwhile Growel Goema (I) Private Limited)
 Growel Sidasa Industries Private Limited
 Grauer & Weil (Thailand) Co. Limited (upto 23/12/2021)

Key Management Personnel, their relatives and enterprises where significant influence exists, with whom the Company had transactions during the year

Key Management Personnel

Mr. Umeshkumar More	Chairman
Mr. Nirajkumar More	Managing Director
Mr. Rohitkumar More	Whole Time Director
Mr. Vinod Haritwal (Upto 30/06/2021)	CEO & Whole Time Director
Mr. Vinod Haritwal (From 01/07/2021 to 30/09/2021)	CEO
Mr. Suresh Pareek	Independent Director
Mr. Yogesh Samat (From 01/07/2021)	Director (Operations)
Mr. Tarun Kumar Govil	Independent Director
Dr. Prerna Goradia (From 29/07/2020)	Independent Director
Mr. Shashikant Keshav Sakhalkar (upto 03/03/2022)	Independent Director (Additional Director)
Mr. Gurinder Singh Gulati	Chief Financial Officer
Mr. Chintan K. Gandhi	Company Secretary

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Enterprises of Key Management Personnel (KMP)

Bubna More and Company LLP
 Digikore Design LLP
 Digikore Studios Private Limited
 Growel Corporate Management Limited
 Growel Projects LLP
 Growel Softech Private Limited
 Poona Bottling Company Private Limited
 Radhakishan Nandlal LLP
 Ridhi Sidhi Limited
 Waluj Beverages LLP
 Nirajkumar Umeshkumar More (HUF)
 Ayurmed Biotech Pvt.Ltd.
 Kamtress Automation Systems Pvt Ltd

Relatives of Key Management Personnel

Mr. Rameshkumar More	Father of Mr. Rohitkumar More
Mrs. Premlata More	Wife of Mr. Umeshkumar More
Mrs. Pallavi More	Wife of Mr. Nirajkumar More
Mrs. Manisha Dujodwala	Daughter of Mr. Umeshkumar More
Mrs. Shivani Rajgarhia	Daughter of Mr. Umeshkumar More
Mrs. Dinal Gandhi	Wife of Mr. Chintan K. Gandhi
Mr. Aman More	Son of Mr. Nirajkumar More
Mr. Yash More	Son of Mr. Nirajkumar More

b) Related party transactions (excluding reimbursements)

Rupees in Lacs

Particulars	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Directors sitting fees	-	-	-	-	-	-	4.20	5.50	-	-	4.20	5.50
Commission to Directors	-	-	-	-	-	-	11.68	14.06	-	-	11.68	14.06
Accepted loan from related party	-	-	-	-	-	200.00	-	-	-	-	-	200.00
Repayment loan from related party	-	-	-	-	60.00	240.00	-	-	-	-	60.00	240.00
Interest received	-	-	-	0.90	-	-	-	-	-	-	-	0.90
Interest paid	-	-	-	-	29.06	45.56	7.52	8.46	-	-	36.58	54.02
Rent paid	-	-	-	-	17.35	17.80	42.83	40.37	24.99	24.12	85.17	82.29
Rent/ hire charges received	-	-	-	-	2.87	2.97	-	-	-	-	2.87	2.97
Purchases	-	-	-	-	959.47	55.90	-	-	-	-	959.47	55.90
Sales	264.70	233.03	-	-	170.12	-	-	-	-	-	434.82	233.03
Services paid	-	-	-	-	76.69	64.73	-	-	-	-	76.69	64.73
Dividend paid	-	-	-	-	446.27	-	212.16	-	133.07	-	791.50	-
Managerial remuneration#	-	-	-	-	-	-	652.30	431.99	-	-	652.30	431.99
Salary	-	-	-	-	-	-	180.36	74.40	93.22	86.40	273.58	160.80
Sale of investment	-	-	-	-	-	91.96	-	-	-	-	-	91.96
Professional fees paid	-	-	-	-	10.62	-	74.15	-	3.62	1.50	88.39	1.50
Impairment of investments	-	-	83.83	-	-	-	-	-	-	-	83.83	-
Balance written off	-	-	5.68	-	-	-	-	-	-	-	5.68	-
Creditors	-	-	-	-	53.33	(25.52)	0.38	-	-	-	53.70	(25.52)
Debtors	171.90	152.11	-	5.68	2.61	2.33	-	-	-	-	174.51	160.12
Unsecured loan taken	-	-	-	-	353.00	413.00	94.00	94.00	-	-	447.00	507.00

Note:

- The detailed disclosure of the investments in Subsidiaries / Associates and Joint Ventures is given in Note No 6 forming part of the Balance Sheet.
- The Company has during the year written off bad debts/advances amounting to Rs. NIL (PY Rs. 1.93 Lacs) with respect to subsidiaries.
- #Managerial Remuneration does not include provision for gratuity which is determined for the Company as a whole.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

M. Earnings per share

Particulars		2021-22	2020-21
Profit for the year	(Rupees in Lacs)	7,823.43	6,963.15
Weighted average number of Equity shares (Face value Re. 1 per share)	(Nos. in Lacs)	2,267.06	2,267.06
Basic earnings per share	(Rupees)	3.45	3.07
Diluted earnings per share	(Rupees)	3.45	3.07

N. Events occurring after the Balance Sheet date

The Board of Directors has recommended a final dividend of 65 paise on a Re. 1/- face value subject to approval from the shareholders. On approval, the total dividend payment is expected to be Rs. 1,473.59 lacs subject to tax.

O. Disclosure on Right of use of assets & liabilities:

The changes in the carrying value of right of use (ROU) assets for the year ended March 31, 2022 are disclosed below

Rupees in Lacs

Particulars	As at March 31, 2022	As at March 31, 2021
ROU balance opening	1,724.82	1,854.43
Additions (Refer Note 4)	412.01	22.31
Amortisation cost accrued during the year (Refer Note 4)	(177.39)	(151.92)
Deletions (Net)	(4.87)	-
ROU balance closing	1,954.57	1,724.82

Rupees in Lacs

Particulars	As at March 31, 2022	As at March 31, 2021
Lease liabilities opening	241.32	344.95
Additions	434.34	22.31
Interest cost accrued during the year	45.98	23.61
Payment of lease liabilities	(167.31)	(149.55)
Deletion	(31.35)	-
Lease liabilities closing	522.98	241.32

Rupees in Lacs

Particulars	As at March 31, 2022	As at March 31, 2021
Current lease liabilities	116.49	59.89
Non-current lease liabilities	406.49	181.43
Total lease liabilities	522.98	241.32

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases or cancelable lease in nature was Rs. 95.98 Lacs (PY Rs. 87.80 Lacs) for the year ended March 31, 2022.

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2022 on an undiscounted basis:

Rupees in Lacs

Particulars	As at March 31, 2022	As at March 31, 2021
Not later than one year	150.32	63.21
Later than one year and not later than five years	377.12	115.65
Later than five years	1,879.64	1,886.43

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

P. Ratio analysis and its elements

Ratio		Numerator	Denominator	2021-22	2020-21	% Variance	Reasons for change if variation is more than 25%
Current Ratio	Times	Current Assets	Current Liabilities	2.89	2.69	7.43%	
Debt-Equity Ratio	Times	Total Debts	Shareholder's Equity	0.04	0.04	-	
Debt Service Coverage Ratio	Times	Earning for debt service = Net Profit after Taxes + Non - Cash Operating Expenses	Debt service = Interest & Lease Payment + Principal Repayments	23.02	21.43	7.42%	
Return on Equity Ratio	%	Net Profit after Taxes	Average Shareholder's Equity	14.23%	14.49%	-1.79%	
Inventory Turnover Ratio	Times	Cost of Goods sold	Average Inventory	3.68	3.15	16.83%	
Trade Receivables Turnover Ratio	Times	Net Credit Sales	Average Trade Receivable	5.88	4.96	18.54%	
Trade Payables Turnover Ratio	Times	Net Credit Purchases	Average Trade Payables	4.75	3.47	36.89%	Re-alignment of payment terms
Net Capital Turnover Ratio	Times	Net Sales	Average Working Capital	2.25	2.22	2.26%	
Net Profit Turnover Ratio	%	Net profit after tax	Net Sales	10.31%	11.63%	-11.35%	
Return on Capital employed	%	Earnings before interest and taxes	Capital Employed	17.56%	17.71%	-0.85%	
Return on Inv IT Investment	%	Income on Inv IT Investment	Average on Inv IT Investment	48.49%	-	-	Investment during the year
Return on Investment in Fixed Deposit	%	Total interest income earned on Fixed Deposit	Average of Investment in Fixed Deposit	5.21%	5.90%	-11.69%	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

Q. Dealing with strike 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 the Companies Act, 1956 during the financial year

R. Previous year's figures have been regrouped and reclassified wherever required.

Signatures to Notes 1 to 34 which form an integral part of these financial statements

The accompanying notes form an integral part of the Standalone Financial Statements

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman
DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations
DIN: 00717877

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRAUER & WEIL (INDIA) LIMITED

1. Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of **Grauer & Weil (India) Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, which comprise the Consolidated Balance Sheet as at March 31, 2022 and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the Consolidated state of affairs (financial position) of the Group and its associates as at March 31, 2022, and its Consolidated profit (financial performance including Other Comprehensive Income), the Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Consolidated Ind AS 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 and associates 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

3. Key Audit Matters

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

Sr. No.	Key Audit Matter	Our Response
I	<p>Evaluation of Provisions and Contingent Liabilities w.r.t. litigations and claims</p> <p>Group is exposed to variety of different laws, regulations and interpretations thereof. Consequently, in the normal course of business, Provisions and Contingent Liabilities may arise from legal proceedings, constructive obligations and commercial claims.</p> <ul style="list-style-type: none"> • Management applies significant judgement when considering whether and how much to provide for the potential exposure of each matter. • These estimates could change substantially over time as new facts emerge as each legal case or matters progresses. <p>Given the different views possible, basis the interpretations, complexity and the magnitude of potential exposures and the judgement necessary to estimate the amount of provision required or determine required disclosures.</p>	<ul style="list-style-type: none"> • We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Company's controls over the recording and re-assessment of uncertain legal positions, claims and contingent liabilities. • We held discussions with senior management including the person responsible for legal and compliance to obtain an understanding of the factors considered by management in classification of the matter as 'probable', 'possible' and 'remote'. • Examined the Company's legal expenses on sample basis and read the minutes of the board meetings in order to ensure completeness. • With respect to tax matters, involving our tax specialists, and discussing with the Company's tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. • Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. • For those matters where management concluded that no provisions should be recorded, considering the adequacy and completeness of the disclosures

Sr. No.	Key Audit Matter	Our Response
2	<p>Defined benefit obligation</p> <p>The valuation of the retirement benefit schemes in the Group is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation</p>	<p>We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.</p> <p>We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.</p>

4. Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Board Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, but does not include the Consolidated Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS 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 Ind AS 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 Ind AS 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.

5. Management's Responsibility and those charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the Consolidated financial position, Consolidated financial performance, Consolidated Changes in Equity and Consolidated Cash Flows of the Group including its associates in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the Act. The respective Board of Directors of the Companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the Group's and of its associates 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 any of its associates, or to cease operations, or has no realistic alternative but to do so.

