

NCLIL/SEC/2024-2025

29.08.2024

<b>Bombay Stock Exchange Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Floor.25, Dalal Street MUMBAI – 400001</b> <b>Tel No.022-22721234</b>	<b>National Stock Exchange of India Limited</b> <b>Exchange Plaza,</b> <b>Bandra Kurla Complex, Bandra (E),</b> <b>MUMBAI – 400051Tel: 022-26598235</b>
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Dear Sir,

**Re ; Annual Report 2024-Reg 34 SEBI (LODR) Regulations, 2015**

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Pursuant to the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, please find enclosed 43<sup>rd</sup> Annual Report 2023-24 (Notice of the 43<sup>rd</sup> AGM).

Copies of the Annual Report are being mailed to all the shareholders and other eligible persons by e- mail (electronic mode) only.

The same is also available on our website [www.nclind.com](http://www.nclind.com)

Thanking you,  
Yours faithfully,

for **NCL INDUSTRIES LIMITED**

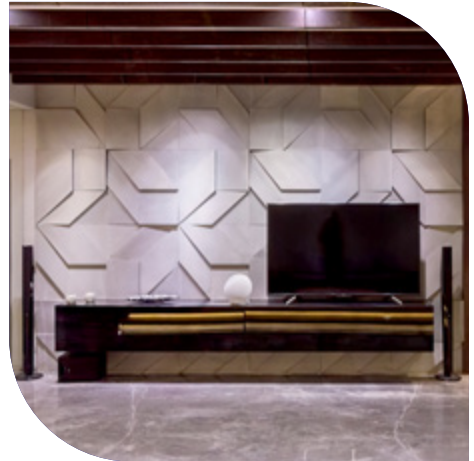
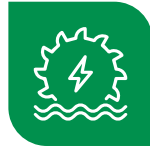
ARUN KUMAR TADINADA  
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**T. ARUN KUMAR**  
**Vice President & Company Secretary &**  
**Compliance Officer**





# Sustainable Progress



**NCL Industries Limited**  
Annual Report 2023-24



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# Our Founder and Inspiration



## Mr. K. Ramachandra Raju

Founder  
(1934-2008)

The Founder of our Group, Mr. K. Ramachandra Raju was a pioneer in the mini cement industry. He was among the first few to venture into what at that time was a revolutionary and untested concept of mini cement plants. The Government encouraged experimentation with this low-investment low-volume solution to the chronic shortage of cement that prevailed four decades ago. Mr. Ramachandra Raju accepted the challenge with an entrepreneurial spirit, and established Nagarjuna Cements Ltd to set up a mini cement plant.

He along with Mr. Vinodrai Goradia and Mr. G Somaraju as Co-Promoters established Nagarjuna Cements Ltd. From a single commodity unit, it evolved into a multi-product NCL Group in the building materials industry. The association amongst the Co-Promoters continues to the third generation – a unique feature in itself.

The calculated risk paid off handsomely, and the company could declare a dividend of 25% for the very first full year of its operations.

Mr. Ramachandra Raju was a quintessential entrepreneur. He wanted to introduce innovative products much ahead of their times. Bison Panels from Germany, Seccolor pre-painted steel windows from Italy, Alltek paints from Sweden and pre-fab housing were examples.

The innovative products introduced for the first time in the country overcame their teething problems, and established themselves in due course.

Today, we pay homage to this visionary, whose philosophy of Growth and Innovative Products we have inherited and internalised. They have become the credo of a corporate conglomerate in the making.

# What We Do

NCL Industries Ltd is known for its high-quality products and innovative solutions. The company's diverse portfolio includes



**3.90** Million  
Cement Capacity (Tons)

**10**  
Ready Mix Concrete Units

**90** K  
Cement Particle Board  
Capacity (Tons)

**16**  
Hydro Power Capacity (MW)

**2000** +  
Dealers / Distributors





This flagship product accounts for a predominant portion of our revenue.



NCL's RMC division offers customised concrete solutions with strategically located plants near construction sites and a fleet of transit mixers. 10 plants in different locations



Cement Bonded Particle Boards versatile product with multiple applications in construction and interior design.



Diverse range of aesthically designed readymade doors Known for their elegance and style. suitable for residential, office and commercial spaces.



NCL's hydroelectric power division harnesses renewable energy, contributing to clean energy needs with environmentally sustainable projects.

## Message From The Chairman

# Bidding Adieu



During the decade and a half of my association, the company went through periods of heady heights and depressing lows. But the Promoters and the management were unflappable. They were steadfast in their adherence to values. I particularly remember the dark days when the company had to go through the process of Corporate Debt Restructuring.

### Dear Shareholders,

It is said that all good things have to come to an end. How true it is in case of my association with NCL Industries Ltd.! As you may be aware, my tenure as an Independent Director and Chairman comes to an end on 27 September 2024, and it is time to bid adieu.

It all started in the year 2008 when Mr. Ravi invited me to join the company's Board as an Independent Director. It was an offer I could not refuse. As an investment banker watching the company, I had developed a regard and admiration for the NCL group. It was not a large corporate by way of size or operations. But it was a group with strong core values and ethics of corporate governance. I had no hesitation in accepting the offer, though it meant that I would lose a potential client as an investment banker.

As years passed by, my admiration and regard were only reinforced. The Promoters never tried to impose their will. On the contrary, they would drop pure business proposals with no personal interest, which they considered beneficial to the company, on the sole ground that the Independent Directors thought otherwise. This was a tacit acknowledgement of the fact that independent directors represent the interests of non-promoter shareholders, and their views need to be respected. Here's a Company which understood the philosophy and the purpose behind the institution of Independent Directors.

During the decade and a half of my association, the company went through periods of heady heights and depressing lows. But the Promoters and the management were unflappable. They were steadfast in their adherence

to values. I particularly remember the dark days when the company had to go through the process of Corporate Debt Restructuring. When the lenders forced the Promoters to infuse funds through a Preferential Issue of Shares which actually was a Sufferential Issue, the Promoters willingly obliged by raising private funds at personal risk. This spirit of trusteeship for the common shareholder is a feature which sets them apart. Bold and innovative financial management entailing expansion plans coupled with retirement of debt to get out of restricting constraints imposed by the CDR mechanism helped the company to make a spectacular turnaround.

I had the privilege of working alongside some outstanding individuals in the Board of NCL. The meticulous financial acumen of Late Mr. Kanna Reddy, the sage advice of veteran business expert Mr. Anand whom I succeeded as chairman, the incisive questions of scientist Dr. Kalidas and the imposing soldier Gen. D'Cunha enriched my experience and leave me with fond and pleasant memories of my tenure in the Board.

And to you my dear Shareholders, I will always cherish the co-operation and goodwill that was extended to me in ample measure.

Thank you.

A handwritten signature in blue ink that reads "Kamlesh Gandhi".

**Kamlesh Gandhi**  
Chairman

## Message From The Managing Director

# Not Resting on Laurels



Our priority and focus area for the coming years will be green energy. Our effort will be to totally replace the consumption of conventional energy with green energy. We have made a beginning in this direction with our Waste Heat Recovery Plant and Solar Panels at our plant site.

### Dear Shareholders,

It is my pleasure to communicate with you through the Annual Report for the first full year of my taking charge as the Managing Director of the Company.

It heartening that your company has been able to cross several landmarks in the year that has gone by. The 2,500 crore milestone in turnover, doubling of profits after tax compared to the previous year and equaling the highest ever dividend payment are financial achievements. We have been able to conclude acquisition of 100% shareholding in Vishwamber Cement Ltd. ensuring availability of limestone to meet requirements of higher cement production for a longer period. We launched two premium cement brands Visistha and Steelkrete contributing to eco-friendliness by productive use of effluent of power-plants and steel plants and manufacture of high-quality green cement.

While the above achievements are a matter of immense satisfaction, we cannot afford to rest on our laurels. We live in a competitive world where one has to keep running to stay at the same place vis a vis our peers. Our quest for further improvements and innovations is never ending.

Our priority and focus area for the coming years will be green energy. Our effort will be to totally replace the consumption of conventional energy with green energy. We have made a beginning in this direction with our Waste Heat Recovery Plant and Solar Panels at our plant site. We have started exploring possibilities of establishing plants to generate green energy to substantially cater to the energy

requirements of our own power-intensive plants. We shall be reporting the developments as our plans take concrete shape.

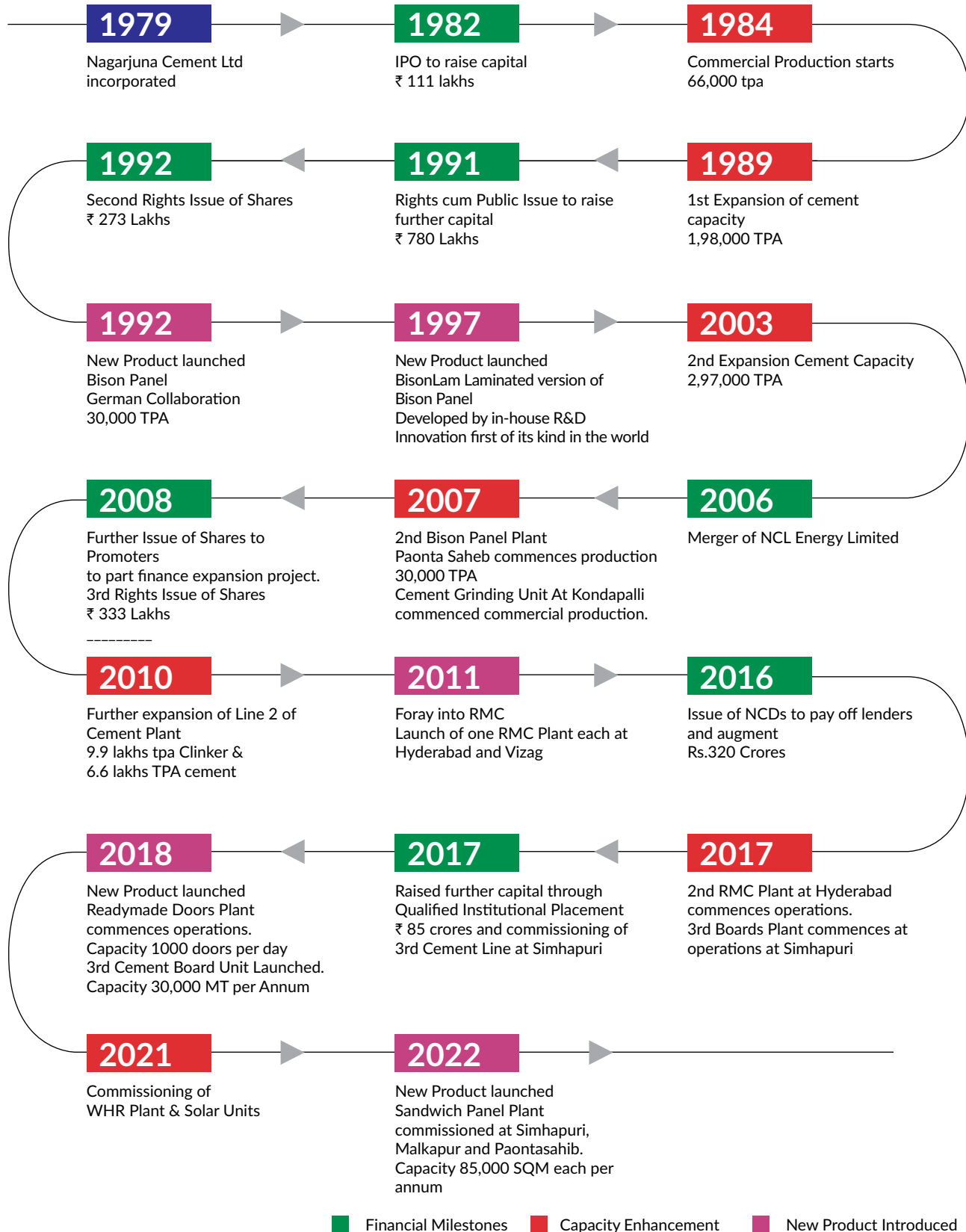
Finally, a matter that I need to record with a heavy heart. The tenure of our Chairman Mr. Kamlesh Gandhi is due to end on 27th September 2024. He has been a tower of strength ever since he joined our Board as Independent Director in the year 2008. His sage wisdom, dispassionate advice and constructive guidance has been of immense value. He is an epitome of what an independent director should be for corporates. Unfortunately the company has to part ways with him due to statutory stipulations. The entire Board and I personally will miss his reassuring presence in the Board Room. However, we realise that what cannot be cured must be endured. We bid farewell to a friend, philosopher and guide, and wish him all happiness and prosperity.

Thank you.

**K. Gautam**  
Managing Director



# Milestones Achieved

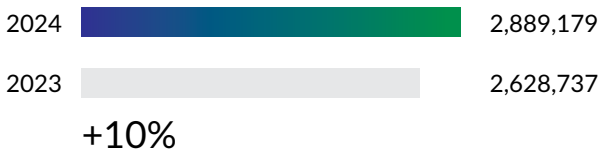


# Financial Year 2023-24 Key Highlights

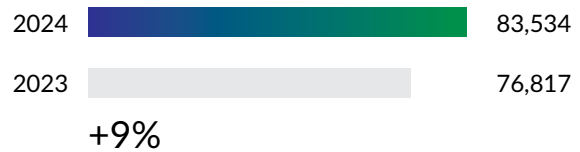
## Increased Production

In Financial Year 2023-24, NCL Industries Ltd. showcased remarkable performance across various segments, including cement production, cement board production, RMC production and sales, and door production and sales. The company has demonstrated significant growth and commitment to excellence, reflecting its dedication to meeting industry standards and customer expectations.

### Cement Production (MT)



### Cement Boards Production (MT)



### RMC Production & Sales (CuM)



### Doors Production & Sales (Nos)



## Product Launch

During Financial Year 2023-24, NCL launched two cement products under the Nagarjuna Banner: Visistha and SteelKrete.

Visistha sets new standards in PPC in terms of quality, trust, and innovation. It boasts advanced formulation, enhanced durability, and superior finish.

SteelKrete, with a strong focus on environmental preservation, represents green cement at its finest. It offers sustainable composition, reduced carbon footprint, and long-lasting performance.



## Our Driving Force Board of Directors



**Mr. Kamlesh Gandhi**  
Chairman



**Mr. K. Ravi**  
Executive Vice Chairman



**Lt. General (Retd) Trevor  
Aloysius DCunha PVSM**  
Independent Director



**Dr. R. Kalidas**  
Independent Director



**Mrs. P. Sudha Reddy**  
Independent Director



**P. Rajagopal Reddy**  
Independent Director  
(From 9 Aug 2024)



**Mr. SK Subramanian**  
Independent Director  
(From 9 Aug 2024)



**Mr. K. Gautam**  
Managing Director



**Mr. N.G.V.S.G. Prasad**  
Executive Director & CFO



**Mrs. Roopa Bhupatiraju**  
Executive Director



**Mr. Utkal Goradia**  
Executive Director



**Mr. Penmetsa Narasimha Raju**  
Director

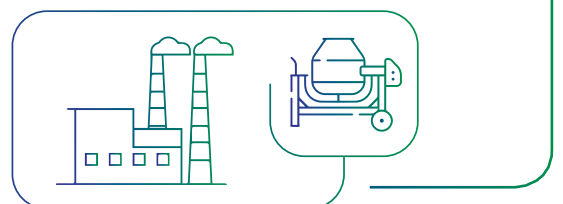


**Mrs. Pooja Kalidindi**  
Director

# Nagarjuna Cement



Nagarjuna Cement operates two state-of-the-art manufacturing units in the Suryapet district of Telangana and the NTR district of Andhra Pradesh. These facilities collectively boast an impressive installed capacity of 3.90 million metric tons annually.