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

6. Auditor's Responsibilities for the audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and of its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the Consolidated Ind AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Ind AS Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Ind AS Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Ind AS 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 believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS 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 Consolidated Ind AS 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.

7. Other Matters

The Consolidated Ind AS Financial Statements include the audited financial results of a subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 105.41 Lacs as at December 31, 2021, total revenue (before consolidation adjustments) of Rs. 405.55 Lacs, total net profit after tax (before consolidation adjustments) of Rs. (0.23) Lacs, for the year ended on that date, as considered in the Consolidated Ind AS Financial Statements, which have been audited by its independent auditor, unaudited financial result of a subsidiary whose financial statements reflect total assets (before consolidation adjustments) of Rs. 8.44 Lacs as at December 31, 2021, total revenue (before consolidation adjustments) of Rs. Nil, total net profit after tax (before consolidation adjustments) of Rs. Nil Lacs, for the year ended on that date, which is certified and furnished to us by the Holding Company Management, as considered in the Consolidated Financial Statements. The Consolidated Ind AS Financial Statements also include the Groups share of profit of Rs. 9 Lacs for the year ended March 31, 2022, relating to its associates which are audited by its independent auditors. The independent auditors' report on financial statements of these have been furnished to us by the management of the Holding Company and our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of that entities, is based solely on the report of such auditor and the procedures performed by us as stated in paragraph above.

Our opinion on the Consolidated Ind AS Financial Statements is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor

8. Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed 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 of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and on the basis of representations made by the respective Board of Directors of the associates, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) This report does not contain a separate report on the internal financial controls over financial reporting of the Group under clause (i) of sub section 3 of section 143 of the Act as there are no subsidiaries incorporated in India.
- g) As required by section 197(16) of the Act, based on our audit, we report that the Holding Company and its subsidiary companies has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Ind AS Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group—Refer Note 33 D to the Consolidated Ind AS Financial Statements;
 - ii. The Group has long-term contracts including derivative contracts for which there were no material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the subsidiary companies as none of the subsidiaries are incorporated in India.
 - iv.
 - (a) As represented to us by the Holding Company management and to the best of its knowledge and belief, no funds have been advanced or lend or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries"), with the understanding whether recorded in writing or otherwise that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, there are no subsidiary companies incorporated in India in the group and
 - (b) As represented to us by the Holding Company management and to the best of its knowledge and belief, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, there are no subsidiary companies incorporated in India in the group and
 - (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
 - v. The Holding Company have complied with the provisions with respect to Section 123 of the Companies Act, 2013 in respect of final dividend proposed in the previous year and the proposed final dividend for the year which is subject to the approval of members at the ensuing Annual General Meeting.



Grauer & Weil (India) Limited

- vi. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the order/ CARO) issued by the central government in terms of section 143 (11) of the act, to be included in the Auditor's Report, according to the information and explanation given to us, and based on CARO report issued by us for the Holding Company included in the Consolidated Ind AS Financial Statement, we report that there are no qualifications or adverse remarks in the CARO report. The group does not have any subsidiary company incorporated in India to which the report is applicable.

For SCA AND ASSOCIATES

Chartered Accountants

Firm Registration No. 101174W

Shivratan Agarwal

Partner

Membership No. 104180

UDIN: 22104180AJXKLM2818

Place: Mumbai

Date: May 30, 2022

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022

Rupees in Lacs

	Note	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	2	22,624.51	22,023.93
Capital work-in-progress	3	98.64	362.92
Right of use assets	4	1,954.57	1,724.83
Other intangible assets	5	84.90	91.29
Financial assets			
Investments	6	8.56	16.94
Other financial assets	7	1,992.43	474.06
Income tax assets (net)	8	277.82	246.87
Other non-current assets	9	172.52	172.93
		27,213.95	25,113.77
Current assets			
Inventories	10	14,319.57	9,292.28
Financial assets			
Investments	6	54.57	-
Trade receivables	11	12,993.40	12,701.12
Cash and cash equivalents	12A	11,772.00	10,479.04
Bank balances other than cash & cash equivalents	12B	14,023.36	14,924.15
Other financial assets	7	566.63	820.41
Other current assets	9	1,455.89	1,654.98
		55,185.42	49,871.98
Total assets		82,399.37	74,985.75
EQUITY AND LIABILITIES			
Equity			
Equity share capital	SOCE	2,267.06	2,267.06
Other equity	SOCE	55,974.59	49,136.06
		58,241.65	51,403.12
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13	10.26	19.41
Lease liabilities		406.49	181.43
Other financial liabilities	14	1,044.87	1,315.11
Provisions	15	2,346.53	2,332.77
Deferred tax liabilities (net)	16	1,231.05	1,231.45
		5,039.20	5,080.17
Current liabilities			
Financial liabilities			
Borrowings	13	1,937.04	1,897.61
Lease liabilities		116.49	59.37
Trade payables			
Due to micro and small enterprises	18	1,687.19	460.54
Due to other than micro and small enterprises	18	9,079.38	9,005.57
Other financial liabilities	14	3,378.49	3,246.60
Other current liabilities	17	2,098.76	2,287.51
Provisions	15	413.90	218.53
Current tax liabilities (net)	19	407.27	1,326.73
		19,118.52	18,502.46
Total liabilities		24,157.72	23,582.63
Total equity and liabilities		82,399.37	74,985.75
Significant accounting policies	1		
Explanatory information and other notes	2-33		

The accompanying notes form an integral part of the Consolidated Financial Statements
This is the Balance Sheet referred to in our report of even date

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors**UMESHKUMAR MORE**

Chairman
DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations
DIN: 00717877

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

	Note	2021-22	2020-21
INCOME			
Revenue from operations	20	76,829.33	60,583.11
Other income	21	1,381.43	1,474.28
Total income		78,210.76	62,057.39
EXPENSES			
Cost of materials consumed	22	44,804.49	30,358.17
Purchase of stock-in-trade	23	486.74	337.47
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(2,144.78)	746.14
Employee benefits expense	25	8,166.26	7,006.77
Finance costs	26	251.09	215.52
Depreciation and amortisation expense	27	1,962.67	1,840.61
Other expenses	28	14,253.12	12,116.16
Total expenses		67,779.59	52,620.84
Profit before share of profit of associates		10,431.17	9,436.55
Share in profit / (loss) of associates		8.97	(12.67)
Profit before exceptional items and tax		10,440.14	9,423.88
Exceptional items (Refer Note 29)		241.94	-
Profit before tax		10,682.08	9,423.88
Tax expense			
Current tax		2,839.25	2,520.37
Deferred tax		(34.44)	22.48
Total tax expense		2,804.81	2,542.85
Profit after tax		7,877.27	6,881.03
Other comprehensive income			
Items that will not be reclassified to Statement of Profit and Loss			
Remeasurement of defined benefit plan		135.27	(92.79)
Income tax on remeasurement of defined benefit plan		(34.04)	23.35
Total other comprehensive income		101.23	(69.44)
Total comprehensive income for the year		7,978.50	6,811.59
Earnings per equity share (in rupees)			
Basic	33C	3.47	3.04
Diluted		3.47	3.04
Significant accounting policies	I		
Explanatory information and other notes	2-33		

The accompanying notes form an integral part of the Consolidated Financial Statements
This is the Statement of Profit and Loss referred to in our report of even date

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman
DIN: 00112662

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Membership No. 21369

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728

Mumbai: May 30, 2022

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2022

		Rupees in Lacs	
	Particulars	2021-22	2020-21
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before exceptional item & tax	10,440.14	9,423.88
	Exceptional item (Refer Note 29)	241.94	-
	Profit before tax	10,682.08	9,423.88
	Adjustment for :		
	Depreciation and amortisation expenses	1,962.67	1,840.61
	Bad debts written off	163.77	53.22
	Allowance for doubtful debt	1.89	2.76
	Sundry balances written back	54.91	(214.84)
	Finance costs	251.09	215.52
	Loss/(gain) on sale of investment	(19.62)	(88.06)
	Loss/(gain) on property, plant and equipment sold /discarded (net)	24.71	(278.62)
	Provision for impairment on investment in Associates (net)	9.27	-
	Net unrealised foreign exchange loss/(gain)	(7.25)	(21.04)
	Net loss/(gain) arising on fair value change	(24.77)	31.83
	Employee benefits	195.37	-
	Interest income	(1,093.23)	(938.54)
	Dividend income	(1.22)	(0.28)
	Operating profit before working capital changes	12,199.67	10,026.44
	Adjustments for changes in working capital		
	(Increase)/decrease in trade receivables	(459.65)	(1,341.75)
	(Increase)/decrease in inventories	(5,027.29)	1,547.80
	(Increase)/decrease in non current asset	(38.02)	(7.44)
	(Increase)/decrease in current financial asset	199.08	83.61
	(Increase)/decrease in other current asset	252.01	(284.94)
	Increase/(decrease) in trade payables	1,248.38	1,525.99
	Increase/(decrease) in non current liabilities	(80.45)	53.76
	Increase/(decrease) in other current liabilities	(200.71)	1,469.22
	Increase/(decrease) in non current provisions	149.03	180.04
	Increase/(decrease) in current provisions	-	4.91
	Cash generated from operations	8,242.05	13,257.64
	Less: Direct taxes paid	(3,789.66)	(1,584.88)
	Net cash flow from operating activities (A)	4,452.39	11,672.76
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Payment towards purchase of property, plant & equipment	(2,154.48)	(1,847.27)
	Proceeds from sale of property, plant & equipment	14.58	328.58
	Investment purchased	(300.75)	-
	Deposits/balance with banks with maturity more than 3 months	(577.39)	(3,784.60)
	Proceeds from sale of investment	267.45	91.96
	Interest received and dividend received	1,094.45	938.82
	Net cash flow from investing activities (B)	(1,656.14)	(4,272.51)

Rupees in Lacs

	Particulars	2021-22	2020-21
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Lease liability payment	(125.24)	(126.47)
	Net proceeds/(repayment) of hire purchase credits	(14.11)	(22.66)
	Proceeds/(repayment) of working capital facilities	83.01	78.75
	Loan receipt/(payment) to related parties	-	45.08
	Net proceeds / (repayment) of loan from related parties	(60.00)	(40.00)
	Interest paid	(255.18)	(206.11)
	Dividend and corporate dividend tax	(1,131.77)	5.12
	Net cash flow from financing activities (C)	(1,503.29)	(266.29)
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	1,292.96	7,133.96
	Cash and cash equivalents as at the beginning of the period (Refer Note 12A)	10,479.04	3,345.08
	Cash and cash equivalents as at the end of the period (Refer Note 12A)	11,772.00	10,479.04

Note:

1. The above Cash Flow Statement has been prepared under the Indirect Method.

2. Reconciliation of liabilities arising from financing activities:

	March 31, 2022	March 31, 2021
Opening balance	1,938.40	1,923.32
Cash inflow/(outflow) of non current borrowings	(9.15)	(0.65)
Cash inflow/(outflow) of current borrowings	18.05	15.73
Closing balance	1,947.30	1,938.40

The accompanying notes form an integral part of the Consolidated Financial Statements

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

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman
DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations
DIN: 00717877

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2022

EQUITY SHARE CAPITAL	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rupees in Lacs	No. of shares	Rupees in Lacs
Authorised share capital	50,00,00,000	5,000.00	50,00,00,000	5,000.00
Issued share capital	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Subscribed share capital	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Fully paid-up share capital	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Balance at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Restated balance at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Changes in share capital during the current year	-	-	-	-
Balance at the end of the reporting year	22,67,05,750	2,267.06	22,67,05,750	2,267.06

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

The Holding Company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 to their shareholding.

Shares in the Holding Company held by each shareholder holding more than five per cent shares	As at March 31, 2022		As at March 31, 2021	
	No. of shares	%	No. of shares	%
Mr. Umeshkumar More	2,28,05,999	10.06%	2,28,05,999	10.06%
Mr. Nirajkumar More	1,78,52,106	7.87%	1,78,52,106	7.87%
Mrs. Premlata More	1,27,24,455	5.61%	1,27,24,455	5.61%
M/s. Growel Projects Limited	1,25,58,000	5.54%	1,25,58,000	5.54%
M/s. Poona Bottling Company Private Limited	4,28,86,151	18.92%	4,28,86,151	18.92%
M/s. Ridhi Sidhi Limited	3,23,59,000	14.27%	3,23,59,000	14.27%

Disclosure of shareholding of Promoters

Name of the Promoters	As at March 31, 2022			As at March 31, 2021		
	No of shares	% of total Shares	% change during the year	No of shares	% of total shares	% change during the year
Umeshkumar Nandlal More	2,28,05,999	10.06%	0.00%	2,28,05,999	10.06%	0.00%
Niraj Kumar More	1,78,52,106	7.87%	0.00%	1,78,52,106	7.87%	0.00%
Premlata More	1,27,24,455	5.61%	0.00%	1,27,24,455	5.61%	0.00%
Aman Nirajkumar More	47,58,060	2.10%	0.00%	47,58,060	2.10%	0.05%
Yash Nirajkumar More	47,58,060	2.10%	0.00%	47,58,060	2.10%	-0.03%
Pallavi More	31,49,409	1.39%	0.00%	31,49,409	1.39%	0.00%
Niraj Kumar More HUF	1,73,650	0.08%	0.00%	1,73,650	0.08%	0.00%
Vinod Haritwal	11,120	0.00%	-0.01%	31,000	0.01%	0.00%
Rameshkumar More	21,600	0.01%	0.00%	21,600	0.01%	0.00%
Shivani Rajgarhia	7,20,500	0.32%	0.00%	7,20,500	0.32%	0.00%
Manisha Dujodwala	4,82,500	0.21%	0.00%	4,82,500	0.21%	0.00%
Poona Bottling Company Private Limited	4,28,86,151	18.92%	0.00%	4,28,86,151	18.92%	0.01%
Ridhi Sidhi Ltd	3,23,59,000	14.27%	0.00%	3,23,59,000	14.27%	0.00%
Growel Projects LLP	1,25,58,000	5.54%	0.00%	1,25,58,000	5.54%	0.00%
Radhakishan Nandlal LLP	10,88,120	0.48%	0.00%	10,88,120	0.48%	0.00%
Bubna More And Company LLP	1,88,750	0.08%	0.00%	1,80,000	0.08%	0.00%

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2022

Rupees in Lacs

OTHER EQUITY	Reserves and Surplus				Other Comprehensive Income(OCI)	TOTAL
	General Reserve	Capital Reserve	Foreign Currency Translation Reserve	Retained Earnings	Remeasurements of Defined Benefit Plans	
Balance as at March 31, 2020	41,901.71	91.38	(324.57)	919.99	(375.02)	42,213.49
Changes in accounting policy or correction of prior period items	-	-	-	-	-	-
Restated balance as at April 01, 2020	41,901.71	91.38	(324.57)	919.99	(375.02)	42,213.49
Profit for the year ending March 31, 2021	-	-	-	6,881.03	-	6,881.03
Adjustment in carrying value	(23.10)	-	-	-	-	(23.10)
Foreign currency translation reserve	-	-	23.05	-	-	23.05
Add: Transaction cost relating to amalgamation written back	111.04	-	-	-	-	111.04
Other comprehensive income for the year ending March 31, 2021	-	-	-	-	(69.44)	(69.44)
Total Comprehensive Income for the year ending March 31, 2021	41,989.65	91.38	(301.52)	7,801.02	(444.46)	49,136.07
Transactions with owners in their capacity as owners:						
Dividends and dividend distribution tax						
- Dividend distribution tax	-	-	-	(0.01)	-	(0.01)
Transfer to general reserve	6,000.00	-	-	(6,000.00)	-	-
Balance as at March 31, 2021	47,989.65	91.38	(301.52)	1,801.01	(444.46)	49,136.06
Changes in accounting policy or correction of prior period items	-	-	-	-	-	-
Restated balance as at April 01, 2021	47,989.65	91.38	(301.52)	1,801.01	(444.46)	49,136.06
Profit for period ending March 31, 2022	-	-	-	7,877.27	-	7,877.27
Adjustment in carrying value	(23.05)	-	-	-	-	(23.05)
Foreign currency translation reserve	-	-	16.61	-	-	16.61
Other comprehensive income for period ending March 31, 2022	-	-	-	-	101.23	101.23
Total Comprehensive Income for period ending March 31, 2022	47,966.60	91.38	(284.91)	9,678.28	(343.23)	57,108.12
Transactions with owners in their capacity as owners:						
Dividends and dividend distribution tax						
- Final dividend	-	-	-	(1,133.53)	-	(1,133.53)
Transfer to general reserve	6,300.00	-	-	(6,300.00)	-	-
Balance as at March 31, 2022	54,266.60	91.38	(284.91)	2,244.75	(343.23)	55,974.59

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Nature and purpose of each component of equity	Nature and purpose
i. General reserve	General reserve represents accumulated profits and is created by transfer of profits from retained earnings and it is not an item of other comprehensive income.
ii. Retained earnings	Retained earnings are the profits that the Group has earned till date, less any transfer to general reserves & dividend.
iii. Remeasurements of defined benefit plans	Gains/losses arising on remeasurements of defined benefit plans are recognised in the other comprehensive income as per IND AS-19 and shall not be reclassified to the Statement of Profit and Loss in the subsequent years.
iv. Foreign currency translation reserve	Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency, i.e Indian Rupees.

The accompanying notes form an integral part of the Consolidated Financial Statements
This is the Statement of Changes in Equity (SOCE) referred to in our report of even date

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors**UMESHKUMAR MORE**

Chairman
DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations
DIN: 00717877

CHINTAN K. GANDHI

Company Secretary
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NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

A) General information:

Grauer & Weil (India) Limited ('the Holding Company') and its subsidiaries (together to as 'the Group') and its associates are engaged in the business of manufacturing and selling of Surface Finishings besides Engineering and Mall business. The Group has its business operations mainly in India and the Far East. The Holding Company is a Public Limited Company incorporated and domiciled in India and has its registered office at Growel Corporate, Akurli Road, Kandivli (East), Mumbai 400 101. The Group presently has its manufacturing facilities in Dadra, Vapi (Gujarat), Barotiwala (Himachal Pradesh), Samba (Jammu & Kashmir) besides Engineering division at Khed (Pune District) and Mall at Kandivli (Mumbai).

B) Basis of preparation of Consolidated Financial Statements:

The principal accounting policies applied in the preparation of these Consolidated Financial Statements are set out in para C below. These policies have been consistently applied to all the years presented.

(i) Statement of compliance:

These Consolidated Financial Statements have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

The Consolidated Financial Statements of the Group for the year ended March 31, 2022 were authorised for issue in accordance with a resolution of the Board of Directors dated May 30, 2022.

(ii) Basis of preparation and presentation:

The Consolidated Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013, except for the following material items that have been measured at fair value as required by the relevant Ind AS. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of initial recognition.

- a) Certain financial assets/liabilities measured at fair value (*Refer Note 32 - Fair Values and hierarchy*)
- b) Employees defined benefit plan as per actuarial valuation
- c) Any other item as specifically stated in the accounting policy

The Group reclassifies comparable amounts unless impracticable and whenever the Group changes the presentation or classification of items in financial statements materially. No such material reclassification has been made during the year.

The financial statements are presented in Indian Rupees which is the functional currency of the Holding Company and the currency of the primary economic environment in which Group operates. Figures have been rounded off to rupees Lacs unless otherwise stated.

(iii) Basis and principle of consolidation:

The financial statements of the Group and its associates have been prepared in compliance with Accounting Standards specified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, and those of foreign subsidiaries and a foreign associate have been prepared in compliance with the applicable local laws and Accounting Standards. Necessary adjustments for material differences in the accounting policies, if any, have been made in the Consolidated Ind AS Financial Statements. The financial statements have been prepared on an accrual basis and under the historical cost convention.

All assets and liabilities have been classified as current or non-current as per the normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The Consolidated Ind AS Financial Statements have been prepared on the following basis:-

a) Investment in subsidiaries:

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of that entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together the items of assets, liabilities, equity, income and expenses. Intra-group transactions, balances and unrealised gains on transactions between entities within the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

b) Investments in associates:

Associates are entities over which the Group has significant influence but not control or joint control. Investment in associates are accounted for using the equity method of accounting after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of Other Comprehensive Income of the Investee in Other Comprehensive Income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment. When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the Group and its Associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group. The carrying amount of equity accounted investments are tested for impairment.

c) Foreign subsidiaries –

Revenue items have been consolidated at the average rate of foreign exchange prevailing during the year. The assets and liabilities, both monetary and non-monetary, of the non-integral foreign operations are translated at the closing rate. Exchange differences arising on monetary and non-monetary items that in substance forms part of the Group's net investments in non-integral foreign operations are accumulated in the Foreign Currency Translation Reserve.

d) Information on subsidiaries /associate companies:

Sr. No.	Particulars	% shares held as at March 31, 2022	% shares held as at March 31, 2021	Country of incorporation
i	Grauer & Weil (Shanghai) Limited	100%	100%	China
ii	Growel Chemicals Co. Limited	100%	100%	Thailand

The financial statements of the subsidiary companies viz Grauer & Weil (Shanghai) Limited and Growel Chemicals Co. Limited used in the consolidation are drawn up to December 31, 2021.

The following associate companies are considered in the Consolidated Financial Statements:

Sr. No.	Particulars	% shares held as at March 31, 2022	% shares held as at March 31, 2021	Country of incorporation
i	Grauer & Weil Engineering Private Limited	29.99%	29.99%	India
ii	Grauer & Weil (Thailand) Co. Limited	-	48.99%	Thailand
iii	Growel Sidasa Industries Private Limited	49.80%	49.80%	India

The financial statements of Grauer & Weil (Thailand) Co. Limited used in the consolidation are drawn upto December 23, 2021.

The financial statements of Grauer & Weil Engineering Private Limited and Growel Sidasa Industries Private Limited are drawn upto March 31, 2022.