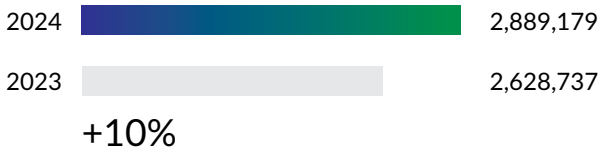


# Performance Overview - Cement

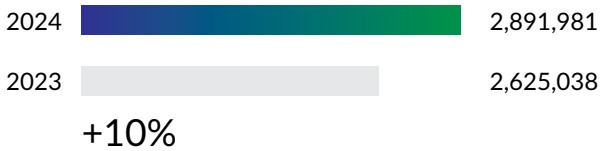
**2.89** Million Tons  
Cement Production and Sales

**₹2,141** Crores  
Cement Turnover

## Cement Production (MT)



## Cement Dispatches (MT)



## Cement Turnover (INR Cr)



## Cement - Marquee Clients

**TATA PROJECTS**  
Simplify.Create

**Shapoorji Pallonji**

**LARSEN & TOUBRO**

**ITC Limited**



**एनटीपीसी**  
**NTPC**

**NCC**

**meil**



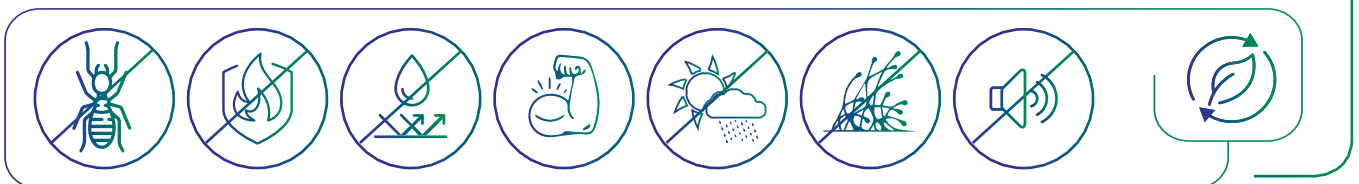
**GHMC**

**BHEL**

# Bison Panel Cement Boards



NCL Industries' Bison Panel segment operates three plants with diverse products, offering durable, eco-friendly cement-wood panels for various applications. Certified to top industry standards, Bison Panels ensure high-quality, versatile solutions for architects, designers, and households.

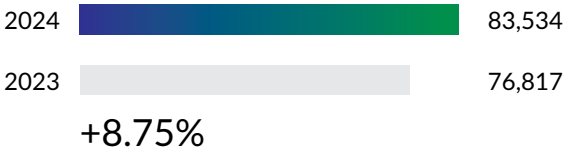


# Performance Overview - Boards

**83,534** MTs  
Boards Production

**₹209** Crores  
Boards Division Turnover

## Production (MT)



## Sales (MT)



## Boards Turnover (INR Cr)



## Bison Panel Products

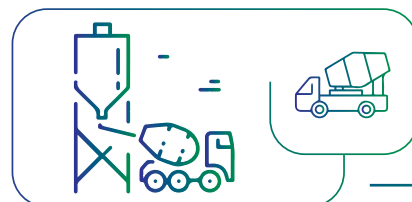




# Ready Mix Concrete (RMC)



NCL Industries' Ready Mix Concrete division operates Ten strategically located plants with advanced machinery, ensuring high-quality, homogeneous concrete mixes. Nagarjuna RMC provides reliable, cost-effective solutions for large-scale projects in key urban centres

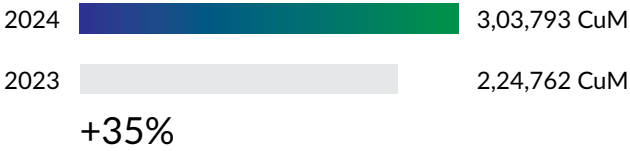


# Performance Overview - RMC

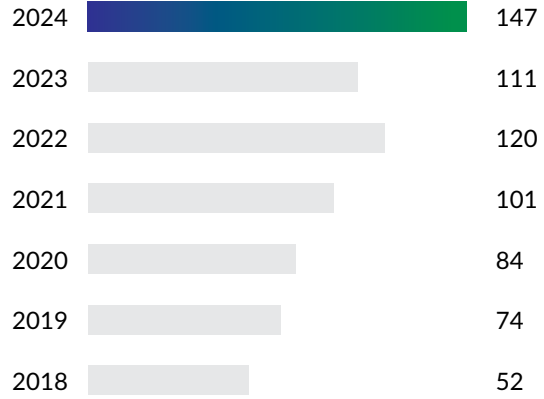
**3,03,793** Cubic Meters  
Production and Sales

**₹ 147** Crores  
RMC Division Turnover  
+32% YoY

## RMC Production



## Turnover (INR Cr)



# NCL Doors



**NCLdoor**<sup>®</sup>  
Fit it. Forget it.

## NCL Door Products



Natura Series



Soft Touch Series



Signature Series



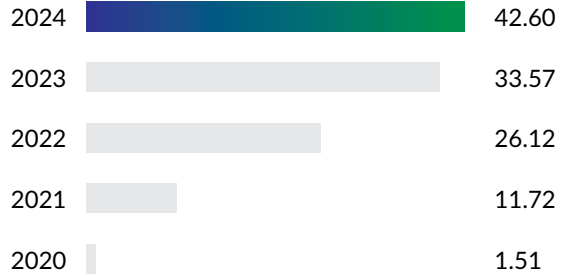
Fire Rated Door Series

# Performance Overview - Doors

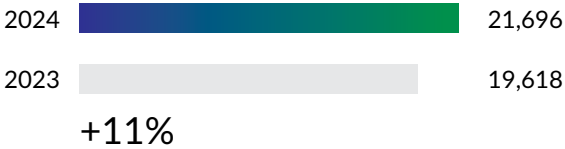
**21,696** Units  
Production and Sales  
+11% YoY

**₹42.60** Crores  
Doors Division Turnover

## Turnover (INR Cr)



## Doors Production & Sales (Units)



NCL Doors, with its manufacturing plant at Malkapur, operates India's largest doors manufacturing facility. Advanced European machinery enables the production of 1,000 doors per day, offering innovative, durable, and energy-efficient options, including Natura, Soft Touch, Signature, and Fire Rated series.

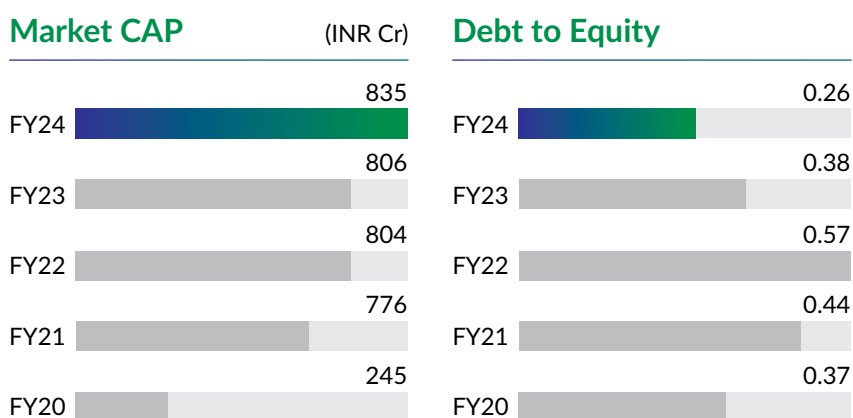
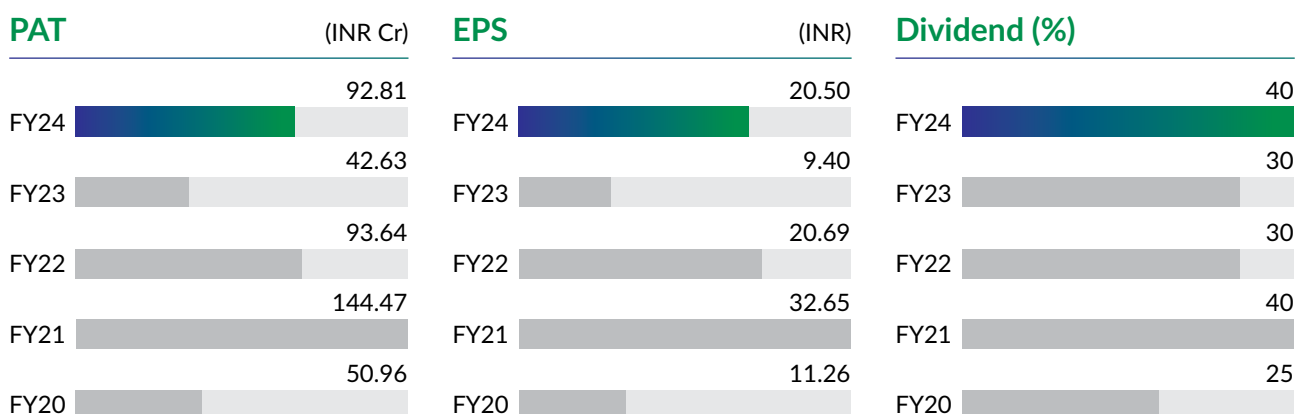
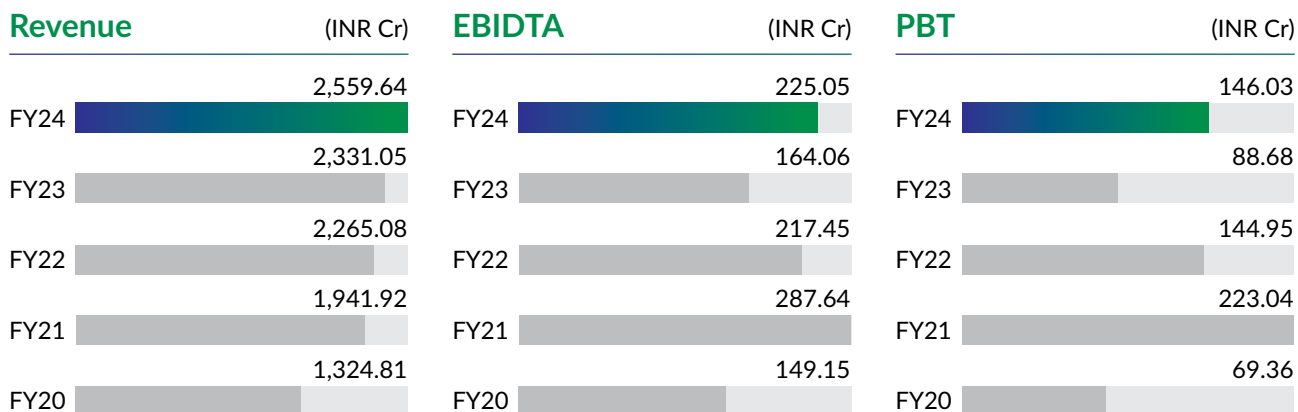


# Renewable Energy

NCL Energy Division operates two Mini-Hydel Projects generating 15.75 MW, contributing over 50 million units of green power annually.



# Consolidated Financial Highlights



# CSR initiatives in FY24



**NCL High School & NCL Junior College**  
Continue to promote education, including special education, in the local area of Mattapalli, Telangana.



**Sri. K. Ramachandra Raju Health Center**  
Providing medical and healthcare services in Mattapalli, Telangana,



**Village Development - Construction of Toilets and Erection of Street Lights**  
Enhancing rural infrastructure in Mattapalli, Telangana, by constructing toilets and erecting street lights.



**NCL Skill Development Centre**  
Focusing on employment-enhancing vocational skills in Malkapur, Telangana, through direct implementation.

## NCL INDUSTRIES LIMITED

CIN:L33130TG1979PLC002521

10-3-162, NCL Pearl, 7<sup>th</sup> Floor, Opp: Hyderabad Bhawan, East Maredpally,  
Hyderabad, Secunderabad - 500026, Telangana, India

# Notice

Notice is hereby given that the 43<sup>rd</sup> Annual General Meeting of NCL Industries Limited will be held on Friday, the 20<sup>th</sup> September, 2024 at 10.30 A.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the interim dividends paid and declare final Dividend.
- To appoint a Director in place of Mr NGVSG Prasad (DIN:07515455) who retires by rotation and is eligible for reappointment.
- To appoint a Director in place of Mr P N Raju (DIN: 01765409) who retires by rotation and is eligible for reappointment

Mr.P N Raju sent a communication to the company stating that he does not wish to continue as a Director upon completion of his term. The Board decided not to seek filling of the vacancy caused by the retirement of Mr. P N Raju, and hence proposes the following Resolution in terms of Section 152(7) of the Companies Act, 2013.

**"RESOLVED That** in terms of Section 152(7) of the Companies Act, 2013, not to fill the vacancy caused by the retirement of Mr. P N Raju (DIN 01765409) Director who retires by rotation at this Annual General Meeting"

### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 the remuneration payable to M/s. S R. and ASSOCIATES, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, fixed as Rs 1,00,000 /- (Rupees One Lakh only) for the financial year ending March 31, 2025 be and is hereby ratified."

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and

Regulation17(1A) of SEBI (LODR) Regulations,2018 Mr. P. Rajagopal Reddy (DIN: 00304527), who has been appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and holds office till the date of this Meeting be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) years from 09.08.2024 to 08.08.2029.

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Regulation17(1A) of SEBI (LODR) Regulations,2018 Mr.SK Subramanian (DIN: 00715661), who has been appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and holds office till the date of this Meeting be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) years from 09.08.2024 to 08.08.2029."

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

**"RESOLVED that** pursuant to Sections 196, 197,198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 approval of the Company be and is hereby accorded to the re-appointment of Mrs. Roopa Bhupatiraju (DIN: 01197491) as Executive Director of the company for a period of 5 years with effect from 1<sup>st</sup> October, 2024 on the following terms and conditions as recommended by the Nomination and Remuneration committee".

**Salary:** Rs.6,75,000/-per month (with an annual increment of Rs.67,500 /-)

**Perquisites:** In addition to salary, perquisites allowed as follows:

**Housing / HRA:** @40% of the salary

**Medical Reimbursement:** Expenses incurred for self and family subject to a ceiling of one month's salary in each year or 3 months' salary in a block of 3 years.

**Leave Travel Concession:** for self and family subject to ceiling of one month's salary in each year. 'Family' means husband, dependent children and dependent parents of Mrs. Roopa Bhupatiraju

**Company's contribution to Provident Fund / Special allowance and Superannuation Fund** shall be as allowed under the Income Tax Act and Rules and as per



Rules of the company / equivalent Special Allowance as may be opted by the appointee.

**Gratuity:** Equal to half month's salary for each completed year of service as per the rules of the company.

**Conveyance:** Free use of company's car with driver for company's business.

**Telephone / Cell Phone:** Free, except for personal long distance calls which shall be billed.

**Encashment of Leave:** One full pay and allowances not exceeding one month's leave for every twelve months of service, subject to the condition that the leave accumulated, but not availed of shall be dealt with as per the Income Tax Rules, 1962.

"**FURTHER RESOLVED THAT** the above remuneration by way of salary and perquisites be paid to Executive Director as minimum remuneration in the event of absence or inadequacy of profits in the year (s) in which such absence or inadequacy occurs

She is not eligible for any sitting fees of the company's Board / Committee meetings."

By Order of the Board.  
for NCL INDUSTRIES LIMITED,

**T. ARUN KUMAR**  
Vice President & Company Secretary

Place: Hyderabad

Date: 9<sup>th</sup> August, 2024

**NOTES:**

1. The Ministry of Corporate Affairs has, vide its circular dated May 5, 2020 (read with other previous circulars issued in this regard) January 13, 2021 and December 8, 2021 respectively, and clarification circular No.21/2021 dated December 14, 2021, General Circular No.2/2022 dated 5<sup>th</sup> May, 2022 and General Circular No.10/2022 dated 28<sup>th</sup> December, 2022 and General Circular No.09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') permitted the companies to hold the Annual General Meeting (AGM) through VC / OAVM and thus physical attendance of Members has been dispensed with. Since AGM of the Company is being held through Video Conference (VC) / Other Audio Visual Mode (OAVM), the facility to appoint proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice. The deemed venue for the 43<sup>rd</sup> AGM shall be the Registered Office of the Company.

2. In compliance with the above MCA circulars, notice together with Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the company / depositories / RTA. Copies of the Notice and Annual Report 2023-24 will also be uploaded on the company's website at [www.nclind.com](http://www.nclind.com), websites of BSE Ltd ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Ltd ([www.nseindia.com](http://www.nseindia.com)) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) respectively. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at [cs@nclind.com](mailto:cs@nclind.com). **Shareholders are advised to visit the company's website [www.nclind.com](http://www.nclind.com) where the notice is uploaded.**
3. A statement setting out the material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item Nos. 5 to 8 of the notice is annexed hereto.
4. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under the provisions of the Companies Act, 2013.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 12 days before the date of the meeting so as to enable the Management to keep the information ready.
6. The Register of Members and Share Transfer Registers will remain closed from 14<sup>th</sup> **September, 2024 to 20<sup>th</sup> September, 2024 (both days inclusive)** on account of the Annual General Meeting and determination of payment of final dividend if any.
7. Members holding shares in electronic form are requested to inform the changes, if any, in their address or bank particulars etc., to the Depository Participant with whom the demat account is maintained. In case they hold the shares in Physical mode, they are requested to intimate the changes if any to the company or its Registrars and Share Transfer Agents M/s Venture Capital & Corporate Investments (P) Ltd at an early date.
8. Individual shareholders can avail the facility of nomination. Shareholders holding shares in physical form may write to the Registrar for assistance. Shareholders holding in electronic form may approach their DP with whom they maintain their account quote ledger Folio /Client ID in all the correspondence.
9. In terms of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 brief resumes of Directors proposed to be appointed or reappointed at the meeting are given.
10. The company appreciates and supports this green initiative and requests the members to register their e-mail address to receive the future correspondence, including Annual Reports through e-mails. In the case

members who are holding shares in demat form, the email IDs registered with the DP and made available to the company / RTA shall be the registered email IDs unless communication is received to the contrary.

11. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details. Members holding shares in electronic form are requested to furnish the PAN Card and Bank Account details to their DPs with whom they are maintaining Demat Accounts. Members holding shares in physical form are requested to submit PAN and Bank Account details to the Registrar and Share Transfer Agents.
12. As per the circular issued by the Securities and Exchange Board of India w.e.f 1<sup>st</sup> April, 2019 it has been mandated that transfer of securities would be carried out in dematerialized form only. Shareholders who are holding shares in Physical mode **should ensure that shares which are lodged for transfer shall be in dematerialized form only. Shareholders are requested to convert their shares which are in physical mode to dematerialised mode for their operational convenience.**
13. Shareholders who have not encashed their dividend warrants for the years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 may approach the company for revalidation, issue of duplicate warrants etc; quoting the Folio No. / Client ID. Please note that as per Section 24(5) and 124(6) of the Companies Act, 2013 dividend which remains unpaid / unclaimed over a period of 7 years, such unclaimed dividends and such shares whether held in demat form or in physical form are required to be transferred by the company to the Investor Education & Protection Fund (IEPF). Any person whose unclaimed dividends / shares so transferred to IEPF, may claim the shares for refund / apply to IEPF by submitting an online application form to IEPF along with fee specified by IEPF from time to time.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of 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. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
15. **Instructions about e-Voting:**

As you are aware that the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General circular No.2/2022 dated May, 5<sup>th</sup> 2022, General circular No.10/2022 dated December, 28<sup>th</sup> 2022 and General circular No.09/2023 dated September, 25<sup>th</sup> 2023. The forthcoming AGM will thus be held through Video Conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate

in the ensuing Annual General Meeting (AGM) through VC/OAVM.

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December, 28 2022 and 25<sup>th</sup> September, 2023 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. 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.
- ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available 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.
- iii. 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.
- iv. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.
- v. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.nclind.com](http://www.nclind.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

- vi. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, General circular No.10/2022 dated December, 28 2022 and General circular No.09/2023 dated September, 25 2023.
- vii. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05<sup>th</sup> May, 2020 General Circular No.02/2022, General circular No.10/2022 dated December, 28 2022 and and General circular No.09/2023 dated September, 25 2023 after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2024 to conduct their AGMs on or before 30.09.2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5 May, 2020 read with MCA General circular no. 02/202 dated May,05,2022,General circular No.10/2022 dated December, 28 2022 and General circular No.09/2023 dated September, 25 2023.

#### THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-Voting ARE AS UNDER:

**Step 1 :** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

- (i) The voting period begins on Tuesday the 17<sup>th</sup> September, 2024 @ 09.00 Hours and ends on Thursday 19<sup>th</sup> September, 2024 @ 17.00 Hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday the 14<sup>th</sup> September, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Company has appointed Mr.A.Ravishankar, (COP No.4318) failing him Mr.K.V Subramanyam, (COP No.4815) Practicing Company Secretaries have been appointed as the Scrutinizers to scrutinize the e- voting

process in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e- voting given hereunder.

- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (v) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL /NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free No.1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

For 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"> <li>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	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.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company name i.e **NCL Industries Ltd** on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that a 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 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; [ncl@nclind.com](mailto:ncl@nclind.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **12 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **12 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NUMBER. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.

2. For Demat shareholders, please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

#### General Instructions:

1. *The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date as on 14<sup>th</sup> September, 2024. (Record date)*
2. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-Voting and during AGM will, not later than Two Working days from the conclusion of the Meeting, make a consolidated scrutinizer's

report and submit the same to the Chairman. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nclind.com](http://www.nclind.com) and be communicated to the Stock exchanges where the company is listed i.e BSE and NSE and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).

3. The company has paid the listing fees for the year 2024-25 to BSE and NSE where the equity shares of the company are listed.

#### Address for Communication:

<p><b>Company Secretary,</b>  <b>NCL Industries Limited</b>  <b>7<sup>th</sup> Floor, NCL Pearl</b>  <b>S D Road, Near Rail</b>  <b>Nilayam</b>  <b>Secunderabad-500026</b>  <b>Telangana, India</b>                  e- mail <a href="mailto:cs@nclind.com">cs@nclind.com</a></p>	<p><b>Address of Registrar and</b>  <b>Share Transfer Agents</b>  <b>Venture Capital &amp;</b>  <b>Corporate Investments</b>  <b>(P)Ltd, "AURUM", DOOR</b>  <b>No.4-50/P-II/57/4F &amp;</b>  <b>5F, PLOT No.57 , 4<sup>th</sup> &amp;</b>  <b>5<sup>th</sup> FLOORS,</b>  <b>JAYABHERI ENCLAVE</b>  <b>PHASE – II</b>  <b>GACHIBOWLI,</b>  <b>HYDERABAD 500 032</b>  <b>Telangana, India</b>                  e-mail: <a href="mailto:info@vccipl.com">info@vccipl.com</a> /  <a href="mailto:investor.relations@vccipl.com">investor.relations@vccipl.com</a>                  Phones: 040-23818475 /                  76 &amp; 23868257</p>
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## STATEMENT CONTAINING MATERIAL FACTS (Pursuant to Section 102 of the Companies Act, 2013)

### ITEM NO. 5:

The Board of Directors, on recommendation of the Audit committee, appointed M/s S R and Associates, Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 in respect of Cement and Ready Mixed Concrete, at a total remuneration of Rs.1,00,000 /- (Rupees One lakh only).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. The proposed Resolution seeks such ratification.

The Board recommends that the Resolution be passed.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in this resolution.

### ITEM NO. 6 & 7:

The Board of Directors at its meeting held on 9<sup>th</sup> August, 2024 appointed Mr.P.Rajagopal Reddy (DIN:00304527) and Mr.SK Subramanian (DIN:00715661) as additional directors

(independent category) for a period of five years w.e.f 9<sup>th</sup> August, 2024 on the recommendation of Nomination & Remuneration Committee. They are not disqualified from being appointed as Independent Directors and have confirmed that they fulfill the criteria of independence as prescribed by the Statute and Regulations and are independent of the management.

#### Mr. P. Rajagopal Reddy:

Mr. Polam Rajagopal Reddy (71 years) is a post graduate in chemistry from S V University, Tirupati and MBA from faculty of Management, New Delhi. He is having over 35 years' rich experience in finance, purchase, and material management etc;

Mr. P. Rajagopal Reddy has served in both public and private sector undertakings in various capacities from 1977 onwards including DCM Ltd, IFCI, ISGEC, New Delhi and as Director (Finance) in Central Power Distribution Company of Andhra Pradesh Ltd (Now SPDCL) from August,2006 to October, 2013. He was member of AP Electricity Regulatory Commission for a brief period from November 2013 to October, 2014 and February, 2020 till April, 2023 and Senior Consultant in Energy in Administrative Staff College of India between 2018 to 2019.

**Mr. SK Subramanian:**

Mr. SK Subramanian (67 years) is a Post Graduate in Science from St Stephens college, New Delhi and a Chartered Accountant having over 45 years' rich experience in finance, purchase and material management as CEO, COO and CFO etc; He was employed in TATA Group and other multinational FMCG undertakings in various capacities from 1992 onwards including TATA Finance, TATA Cellular, Idea Cellular, TATA Indicom, Kuwaiti Danish Dairy (KDD), Nuzivedu Seeds Ltd NCLIL, Ranbaxy Laboratories etc:

The Board recommends that the Resolutions (6 & 7) be passed.

The Company has received from Mr.P.Rajagopal Reddy and Mr.SK Subramanian

- (i) Consent in writing to act as Independent Directors
- (ii) Intimation to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) Declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

They are holding nil shares in the company.

Mr. P.Rajagopal Reddy and Mr.SK Subramanian may be treated as interested in the resolutions.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

**ITEM NO. 8:**

Members are aware that Mrs. Roopa Bhupatiraju was appointed as Executive Director of the Company with effect from 1<sup>st</sup> October, 2019.

In recognition of the significant contribution made by her and keeping in view the compensation packages offered by contemporary and comparable corporates, the Board at its meeting held on 9<sup>th</sup> August 2024 reappointed as Executive director for a further period of five years from 1<sup>st</sup> October 2024 with an upward revision in her remuneration as recommended by the N & R Committee subject to the approval of the shareholders.

Mrs.Roopa Bhupatiraju born on 22<sup>nd</sup> September,1978 is the daughter of Mr.Ravi Kalidindi, one of the promoter directors and current Executive Vice Chairman. She did her MBA (specialization in Marketing and Entrepreneurship) with distinction in the year 2001 from Sivasivani Institute of Management and later MS in Marketing Communications with distinction from Illinois Institute of Technology in USA.

She joined NCL Industries Ltd in February 2006 as Marketing Manager in Boards division and was later elevated as Executive Assistant to Managing Director from 12<sup>th</sup> March, 2007 to 30<sup>th</sup> November, 2008. She moved to the United States in the year 2009 and had honed her entrepreneurial skills by setting up her own business in California (USA) in the name of Devi LLC which was incorporated in USA.

Mrs. Roopa Bhupatiraju is a Non Executive Director in Sorachem Industries (P) Ltd, Nagarjuna Cerachem (P) Ltd and Kakatiya Chemicals (P)Ltd.

She holds 26,92,104 Equity shares in the company.

The Cost to the company of the increased remuneration to Mrs.Roopa Bhupatiraju as Executive Director is Rs.12.17 Lakhs per month

Your directors recommend that the resolution be passed

The Resolution also proposes that the remuneration as specified therein be paid as minimum remuneration in case of absence or inadequacy of profits.

Your Directors recommend that the resolution approving her reappointment and upward revision in remuneration be passed.

As required by Schedule V to the Companies Act, 2013, the following additional information is provided to facilitate payment of the Minimum Remuneration.

**I. GENERAL INFORMATION:**

- (1) Nature of Industry - The Company is operating in five segments - Cement, Boards, Hydel Power, Ready Mix Concrete and Readymade Doors.
- (2) Date of commencement of commercial operation - 16<sup>th</sup> February, 1984 onwards.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - Not Applicable.

**(4) Financial Performance:****(Rs. In Lakhs)**

Financial	2019-20	2020-21	2021-22	2022-23	2023-24
<b>Year Parameters</b>					
Gross income	1,32,481	1,94,192	226508	2,33,105	2,55,964
Net Profit (as computed u/s. 198)	7406	23,499	15,559	9715	15356
Net profit as per P&L Account	5,096	14771	9743	4434	9,379
Amount of Dividend paid#	1270.28	1809.31	1356.98	1356.98	1809.31
Rate of dividend Declared	25 %	40%	30%	30%	40%*

\* including proposed dividend



- (5) Export performance: Rs.150.54 Lakhs Foreign Currency Earnings - CIF basis for the Financial Year 2023-24.
- (6) Foreign investments or collaborators, if any – (a) The Company manufactures Bison Panel, which is basically a multi-purpose Cement Bonded Particle Board (CBPB) in Technical Collaboration with BISON WERKE of Germany. (b) The Company also manufactures readymade doors in Technical Collaboration with AGT, Turkey.

## II. INFORMATION ABOUT THE APPOINTEE:

### Mrs.Roopa Bhupatiraju

#### 1. Background Details

- (a) Mrs.Roopa Bhupatiraju born on 22<sup>nd</sup> September, 1978 is the daughter of Mr. Ravi Kalidindi, one of the promoter directors and current Executive Vice Chairman. She did her MBA (specialization in Marketing and Entrepreneurship) with distinction in the year 2001 from Siva sivani Institute of Management and later MS in Marketing Communications with distinction from Illinois Institute of Technology in USA.
- (b) Other details stated in Explanatory Statement under Item No.8 as above.
- (c) The terms of her remuneration, is in accordance with the provisions of Schedule V of the Companies Act, 2013 as detailed in the resolution.

#### 2. Past Remuneration:

(Rs. In Lakhs)

Financial Year	2019-20	2020-21	2021-22	2022-23	2023-24
	21.04	54.67	61.27	97.38	102.76

3. **Recognition and Awards:** "Best Woman Entrepreneur Award" presented by HMTV.

#### 4. Job profile and her suitability:

Mrs.Roopa Bhupatiraju is in-Charge of Cement Marketing, Operations, Human Resources and branding, advertisement and publicity activities of company products subject to the the superintendence, direction and control of the Managing Director.

5. **Remuneration proposed:** As set out in the resolution for the Item No.8. The remuneration proposed to be paid to the Executive Director has the approval of the Nomination & Remuneration Committee.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The proposed remuneration is comparable to the remuneration being paid to the Executive Director in other companies of similar size and operations.

7. **Pecuniary relationships directly or indirectly with the company, or relationship with managerial personnel, if any –**

Besides, the remuneration proposed, Mrs. Roopa Bhupatiraju is holding 26,92,104 Equity shares in the Company

## III OTHER INFORMATION

- (1) Reasons of loss/inadequate Profits: Not applicable
- (2) Steps taken or proposed to be taken for improvement: Not applicable
- (3) Expected increase in productivity and profits in measurable terms: Increasing Cement and Boards Production, improving RMC and Doors divisions operational performance, meeting customer requirements, as warranted by the market demand.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Pursuant to Section 190 of the Companies Act, 2013 a written memorandum setting out the terms of service is kept and available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

Mrs Roopa Bhupatiraju herself, Mr.K.Ravi (father) Mr.K.Gautam and Mrs.Pooja Kalidindi Directors may be treated as interested in the Resolution.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

## NCL INDUSTRIES LIMITED

43<sup>rd</sup> Board's Report

Your directors have pleasure in presenting their Report for the financial year ended March 31, 2024.

**Financial Results**

The Audited Financial Statements (both Standalone and Consolidated) for the year ended March 31, 2024, and the report of the Auditors thereon are being circulated with this report. The salient features of the financial results are as follows:

(Rs. In Lakhs)

	2023-24	2022-23
<b>Total Revenue</b>	<b>2,55,964</b>	<b>2,33,105</b>
<b>Profit Before Tax</b>	<b>14,625</b>	<b>8958</b>
Provision for Tax (including deferred tax)	5,344	4,695
<b>Profit for the Year After Tax</b>	<b>9,281</b>	<b>4,263</b>
Transfer to General Reserve	3,000	5,000
Dividend per Equity Share (Face value of Rs.10/ each)	4.00	3.00
Earnings per Equity Share (EPS)	20.50	9.40

**Performance Review & State of Company's Affairs**

Your company has posted its highest revenue during the year under review. The standalone total income during the year under review is Rs. 2,55,896 Lakhs.

Cement Division registered a gross Turnover of Rs.2140.74 Crores which was higher by around 9% in comparison to the previous year. Increased cement production and sales volumes resulted in improved profitability during the year.

The year under review witnessed a 4% rise in the turnover of the Boards Division at Rs.208.97 Crores (Previous Year Rs.200.36 Crores) while the profit before tax reduced by 42 % to Rs.10.90 crores (Previous year Rs.18.77 crores). The fall in profitability in Boards division was due to steep increase in wood costs despite minor increase in terms of net realization during the year 2023-24.

Also the operations of the Energy Division were adversely affected by the insufficient water inflows due to bad monsoon. Consequently, the generation of hydel power during the year under review was only 8.33 million units compared to 39.51 million units in the previous year.

The Ready-Mix Concrete Division Turnover increased by 32 % at 146.90 Crores compared to Rs.111.04 Crores in the previous year.

The Readymade Doors division registered a Turnover of Rs. 42.60 Crores compared to Rs.33.57 Crores in the previous year an increase of around 27 % during the year under review.