(iv) Major sources of estimation uncertainty:

In the application of accounting policies which are described in Para C below, the management is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

- Inventories:

Inventory obsolescence is based on assessment of the future uses. In all cases, inventory is carried at the lower of historical cost and net realisable value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

- **Lease:**

Lease accounting after evaluating the right to use the underlying assets, substance of the transactions including legally enforceable arrangements and other significant terms and conditions of the arrangement to conclude whether the arrangements meet the criteria under Ind AS 116.

- **Impairment of non-financial assets:**

For calculating the recoverable amount of non-financial assets, the Group is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less cost of disposal. For calculating value-in-use the Group is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further the discount rate used in value-in-use calculations includes an estimate of risk assessment specific to the asset.

- **Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Defined benefit plans:**

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

- **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 Discounted Cash Flow (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. Judgments 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.

- **Income tax and deferred tax assets:**

Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for Income taxes, including amounts expected to be paid/reversed for uncertain tax positions.

A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and the losses can be utilised. Accordingly, the Group exercises judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

C) Summary of Significant Accounting Policies:

1) Property, Plant and Equipment (PPE):

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses if any, except for freehold land which is not depreciated. Cost includes purchase price (after deducting trade discount / rebate) import duties, non-refundable taxes, cost of replacing the component parts, borrowing costs and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

Spare parts procured along with the plant and equipment or subsequently which meets the definition and recognition criteria of PPE considering the concept of materiality are capitalized and added to the carrying amount of such items. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as 'stores and spares' forming part of the inventory. If the cost of the replaced part is not available, the estimated cost of similar new parts is used as an indication of what the cost of the existing part was when the item was acquired.

Management has assessed applicability of Ind AS 40 - Investment Property to the Mall property. In assessing such applicability, management has considered the ownership of assets, terms of license agreements, various services provided to the licensees, etc. Based on such assessment, the management has considered the Mall property as owner occupied property and hence classified as Property, Plant and Equipment.

Expenditure on acquisition of PPE for Research and Development (R&D) is included in PPE and depreciation thereon is provided as applicable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when the asset is derecognised.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognised. Depreciation on all assets is provided on straight line basis.

Description of the asset	Estimated useful life
Tangible:	
Land – Leasehold	Primary period of lease
Building	
– Factory	30 Years
– Other than factory buildings	60 Years
Plant and Equipment	10 to 20 Years
Furniture and Fixtures	10 Years
Computer Servers	6 Years
Computers	3 Years
Laboratory Equipment	10 Years
Office Equipment	5 Years
Vehicles Four Wheelers	8 Years
Vehicles Two Wheelers	10 Years
Intangible:	
Software (up to FY 2018-19)	5 Years
Software (from FY 2019-20)	3 Years

Further, the Group has identified and determined separate useful life for each major component of fixed assets, if they are materially different from that of the remaining assets, for providing depreciation in compliance with Schedule II of the Companies Act, 2013.

Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.

The asset's residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

2) Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets.

An item of intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

3) CWIP:

CWIP are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs. 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 Group 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.

4) Impairment of Property, Plant and Equipment (PPE):

At the end of each reporting period, the Group reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

of the asset is estimated in order to determine the extent of the impairment loss. 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 (CGU) to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss.

The 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

5) Inventories:

Raw Materials, packing materials and stores and spares are valued at lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials and stores and spares is determined on daily moving weighted average cost basis.

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

6) Leases:

The Group has adopted Ind AS 116-Leases effective April 1, 2019, using the modified retrospective method.

Where the Group is a lessee-

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

- the contract conveys the right to use an identified asset;
- the Group has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the identified asset.

At the date of commencement of a lease, the Group recognises a right-of-use asset ("ROU assets") and a corresponding lease liability for all leases, except for leases with a term of twelve months or less (short-term leases) and low value leases. For short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability is measured by discounting the lease payments using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates.

Lease payments are allocated between principal and finance cost. The finance cost is charged to 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.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives and restoration costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. ROU assets are depreciated on a straight-line basis over the asset's useful life or the lease whichever is shorter. Impairment of ROU assets is in accordance with the Group's accounting policy for impairment of tangible and intangible assets.

Where the Group is a lessor-

Lease income from operating leases where the Group is a lessor is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Management has assessed applicability of Ind AS 116 – Leases, to the Mall property. In assessing such applicability, management has considered the ownership of assets, terms of license agreements, various services provided to the licensees, etc. Since the licensee does not have the right to obtain substantially all the economic benefits from the use of the asset or does not have complete right to direct the use of the asset, the Management is of the view that Ind AS 116 – Leases is not applicable to the Mall property.

7) Government grants:

Government grants/subsidy are recognized when there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants/subsidy will be received.

Grants/subsidy related to income are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate on a systematic basis. Government grants/subsidy that are receivable as compensation for expenses or losses already incurred or for the purpose of providing immediate financial support with no future related costs are recognized in the Statement of Profit and Loss in the period in which they become receivable. Grants/subsidy related to income are presented under other income in the Statement of Profit and Loss except for grants/subsidy received in the form of rebate or exemption which are deducted in reporting the related expense. Grant/subsidy receivable against a specific fixed asset is deducted from the cost of the relevant fixed asset.

8) Provisions, contingent liabilities and contingent assets:

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

Contingent liabilities are disclosed on the basis of judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are not recognized, however, disclosed in financial statement when inflow of economic benefits is probable.

9) Foreign currency transactions:

The financial statements of Group are presented in Indian Rupees, which is also the functional currency. In preparing the financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items denominated in foreign currency are reported at the exchange rate ruling on the date of transaction. Exchange difference on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

10) Share capital and securities premium:

Ordinary shares are classified as equity, incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as securities premium.

11) Dividend distribution to equity shareholders:

The Group recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Group. A distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in other equity along with any tax thereon.

12) Cash flows and cash and cash equivalents:

Statement of Cash Flows is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

13) Revenue recognition:

The Group derives revenues primarily from sale of goods comprising Surface Finishings. The revenue of Engineering division is from design, fabrication and manufacture of surface coating equipment and plant. In respect of Mall revenue is derived from Business Conducting/License Fees.

The following is a summary of significant accounting policies related to revenue recognition:

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for turnover/product/prompt payment discounts to customer as specified in the contract with the customers. When the level of discount varies with increase in levels of revenue transactions, the Group recognises the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognised until the payment is probable and the amount can be estimated reliably. The Group recognises changes in the estimated amount of obligations for discounts in the period in which the change occurs. Revenue also excludes taxes collected from customers.

Use of significant judgements in revenue recognition.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as turnover/product/prompt payment discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.
- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

i. Sale of goods:

Revenue from sale of goods is recognized, when all significant risks and rewards are transferred to the buyer, as per the terms of the contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It excludes Goods and Services tax. It is measured at fair value of consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

ii. Engineering division:

Equipment manufactured by the Engineering division for use by other divisions is included in the sales at transfer price and are capitalised by other division.

iii. Income from Business conducting/Licence fees:

Income arising out of Business conducting/Licence fees is accounted at contracted rates, keeping in view, the collectability of the resulting receivables is reasonably assured and is disclosed net of indirect taxes, if any.

iv. Revenue from amenities provided:

Revenue from amenities provided is recognized at value of service and is disclosed net of indirect taxes, if any. Recoveries made against common area maintenance expenses are netted of against relevant expenses.

v. Job contract receipts:

The Group follows the "Percentage of Completion Method" of accounting for all contracts. The revenue from the execution of contracts is recognized proportionately with the degree of completion achieved under each contract, matching revenue with expenses incurred and is accounted over a period of time.

vi. Rendering of services:

Revenue from rendering of services is recognized as per the terms of the contract with customers when related services are performed and when the outcome of the transactions involving rendering of services can be estimated reliably.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

vii. Dividend income:

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

viii. Interest income:

Interest income on financial assets measured at amortised cost is recognised on a time-proportion basis using the effective interest method.

ix. Insurance and other claims:

Insurance and other claims/refunds, due to uncertainty in realisation are accounted for on acceptance/actual receipt basis.

I4) Borrowing costs:

Borrowing cost includes interest, commitment charges, brokerage, underwriting costs, discounts / premiums, financing charges, exchange difference to the extent they are regarded as interest costs and all ancillary / incidental costs incurred in connection with the arrangement of borrowing.

Borrowing costs which are directly attributable to acquisition/construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of cost pertaining to those assets. All other borrowing costs are recognised as expense in the period in which they are incurred.

I5) Employee benefits:

i. Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

ii. Long term employee benefits:

The cost of providing long term employee benefit is measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. The expected costs of the benefit is accrued over the period of employment using the same methodology as used for defined benefits post employment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to the Statement of Profit and Loss in which they arise except those included in cost of assets as permitted. The benefit is valued annually by an independent actuary.

iii. Post employment benefits:

The Group provides the following post employment benefits:

- i) Defined benefit plans such as gratuity; and
- ii) Defined contributions plans such as provident fund

iv. Defined benefits plans:

The cost of providing benefits on account of gratuity are determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date, which recognises each period of service as given rise to additional unit of employees benefit entitlement and measuring each unit separately to build up the final obligation. The yearly expenses on account of these benefits are provided in the books of accounts.

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 except those included in cost of assets as permitted.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest as defined above) are recognized in Other Comprehensive Income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognized in the Statement of Profit and Loss except those included in cost of assets as permitted in the period in which they occur.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

v. Defined contribution plans:

Payments to defined contribution retirement benefit plans, viz., provident fund for eligible employees, and superannuation benefits are recognized as an expense when employees have rendered the service entitling them to the contribution.

16) Taxes on income:

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in Other Comprehensive Income.

a) Current tax:

Current tax includes provision for Income tax computed under Special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

b) Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet 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, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

17) Earnings per share:

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

For calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

18) Current versus non-current classification:

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

a) An asset is current when it is:

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

All other assets are classified as non-current.

b) A liability is current when:

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

All other liabilities are classified as non-current.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

19) Fair value measurement:

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 into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in on such basis except for inventories, leases and value in use of non- financial assets. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

20) Segment reporting:

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

21) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a) Financial assets:

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual obligation to receive cash or another financial asset or to exchange financial asset or financial liability under condition that are potentially favourable to the Group.

Investments in subsidiaries:

Investments in equity shares of subsidiaries are carried at cost less impairment.

Financial assets other than investment in subsidiaries:

Financial assets of the Group comprise trade receivable, cash and cash equivalents, bank balances, investments in equity shares of companies other than in subsidiaries, investment other than equity shares, loans/advances to employee/related parties/others, security deposit, claims recoverable etc.

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. Where transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Subsequent measurement:

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

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through Statement of Profit and Loss

Financial assets measured at amortized cost:-

Financial assets are measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order 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. These financial assets are amortized using the Effective Interest Rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss in finance costs.

Financial assets at fair value through OCI (FVTOCI):-

Financial assets are measured at fair value through other comprehensive income if the financial 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. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the Other Comprehensive Income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the income statement. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

Financial assets at fair value through profit or loss (FVTPL):-

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of Profit and Loss.

Derecognition:

The Group derecognises a financial asset only 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 entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

Impairment of financial assets:

The Group assesses impairment based on Expected Credit Loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on a following basis:

- The 12 month ECL (ECL that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time ECL (ECL that result from all possible default events over the life of financial instruments)

The Group follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Group to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Group assesses the credit risk characteristics on instrument-by-instrument basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

ECL 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 entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognized during the year is recognized as expense/income in the Statement of Profit and Loss.

b) Financial liabilities:

The Group's financial liabilities include loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

Initial recognition and measurement:

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss depending upon the level of fair value.

Subsequent measurement:

The subsequent measurement of financial liabilities depends upon the classification as described below:-

Financial liabilities classified as amortised cost

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate. Interest expense that is not capitalised as part of costs of assets is included as Finance costs in the Statement of Profit and Loss.

Financial liabilities at fair value through profit and loss (FVTPL):-

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of financial instruments:

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

c) Derivatives

Derivative instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument and is recognised in Other Comprehensive Income (OCI). Cash flow hedges shall be reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged expected future cash flows affect profit or loss. If hedge of a forecast transaction results in the recognition of a non-financial asset or a non-financial liability, then the gain or loss that are accumulated in the cash flow hedge reserve is recognised in the initial cost or other carrying amount of the asset or liability (this is also referred to as "Basis Adjustment").

22) Recent accounting pronouncements:

The Ministry of Corporate Affairs (MCA) on March 23, 2022 through Companies (Indian Accounting Standards) Amendment Rules, 2022 has notified the following amendments to IND AS which are applicable on April 01, 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**i) Ind AS 16 – Property, Plant and Equipment –**

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment.

The amendment prohibits an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in the profit or loss.

The Holding Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

ii) Ind AS 37 – Provisions, contingent liabilities and contingent assets –

The amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (examples depreciation charge). The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

NOTE 2: PROPERTY, PLANT AND EQUIPMENT

Rupees in Lacs

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at April 01, 2021	Additions	Deductions	Other adjustments	As at March 31, 2022	As at April 01, 2021	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2022	As at March 31, 2021
Tangible assets											
Land - Freehold	3,209.18	-	-	-	3,209.18	-	-	-	-	-	3,209.18
Buildings	14,635.70	204.30	-	(2.38)	14,842.38	2,568.28	558.49	(0.02)	-	3,126.79	11,715.59
Plant and machinery	7,973.34	1,947.56	1.84	55.04	9,864.02	3,013.68	845.08	38.93	0.12	3,819.71	6,044.31
Laboratory equipment	174.51	25.80	0.28	19.14	180.89	79.68	27.95	12.49	0.27	94.87	86.02
R and D equipment	1,327.52	89.63	0.74	-	1,416.41	494.49	103.98	-	0.51	597.96	818.45
Furniture and fixtures	843.15	38.12	0.19	2.00	879.08	629.13	33.09	1.27	0.06	660.89	218.19
Vehicles	950.76	10.09	51.15	-	909.70	501.67	94.14	-	37.36	558.45	351.25
Office equipment	389.60	48.15	1.24	7.07	429.44	192.90	61.07	5.69	0.36	247.92	181.52
Total	29,503.76	2,363.65	55.44	80.87	31,731.10	7,479.83	1,723.80	58.36	38.68	9,106.59	22,624.51

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at April 01, 2020	Additions	Deductions	Other adjustments	As at March 31, 2021	As at April 01, 2020	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2021	As at March 31, 2020
Tangible assets											
Land - Freehold	3,214.86	-	5.68	-	3,209.18	-	-	-	-	-	3,214.86
Buildings	13,901.76	733.94	-	-	14,635.70	2,021.06	547.22	-	-	2,568.28	11,880.70
Plant and machinery	7,373.51	596.05	21.83	(25.61)	7,973.34	2,280.71	716.88	(25.85)	9.76	3,013.68	4,959.66
Laboratory equipment	179.43	2.71	7.64	(0.01)	174.51	66.86	17.44	(0.01)	4.63	79.68	94.83
R and D equipment	1,266.85	60.67	-	-	1,327.52	380.40	114.09	-	-	494.49	833.03
Furniture and fixtures	821.72	21.85	0.48	(0.06)	843.15	533.43	95.87	(0.06)	0.23	629.13	288.29
Vehicles	874.83	130.16	54.23	-	950.76	432.66	94.81	-	25.80	501.67	442.17
Office equipment	354.48	36.89	2.01	(0.24)	389.60	138.39	55.99	-	1.48	192.90	216.09
Total	27,987.44	1,582.27	91.87	(25.92)	29,503.76	5,853.51	1,642.30	(25.92)	41.90	7,479.83	22,023.93

Note:-

- Title deeds of Freehold Land are held in the name of the Holding Company. Title deeds in respect of Buildings on immovable properties which are constructed on Holding Company's Freehold Land is based on documents constituting evidence of legal ownership of the Buildings.
- Group Company has not received any notice with regard to holding of Benami properties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022
NOTE 3: CAPITAL WORK-IN-PROGRESS

Particulars	As on 31st March 2022				As on 31st March 2021			Total	Rupees in Lacs	
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Less than 1 year	1-2 Years	2-3 Years			More than 3 Years
Project in Progress	18.33	9.87	-	-	292.16	-	-	-	292.16	
Project Temporarily Suspended (*)	-	-	20.15	50.29	-	20.15	50.61	-	70.76	
Total	18.33	9.87	20.15	50.29	292.16	20.15	50.61	-	362.92	

(*) Pending regulatory approval delayed on account of COVID-19

Note: There were no material projects which have exceeded their original planned cost and timelines.

NOTE 4: RIGHT OF USE ASSETS

Nature of fixed assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		Rupees in Lacs
	As at April 01, 2021	Additions	Deductions	Other adjustments	As at March 31, 2022	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2022	As at March 31, 2021	
Leasehold land	1,708.18	-	-	0.01	1,708.17	31.40	-	-	163.08	1,545.09	1,576.50
Buildings	248.24	412.01	61.45	-	598.80	145.99	-	56.58	189.32	409.48	148.33
Total	1,956.42	412.01	61.45	0.01	2,306.97	177.39	-	56.58	352.40	1,954.57	1,724.83

Nature of fixed assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		Rupees in Lacs
	As at April 01, 2020	Additions	Deductions	Other adjustments	As at March 31, 2021	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2021	As at March 31, 2020	
Leasehold land	1,709.12	-	0.94	-	1,708.18	32.24	-	0.94	131.68	1,576.50	1,608.74
Buildings	349.79	22.31	123.86	-	248.24	119.68	-	123.86	99.91	148.33	245.70
Total	2,058.91	22.31	124.80	-	1,956.42	151.92	-	124.80	231.59	1,724.83	1,854.44

Note:- The Holding Company lease mainly comprise of land and building. The Holding Company leases land and building for its manufacturing and sales offices.

NOTE 5: OTHER INTANGIBLE ASSETS

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		Rupees in Lacs
	As at April 01, 2021	Additions	Deductions	Other adjustments	As at March 31, 2022	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2022	As at March 31, 2021	
Computer software	318.43	55.09	-	-	373.52	61.48	-	-	288.62	84.90	91.29
Total	318.43	55.09	-	-	373.52	61.48	-	-	288.62	84.90	91.29

Nature of fixed assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		Rupees in Lacs
	As at April 01, 2020	Additions	Deductions	Other adjustments	As at March 31, 2021	Provided for the year	Other adjustments	Deductions adjustments	As at March 31, 2021	As at March 31, 2020	
Computer software	284.41	34.02	-	-	318.43	46.39	-	-	227.14	91.29	103.66
Total	284.41	34.02	-	-	318.43	46.39	-	-	227.14	91.29	103.66

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

NOTE 6: INVESTMENTS

NON CURRENT INVESTMENTS	As at March 31, 2022		As at March 31, 2021	
	Nos.	Rupees in Lacs	Nos.	Rupees in Lacs
A) Quoted (other than trade) (Carried at fair value through Statement of Profit and Loss) In fully paid-up Equity Shares of Rs. 10 each				
Sunflag Iron & Steel Company Limited	2,000	1.26	2,000	1.26
Ginni Filaments Limited	900	0.39	900	0.18
In fully paid-up Equity Shares of Rs. 2 each				
Punjab National Bank	1,175	0.41	1,175	0.43
B) Unquoted (trade) In Associates (carried at cost)				
Grauer & Weil Engineering Private Limited (Fully paid up Equity shares of Rs. 10/- each)	1,49,980	-	1,49,980	-
Growel Sidasa Industries Private Limited (Fully paid up Equity shares of Rs. 10/- each)	12,88,300	-	12,88,300	-
Grauer & Weil (Thailand) Co. Limited (Fully paid up Equity shares of THB 100/- each)	-	-	58,800	9.27
Other Investments (carried at cost)				
The Saraswat Co-operative Bank Limited (Fully paid up Equity shares of Rs. 10/- each)	5,000	0.50	5,000	0.50
C) Unquoted (other than trade) Other Investments (Carried at fair value through Statement of Profit and Loss) In fully paid-up Equity Shares of Rs. 10 each				
Shree Vaishnavi Dyeing & Printing Limited	1,500	-	1,500	-
Arihant Threads Limited	2,100	-	2,100	-
Rasik Plast Limited	13,500	-	13,500	-
Surlux Health Centres Limited	1,000	-	1,000	-
Shivalik Solid Waste Management Limited	20,000	5.81	20,000	5.11
Crystal Software Solutions Limited	8,600	-	8,600	-
Indo-French Bio-tech Enterprises Limited	89,800	-	89,800	-
Other Investments (carried at cost)				
National Savings Certificates		0.19		0.19
		8.56		16.94
	Cost Rs.	Market value Rs.	Cost Rs.	Market value Rs.
Aggregate market value of quoted investments		2.06		1.87
Aggregate book value of unquoted investments	6.50		15.07	
Aggregate value of impairment	18.24			

Note:-

- None of the Companies in the Group has entered into any transactions in Crypto or virtual currency.
- The Holding Company has complied with requirement of Clause 87 of Section 2 with regard to number of layers of Companies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

NOTE 6: INVESTMENTS

CURRENT INVESTMENTS	As at March 31, 2022		As at March 31, 2021	
	Nos./unit	Rupees in Lacs	Nos./unit	Rupees in Lacs
Unquoted (Other than Trade) (Carried at fair value through statement of profit and loss)				
Power Grid Invit	40,753	54.57	-	-
		54.57		-

NOTE 7: OTHER FINANCIAL ASSETS

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Unsecured - considered good (carried at amortised cost)				
Interest receivable - others	-	-	155.67	520.59
Security deposits	300.47	277.88	-	-
Term deposits with maturity for more than 12 months (Refer Note 12)	1,619.94	140.00	-	-
Term deposits held as margin money against bank guarantees	72.02	56.18	-	-
Others	-	-	410.96	299.82
	1,992.43	474.06	566.63	820.41

NOTE 8: INCOME TAX ASSETS (NET)

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Advance income tax (Net of provisions)	277.82	246.87	-	-
	277.82	246.87	-	-