The company made a standalone profit of Rs.93.79 Crores (after tax) during the year under review compared to Rs.44.34 Crores in the previous year.

The overall profitability (PBT) increased during the year under review mainly due to the spurt in the performance of the Cement Division compared with the previous year. Increased cement production and sales volumes were the main factors responsible for the increased profitability during the year.

**Consolidated Financial Statement**

The Consolidated Financial Statement has been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

**Subsidiary Companies /Acquisitions / Joint Ventures**

As reported in the previous year, Tern Distilleries (P) Limited (TDPL) the wholly owned subsidiary of the company was acquired mainly to utilize its land situated near Visakhapatnam for establishment of a new grinding unit. The approval and clearances from the Government of India to set up the unit were received and civil works are in progress.

**Vishwamber Cements Ltd**

Pursuant to a share purchase agreement executed on 12<sup>th</sup> May, 2023 with the Promoter group of Vishwamber Cements Ltd (VCL), your company has acquired 100% stake in VCL at a total consideration of Rs.16.24 crores. With the said acquisition, VCL with a mining lease of 322.06 acres of limestone mines, it has become a wholly owned subsidiary of your company. It is intended that VCL shall merge with your company that would result in your company owning the captive mines.

**JV Partnership with NCL Buildtek Ltd**

As reported earlier, your company in consortium with NCL Buildtek Ltd had bagged an order worth Rs.1863 crores for supply of Pre-painted (GI) Steel Window Frame with Glazed Shutters and GI Powder Coated Door Frames to the Andhra Pradesh State Housing Corporation Ltd (APSHC). During the year under review, the receipt of actual orders from APSHC were slow and the JV Partnership Venture has effected supplies of Rs.324.15lakhs worth of material under the above scheme (Previous Year Rs.3404.50 Lakhs).

The Statement containing salient features of the financials of Subsidiaries / Associate Companies / Joint Ventures Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014 in form AOC-1 is enclosed as **Annexure-1**.

### Material changes and commitments if any affecting financial position of the company

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year 2023-24. HDFC Bank recently sanctioned Term Loan of Rs.90Crores to the company for the cement grinding unit being implemented near Visakhapatnam in Andhra Pradesh.

### Operations and new projects

#### Cement Division

During the year under review, the Line-1 modernization project and expansion of Line III phase II works at Mattapalli (V) in Suryapet district in Telangana State were completed and commenced its operations. NCL has planned to establish a new grinding unit near Visakhapatnam, utilizing the land owned by its wholly owned subsidiary Tern Distilleries (P) Ltd. Necessary approvals to establish the unit were received and civil works at the site are in progress.

#### Dividend

Your directors are pleased to recommend a final dividend of Rs.2.50ps/- per equity share of the face value of Rs.10/ each at the rate of 25% per share to those Shareholders whose names appear in the Register of Members as on the Record Date. Thus, the total dividend for the financial year 2023-24, including the interim dividend of 15% already paid to the shareholders would work out to 40%.

#### Transfer to Reserve:

The Board of Directors of your company has decided to transfer an amount of Rs. 30 Crores to the Reserves for the financial year under review.

### DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and on the basis of the information furnished to them by the concerned accounting professionals, your Directors confirm that:

- I. All applicable accounting standards have been followed in the preparation of annual accounts and that there are no material departures.
- II. The Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2024 and of the profit of the Company for the year ended on that date.
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- IV. The Directors prepared the Annual Accounts on a going concern basis.

V. Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

VI. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

### DIRECTORS AND KEY MANAGERIAL PERSONS (KMP)

#### Independent Directors

During the year under review, your Company had four independent directors. Mr. Kamlesh Gandhi (Investment Banking), Dr.R.Kalidas (Technology), Lt.General T.A.Dcunha (Retd) (Materials Management & Logistics) and Mrs. Sudha Reddy (Woman Entrepreneur) constitute the current team of Independent Directors.

The number of Independent Directors was in conformity with the SEBI (LODR) Regulations throughout the year.

Persons from diverse fields of expertise and experience have been invited to join the Board as Independent Directors to ensure that the company gets the optimum benefit of wisdom and expertise.

The 2<sup>nd</sup> five year tenure of Mr. Kamlesh Gandhi is scheduled to end on 27<sup>th</sup> September 2024. Your Board wishes to place on record its profound appreciation of the contributions made by Mr. Kamlesh Gandhi during his tenure as Chairman cum Independent Director. His expertise and experience will be missed at the Board Room.

Mr. P. Rajagopal Reddy and Mr. S K Subramanian have been inducted as Independent Directors with effect from 9<sup>th</sup> August, 2024 as recommended by the Nomination and Remuneration Committee. They have been initially appointed as Additional Directors in terms of Section 161 of the Companies Act 2013. Proposals to appoint them as Independent Directors are being placed before the ensuing Annual General Meeting for approval of shareholders.

Your company follows a policy of total transparency and proactive information flow to the Independent Directors, in order to avail the optimum benefit of their experience and expertise.

The Independent Directors actively participate in the Board and Committee proceedings, and offer constructive suggestions, which are implemented by the company after deliberations in the full Board. Apart from this, the Independent Directors hold separate meetings and evaluate the performance of the Board and individual directors - Executive and Non-Executive. The feedback on the evaluation of varied attributes is furnished to the company on a confidential basis.

The terms and conditions of appointment of independent directors are as per Schedule IV of the Act. They have submitted declarations that each of them meets the criteria of independence as provided and in Section 149(6) of the Act and there has been no change in their status as independent director during the year.

### Executive Directors

There were five Executive Directors namely Mr. K Ravi, Executive Vice Chairman, Mr. K. Gautam, Managing Director, Mr. Utkal B. Goradia & Mrs. Roopa Bhupatiraju Executive Directors and Mr. N.G.V.S.G.Prasad, ED & CFO during the year under review.

The current tenure of Mrs.Roopa Bhupatiraju as Executive Director is due to be completed on 30<sup>th</sup> September, 2024. As recommended by the Nomination & Remuneration Committee, the Board has approved the reappointment of Mrs. Roopa Bhupatiraju as Executive Director for a period of five years w.e.f. October 1, 2024 with upward revision in remuneration. An appropriate resolution is being proposed at the ensuing Annual General Meeting for approval of the shareholders for the reappointment.

Apart from what has been detailed in the foregoing paragraphs, there was no change in the key managerial personnel of the Company during the year under review. Mr. T. Arun Kumar is the Company Secretary & Compliance Officer and Nodal Officer under IEPF Rules.

### Non-Executive Directors

Mr. P N Raju and Mrs. Pooja Kalidindi are the Non Executive Directors in the Board as on the date of this Report, apart from the Independent Directors.

### Retirement by Rotation

Mr.P N Raju and Mr. NGVSG Prasad retire by rotation at the ensuing Annual General Meeting and are eligible for reappointment.

Mr. P N Raju in a letter addressed to the Chairman informed that he does not wish to continue as a Director upon completion of his term due to preoccupation with other activities.

The Board at its meeting held on 9<sup>th</sup> August, 2024 desired not to fill the vacancy caused by the retirement of Mr. P N Raju. An appropriate Resolution not to fill the said vacancy is being proposed at the ensuing Annual General Meeting.

The Board places on record the valuable contribution and services rendered by Mr. P N Raju during his tenure as Director of the company. His expertise and experience will be missed at the Board Room.

Particulars of Directors whose appointment / reappointment sought are given in **Annexure A-1** to this Report as part of the Report on Corporate Governance under SEBI (LODR) Regulations, 2015.

### BOARD MEETINGS

During the year under review, six Board meetings were held on 11<sup>th</sup> May,2023, 26<sup>th</sup> May, 2023, 11<sup>th</sup> August,2023, 25<sup>th</sup> September, 2023, 9<sup>th</sup> November, 2023, and 9<sup>th</sup> February, 2024.The maximum time gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013.

### Committees of the Board

The Board has constituted various committees as required under the Companies Act, 2013 and SEBI (LODR)

Regulations, 2015. The details of such Committees are given in Annexure – 'A' as a part of the report on Corporate Governance.

### Plans for Orderly Succession for appointments to Board etc:

Your directors are fully satisfied that plans are in place for orderly succession for appointments to the Board and to senior management positions.

### CORPORATE GOVERNANCE

A separate report of compliance with the provisions relating to Corporate Governance as required SEBI (LODR) Regulations, 2015 is enclosed as **Annexure 'A'** and forms part of this Report.

### COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

Your company did not figure in the top 1000 listed entities based on market capitalization as on 31<sup>st</sup> March, 2024. Hence the requirement to furnish BRSR is not applicable to the company.

### Risk Management

The company has a system of constantly identifying and monitoring the risks that the company may be exposed to. A Risk Management Committee is in place headed by Independent Director as Chairman. The Committee also includes one Executive and one Non-Executive Director. As and when required, the Committee reviews various risks and steps taken to manage the risks. The Board is of the opinion that there are no elements of risks that may threaten the existence of the Company. Kindly refer Point No.39 of notes to financial statements on financial risks.

### Internal Financial Controls:

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, no reportable material weakness in the design or operation of such controls was observed.

### Particulars of Loans, Guarantees, or Investments under section 186 of the Companies Act, 2013

The company has not granted any loans, given any guarantees during the year which would be covered under section 186 of the Companies Act, 2013.

### Related Party Transactions

All Related Party Transactions entered during the financial year 2023-24 were in ordinary course of business and at arm's length basis. Your Company did not enter into any Material Related Party Transactions during the year under review. Transactions entered into with the related parties are pursuant to the omnibus approval granted, reviewed and approved by the Audit Committee and the Board of

Directors on quarterly basis. Pursuant to Section 134 (3) (h) of the companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the details of the Related Party Transactions are contained in **Annexure A-2** to this Report.

### Management Discussion and Analysis Report

The Management Discussion & Analysis Report is annexed as **Annexure 'B'** to this Report.

### Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals:

During the year under review, no significant or material orders were passed by any regulatory/statutory authorities or courts / tribunals against the company impairing its going concern status and operations in future.

However, members' attention is drawn to the statement on contingent liabilities and commitments in the notes forming part of the financial statements.

### Corporate Social Responsibility (CSR) Activities

The company has a CSR Committee as prescribed by the Statute with Dr.R.Kalidas, Independent Director as Chairman. The Committee also includes one Executive and one Independent Director. Your company has in place a CSR Policy which is available at [www.nclind.com](http://www.nclind.com). Your company's CSR activities are focused on education, social welfare, and healthcare. One CSR Committee meeting was held on 18<sup>th</sup> March, 2024 and reviewed the CSR Policy and CSR activities.

Under the provisions of Section 135 of the Companies Act, 2013 an amount of Rs.311.26 Lakhs was required to be spent on CSR activities for the financial year 2023-24. After setting off the CSR expenditure incurred during the preceding financial years, a total amount of Rs.316.44 Lakhs was spent during the year under review, leaving a balance of Rs. 5.18 Lakhs eligible for set off against the mandatory

CSR obligation for the succeeding years. The details of the CSR activities during the year under review are listed in **Annexure C** to this Report.

### Investor Education & Protection Fund

The Company has transferred an amount of Rs.16.86 Lakhs relating to Dividends on the shares transferred to the Investor Education & Protection Fund for the financial year 2023-24.

Apart from above, the Company has also transferred unclaimed Dividend amount of Rs.27.44 Lakhs to the Investor Education & Protection Fund A/c on completion of 7 consecutive years as required by Section 124(5) of the Companies Act, 2013 and the rules made there under,

### Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account:

The Company does not have any Demat Suspense / Unclaimed Suspense Account.

### Agreements impacting management or control of the Company

There are no binding agreements, among the Promoters or other parties which impact the management or control of the company or impose any restriction or create any liability upon the company as envisaged by **clause 5A of paragraph A of Part A of Schedule III of the SEBI LODR 2015**

### Fixed Deposits

The details relating to Fixed Deposits are as follows:

As on 31<sup>st</sup> March 2024, Rs.5,859.98 Lakhs of Public Deposits were outstanding. The Company has repaid all the matured deposits that have been claimed, and there have been no defaults in payment of interest or repayment of principal. The details of deposits received from the directors / relatives of directors during the year under review in terms of MCA Notification No.GSR 695 (E) dated 15<sup>th</sup> September, 2015 are as under:

S. No	Name of the Director / Relative of Director	Amount (Rs.in Lakhs)	Inter-se Relationship
1	Mr.Kamlesh Suresh Gandhi	35.00	Chairman
2	Mrs.Sonali K Gandhi	2.00	Wife of Mr.Kamlesh Suresh Gandhi
3	Ms.Payal Sanjay Desai	4.00	Daughter of Mr.Kamlesh Suresh Gandhi
4	Mr.Vinodrai.V.Goradia	110.00	Grandfather of Mr.Utkal B Goradia, Director
5	Mrs.Roopa Bhupatiraju	20.00	Executive Director
6	Mrs.Charulatha V.Goradia	80.00	Grandmother of Mr.Utkal B Goradia, Director
7	Mrs.R.Rani	30.00	Wife of Mr.R.Kalidas-Director
8	Mr.R.Arun	18.00	Son of Mr.R.Kalidas-Director
9	Mrs. N.Sita Mahalakshmi	33.00	Mother of Mr .N.G.V.S.G. Prasad-ED & CFO
10	Mrs.Sailaja Kalidindi	15.00	Wife of Mr.K.Ravi, Executive Vice Chairman
11	Lt.Gen(Retd) T A DCunha	45.00	Director
12	Mr.K.Ravi	140.00	Executive Vice Chairman
13	Mrs.K.Sarojini	6.00	Mother of Mr.K.Ravi-EVC

### Particulars of Employees

The details of employees who have been in receipt of remuneration envisaged by Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) vide MCA Notification dated 30<sup>th</sup> June, 2016 are annexed as **Annexure D** to this Report.

### Auditors

M/s M. Bhaskara Rao & Co were appointed as statutory auditors for a period of five years at the Annual General Meeting held in 2022. They have confirmed that they are not disqualified from continuing as auditors of the company.

The Notes on the financial statements referred to in the Independent Auditor's Report are self explanatory. The Auditor's report does not contain any qualification, reservation, or adverse remark.

### Cost Audit

M/s S.R. and Associates, Cost Accountants have been reappointed to conduct the cost audit pertaining to Cement as well as RMC of the company for the year 2023-24. They have been reappointed by the Board of Directors as Cost Auditors of the Company for the Financial Year 2024-25. The remuneration of the cost auditors is required to be ratified by the members in terms of the relevant Rules. Accordingly, the matter is being placed before the Members for ratification at the ensuing Annual General Meeting.

The Cost Audit Report for the financial year ended March, 31st, 2024 was duly filed with Ministry of Corporate Affairs.

### Secretarial Audit

M/s. A J Sharma & Associates, Company Secretaries, have been reappointed to conduct the Secretarial Audit of the Company. The Secretarial Audit Report pursuant to the provisions of Section 204 of the Companies Act, 2013 is attached as **Annexure E** to this Report. The observations of the Report do not call for any explanation as envisaged by Section 204(3) of the said Act.

### Details in respect of frauds reported by auditors under Section 143(12) other than those which are reportable to Central Government

No frauds were reported by the Auditors under Sub Section 12 of Section 143 of the Companies Act, 2013 read with the Rules made there under.

### Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has constituted an Internal Complaints Committee on Prevention of Sexual Harassment at workplace for women in the line with the requirements of the 'The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013 and the Rules made there under and had complied with provisions made under the said Act.

During the year under review, there were no references or complaints pursuant to the aforesaid Act.

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars required under Section 134 (3) (M) of the Companies act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are furnished under **Annexure 'F'** which forms part of this Report. Your Company continues to be conscious of the need for conservation of energy, and wherever feasible, effective steps for energy conservation are taken.

There were no significant investments or developments in this regard during the year under review. The technology procured for the various operating Divisions has been fully absorbed. There was no significant expenditure in Research & Development warranting a special mention in this Report.

### PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

No application has been made nor any proceeding pending against the company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

### ONE-TIME SETTLEMENT WITH THE BANKS OR FINANCIAL INSTITUTIONS

There was no instance of onetime settlement with any Bank or Financial Institution during the year under review.

### Extract of Annual Return

The Annual Return as required under Section 92 and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website [www.nclind.com](http://www.nclind.com).

### Acknowledgements

Your directors wish to place on record their appreciation of the support and co-operation extended by Axis Bank, HDFC Bank, SBI, Kotak Mahindra Bank, Bank of Baroda and Central and State Government Departments, Dealers, Stockists, Consumers and Depositors.