NOTE 9: OTHER ASSETS

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Capital advances	169.79	169.79	13.37	139.33
Advances other than capital advances				
Advances to employees	2.73	3.14	24.42	16.05
Advances to suppliers	-	-	199.85	317.00
Prepaid expenses	-	-	65.14	28.05
Balances with government authorities				
Goods and service tax	-	-	1,055.99	1,061.32
Others	-	-	97.12	93.23
	172.52	172.93	1,455.89	1,654.98

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**NOTE 10: INVENTORIES**

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
At lower of cost and net realisable value		
Raw materials	6,564.73	4,093.36
Raw materials-in-transit	763.51	414.55
	7,328.24	4,507.91
Work-in-progress	2,391.00	1,280.79
Finished goods	4,049.28	3,028.61
Finished goods - traded	144.23	116.03
Finished goods-in-transit	17.56	31.86
	4,211.07	3,176.50
Stores and spares	389.26	327.08
	14,319.57	9,292.28

NOTE 11: TRADE RECEIVABLES

Rupees in Lacs

	As at March 31, 2022	As at March 31, 2021
Secured considered good	645.07	672.09
Unsecured considered good	12,348.33	12,029.03
	12,993.40	12,701.12
Trade receivables - credit impaired	28.08	26.19
Less: Impairment provision for expected credit loss	(28.08)	(26.19)
	12,993.40	12,701.12

Note:

- The Holding Company has used practical expedient for computing Expected Credit Loss allowance for trade receivables wherever necessary, taking into account historical credit loss experience adjusted for forward looking estimates and accordingly provisions are made for Expected credit loss.
- Ageing schedule

Rupees in Lacs

AGEING OF TRADE RECEIVABLES	As on March 31, 2022						
	Not Due	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivable							
(i) Secured - considered good	314.39	191.07	71.31	33.47	4.61	0.12	614.97
(ii) Unsecured - considered Good (*)	7,961.70	2,898.63	423.41	369.92	244.34	63.76	11,961.76
Disputed trade receivables							
(i) Secured - considered good	-	-	-	23.01	4.13	30.18	57.32
(ii) Unsecured (**)	-	0.54	13.15	17.63	42.22	313.89	387.43
Total Debtors	8,276.09	3,090.24	507.87	444.03	295.30	407.95	13,021.48
Less:- Allowance for loss							(28.08)
Total							12,993.40

Note :

- (*) An amount of Rs. 1,206.13 Lacs is towards Retention as per the contractual arrangement with the customers
- (**) An amount of Rs. 227.15 Lacs is receivable towards the service tax component on lease rent, for which petition is pending with Supreme Court.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Rupees in Lacs

AGEING OF TRADE RECEIVABLES	As on 31st March 2021						Total
	Not Due	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivable							
(i) Secured - considered good	297.07	215.41	40.87	12.42	0.34	16.34	582.45
(ii) Unsecured - considered good (*)	6,842.98	3,646.48	381.21	720.59	161.96	36.51	11,789.73
Disputed trade receivables							
(i) Secured - considered good	-	-	-	-	17.43	72.21	89.64
(ii) Unsecured (**)	-	-	-	-	29.19	236.30	265.49
Total Debtors	7,140.05	3,861.89	422.08	733.01	208.92	361.36	12,727.31
Less:- Allowance for loss							(26.19)
Total							12,701.12

Note :

(*) An Amount of Rs. 981.85 Lacs is towards Retention as per the contractual arrangement with the customers

(**) An amount of Rs. 227.15 Lacs is receivable towards the service tax component on lease rent, for which petition is pending with Supreme Court.

NOTE 12: CASH AND BANK BALANCES

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(A) Cash & cash equivalents				
Balances with banks				
In current accounts	-	-	5,141.41	4,861.47
In EEFC accounts	-	-	836.87	550.31
Term deposits with maturity within 3 months	-	-	5,767.96	5,051.81
Cash on hand	-	-	25.76	15.45
	-	-	11,772.00	10,479.04
(B) Bank balances other than cash & cash equivalents				
Unpaid dividend accounts	-	-	81.01	79.25
Term deposits with maturity of more than 3 months and less than 12 months	-	-	13,942.35	14,844.90
Term deposits with maturity of more than 12 months	1,619.94	140.00	-	-
	1,619.94	140.00	14,023.36	14,924.15
Amount included under the head 'Other Financial Assets' (Refer Note 7)	(1,619.94)	(140.00)	-	-
	-	-	14,023.36	14,924.15

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**NOTE 13: BORROWINGS**

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Secured				
Hire purchase credits	10.26	19.41	16.41	21.38
Loans repayable on demand from banks	-	-	1,473.63	1,390.61
Unsecured				
Loans and advances from related parties	-	-	447.00	507.00
	10.26	19.41	1,937.04	1,918.99
Amounts disclosed under the head 'Other Financial Liabilities' (Refer Note 14)	-	-	-	(21.38)
	10.26	19.41	1,937.04	1,897.61

Note:

1. Nature of security and terms of repayment:

- Hire purchase credits are for purchase of vehicles. These facilities are secured by first charge on respective vehicles against which the specific facility has been taken. The loan amount is repayable in equitable monthly installments with interest rates ranging from 2.19% p.a. to 8.70% p.a. (PY 2.19% p.a. to 8.70% p.a.) as applicable and are expected to be fully repaid as per the respective repayment schedules and shall get fully repaid between Sept 2022 to April 2024.
- The working capital facilities are secured by hypothecation of all stocks, moveable assets and book debts by way of first charge on pari-passu basis and are further collaterally secured by second pari-passu charge on the block assets of Shopping mall at Kandivali, Mumbai as per respective banking arrangement. The working capital facility is repayable on demand and carries interest rate ranging from 7.25% p.a. to 8.75% p.a. (PY 7.40% p.a. to 8.75% p.a.)

2. None of the Companies in the Group is declared as wilful defaulter.

3. The Holding Company has complied with terms and conditions and registration of charges for all credit facilities availed as per the respective banking arrangements.

4. The quarterly returns filed by Holding Company with banks against borrowings on the basis of current assets are in agreement with the books of accounts and there are no material discrepancies

NOTE 14: OTHER FINANCIAL LIABILITIES

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Current maturities of long term debt (Refer Note 13)	-	-	-	21.38
Unpaid dividend*	-	-	81.01	79.25
Others				
Deposits from licensees and dealers	1,044.87	1,315.11	895.49	715.40
Security deposit from employees	-	-	73.19	67.34
Payable towards capital expenditure	-	-	43.32	47.05
Payable to employees	-	-	97.21	80.38
Expenses payable	-	-	2,183.53	2,223.10
Other payable	-	-	4.74	12.70
	1,044.87	1,315.11	3,378.49	3,246.60

*There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

NOTE 15: PROVISIONS

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits				
Leave benefits	-	-	193.62	-
Gratuity	2,346.53	2,332.77	220.28	218.53
	2,346.53	2,332.77	413.90	218.53

NOTE 16: DEFERRED TAX LIABILITIES (NET)

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Deferred tax liability				
- Arising on account of difference in carrying amount and tax base of PPE & Intangibles	1,953.38	1,896.08	-	-
Deferred tax asset				
- Accrued expenses allowable on actual payments	(594.97)	(503.22)	-	-
- Ind AS adjustments	(127.36)	(161.41)	-	-
	1,231.05	1,231.45	-	-

NOTE 17: OTHER LIABILITIES

Rupees in Lacs

	Non-Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Contractual liabilities	-	-	749.85	1,169.05
Deferred income	-	-	309.51	123.80
Statutory payables:				
Goods and service tax	-	-	609.99	583.12
Others	-	-	429.41	411.54
	-	-	2,098.76	2,287.51

NOTE 18: TRADE PAYABLES

Rupees in Lacs

	Current	
	As at March 31, 2022	As at March 31, 2021
Total outstanding dues to Micro and Small Enterprises	1,687.19	460.54
Total outstanding dues of other than Micro and Small Enterprises	9,079.38	9,005.57
	10,766.57	9,466.11

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Rupees in Lacs

AGEING OF TRADE PAYABLES	As on 31st March 2022						
	Not due	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,375.91	279.54	21.26	6.17	4.31	-	1,687.19
(ii) Other creditors	6,289.77	2,422.16	153.44	99.85	34.32	79.84	9,079.38
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	7,665.68	2,701.70	174.70	106.02	38.63	79.84	10,766.57

Rupees in Lacs

AGEING OF TRADE PAYABLES	As on 31st March 2021						
	Not due	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	316.99	139.69	2.82	1.04	-	-	460.54
(ii) Other creditors	6,136.32	2,543.68	188.09	48.64	30.38	58.46	9,005.57
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	6,453.31	2,683.37	190.91	49.68	30.38	58.46	9,466.11

NOTE 19: CURRENT TAX LIABILITIES (NET)

Rupees in Lacs

	Current	
	As at March 31, 2022	As at March 31, 2021
Provision for Income tax (Net of advance tax)	407.27	1,326.73
	407.27	1,326.73

NOTE 20: REVENUE FROM OPERATIONS

Rupees in Lacs

	2021-22	2020-21
Revenue from contract with customers		
Sale of products	80,980.23	63,836.36
Less: Trade discount	6,834.33	4,988.35
	74,145.90	58,848.01
Business conducting fees/Licence fees and related income	1,922.80	1,113.06
Other operating revenues		
Erection & commissioning charges	397.59	35.71
Testing analysis charges	16.06	8.89
License fees	21.52	11.80
IGST refund / Budgetary support	-	131.49
Scrap sales	252.53	174.32
Sundry balances written back	10.60	216.85
Others	62.33	42.98
	760.63	622.04
Revenue from operations	76,829.33	60,583.11

The Holding Company's management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 - Revenue from contracts with customers. Hence, no separate disclosure of disaggregate revenues are reported. (Refer Note 33F).