Your directors also wish to place on record their appreciation of the enthusiastic support received from the shareholders.

Your directors have pleasure in acknowledging the excellent co-operation received from the team of dedicated executives and employees who have contributed handsomely to the operations of the company.

For and on behalf of the Board

Place: Hyderabad  
Date: 9<sup>th</sup> August, 2024

Kamlesh Gandhi  
Chairman  
DIN: 00004969

## Annexure “A” to the Directors’ Report

# Report on Corporate Governance

(In compliance with Regulation 27&72 SEBI (LODR) Regulations, 2015)

## 1) Company’s philosophy on Corporate Governance

Right from its inception, the philosophy of the company has been one of transparent and fair governance practices. The company has always believed that the interests of all the stakeholders need to be safeguarded during the periods of prosperity and adversity, and its governance practices have been guided by this philosophy.

## 2) Board of Directors:

### a) Composition and category of Directors.

During the year under review, your Board of Directors had 12 Directors, 5 being Executive Directors and 7 Non-Executive Directors. Four of Non-Executive Directors were Independent Directors. The tenure of Mr. Ashven Datla, Non Executive Director completed on 25<sup>th</sup> September, 2023. As on 31<sup>st</sup> March, 2024, the total strength of the Board is 11. The Chairman of the Board has always been an Independent Director and the Company was in compliance of the provisions relating to the number of independent directors prescribed under the Companies Act and the SEBI (LODR) Regulations, 2015.

### b) Number of Board Meetings held during the year along with dates of the meetings:

Six Board Meetings were held during the year 2023-24

The dates on which the said meetings were held areas under:

(1) 11 <sup>th</sup> May, 2023	(2) 26 <sup>th</sup> May,2023	(3) 11 <sup>th</sup> August, 2023
(4) 25 <sup>th</sup> September, 2023	(5) 9 <sup>th</sup> November, 2023	(6) 9 <sup>th</sup> February, 2024

### c) Attendance of Directors at Board Meetings, AGM, and committees where he/she is a Director / Member.

Name of the Director	Categories Of Director-ship*	No of Board Meeting attended	Attendance at last AGM	Director-ship in other companies***	No. of memberships of Board committees including NCLIL**as	
					Chairman	Member
Mr. Kamlesh Gandhi	I & NED Chairman	6	Yes	3	3	1
Dr. R.Kalidas	I & NED	6	Yes	-	-	1
Lt.Gen (Retd)T.A. DCunha	I & NED	6	Yes	-	-	-
Mrs. P. Sudha Reddy	I & NED	5	Yes	3	-	1
Mrs. Pooja Kalidindi	NED	5	Yes	6	-	1
Mr. Ashven Datla (Up to 25.09.2023)	NED	1	No	6	-	1
Mr. P.N.Raju	NED	5	Yes	2	-	1
Mr. Utkal B Goradia	ED	6	Yes	-	-	-
Mrs. Roopa Bhupatiraju	ED/WD	6	Yes	3	-	-
Mr. N.G.V.S.G. Prasad	ED & CFO	6	Yes	2	-	-
Mr. K.Gautam	MD	6	Yes	3	-	-
Mr. K. Ravi	EVC	6	Yes	10	-	-

\*\*As per the explanation to Regulation 26 of SEBI (LODR) Regulations, 2015, only Audit committee and Stakeholder’s relationship committee have been considered for the purpose

\* I & NED Independent and Non-Executive Director. EVC: Executive Vice Chairman

NED Non-Executive Director: ED: Executive Director: WD: Woman Director

\*\*\*including directorships in private Ltd. companies

The inter se relationship between directors, as envisaged by Schedule V (C)(e) of the SEBI (LODR) Regulations, 2015 are

as follows:

Name of Director	Inter se relationship
Mr. K Ravi	Executive Vice Chairman
Mrs.Pooja Kalidindi	Sister of Mr. K Gautam
Mr. K Gautam -MD	Brother of Ms. Pooja Kalidindi
Mrs. Roopa Bhupatiraju-ED	Daughter of Mr. K Ravi
Mr. Ashven Datla	Son in law of Mr. K Ravi

Details of Listed entities in which the directors hold position as director other than NCL Industries Ltd and category of Directorship as on 31st March 2024 is as under:

Name of the Director	Name of the company	Category of Directorship
Kamlesh Gandhi-Chairman	Bhagyanagar India Limited	Non-Executive Independent Director
	Kirloskar Electric Company Limited	

**d) Criteria for performance evaluation of Independent Directors and other Non-Executive Directors**

The Nomination & Remuneration Committee has laid down the evaluation criteria for performance evaluation of Independent Directors and other non-Executive Directors of the company. The performance of each Independent Director has been evaluated by the other members of the Board.

One separate meeting of the independent Directors was held on 9<sup>th</sup> February, 2024 during the year under review. Independent directors evaluated the performance of other Executive and Non-Executive Directors and conveyed their views to the persons concerned.

**e) Familiarization programme for Independent Directors and other directors**

For new inductees to the Board, the company follows a familiarization process consisting of plant visits, interaction with the executive directors, other members of the Board and senior management personnel. The company also sponsors independent directors to workshops and seminars on their rights and responsibilities, whenever there is a need and an opportunity. Familiarization is a continuous process whereby Directors are informed, either through presentations at the Board or Committee meetings, board notes and interactions on various developments within the company and external developments affecting the company's fortunes.

**3) Audit Committee:**

The Board has an Audit Committee constituted in compliance with Regulation 18 of the SEBI (LODR) Regulations, 2015. All members of the Audit Committee are financially literate and bring in expertise in their respective fields. The role of the Audit Committee includes the following:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Reviewing, with the management, the quarterly and annual financial statements before submission to the board for approval.
- Reviewing the adequacy of internal audit function and the adequacy of the internal control systems.
- Framing and reviewing policy on related Party transactions and recommend the same to Board. The Committee is empowered with the powers as prescribed under Regulation 18(3) of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the year under review, four meetings of the audit committee were held on the following dates

26<sup>th</sup> May, 2023, 11<sup>th</sup> August, 2023, 9<sup>th</sup> November, 2023 and 9<sup>th</sup> February, 2024.

The constitution of the committee and attendance of each member at the audit committee meetings held during the year under review is given below.

Name	Designation	Category	Committee meetings attended
Mr. Kamlesh Gandhi	Chairman	Independent	4
Dr. R.Kalidas	Member	Independent	4
Mr. Pooja Kalidindi	Member	Non Executive	4



The constitution of the Audit Committee is in compliance of the provisions under SEBI (LODR) Regulations, 2015.

The Managing Director, Executive Directors and the Executive Director & CFO are permanent invitees to this Committee. The terms of reference of the Audit Committee are in accordance with the provisions of the SEBI (LODR) Regulations, 2015.

There were no occasions where the Board did not accept any recommendation of the Audit Committee.

#### 4) **Nomination & Remuneration Committee:**

The Company has a Nomination and Remuneration Committee. The constitution of the committee and attendance of each member at the committee meetings held during the year under review is given below.

This Committee considers and recommends the remuneration payable to Executive Directors. During the year under review, one meeting of the Committee was convened on 11<sup>th</sup> August, 2023

Name	Designation	Category	Committee meeting attended
Lt.Gen. (Retd) T.A.DCunha	Chairman	Independent	1
Mr. Ashven Datla (Up to 25.09.2023)	Member	Non-Executive	Nil
Mr. Kamlesh Gandhi	Member	Independent	1
Mrs.Pooja Kalidindi (w.e.f 09.11.2023)	Member	Non-Executive	NA

#### **Remuneration Policy**

The remuneration policy of the Company is to make the compensation payable to the executive directors comparable to industry standards and commensurate with the performance of the concerned director, while adhering to the ceilings prescribed under the Statute.

The Nomination and Remuneration Committee has adopted a Remuneration Policy which, inter alia, deals with the manner of selection of Directors, Key Managerial Personnel and other employees and their remuneration.

The remuneration / compensation / commission etc. to Directors are determined by the Nomination and Remuneration Committee and recommended to the Board for approval. Such remuneration / compensation / commission etc. are subject to the prior / subsequent approval of the shareholders of the Company wherever required.

#### **Remuneration paid to Executive Directors**

During the period under review, the remuneration paid / payable to the executive directors including the Managing Director is as follows:

(Rs. in lakhs)

Name of the Director	Salary	Allowances/Benefits*	Commission	Total
Mr. K. Ravi, EVC	100.80	52.42	153.56	306.78
Mr. K.Gautam, MD	126.00	65.52	153.56	345.08
Mrs. Roopa Bhupatiraju-ED	68.10	34.66	-	102.76
Mr. N.G.V.S.G. Prasad ED & CFO	70.98	36.91	-	107.89
Mr. Utkal B Goradia-ED	37.83	19.67	-	57.50

\* Allowances / Benefits include HRA, PF etc:

#### **Remuneration paid to Non-Executive Directors**

The Non-Executive Directors were paid sitting fees for attending the meetings of the Board or the Committees thereof at the rate of Rs.25,000/- for Board Meeting and any committee thereof per meeting. With effect from 11<sup>th</sup> August, 2023 the sitting fee increased to Rs.40,000/-. In addition, they are entitled to commission at the rate of not exceeding 1% of the net profits of the Company. During the year under review, commission @ 0.25% of the net profits of the Company paid.

The remuneration paid to the Non-Executive Directors during the year under review was as follows. (Commission will be paid after approval of accounts at AGM)

Name of Director	No. of Board/ Committee meetings attended	Sitting Fees paid (Rs)	Commission paid (Rs)
Mr. Kamlesh Gandhi	12	4,35,000	7,80,875
Dr.R.Kalidas	12	4,35,000	7,80,875
Lt.Gen(Retd).T.A.Dcunha	9	3,30,000	5,85,656
Mrs. P. Sudha Reddy	9	3,30,000	5,85,656
Mr. Ashven Datla (up to 25.09.2023)	1	25,000	65,073
Mrs. Pooja Kalidindi	9	3,30,000	5,85,656
Mr. P.N.Raju	7	2,50,000	4,55,510
<b>Total</b>	<b>59</b>	<b>21,35,000</b>	<b>38,39,301</b>

Shareholdings of Non-Executive Directors as on 31<sup>st</sup> March, 2024:

Non-Executive Directors	No. of Shares
Dr. R. Kalidas	Nil
Lt.Gen(Retd).T.A.Dcunha	1,000
Mr Kamlesh Gandhi	100
Mrs. Pooja Kalidindi	15,62,518
Mr P.N. Raju	8,15,010
Mrs. P. Sudha Reddy	Nil

#### 5 Stakeholders Relationship Committee:

The Company has a "Stakeholders Relationship Committee" which consisted of Mrs. P.Sudha Reddy as its Chairperson and Mrs Roopa Bhupatiraju & Mr. P.N.Raju as its members. The Committee oversees the compliance with the guidelines on Corporate Governance to monitor redressal of complaints received from the shareholders.

During the period under review, the Committee met once on 18<sup>th</sup> March, 2024. The attendance details of the members are given hereunder.

Name	Designation	Category	Committee meeting attended
Mrs. P. Sudha Reddy	Chairperson	Independent	1
Mrs. Roopa Bhupatiraju	Member	ED	1
P.N. Raju	Member	NED	1

#### Compliance Officer

Mr. T. Arun Kumar, Company Secretary of the company is also designated as the Compliance Officer and Nodal Officer under IEPF Rules.

#### 6) (i) Details of Investors letters / complaints received during the year ended 31<sup>st</sup> March 2024.

SI No	Nature of letter / complaints	Received	Disposed of	Pending
1	Non-receipt of Dividend warrant(s)	3	3	Nil
2	Non - Receipt of Share certificates after transfer / duplicate.	Nil	Nil	Nil
3	Non - Receipt of Annual Report	Nil	Nil	Nil
4	Miscellaneous - others	1	1	Nil

## 6) (ii) Number of Complaints pending with the Company:

All the complaints / letters received during the financial year were replied / resolved to the satisfaction of the shareholders.

## 7) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board has a CSR Committee comprising Dr.R.Kalidas (Independent Director) as Chairman, Mr.K.Gautam (Managing Director), and Mrs.P.Sudha Reddy (Independent Director) as members.

This Committee discharges the functions as envisaged by the Act. It recommends to the Board allocation of funds under CSR activities and considers additional voluntary allocations if any for CSR activities of the company. The details of amount spent towards CSR activities during the year under review are enclosed as separate annexure.

During the period under review, the Committee met once on 18<sup>th</sup> March, 2024. The attendance details of the members are given hereunder.

Name	Designation	Category	Committee meeting attended
Dr.R.Kalidas	Chairman	Independent	1
Mr.K. Gautam	Member	MD	1
Mrs.P.Sudha Reddy	Member	Independent	1

## 8) RISK MANAGEMENT COMMITTEE

The Company has a Risk Management Committee. The constitution of the committee and attendance of each member at the committee meetings held during the year under review is given below.

The terms of reference of the Risk Management Committee is to ensure that the Company maintains effective risk management and internal control systems and processes, and report to the Board of Directors on the effectiveness of the risk management program in identifying and addressing material business risks. The Committee reviews various risks on half yearly basis and steps taken to manage the risks and recommend the same to Board. Since your company did not figure in Top 1000 listed companies, the provisions of constitution of this committee is not applicable during the year under review.

During the year under review, the Committee met once on 25<sup>th</sup> September, 2023. The attendance details of the members are given hereunder.

Name	Designation	Category	Committee meeting attended
Lt.Gen(Retd) T A DCunha	Chairman	Independent	1
Mr. P N Raju	Member	NED	1
Mr. NGVSG PRASAD	Member	ED & CFO	1

## 9) General Body Meetings:

a) Details of the last 3 Annual General Meetings (AGM) are given hereunder:

Year	Date & time of AGM	Place
2022-2023	25.09.2023 at 10.30 AM	NCL Pearl, SD Road, Secunderabad through Video Conference
2021-2022	27.09.2022 at 10.30 AM	NCL Pearl, SD Road, Secunderabad through Video Conference
2020-2021	28.09.2021 at 10.30 AM	NCL Pearl, SD Road, Secunderabad through Video Conference

## b) Details of Special Resolutions passed in last three AGMs:

Year	Gist of the Resolutions
2022-23	<ol style="list-style-type: none"> <li>Revision in remuneration of Mr.NGVSG Prasad Executive director w.e.f 1<sup>st</sup> September, 2023.</li> <li>Revision in remuneration of Mrs.Roopa Bhupatiraju Executive director w.e.f 1<sup>st</sup> September, 2023.</li> </ol>
2021-22	<ol style="list-style-type: none"> <li>Approval of appointment and remuneration of Mr.Utkal B.Goradia as Executive Director for 5 years w.e.f 27<sup>th</sup> September, 2022</li> <li>Appointment and remuneration of Mr.K.Gautam, Joint Managing Director as Managing Director for five years w.e.f 1<sup>st</sup> October, 2022</li> <li>Appointment and remuneration of Mr.K.Ravi, Managing Director as Executive Vice Chairman for five years w.e.f 1<sup>st</sup> October, 2022</li> <li>Payment of remuneration by way of Commission to Non Executive Directors not exceeding 1% of the company in addition to sitting fees for attending Board /Committee meetings</li> </ol>
2020-21	<ol style="list-style-type: none"> <li>Reappointment of Mr.K.Ravi as an Managing Director for five years w.e.f 1<sup>st</sup> January, 2021</li> <li>Appointment of Mr.K.Gautam, Executive Director as Joint Managing Director for five years w.e.f 1<sup>st</sup> January, 2021</li> <li>Reappointment of Mr.N G V S G Prasad as Executive Director &amp; CFO for five years w.e.f 1<sup>st</sup> January, 2021</li> <li>Revision in remuneration of Mrs.Roopa Bhupatiraju Executive director w.e.f 1<sup>st</sup> January, 2021.</li> </ol>

## c) Resolutions passed through Postal Ballot:

No Postal Ballot was conducted during the year under review

## 10) Disclosures

- The related party transactions made by the Company with its Promoters, Directors, Management or Relatives are disclosed in the Notes to the Account. There have been no related party transactions that may have conflict with the interests of the Company at large.
- The Company has a formal whistle blower policy, which was adopted by the Board. The details of the policy are displayed in the company's website in the link <https://www.nclind.com/whistle-blower-policy>.
- The Company has a formal Dividend Distribution policy, which was adopted by the Board. The details of the policy are displayed in the company's website in the link <https://www.nclind.com/Dividend-Distribution-Policy>.
- The Company has complied with the mandatory requirements stipulated under SEBI (LODR) Regulations, 2015 and / or the erstwhile listing agreement entered into with the stock exchanges.
- Management Discussion and analysis Report and Business Responsibility Report on the business of the Company forms part of this Annual Report.
- The CEO / CFO certification on the financial statements for the financial year 2023-24 is provided elsewhere in this Annual Report.
- Any of the associated /group entities of the Company have not paid any fees to the Statutory Auditors of the Company nor availed any services from the Statutory Auditors. The details of fees paid to Statutory Auditors are furnished in the Note No.31 of the financial statements.
- The Company has complied with all the requirements of the Corporate Governance Report relating to the financial year 2023-24.
- ANNUAL RETURN; [www.nclind.com](http://www.nclind.com)>investors>AnnualReturn
- The Board hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions as specified in SEBI (LODR) Regulations, 2015 and are independent of the management.

## K) Means of communication:

- The quarterly and half yearly financial results are published in the national and local dailies such as Economic Times, Business Standard and Namaste Telangana.
- Quarterly / Half yearly financial results of the Company are forwarded to the Stock Exchanges and published in Economic Times, Business Standard, Namaste Telangana / Eenaadu. Half yearly report is not sent to each household of shareholders as the results are published in the newspapers.
- The results and other official news releases are also posted in the Company's website - [www.nclind.com](http://www.nclind.com) and BSE &NSE websites.

**11) Shareholders information:**

i) AGM	:	43 <sup>rd</sup> Annual General Meeting
Date	:	20 <sup>th</sup> September, 2024 10.30 A.M Through Video Conferencing / Other Audio-Visual Means
Time	:	
Venue	:	
ii) Financial Year		April 1 to March 31 next.
iii) Date of Book Closure		14 /09/2024 to 20 /09/2024, (both days inclusive
iv) Final Dividend payment date		Within 30 days from the date of AGM i.e. 19 <sup>th</sup> October, 2024.
v) Listing on Stock Exchanges and status of Listing fees		BSE & NSE Listing Fees paid Up to date.
vi) A) Script Code		BSE- 502168, NSE - NCLIND
B) Demat ISIN No in NSDL & CDSL for Equity Shares		INE732C01016
C) Corporate Id. No.		L33130TG1979PLC002521

**vii) Stock Market Data - SHARE PRICE -BSE &NSE****01/04/2023 to 31/03/2024**

Month	BSE Limited		National Stock Exchange of India Limited	
	High Price	Low Price	High Price	Low Price
Apr-23	195.10	175.95	195.25	178.10
May-23	202.00	173.65	202.00	173.45
Jun-23	211.05	185.65	210.95	185.30
Jul-23	207.30	185.15	207.50	189.55
Aug-23	239.90	191.50	240.00	191.40
Sep-23	246.25	210.10	246.55	215.60
Oct-23	237.00	199.50	237.30	199.60
Nov-23	225.75	206.65	225.90	206.20
Dec-23	234.60	216.05	234.90	217.90
Jan-24	249.95	215.40	249.90	215.15
Feb-24	258.25	222.45	258.20	221.35
Mar-24	229.85	179.55	230.00	180.00

**viii) Address of Registrar and Share Transfer Agents**

Venture Capital & Corporate Investments (P) Ltd  
Aurum, Door No. 4-50/P-II/57/4F & 5F  
PLOT No.57, 4<sup>th</sup> & 5<sup>th</sup> FLOORS  
**JAYABHERI ENCLAVE PHASE - II**  
**GACHIBOWLI, HYDERABAD 500 032**  
Telangana, India  
Phones: 040-23818475/76 & 23868257  
E-mail: [info@vccipl.com](mailto:info@vccipl.com) / [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com)

**ix) Share transfer system:**

Except transmission / transposition, loss of share certificates and name deletion of Shares which are in physical mode, transfer of shares is permitted only through Demat Modes, and effected by the Depositories. The transmission / transposition, loss of share certificates and name deletion of Shares are duly effected within a period of 30 days from the date of their lodgment with the Registrars and Share Transfer Agents and the duly transferred share certificates will be dispatched provided the transfer documents are in order. The Board of Directors has delegated powers to approve the transmissions / issue of duplicate share certificates to Mr. T. Arun Kumar, Company Secretary & Compliance Officer.

## x) Distribution of Shareholding as on 31.03.2024

NCL INDUSTRIES LIMITED				
Distribution of Shareholding as on 31/03/2024				
No of Equity Shares held	No of Shareholders	Percentage %	No of Shares	Percentage %
Upto - 500	49,122	91.40	47,71,361	10.55
501 - 1000	2,275	4.23	17,80,164	3.94
1001 - 2000	1,071	1.99	16,31,177	3.61
2001 - 3000	381	0.71	9,77,912	2.16
3001 - 4000	185	0.34	6,68,910	1.48
4001 - 5000	161	0.30	7,61,891	1.68
5001 - 10000	257	0.48	19,23,270	4.25
10001 and above	293	0.55	3,27,18,105	72.33
<b>Total</b>	<b>53,745</b>	<b>100.00</b>	<b>4,52,32,790</b>	<b>100.00</b>

## xi) Shareholding Pattern as on 31.03.2024

Shareholding Pattern as on 31/03/2024		
Category of Shareholders	No.of Shares	%
<b>I) Indian Promoters &amp; Promoter Group</b>		
a) Individual	1,64,77,145	36.43
b) Directors and their relatives (Excluding Independent Directors and Nominee Directors)	2,28,100	0.50
c) Bodies Corporates	32,94,310	7.28
<b>II) Public Shareholding</b>		
a) Mutual Funds / UTI	2,750	0.01
b) Financial Institutions/Banks	10,050	0.02
c) Central Government/State Government(s)	7,000	0.02
d) Alternate Investment Funds	0	0
e) Foreign Portfolio Investors - Corporate (FPI)-Category-III		
(i) Individual (FPI) Category-II	23,23,858	5.14
(ii) Corporate (FPI)-Category -1	14,193	0.03
(iii) Foreign Nationals	0	0
(iv) Key Managerial Persons	4,750	0.01
<b>III) Non-Institutions</b>		
i) Individual shareholders holding nominal share capital up to Rs.2 Lakh	1,28,33,791	28.37
ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakh	49,10,582	10.86
<b>IV) Any Other</b>		
a) Bodies Corporates	32,97,359	7.29
b) Clearing Member	674	0.00
c) Trust	3,750	0.01
d) NRI'S	9,10,105	2.01
e) IEPF Authority	9,14,373	2.02
<b>TOTAL</b>	<b>4,52,32,790</b>	<b>100.00</b>

## xii) Dematerialization of Shares

The shares of the Company are compulsorily traded in DEMAT form by all categories of investors. The Company has arrangements with National Securities Depositories Ltd (NSDL) and Central Depository Services India Ltd (CDSL) to establish electronic connectivity of shares for script-less trading. As stipulated by SEBI, a practicing Company Secretary carries Secretarial Audit to reconcile the total admitted capital with National Securities Depository Ltd (NSDL) and Central Depository Services Ltd (CDSL) and total issued and listed capital. As on 31<sup>st</sup> March 2024, 97.96 % of shares of the Company were held in Dematerialized form with the following depositories:

	No. of shares	% on Paid up Capital
1) NSDL	3,24,08,794	71.65 %
2) CDSL	1,19,01,437	26.31 %
Total	4,43,10,231	97.96 %

**xiii) Outstanding GDRs, ADRs or Warrants or Convertible Instruments:**

During the year under review, there were no outstanding GDRs or ADRs. As on the date of this Report, the Company has no outstanding convertible instruments.

**xiv) Plants Location:**

<b>CEMENT UNIT -I</b> Simhapuri Mattampally Mandal Suryapet Dist- 508204 Telangana	<b>BOARDS UNIT - I &amp; III</b> Simhapuri Mattampally Mandal Suryapet Dist- 508204 Telangana	<b>ENERGY UNIT - I</b> Pothireddypadu Head Regulator Chabolu Village Pothulapadu Post NandikotkurTQ.- 518402Kurnool District,AP	<b>DOORS</b> Sy.No.222 Malkapur(V), Choutuppal Mandal, Yadadri Bhuvanagiri (Dt), 508252 Telangana	<b>READYMIX CONCRETE UNIT -I</b> Plot No.11 A/2-IDA Patancheru Hyderabad- 502319 Telangana
<b>UNIT - II</b> Kadimpothavaram Village Kondapalli Krishna District-521228 Andhra Pradesh	<b>UNIT - II</b> Bhothanwali Village Paonta Sahib Sirmour District 173025 Himachal Pradesh	<b>UNIT - II</b> RBHLC Zero Mile Point Tungabhadra Dam Tungabhadra Board Amaravathi Village Hospet-583225 Karnataka		<b>UNIT -II</b> Survey No.83 Plot No.91/C, D-Block- IDA, Auto Nagar Visakhapatnam- 530026 A P
				<b>UNIT -III</b> Survey No.282 (P) Rampally (V) Keesara Mandal, Medchal Dist- 501301Telangana
				<b>UNIT -IV</b> Sy. No.228/1, & 228/5, Vellanki (V), Anandapuram Mandal Visakhapatnam- 531163 AP
				<b>UNIT -V</b> Sy.No.208-1, 209- 1&2, Tallapalem Road, Ugginapalem (V), Kasimkota (M) 531031 AP
				<b>UNIT -VI</b> Plot No 36. Sy No 460/2, 461, 462/2, 479 to 482,IDA, Mankhal ( V), Maheswaram ( Mandal),Ranga Reddy (District), Telangana. 501359
				<b>UNIT -VII</b> Sy.No.38-08, 38-09 to 38-19, Kovvada (V), Kovvada Grama Panchayat, Pusapatiraga Mandal, Vijayanagaram Dist - 535204, Andhra Pradesh, India

**UNIT -VIII**

S/y 492,493  
Goudavalli, near  
Gandimysamma, Medchal  
Dist, 500043 Telangana

**UNIT -IX**

Sivadatta temple Road,  
Dandu Malkapur(V)  
Choutuppal(M)Yadadri dist  
508252-Telangana

**UNIT X**

Sy No.29/81,30/6,  
Kotwalguda (V),  
Shamshabad, Hyderabad, RR  
Dist-501218 Telangana

**xv) Address for Investor Correspondence**

The Company Secretary  
NCL Industries Limited  
7<sup>th</sup> Floor, "NCL Pearl"  
Near Rail Nilayam,  
S D Road, Secunderabad 500026  
Telangana, India  
Mail ID: [cs@nclind.com/](mailto:cs@nclind.com)  
[ncl@nclind.com](mailto:ncl@nclind.com)

**xvi) CEO / CFO Certification**

The CEO and CFO of the Company have issued a certificate to the Board on the matters specified under Regulation 17(8) of the SEBI (LODR) Regulations, 2015.

**xvii) Procedure for dealing with unclaimed shares in terms of Regulation 39(4) SEBI (LODR) Regulations, 2015.**

There are no unclaimed shares as envisaged by Regulation 39(4) SEBI (LODR) Regulations, 2015.

**xviii) Credit Rating**

CRISIL Ratings has migrated its rating in compliance with the regulatory guidelines as per circular issued by the Securities and Exchange Board of India (SEBI) on July 16, 2021 and the subsequent SEBI circular dated April 1, 2022, for standardizing the rating scales used by the Credit Rating Agencies. This migration represents only a recalibration of the rating from one scale to another and does not reflect any change in the credit risk profile of the company on long term and short term borrowings. It is neither an upgrade nor a downgrade of the underlying credit risk profile of the company's Term loans and FD programme.

Rating Action	Rating
Long Term Rating	CRISIL A / Positive
Short Term Rating	CRISIL A1 (Reaffirmed)
Fixed Deposits	CRISIL A/ (Reaffirmed)

**xix) Core Skills / Expertise / Competencies**

In accordance with Clause C(h)(i) and (ii) of Schedule V read with Regulations 34(3) of SEBI(LODR) Regulations,2015, the Board of Directors have identified the following Core Skills / Expertise / Competencies, required for Board Members in the context of Company's business and sectors, to function effectively.

- Strategy Management
- Business Management, Sales, Marketing
- Banking and Financial Management
- Project Management, Research & Technical Operations
- Risk Management including Foreign Exchange Management
- Industrial Relationship Management, including Environment,
- Legal Knowledge
- Tax Planning and Management
- General Administration
- Materials Management & Logistics Planning



The skills / expertise / competencies available with the Directors of the Company are as under.

SI	Name	Field of Specialization / Expertise / Competence	Details of other Directorship in Listed entities
1	Mr. Kamlesh Gandhi (Independent)	Investment Banking Corporate Governance	Bhagyanagar (I) Ltd, and Kirloskar Electric Company Limited
2	Dr.R.Kalidas, (Independent)	Research & Technical Operations	Nil
3	Lt.Gen (Retd) T A DCunha (Independent)	Materials Management & Logistics Planning	Nil
4	Mrs.P.Sudha Reddy (Woman Independent)	Business Management, R&D and Administration	Nil
5	Mr.P.Rajagopal Reddy (Independent)	Industrial Management	Nil
6	Mr.SK Subramanian (Independent)	Finance, Accounting and Taxation	Nil
7	Mrs.Pooja Kalidindi (Promoter Non-Executive, Woman)	Business Management and Commercial	Nil
8	Mr. P N Raju (Promoter - Non-Executive)	Manufacturing& Construction	Nil
9	Mr. K Gautam (Promoter - Managing Director)	Marketing ,Industrial and Business Management	Nil
10	Mr.N G V S G Prasad Professional - Executive Director	Finance, Accounting and Taxation	Nil
11	Mrs. Roopa Bhupatiraju (Promoter Executive, Woman)	Business Management	Nil
12	Mr. K Ravi, Executive Vice Chairma (Promoter- Executive)	Industrial Management	Nil
13	Mr.Utkal B Goradia (Promoter- Executive)	Marketing & Materials Management	Nil

The above Report was adopted by the Board of Directors at their meeting held on 9<sup>th</sup> August, 2024.

### DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

The company adopted Code of Conduct for Directors and Senior Management Personnel of the company at the meeting of the Board of Directors held on 30<sup>th</sup> May, 2015 and Pursuant to Regulation 26(3) and 46(2) (d) of SEBI (LODR) Regulations, 2015 posted the same on the company website. All the Board members and senior management personnel have affirmed compliance with the Code of Conduct.

**K. Gautam**  
Managing Director

Date: 9<sup>th</sup> August, 2024.

## CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **NCL INDUSTRIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by NCL Industries Limited, for the year ended on 31.03.2024, as stipulated in SEBI (LODR) Regulations, 2015 of the said Company with stock exchanges. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the company.