The contractual liabilities primarily relate to advance consideration received from customers for which revenue is recognised when the performance obligation is over.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	Rupees in Lacs	
	2021-22	2020-21
Contractual liabilities		
Opening balance as on April 01	1,169.05	563.42
Add: Fresh advances from customers	10,317.93	10,157.76
Less: Advance adjusted against invoices	(10,737.13)	(9,552.13)
Closing balance as on March 31	749.85	1,169.05

NOTE 21: OTHER INCOME

	Rupees in Lacs	
	2021-22	2020-21
Interest income	1,093.23	938.54
Dividend income on non current investments	1.22	0.28
Net gain on sale of fixed assets	-	278.62
Net gain on foreign currency transactions and translation	67.89	-
Profit on sale of current investments	19.62	88.06
Bad debts written off earlier now recovered	1.21	-
Insurance claim	9.58	12.17
Lease income	2.43	2.52
Export duty drawback	156.03	130.22
Miscellaneous receipts	30.22	23.87
	1,381.43	1,474.28

NOTE 22: COST OF MATERIALS CONSUMED

	Rupees in Lacs	
	2021-22	2020-21
Opening stock	4,507.91	4,630.79
Add: Purchases	47,624.82	30,235.29
	52,132.73	34,866.08
Less: Closing stock	7,328.24	4,507.91
	44,804.49	30,358.17

NOTE 23: PURCHASE OF STOCK IN TRADE

	Rupees in Lacs	
	2021-22	2020-21
Traded goods	486.74	337.47

NOTE 24: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

	Rupees in Lacs	
	2021-22	2020-21
Closing Stock		
Traded goods	144.23	116.03
Work-in-progress	2,391.00	1,280.79
Finished goods	4,066.84	3,060.47
	6,602.07	4,457.29
Opening Stock		
Traded goods	116.03	129.67
Work-in-progress	1,280.79	1,386.74
Finished goods	3,060.47	3,687.02
	4,457.29	5,203.43
Net (increase)/decrease in opening and closing stock	(2,144.78)	746.14

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**NOTE 25: EMPLOYEE BENEFITS EXPENSE**

Rupees in Lacs

	2021-22	2020-21
Salaries, wages, bonus and allowances	7,328.03	6,303.99
Contribution to provident and other funds	268.44	247.97
Staff welfare expenses	569.79	454.81
	8,166.26	7,006.77

NOTE 26: FINANCE COSTS

Rupees in Lacs

	2021-22	2020-21
Interest on financial liabilities	205.11	191.91
Interest on lease liability	45.98	23.61
	251.09	215.52

NOTE 27: DEPRECIATION AND AMORTISATION EXPENSE

Rupees in Lacs

	2021-22	2020-21
Depreciation of property, plant and equipment (Refer Note 2)	1,723.80	1,642.30
Depreciation of right of use assets (Refer Note 4)	177.39	151.92
Amortisation of intangible assets (Refer Note 5)	61.48	46.39
	1,962.67	1,840.61

NOTE 28: OTHER EXPENSES

Rupees in Lacs

	2021-22	2020-21
Stores and spares consumed	736.96	689.30
Packing materials consumed	3,130.33	2,222.36
Power and fuel	600.63	430.61
Job work charges	4,078.49	4,506.98
Drawings, designs and layout expenses	133.83	27.36
Rent	115.02	106.72
Repairs and renewals:		
Buildings	260.41	128.60
Plant and machinery	429.54	247.56
Other assets	169.06	156.94
	859.01	533.10
Insurance	211.62	220.06
Rates and taxes	147.93	112.18
Printing and stationery	64.65	56.31
Travelling and conveyance	503.44	298.88
Communication expenses	92.98	80.36
Legal and professional charges	995.04	697.31
Auditors' remuneration:		
As auditors	6.64	6.15
For tax audit	1.62	1.50
For limited review	1.62	1.50
	9.88	9.15

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	2021-22	2020-21
Cost auditors' remuneration:		
As auditors	1.58	1.58
Directors' fees	4.20	5.50
Loss on fixed assets sold / discarded (net)	24.71	-
Loss on foreign currency transactions and translation	-	61.75
Vehicle expenses	67.04	72.23
Donations and contributions	1.21	34.00
Business promotion	156.79	102.57
GST expenses	3.10	41.74
Service tax	-	0.22
Freight and forwarding (net)	1,216.85	1,197.04
Bad debts written off	163.77	53.22
Provision for expected credit loss	1.89	2.76
Research and development expenses	227.33	155.46
Discount and commission	6.63	8.91
Guards and security	187.14	175.02
Common area maintenance expenses (Net)	(389.35)	(523.75)
Bank charges	73.00	69.81
Corporate social responsibility	190.12	185.53
Fees & registration	66.20	40.56
SAP expenses	54.28	65.02
Royalty expenses	11.48	31.20
Membership & subscription	33.41	19.93
Administrative & other expenses	235.45	167.18
Miscellaneous expenses	236.48	158.00
	14,253.12	12,116.16

NOTE- 29: EXCEPTIONAL ITEMS

- (a) On January 1, 2019, a fire broke out in one of the production units of the Holding Company at Vapi resulting in loss of assets comprising of inventories, building, plant & machinery and other fixed assets.

These assets were adequately insured on reinstatement basis, the book value of these assets at Rs. 618.78 Lacs on the date of claim was duly debited to the Statement of Profit and Loss and was disclosed as an Exceptional Item in FY 2018-19.

During FY 2019-20, the Holding Company received Rs. 821.63 Lacs from Insurance Company as part settlement of claim and Rs. 56.73 Lacs towards scrap realisation on disposal of damaged assets. During the current year, the Holding company received Rs. 260.18 Lacs as full and final settlement of the claim, which is shown as an Exceptional item.

- (b) During the year one of the Associate, M/s. Grauer & Weil (Thailand) Co. Limited has gone into voluntary winding up. Accordingly, the investment amount of Rs. 18.24 Lacs has been fully impaired and same has been disclosed as an Exceptional item.

NOTE- 30: CAPITAL MANAGEMENT

For the purpose of the Group's Capital Management, capital includes issued capital and other equity reserves, long term funds attributable to the Equity Shareholders of the Group. The primary objective of the Group's Capital Management is to maximise shareholders value and keep the debt equity ratio within acceptable range. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

The Group monitors capital using adjusted net debt to equity ratio. For this purpose, Group's adjusted net debt and its equity position is as follows.

	Rupees in Lacs	
	As at March 31, 2022	As at March 31, 2021
Non-current long term borrowings	10.26	19.41
Loans repayable on demands from banks	1,473.63	1,390.61
Loans and advances from related parties	447.00	507.00
Current maturity of long term debt	16.41	21.38
Gross debt	1,947.30	1,938.40
Less - Cash and cash equivalents	11,772.00	10,479.04
Less - Other bank deposits	15,562.29	14,984.90
Adjusted net debt	(25,386.99)	(23,525.54)
Total equity	58,241.65	51,403.12
Adjusted net debt to equity ratio	(0.44)	(0.46)

NOTE - 31 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to various financial risks, including market risk, credit risk and liquidity risk. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group by setting appropriate limits and controls and monitoring such risks. The policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Group is exposed to credit risk arising from its operating (primarily trade receivables) and investing activities including deposits placed with banks.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through close monitoring of receivables and having a strict control on allowing the credit period to customers. Additionally, the Group does not have any significant concentration of exposures to specific industry sectors or specific country risks.

The Group limits its exposure to credit risk for investments by generally investing in Fixed Deposits and only with counterparties that have a good credit rating.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

Considering that significant part of Group's sales in Surface Finishings division is either with established dealer network where payments are generally in advance/cash on delivery or with direct customers wherein credit worthiness as well as credit limits, wherever possible, are closely monitored on a case to case basis by Management, Group expects a low probability of default on trade receivables as on March 31, 2022. Going forward, Management has factored in the uncertainties for deliveries subsequent to March 31, 2022.

The outstanding trade receivable due for period exceeding 180 days as at March 31, 2022 is 12.71% (March 31, 2021 is 13.56%) of the total trade receivables.

There are no transaction with single customers which amounts to 10% or more of Holding Company revenue.

The Holding Company uses Excepted Credit Loss (ECL) model to assess the impairment loss or gain. Details is as follows:

	Rupees in Lacs	
	March 31, 2022	March 31, 2021
Balance at beginning	26.19	23.43
Impairment loss recorded	1.89	2.76
Impairment loss reversed	-	-
Balance at the end	28.08	26.19

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Liquidity risk

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

The Group has unutilised working capital limits from banks of Rs. 11,019 Lacs as on March 31, 2022 (Rs. 8,609 Lacs as on March 31, 2021), cash and cash equivalents of Rs. 11,772 Lacs as on March 31, 2022 (Rs. 10,479.04 lacs as on March 31, 2021) and in fixed deposits of Rs. 15,562.29 Lacs as on March 31, 2022 (Rs. 14,984.90 Lacs as on March 31, 2021). Therefore, Group does not expect any material Liquidity risk.

With significant investments in fixed deposits, cash in hand and available borrowing lines as mentioned above, the Group does not envisage any material effect on its liquidity.

The table below provides details regarding the contractual maturities of significant financial liabilities

	Rupees in Lacs			
	Less than 1 year	1-3 years	More than 3 years	Total
As at March 31, 2022				
Non current borrowings	-	10.26	-	10.26
Non current financial liabilities	-	411.52	633.35	1,044.87
Current borrowings	1,937.04	-	-	1,937.04
Trade payable	10,766.57	-	-	10,766.57
Other financial liabilities	3,378.49	-	-	3,378.49
As at March 31, 2021				
Non current borrowings	-	19.41	-	19.41
Non current financial liabilities	-	636.16	678.95	1,315.11
Current borrowings	1,897.61	-	-	1,897.61
Trade payable	9,466.11	-	-	9,466.11
Other financial liabilities	3,246.60	-	-	3,246.60

Market risk

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

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Group has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Group generally enters into forward exchange contracts to hedge its foreign currency exposures for imports wherever required.

The carrying amounts of the Group's foreign currency denominated monetary items are as follows:

Currency	Rupees in Lacs			
	Liabilities		Assets	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
US Dollars	660.45	169.54	997.25	948.16
EURO	-	12.29	351.15	325.53
JPY	9.13	-	-	-
BDT	-	-	1.29	-

The table below demonstrates the sensitivity to a 1% increase or decrease in the foreign currency against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at the reporting date. 1% represents management's assessment of reasonably possible change in foreign exchange rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Rupees in Lacs

Change in rate	Liabilities		Assets	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
+1%	676.28	183.65	1,363.19	1,286.42
-1%	662.88	180.01	1,336.20	1,260.95

Other price risks

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments and bonds.

The Group does not have significant investments in quoted shares. Hence the 10% price sensitivity upward/downward will not have any material impact on the profitability of the Group.

NOTE- 32: FAIR VALUES AND HIERARCHY

Financial instruments – Fair values

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below.

Rupees in Lacs

As at March 31, 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets								
Investments	62.44	-	0.69	63.13	56.63	5.81	0.69	63.13
Others financial assets (Non current)	-	-	1,992.43	1,992.43	-	-	1,992.43	1,992.43
Trade receivables	-	-	12,993.40	12,993.40	-	-	12,993.40	12,993.40
Cash and cash equivalents	-	-	11,772.00	11,772.00	-	-	11,772.00	11,772.00
Other balances with banks	-	-	14,023.36	14,023.36	-	-	14,023.36	14,023.36
Others financial assets (Current)	-	-	566.63	566.63	-	-	566.63	566.63
	62.44	-	41,348.51	41,410.95	56.63	5.81	41,348.51	41,410.95
Financial liabilities								
Borrowings (Non current)	-	-	10.26	10.26	-	-	10.26	10.26
Lease liabilities (Non current)	-	-	406.49	406.49	-	-	406.49	406.49
Other financial liabilities (Non current)	-	-	1,044.87	1,044.87	-	-	1,044.87	1,044.87
Borrowings (Current)	-	-	1,937.04	1,937.04	-	-	1,937.04	1,937.04
Trade payables	-	-	10,766.57	10,766.57	-	-	10,766.57	10,766.57
Lease liabilities (Current)	-	-	116.49	116.49	-	-	116.49	116.49
Other financial liabilities (Current)	-	-	3,378.49	3,378.49	-	-	3,378.49	3,378.49
	-	-	17,660.21	17,660.21	-	-	17,660.21	17,660.21

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Rupees in Lacs

As at March 31, 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets								
Investments	1.87	-	15.07	16.94	-	1.87	15.07	16.94
Others financial assets (Non current)	-	-	474.06	474.06	-	-	474.06	474.06
Trade receivables	-	-	12,701.12	12,701.12	-	-	12,701.12	12,701.12
Cash and cash equivalents	-	-	10,479.04	10,479.04	-	-	10,479.04	10,479.04
Other balances with banks	-	-	14,924.15	14,924.15	-	-	14,924.15	14,924.15
Others financial assets (Current)	-	-	820.41	820.41	-	-	820.41	820.41
	1.87	-	39,413.85	39,415.72	-	1.87	39,413.85	39,415.72
Financial liabilities								
Borrowings (Non current)	-	-	19.41	19.41	-	-	19.41	19.41
Lease liabilities (Non current)	-	-	181.43	181.43	-	-	181.43	181.43
Other financial liabilities (Non Current)	-	-	1,315.11	1,315.11	-	-	1,315.11	1,315.11
Borrowings (Current)	-	-	1,897.61	1,897.61	-	-	1,897.61	1,897.61
Lease liabilities (Current)	-	-	59.37	59.37	-	-	59.37	59.37
Trade payables	-	-	9,466.11	9,466.11	-	-	9,466.11	9,466.11
Other financial liabilities (Current)	-	-	3,246.60	3,246.60	-	-	3,246.60	3,246.60
	-	-	16,185.64	16,185.64	-	-	16,185.64	16,185.64

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used:

Financial instruments measured at fair value

Type	Valuation technique
Forward contracts for foreign exchange contracts	Forward pricing : The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
Non current financial assets / liabilities measured at amortised cost	Discounted cash flow technique : The valuation model considers present value of expected payments discounted using an appropriate discounting rate.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

NOTE 33: EXPLANATORY INFORMATION & OTHER ADDITIONAL NOTES

- A.** The Notes to these Consolidated Financial Statements are disclosed to the extent necessary for presenting a true and fair view of the Consolidated Financial Statements. The Group has given disclosures in the Notes to the extent it is relevant for Consolidated Financial Statements in line with the General Circular No. 39/2014 dated 14th October 2014.
- B.** Disclosures related to related party transactions, employee benefits, capital commitments, lease payments, research and development activities, dues from MSMED, contract in progress, corporate social responsibility, forward contracts, events occurring after the balance sheet date and unhedged foreign currency exposure are same as disclosed in the Standalone Financial Statements of the Holding Company, except for elimination of related party transactions with subsidiary companies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

C. Earnings per share

Particulars		2021-22	2020-21
Profit for the year	(Rupees in Lacs)	7,877.27	6,881.03
Weighted average number of Equity shares (Face value Re. 1 per share)	(Nos. in Lacs)	2,267.06	2,267.06
Basic earnings per share	(Rupees)	3.47	3.04
Diluted earnings per share	(Rupees)	3.47	3.04

D. Contingent liabilities not provided for:

Rupees in Lacs

Particulars	As at March 31, 2022	As at March 31, 2021
Disputed matters in appeal / contested in respect of:		
- Income tax	46.54	24.27
- Excise duty/ Service tax (Paid Rs. 91.96 Lacs (PY Rs. 91.02 Lacs))	633.94	608.70
- VAT (Paid Rs. 43.76 Lacs (PY Rs. 34.19 Lacs))	351.61	317.68
- Others (Paid Rs. 32 Lacs (PY Rs. 32 Lacs))	66.00	66.00
Bank guarantees	1,662.40	1,723.04

It is not possible for the Group to estimate the timing of cash flows, if any, in respect of above pending matters.

E. Additional information as required under Schedule III to the Companies Act 2013 of enterprises consolidated as subsidiaries/ associates

Rupees In Lacs

Name of the Entity	Net assets, i.e., total assets minus total liabilities				Share in profit or (loss)				Share in Other Comprehensive Income (OCI)				Share in Total Comprehensive Income (TCI)			
	As at March 31, 2022		As at March 31, 2021		2021-22		2020-21		2021-22		2020-21		2021-22		2020-21	
	As % of consolidated net assets	Rupees in Lacs	As % of consolidated net assets	Rupees in Lacs	As % of net profit	Rupees in Lacs	As % of net profit	Rupees in Lacs	As % of OCI	Rupees in Lacs	As % of OCI	Rupees in Lacs	As % of TCI	Rupees in Lacs	As % of TCI	Rupees in Lacs
Parent																
Grauer & Weil (I) Limited	99.8%	58,356.43	99.7%	51,565.30	100.3%	7,823.43	100.8%	6,963.15	100.0%	101.23	100.0%	(69.44)	100.3%	7,924.66	100.9%	6,893.71
Subsidiaries																
Foreign																
Grauer & Weil (Shanghai) Limited	0.0%	8.84	0.0%	8.43	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-
Growel Chemicals Co. Limited	0.2%	105.41	0.3%	137.79	-0.3%	(23.43)	-0.8%	(58.30)	0.0%	-	0.0%	-	-0.3%	(23.43)	-0.9%	(58.30)
Grauer & Weil (UK) Limited	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-
Subtotal	100.0%	58,470.68	100.0%	51,711.52	100.0%	7,800.00	100.0%	6,904.85	100.0%	101.23	100.0%	(69.44)	100.0%	7,901.23	100.0%	6,835.41
Associates																
Indian																
Growel Sidasa Industries Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Grauer & Weil Engineering Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign																
Grauer & Weil (Thailand) Co. Ltd.	-	18.24	-	9.27	-	74.56	-	(12.67)	-	-	-	-	-	74.56	-	(12.67)
Adjustments arising out of consolidation	-	(247.27)	-	(317.67)	-	2.71	-	(11.15)	-	-	-	-	-	2.71	-	(11.15)
Total		58,241.65		51,403.12		7,877.27		6,881.03		101.23		(69.44)		7,978.50		6,811.59

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

F. Segment reporting

The following tables present revenue and profit/(loss) information regarding business/ geographical segments for the year ended March 31, 2022 and certain assets and liabilities information regarding business and geographical segments as at March 31, 2022.

(a) Primary segment reporting

Rupees in Lacs

	Surface Finishing	Engineering	Mall	Total
Segment revenue				
Income from operations	67,624.54	7,278.78	1,926.01	76,829.33
	(53,032.86)	(6,323.22)	(1,227.03)	(60,583.11)
Add : Other income	246.28	27.31	28.83	302.42
	(128.18)	(14.86)	(32.23)	(175.27)
Add : Unallocable income				1,079.01
				(1,299.00)
Total	67,870.82	7,306.09	1,954.84	78,210.76
	(53,161.04)	(6,338.08)	(1,259.26)	(62,057.39)
Segment results	11,076.88	830.06	1,250.11	13,157.05
	(9,209.24)	(1,249.60)	(709.80)	(11,168.64)
Less : Finance cost				251.09
				(215.52)
Less : Other unallocable expenditure net of unallocable income				2,223.88
				(1,529.24)
Profit before tax				10,682.08
				(9,423.88)
Less : Provision for current and deferred tax				2,804.81
				(2,542.85)
Profit after tax				7,877.27
				(6,881.03)
Segment assets	40,385.81	3,783.83	8,500.09	52,669.73
	(35,204.70)	(3,524.64)	(9,226.56)	(47,955.90)
Unallocated corporate assets				29,729.64
				(27,029.85)
Total assets				82,399.37
				(74,985.75)
Segment liabilities	13,572.71	3,165.22	2,289.34	19,027.27
	(11,834.75)	(3,094.45)	(2,360.90)	(17,290.10)
Unallocated corporate liabilities				63,372.10
				(57,695.65)
Total liabilities				82,399.37
				(74,985.75)
Capital expenditure	1,973.33	483.42	53.36	
	(1,627.38)	(95.58)	(53.67)	
Depreciation	1,093.25	104.29	577.13	
	(962.96)	(86.10)	(639.35)	

(b) Secondary segment reporting

	Domestic	Foreign	Total
Revenue	71,353.11	6,857.65	78,210.76
	(55,996.00)	(6,061.39)	(62,057.39)
Total assets	81,674.75	724.62	82,399.37
	(73,759.08)	(1,226.67)	(74,985.75)

Note : Previous year's figures are in brackets

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

G. Previous year's figures have been regrouped and reclassified wherever required.

Signatures to Notes 1 to 33 which form an integral part of these financial statements

The accompanying notes form an integral part of the Consolidated Financial Statements

For SCA AND ASSOCIATES

Chartered Accountants
(Firm Reg. No. 101174W)

SHIVRATAN AGARWAL

Partner
Membership No. 104180

Mumbai: May 30, 2022

For and on behalf of the Board of Directors**UMESHKUMAR MORE**

Chairman
DIN: 00112662

YOGESH RAMCHAND SAMAT

Director Operations
DIN: 00717877

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

GURINDER SINGH GULATI

CFO & President Commercial
Membership No. 090728

FORM AOC-I

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

Part "A": Subsidiaries

Rupees in Lacs

Sr. No.	Name of the subsidiary company	1	2
		Grauer & Weil (Shanghai) Limited	Growel Chemicals Co. Limited
		(Wholly owned subsidiary)	
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Jan - Dec 2021	Jan - Dec 2021
2	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	CNY (Renminbi)	THB (Thai Baht)
		1 CNY = 11.7240 INR	1 THB = 2.2447 INR
3	Share capital	401.08	196.97
4	Reserves & surplus	(392.24)	(91.55)
5	Total assets	8.84	252.96
6	Total liabilities	-	147.54
7	Investments	-	-
8	Turnover	-	405.55
9	Profit before taxation	-	(23.43)
10	Provision for taxation	-	-
11	Profit after taxation	-	(23.43)
12	Proposed dividend	-	-
13	% of shareholding	100%	100%
1	Names of subsidiaries which are yet to commence operations	None	
2	Names of subsidiaries which have been liquidated during the year	None	

Part "B": Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

Rupees in Lacs

Sr. No.	Name of associates	Grauer & Weil Engineering Private Limited	Grauer & Weil (Thailand) Co. Limited	Growel Sidasa Industries Private Limited
1	Latest audited balance sheet date	31-03-2021	upto 23-11-2021	31-03-2021
2	Shares of associate held by the company on the year end (No. of shares)	1,49,980	58,800	12,88,300
	Amount of investment in associates	14,99,800	83,82,510	1,28,83,000
	Extend of holding %	29.99%	48.99%	49.80%
3	Description of how there is significant influence	By virtue of 29.99% shareholding	By virtue of 48.99% shareholding	By virtue of 49.80% shareholding
4	Reason why the associate is not consolidated	Not Applicable	Not Applicable	Not Applicable
5	Networth attributable to shareholding as per latest audited balance sheet	(27.78)	(54.61)	(129.12)
6	Profit/loss for the year	(0.55)	18.30	(0.91)
i	Considered in consolidation	-	8.97	-
ii	Not considered in consolidation	(0.55)	9.33	(0.91)
1	Names of associates which are yet to commence operations	None		
2	Names of associates which have been liquidated or sold during the year	Grauer & Weil (Thailand) Co. Limited (upto 23-12-2021)		



Grauer & Weil (India) Limited

Growel Corporate, Akurli Road, Kandivli (E), Mumbai 400 101, Maharashtra, India.

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