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

Place: Hyderabad  
Dated: 18<sup>th</sup> July, 2024

for **A J Sharma & Associates**  
Company Secretaries

(Sd) **A J Sharma**  
FCS-2120, CP-2176  
Peer Review Certificate No: 2411/2022  
UDIN: **F002120F000767291**

## ANNEXURE 1 (i)

## Form AOC-1

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

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

## Part "A": Subsidiaries

*All amounts in Rs.Lakhs , unless otherwise stated*

S.No	Particulars	Details	Details
1	Name of the Subsidiary	TERN DISTILLERIES PRIVATE LIMITED	VISHWAMBER CEMENTS LIMITED
2	Reporting period for the Subsidiary concerned, if different from the holding company's reporting period	Same as that of the Holding Company	Same as that of the Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR
4	Share Capital	10,267.63	776.74
5	Reserves & Surplus	-7,863.89	-156.82
6	Total Assets	2,695.12	623.39
7	Total Liabilities	291.37	3.46
8	Investments	0	0
9	Turnover	0	0
10	Profit before taxation	-108.67	0.52
11	Provision for taxation	0	0
12	Profit after taxation	-108.67	0.52
13	Proposed Dividend	0	0
14	% of shareholding	100	99.99

Names of subsidiaries which are yet to commence operations- NIL

Names of subsidiaries which have been liquidated or sold during the year-Nil

## ANNEXURE 1 (ii)

## DETAILS OF SUBSIDIARIES

S.No	Particulars	Current Year		Previous Year	
1	Name of the Subsidiary	TERN DISTILLERIES (P) LIMITED	VISHWAMBER CEMENTS LIMITED*	TERN DISTILLERIES (P) LIMITED	VISHWAMBER CEMENTS LIMITED*
2	CIN of Subsidiary company	U15532TG1999 PTC 031318	U74900TG2007 PLC054843	U15532TG1999 PTC 031318	NA
3	Permanent Account Number of Subsidiary company	AABCT9157B	AACCV5208Q	AABCT9157B	NA
4	Principal place of business of Subsidiary company	Secunderabad	Secunderabad	Secunderabad	NA
5	Country of Incorporation or residence of Subsidiary	India	India	India	NA
6	Proportion of Ownership interest in Subsidiary	100%	99.99%	100	NA
7	Proportion of voting rights held in Subsidiary	100%	99.99%	100	NA

\*under present management w.e.f 12<sup>th</sup> May, 2023

## Annexure A- 1

## Particulars of Directors whose appointment/reappointment is being sought

Name of the Director	Mrs.Roopa Bhupatiraju	Mr. NGVSG Prasad	Mr. P. Rajagopal Reddy	Mr. SK Subramanian
Date of Birth	22/09/1978	01/01/1966	23/04/1953	11/11/1956
Qualifications	MBA and MS (Marketing Communication) from Illinois Institute of Technology, USA	B. Com, FCA	M.Sc, MBA	B.Sc, FCA
Directorship in other companies	Sorachem industries (P) Ltd, Nagarjuna Cerachem (P) Ltd and Kakatiya Chemicals (P) Ltd	Tern Distilleries (P) Ltd Vishwambhar Cements Ltd	Nil	Nil
Membership of Audit/Stakeholders Relationship Committees of other public Ltd companies	Nil	Nil	Nil	Nil
No. of shares held in NCL Industries Ltd (as on 9 <sup>th</sup> August, 2024)	26,92,104	150	Nil	Nil
Inter-se relationship with other Directors of the company	Daughter of Mr. K. Ravi-Executive Vice Chairman	NA	Nil	Nil
Awards/ Medals etc:	"Best Woman Entrepreneur Award" presented by HMTV.	Nil	Nil	Nil

## ANNEXURE A-2

## DETAILS OF RELATED PARTY TRANSACTIONS

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

## Parties and Nature of Relationship:

Name	Nature of Relationship
NCL Buildtek Ltd	Director(s) holding more than 2% equity share capital in the other company or its holding company
NCL Homes Ltd	
Kakatiya Industries (P) Ltd	
Vikram Chemicals (P) Ltd	
Nagarjuna Cerachem (P) Ltd	
Deccan Nitrates (P) Ltd	
Tern Distilleries (P) Ltd (100% Subsidiary)	
NCL Buildtek & NCL Industries JV	
NCL Holdings (A&S) Ltd	

## 1) Details of material contracts or arrangement or transactions at arm's length basis:

A. Nature of Contract: Appointment of Key Managerial Personnel			
Mr K Ravi-Executive Vice Chairman	From 01.10.2022 to 30.09.2027	Total Remuneration of Rs 306.78 Lakhs for FY2023-24(Including salary, other perks/ benefits plus 1% Commission of Net profits U/s 198 of the Companies Act, 2013)	Board Approval 30.05.2022 and Shareholders approval 27.09.2022
Mr K. Gautam Managing Director	01.10.2022 to 30.09.2027	Total Remuneration of Rs.345.08 lakhs for F.Y.2023-24 (Including salary and other perks and benefits) plus 1% Commission of Net profits U/s 198 of the Companies Act, 2013)	Board Approval 27/05/2017, 04.01.2021and Shareholders' Approval Dt.22/09/2017&28.09.2021 30.05.2022 and Shareholders approval 27.09.2022
Mr. NGVSG Prasad Executive Director & CFO	From 01.01.2021 to 31.12.2025	Total Remuneration of Rs.107.89 Lakhs for F.Y.2023-24 (Including salary and other perks and benefits)	Board Approval 30/05/2016, 04.01.2021 Shareholders' Approval 20/09/2016& 28.09.2021& 25/09/2023
Mrs.Roopa Bhupatiraju Executive Director	From 04/07/2019 To 30/09/2024	Total Remuneration of Rs102.76 Lakhs for F.Y.2023-24 (Including salary and other perks and benefits)	Board Approval 27/09/2019, 04.01.2021, Shareholders' Approval 28/09/2020& 28.09.2021& 25/09/2023
Mr.Utkal B.Goradia Executive Director	From 27.09.2022 to 26.09.2027	Total Remuneration of Rs.57.50 Lakhs for F.Y.2023-24 (Including salary and other perks and benefits)	27.09.2022

<b>B. Nature of Contract: Sale of Finished Goods</b>			
NCL Buildtek Ltd	No fixed duration. As per the requirement.	Rs.2721.94 lakhs	Omnibus Audit Committee approval dated 26.05.2023
NCL Homes Ltd	Director(s) holding more than 2% equity share capital in the other company.	Rs. Nil	
Mrs.Roopa Bhupatiraju		Rs. Nil	
NCL Buildtek&NCLIL JV		Rs. Nil	
Kakatiya Industries (P) Ltd		Rs.Nil	
<b>C. Nature of Contract: Purchase of Goods/Services</b>			
NCL Buildtek Ltd	No fixed duration. As per the requirement.	Rs.70.26 Lakhs for the year	Omnibus Audit Committee approval dated 26.05.2023
	Director(s) holding more than 2% equity share capital in the other company.	Terms as applicable to other parties	
Kakatiya Industries (P) Ltd		Rs.194.71 Lakhs	
<b>D. Nature of Contract: Rent Paid</b>			
Mrs. Roopa Bhupathiraju	5 years w.e.f 15.12.2021	Lease Rent on 3.00 Acres of land situated at S.No.281&282 in Rampally (V) Keesara Mandal. Total amount paid in FY 2023-24 Rs. 11.35 Lakhs.	11.03.2020 & 23.04.2022
Tern Distilleries (P) Ltd		Rs. 1.20 Lakhs -Lease of land	
<b>E Nature of Contract: Rent Received</b>			
NCL Buildtek Ltd &NCLIL JV		Rs.12.97 Lakhs	Omnibus Audit Committee approval dated 26.05.2023
<b>F. Nature of Contract: Reimbursement of Expenses</b>			
NCL Holdings (A & S) Ltd	No fixed duration. As per the requirement	Rs. 30.96 Lakhs	
NCL Buildtek Ltd		Rs. 7.29 Lakhs	
<b>G. Nature of Contract: Interest Received</b>			
NCL Buildtek Ltd		Rs.15.53 Lakhs	26.05.2023
NCL Holdings (A & S) Ltd		Rs. 5.84 Lakhs	
<b>H. Nature of Contract: Investments</b>			
Vishwamber Cements Ltd		Rs.1623.91 Lakhs	
<b>I. Nature of Contract: ICD Received &amp; Paid</b>			
1. NCL Holdings (A & S) Ltd	ICD Paid	Rs. 215.00 Lakhs	
2. NCL Buildtek Ltd	ICD Received back	Rs.600.00 Lakhs	

## ANNEXURE B

# Management Discussion and Analysis Report

The Company's performance during the year ended 31st March, 2024 and the Management's view on future outlook are detailed below:

## A. INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company has five operating Divisions with Cement being the major revenue contributor. The Industry Structure and Developments in respect of each of the Divisions are briefly discussed below:

### Cement

Cement industry in India has been witnessing a continuing growth in terms of additional capacity creation, in tandem with the increasing demand for the product. Housing and infrastructure are the main demand drivers for the industry.

The Union Budget presented in the Parliament by the Government lays significant emphasis on accelerated growth in housing, highways, ports, airports, and irrigation projects. This augurs well for the cement industry. The outlook for the industry remains bright despite the creation of additional capacities, since the overall demand for cement is expected to stay ahead of supply.

An interesting feature of the industry is that cement units tend to grow in localized clusters, while the demand is spread all over the country. Being a bulk commodity, high transportation cost is one of the in-built features of the industry. Manufacturers tend to concentrate on the markets closer to the units, causing intense price competition and pressure on price realization. Therefore, operational efficiencies and cost control are expected to be key factors in determining the fortunes of individual players.

### Ready Mix Concrete (RMC)

As noted in the last Report, more cement manufacturers have been opting for setting up their in-house RMC units as an outlet for cement. Major developers of housing and other projects tend to recognize the utility of cement company owned RMC units as an assurance of quality maintenance and timely supplies. Entry of additional players in the field is expected to result in keen competition and pressures on profit margins. Despite this phenomenon, it is expected that the RMC industry will witness a steady growth.

### BOARDS

Your Company continues to be the only manufacturer of Cement Bonded Particle Boards (CBPB) in the country, marketed under the brand name Bison Panel. Bison Panels are normally used for construction of

prefab structures and have been extensively used in the infrastructure and housing sectors. In individual segments like airports, bison panels have emerged as the preferred solution for noise control. Increased awareness and discovery of new applications results in increased demand for the products.

Your company is manufacturing these panels at three different locations having a total installed capacity of 90,000 Mt per annum are performing satisfactorily. Your company is looking for opportunities to set up additional capacities for the product.

### HYDEL ENERGY (Small Hydro)

In India, hydro projects up to 25 MW station capacities have been categorized as Small Hydro Power (SHP) projects. The estimated **potential** for power generation in the country from such plants is about 20,000 MW. Projects in this segment, in which your company is operating, are normally economically viable. However, the viability is dependent upon the release of water in the reservoirs by the Government. With an installed capacity of 15.75 MW your company is a marginal player in this field.

### DOORS

Readymade Doors unit set up in 2019 continues to make inroads in the market. The advantages of Readymade doors made with Bison panel for durability and ability to withstand moisture, fire, termite, are increasingly recognized.

## B. OPPORTUNITIES AND THREATS

As already mentioned, continued focus of the Central and State Governments on infrastructure projects offer an ongoing opportunity to cement manufacturers. However, availability of new limestone mines at reasonable cost is the current challenge and obstacle for further growth and emergence of new capacities. This acts as a deterrent for medium sized units seeking opportunities for enhancing their capacity in their quest to seek economies of scale. Consolidation of capacities of major players in the industry also poses a challenge for medium sized players.

Your company could capitalize on the opportunities for growth in the infrastructure sector and bagged substantial orders from housing, airports, and construction sectors. This trend is likely to continue in the medium term. However, increased R & D activities and emergence of alternative products to replace the Boards pose a challenge. Your company has a robust pan India channel network consisting of distributors/retailers/dealers who help the Company cater to the



country's growing demand for quality cement and building materials on a sustained basis and at competitive prices.

Your Company is a relatively small player in the Hydel Energy and RMC segments. The company is looking other alternates to increase the present Hydel Energy capacity by infusing new investments to increase its profitability. As of now these divisions do not constitute a significant part of the company's overall activity. Your company is looking for opportunities for enter in to solar power and other eco-friendly avenues to increase generation of power.

The opportunities for Readymade Doors in India are steadily increasing due to growing demand for housing sector. Your company received large orders from prestigious builders in India.

#### C. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE.

The performance of the various segments during the period under review is as follows:

Segments	%age contribution to total turnover	Quantity of production	Gross Turnover (Rs.Lakhs)	Segment Profit before Interest & Tax (Rs. Lakhs)
Cement	84.26	28,89,180 Mt	2,14,074.22	15528.07
Boards	8.22	83,534 Mt	20,897.38	1320.18
Energy	0.06	8.33 MU	153.51	-226.14
Ready Mix Concrete	5.78	3,03,793 (Cu.Mtrs)	14,689.67	545.22
Readymade Doors	1.68	21,696 (Nos)	4,260.32	-686.26

#### D. OUTLOOK

As already stated earlier, the outlook for the cement and building materials industry looks promising medium term despite the uncertainty caused by steep increase in coal and other input costs.

#### E. RISKS AND CONCERNS.

Your Company does not perceive any serious risks and concerns apart from the normal business risks connected with the industries in which it operates. The recent steep fluctuations in the prices of major raw materials like steel, coal, wood, and other building materials poses a severe challenge. A steep increase in the input costs followed by a gradual return to normalcy impacted the prices and profitability. Recurrence of such fluctuations are bound to introduce an element of uncertainty in the outlook of the industry as a whole. Global events like the Ukraine conflict also pose risks in terms of stability of the markets.

#### F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY.

The Company has proper and adequate systems for internal controls in place. The Company has appointed independent Internal Auditors to conduct the internal audit across all plant locations whose reports are regularly monitored by the management. Statutory Auditors of the company independently examine the adequacy of the internal control procedures commensurate with the size of the company. Both these Auditors attend the audit committee meetings and express their opinion on issues of concern. The Management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. Emphasis on internal controls prevails across functions and processes covering the entire gamut of activities including finance, supply chain, sales, distribution, marketing etc.

#### G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

This aspect has been covered in the analysis of the Segment-wise performance in the previous paragraphs.

#### H. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

The human resources position of the company is constantly reviewed and management team is regularly revamped as needed to provide leadership below the executive director level. Systematic training in site operational control and management is imparted regularly to ensure efficient execution. The Company has cordial relations with employees and staff. As on 31<sup>st</sup> March 2024, the company has 1026 employees working in its factories and various offices.

#### I. SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS AS COMPARED TO THE PREVIOUS YEAR

During the year under review there were no significant changes in key financial ratios as compared to the previous year. Close monitoring on debtors reduced the debtors' turnover ratio during the year under review. Key Ratios are as under:

S.No	Ratios	2023-24	2022-23	% of Change
1	Inventory Turnover Ratio	12.74	13.48	-5.53
2	Interest coverage Ratio	9.83	6.30	56.03
3	Current Ratio	1.70	1.76	-3.70
4	Debt Equity Ratio	0.25	0.38	-34.42
5	Return on capital employed (%)	0.14	0.10	40.68
6	Debtors Turnover Ratio	14.64	12.02	21.81
7	Net Profit Margin (%)	0.05	0.02	84.84
8	Operating Profit Margin (%)	6.80	5.26	29.28

Reduction in borrowings due to repayments resulted in Lower DE Ratio. Increased profits due to increased turnover and reduction of costs in comparison to previous year directly affected the operating margins and as a consequence, the variance in ratios as reported above. pl. refer notes on key financial ratios financial statements 2023-24

#### J. DETAILS OF CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE PREVIOUS YEAR:

During the year under review, the return on Net Worth is 11% compared to 6% corresponding previous year. The Net Worth increased during the year mainly due to better performance of Cement division.

#### K. CAUTIONARY STATEMENT

Some of the statements made in this Report are forward looking, based on the perceptions and views of the management. The projections or expectations are subject to market uncertainties and vicissitudes. Shareholders and investors are advised to form their own opinion, and management assumes no responsibilities for the variances if any in the actual scenario emerging.

# Annual Report on Corporate Social Responsibility (CSR)

[Pursuant to section 135 of the Companies Act, 2013 and Rule 10 (ii) of the Companies (Corporate Social Responsibility) Rules, 2014]

## 1. A brief Outline of Company's CSR Policy:

NCL Industries Limited (NCL) is conscious that it is an integral part of the society at large, and it has a responsibility to contribute to the general welfare of the society to which it belongs. Right from its inception, NCL has been actively engaged in efforts to improve the quality of life in the contiguous localities

The Policy covers current as well as proposed CSR activities to be undertaken by the company and is in alignment with Schedule VII of the Act. The CSR activities under taken / propose to be undertaken in various sectors are for Medical and healthcare, Education, Village Infrastructure development, cleanliness, and hygiene

## 2. Composition of CSR Committee

The CSR Committee comprises the following members:

NAME OF THE DIRECTOR	STATUS	DESIGNATION	No. of Meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
Dr.R.Kalidas	Independent Director	Chairman	1	1
Mrs.P.Sudha Reddy	Independent Director	Member	1	1
Mr.K.Gautam	Managing Director	Member	1	1

3. Details of Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company at the link <https://www.nclind.com/csr-policy>

4. This company is not required to provide the details of Impact assessment of CSR projects.

5. The amount available for set off in pursuance of sub-Rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 for the succeeding years and amount required for setoff for the financial year if any is as follows:

Rs. Lakhs

Sl No	FY	Mandatory Exp			Actual Amount Spent	Available for set off New	Total Set of available upto
		2% of Average Net Profit	Set-off from previous year	Balance			
1	2021-22	238.15	-25.19	212.96	243.54	30.58	2024-25
2	2022-23	297.40	-30.58	266.82	280.79	13.97	2025-26
3	2023-24	311.26	-13.97	297.29	316.44	19.15	2026-27

## 6. Average net profits of the company for last three financial years

Financial Year	Net Profits (Rs.in Lakhs) (Under Section 198 of the Companies Act, 2013)
2020-21	22708.72
2021-22	14909.43
2022-23	9070.41
<b>Average</b>	<b>15562.85</b>

- Two percent of average net profit of the Company as per Section 135(5) – Rs. 311.26 Lakhs
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years- Nil since there were no income generating projects
- Amount required to be set off for the financial year, if any – Nil
- Total CSR obligation for the financial year 2023-24 (7a+7b-7c). – Rs. 311.26 Lakhs

## 7. (a) CSR amount spent or unspent for the financial year 2023-24:

Total Amount Spent for the Financial Year (In Rs)	Amount Unspent (In Rs) Nil	
	Total Amount transferred to Unspent CSR Account as per section 135(6).	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).
316.44 Lakhs	Nil	Nil

(b) Details of CSR amount spent against ongoing projects for the financial year 2023-24: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2023-24:

S. No	Name of the Project	Items from the List of activities in Sch VII to the Act	Local Area (Yes / No)	Location of the Project	Amt Spent for the Project (Rs.In lakhs)	Mode of Implementation - Direct (Yes / No)	Mode of Implementation - Through Implementing Agency	
1	Normal revenue and operating expenses for NCL High School & NCL Junior College	Promotion of Education including special education	Yes	Mattapalli(V), Suryapet district, Telangana State	228.48	No	Name NCL Education & Welfare Society	CSR Regn No pending
2	Revenue & Operating Expenses for Sri.K,Ramachandra Raju Health Center	Medical and Health care	Yes	Mattapalli(V), Suryapet district, Telangana State	73.79	No	-Do-	-Do-
3	Village Development Construction of Toilets, erection of street lights etc.	Rural Development Projects	Yes	Mattapalli (V), Suryapet District, Telangana State	8.54	Yes	NA	NA
4	Normal revenue and operating expenses for NCL Skill Development Centre	Employment enhancing vocational skills	Yes	Malkapur (V), Yadadri Bhuvanagiri district, Telangana State	5.63	Yes	NA	NA

(d) Amount spent in Administrative Overheads: - Nil

(e) Amount spent on Impact Assessment, if applicable: - Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): - Rs.316.44 Lakhs

(g) Excess amount for set off, if any - Rs.5.18 Lakhs

S.No	Particulars	Amount (Rs.in Lakhs)
i)	Two percent of average net profit of the company as per section 135(5)	311.26
ii)	Total amount spent for the Financial Year 2023-24	316.44
iii)	Excess amount spent for the financial year [(ii)-(i)]	5.18
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5.18

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

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

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year Not Applicable

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)  
Not ApplicableK.Gautam  
Managing Director  
Din: 02706060Dr.R.Kalidas  
Chairman- CSR Committee  
Din: 02204518Date: 09/08/2024  
Place: Hyderabad

**Annexure 'D'**

**Particulars of employees who have been in receipt of the remuneration envisaged by Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel)**

<b>Name:</b>	<b>Mr. K. Ravi</b>	<b>Mr.K.Gautam</b>
Age	70 years	43 Years
Qualification	Diploma in Electrical Engineering with specialization in Power Stations network and systems.	BBM(Hons) from ICFAI, and M.Sc (entrepreneurship and Business Management) from University of Luton, Bedfordshire UK
Designation:(Present)	Executive Vice Chairman	Managing Director
Date of commencement of employment	Since 11 <sup>th</sup> January 2003	Since 1 <sup>st</sup> August, 2009
No. of year of experience	over 46 years	Over 17 Years
Remuneration	Rs 306.78 lakhs Per Annum *	Rs 345.08 lakhs Per Annum *
Last employment held	Managing Director of NCL Energy Ltd.	Joint Managing Director-NCLIL
Nature of employment	As per the terms approved by the shareholders	As per the terms approved by the shareholders
Percentage of equity shares held in the company (as on 09/08/2024)	5.86 %	5.38%

**Notes:**

*\*Remuneration as shown above includes salary and other allowances in terms of his appointment.*

For and on behalf of the Board

Place: Hyderabad  
Date: 9<sup>th</sup> August, 2024

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**Registered Office:**  
10-3-162, NCL Pearl,  
7<sup>th</sup> Floor, Opp; Hyderabad Bhawan,  
East Maredpally, Hyderabad,  
Secunderabad - 500026, Telangana, India

## ANNEXURE E

## Form No. MR-3

# Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[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,  
NCL Industries Limited  
10-3-162, NCL Pearl, 7<sup>th</sup> Floor,  
Opp Hyderabad Bhavan, East Marredpally  
Secunderabad-500026  
Telangana, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NCL Industries Limited (hereinafter called the company) bearing CIN L33130TG1979PLC002521. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable during the audit period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz :
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amended from time to time
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') to the extent applicable during the Audit Period.
  - (e) The Securities Exchange Board of India (share based Employee benefits) Regulations 2014. (**Not applicable during the audit period**).
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable during the audit period**).
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable to the Company during the audit period**
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable to the Company during the audit period**
- vi) Other applicable laws including the following
  1. Factories Act, 1948
  2. Industrial Disputes Act 1947
  3. Payment of wages Act 1936
  4. The Minimum wages Act 1948
  5. Employees state insurance Act 1948
  6. Employees Provident Funds and Miscellaneous Provisions Act 1952
  7. Payment of Bonus Act 1965
  8. Payment of gratuity Act 1972

9. Contract Labour (Regulation & Abolition) Act, 1970
10. Maternity Benefit Act 1961
11. Equal Remuneration Act.
12. Environment Protection Act 1986
13. Explosives Act 1884
14. Indian Boilers Act 1923
15. Mines Act 1952 & Mines and Minerals (Development & Regulations) Act, 1957
16. Legal Metrology Act 2009
17. Income Tax Act 1961, GST Act
18. Cement Quality Control Order 2003
19. Electricity Act 2003
20. Air (Prevention & control of pollution) Act 1981 and water (Prevention & control of Pollution) Act 1974

I report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory audit and by other designated professionals.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock Exchange,

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. There was delay in filing of Form IEPF-7, IEPF-1, DPT-3, CRA-2 during the year. The Company explained that the delays were mostly caused due to MCA Portal migration problems from V2 to V3. The respective filings have been regularized by payment of additional fees

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.

As per the minutes of the Board and Board committees I noticed that all the decisions were carried through unanimously.

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

As reported in the previous year, in terms of the share purchase agreement entered with Vishwamber Cements Limited, to make it a wholly owned subsidiary the take over process was completed during the year under review. NCL Industries Limited will get the benefit of leasehold rights of 322.06 acres of limestone mines held by Vishwamber Cements Limited for its captive consumption and intended to merger it subsequently

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

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

**For A.J.Sharma & Associates**  
Company Secretaries

**A.J.Sharma**  
FCS-2120, CP-2176  
UDIN: F002120F000738493  
Peer Review Certificate No: 2411/2022

Place: Hyderabad  
Date: 15<sup>th</sup> July 2024

**Annexure-A**

To,  
The Members,  
NCL Industries Limited  
10-3-162, NCL Pearl, 7<sup>th</sup> Floor,  
Opp Hyderabad Bhavan, East Marredpally  
Secunderabad-500026  
Telangana, India

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company
4. Wherever required I have obtained the Management representation about the compliances 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 management. My 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 A.J.Sharma & Associates**  
Company Secretaries

**A.J.Sharma**  
FCS-2120, CP-2176  
UDIN:002120F000738493  
Peer Review Certificate No : 2411/2022

Place: Hyderabad  
Date: 15<sup>th</sup> July 2024



To  
The Members of,  
NCL Industries Limited  
10-3-162, NCL Pearl, 7<sup>th</sup> Floor, Opp Hyderabad Bhavan,  
East Marredpally, Secunderabad-500026  
Telangana, India

## Certificate of Non-Disqualification of Directors

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

We A.J.Sharma & Associates, Practicing Company Secretaries, have examined the relevant registers records, Forms, Returns, disclosures received from Directors, books and papers of NCL Industries Limited (CIN: L33130TG1979PLC002521) having its registered office at 10-3-162, NCL Pearl, 7<sup>th</sup> Floor, Opp Hyderabad Bhavan, East Marredpally, Secunderabad-500026, Telangana, India (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the examinations carried out by us (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations and representation furnished to us by the company, its officers and agents, we certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI/ Ministry of Corporate Affairs or any such other statutory authority as on 31<sup>st</sup> March 2024.

S, No	Name of the Director	Designation	DIN	Date of appointment in the Company
1.	Kamlesh Suresh Gandhi	Independent Director	00004969	14/06/2008
2.	Kalidas Raghavapudi	Independent Director	02204518	14/08/2020
3.	Trevor Aloysius D'Cunha	Independent Director	07207066	14/08/2020
4.	Pooja Kalidindi	Director	03496114	01/02/2020
5.	Narasimha Raju Penmetsa	Director	01765409	12/04/2006
6.	Mrs Roopa Kalidindi	Whole Time Director	01197491	30/05/2014
7.	Kalidindi Ravi	Executive Vice Chairman	00720811	11/01/2008
8.	Gautam Kalidindi	Managing Director	02706060	27/07/2009
9.	Gurunadha Prasad Gnana Venkata Satya Nimmagadda	Executive Director & CFO	07515455	30/05/2016
10.	Sudha Reddy Punuru	Woman Director (Independent)	02128148	04/01/2021
11	Utkal Bimalkumar Goradia	Wholetime Director	08641590	27/09/2022

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 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 A.J.Sharma & Associates**  
Company Secretaries

**A.J.Sharma**  
FCS-2120, CP-2176  
UDIN: F002120F000738561  
Peer Review Certificate No: 2411/2022

Place: Hyderabad.  
Date: 15<sup>th</sup> July 2024

# Secretarial Compliance Report

OF NCL INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2024

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
NCL Industries Limited  
10-3-162, NCL Pearl, 7th FLOOR,  
Opp Hyderabad Bhavan, East Marredpally,  
Secunderabad - 500026

CIN of Company: L33130TG1979PLC002521  
Authorised Capital: Rs 62,00,00,000/-

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by NCL Industries Limited. (hereinafter referred as 'the listed entity'), having its Registered Office at 10-3-162, NCL Pearl, 7th Floor, Opp Hyderabad Bhavan, East Marredpally, Secunderabad - 500026. Secretarial Review 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 listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

I/We A.J.Sharma & Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by NCL Industries Limited (Listed entity)
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March 2024 in respect of compliance with the provisions of :
  - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")
- The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (b) Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations 2018
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018-Not applicable during the year under review.
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2021-Not applicable during the year under review
  - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008 - Not applicable during the year under review
  - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2021: Not applicable during the year under review
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015
  - (i) Securities and Exchange Board of India (Delisting of Equity shares (Amendment) Regulations 2016
  - (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations 2009
  - (k) Securities and Exchange Board of India (Depository Participant) Regulations 2018 and circulars/guidelines issued there under

We hereby report that during the review period the Compliance status of the listed entity is as below

S. No	Particulars	Compliance Status Yes/No/NA	Observations/ Remarks by PCS
1.	<b>Secretarial Standards</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	
2.	<b>Adoption and timely up dation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI</li> </ul>	YES	
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	YES	
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5.	<b>To examine details related to Subsidiaries of listed entities:</b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES	There are no material subsidiaries
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	YES	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under egulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	YES	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: The Statutory auditors were appointed at the AGM held on 27<sup>th</sup> September, 2022 for a period of 5 years and continues to hold such office.

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

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.					
NIL										

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

S. No	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

#### Assumptions & Limitation of scope and Review:

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

Place: Hyderabad  
Date: 29<sup>th</sup> April 2024

For A.J.SHARMA & ASSOCIATES  
COMPANY SECRETARIES

A.J.SHARMA  
FCS-2120, CP-2176  
Peer Review Certificate No: 2411/2022  
UDIN: F002120F000265845

## ANNEXURE-F

**Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014**

(Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014)

**A. Conservation of Energy:**

The following are the steps taken on conservation of energy and its impact:

- a) Improvement of raw mix design and continuous operation of pyro-process led to higher outputs which resulted in reduction of specific energy consumption.
- b) Reduction in specific power consumption of cement mills (ball mills) by optimizing the operations.
- c) Improvement of Raw Mill output by using high efficiency fan and optimizing the VRM operations reduced the specific power consumption.
- d) Installation of high efficiency process fans to reduce the energy consumption.
- e) Installation of Variable Frequency Drives (VFDs) for process fans to reduce the electrical energy consumption.
- f) Replacement of normal lights with LED lights to conserve electrical energy.
- g) Implementation of Waste heat recovery power project
- h) Installation of Solar Power systems wherever feasible

**B. Technology Absorption:**

The Company is continuously endeavoring to upgrade its technology from time to time in all aspects through in-house R&D with a primary aim of improving the quality and reduction of cost of production. The Company has successfully achieved results in reducing the cost of production, improved technical efficiencies and productivity.

**C. Foreign Exchange Earnings and Outgo:**

		Rs. In Lakhs	
Sl. No.	Particulars	For the year 2023-24	For the year 2022-23
1	Earnings	150.54	12.47
2	Outgo	728.23	1177.19

# Independent Auditor's Report - Standalone

TO THE MEMBERS OF NCL Industries Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **NCL Industries Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (here after referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit and total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules issued 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 financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended on March 31 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1	<p><b>Revenue Recognition – discounts and rebates</b></p> <p>Revenue is measured net of discounts earned by customers on the Company's sales.</p> <p>Due to the Company's presence across different marketing regions within the country and the competitive business environment, price discounts vary based on the customer and market it caters to and recognised based on sales made during the year. These discounts are calculated based on the market study reports which reports are collated periodically by the management and are prone to manual interventions.</p> <p>Therefore, there is a risk of revenue being misstated as a result of incorrect computation of discounts and rebates.</p> <p>Given the complexity involved in the assessment of discounts and rebates and their periodic recognition against sales, the same is considered as key audit matter.</p>	<p>Assessed the appropriateness of the Company's accounting policies relating to price discounts by comparing with applicable accounting standards.</p> <p>Assessed the design and tested the implementation and operating effectiveness of Company's internal controls over the approvals, calculation, accounting and issuance of credit notes.</p> <p>Obtained and inspected, on a sample basis, supporting documentation for price discounts recorded and credit notes issued during the year as well as credit notes issued after the year end date to determine whether these were recorded appropriately.</p> <p>Compared the historical trend of price discounts to sales made to determine the appropriateness of current year's discount charge.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

The said other information is expected to be made available to us after the date of this audit report. When we read the other information, when furnished to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### **Responsibilities of Management and Board of Directors for the Standalone Financial Statements**

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance

with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may

reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended 31 March 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

- i. Share of Loss of Rs. 84.43 Lakhs from the Company's investment in operations of the Joint Venture (a Partnership firm with equal share, between NCL Buildtek Limited & NCL Industries Limited) is included in the Standalone Financial Statements for the year ended March 31, 2024. The financial information of the said Joint Venture have not been audited by us or any other auditor. This financial information has been furnished to us by the Management and relied upon by us. Our opinion, in so far as it relates to amounts and disclosures included in respect of the Joint Venture, is based solely on such unaudited financial statements and other unaudited financial information.

Our opinion on the standalone financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements and other financial information of the said Joint Venture furnished to us by the Management.

#### Report on Other Legal and Regulatory Requirements

1.(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- iii. Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Company.

S. No	Year of Declaration of Dividend	Amount of Unclaimed Dividend to be transferred to IEPF (Rs. in Lakhs)	Due Date for Transfer	Date of Transfer	Delay in Days
1	2015-16	16.86	26-11-2023	29-02-2024	95
2	2015-16	15.00	05-04-2023	12-05-2023	37

- iv.(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) 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, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 all pending litigations on its financial position in its standalone financial statements. Refer Note 35 to the Standalone Financial Statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on 31 March, 2024.



- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous financial year 2022-2023 is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.
- As disclosed in note 14.1 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility w.e.f 13 April, 2024 and the same has operated throughout the remaining year for all

relevant transactions recorded in the software. However, audit trail was not enabled at certain master tables of database level to log any direct data changes (Refer Note 47 to the Standalone Financial Statements). Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with after its implementation.

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

- (C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

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

for **M. Bhaskara Rao & Co.**,  
Chartered Accountants  
(Firm's Registration No. 000459S)

**D Babu Raghavendra**  
Partner  
Membership No.213274  
UDIN: 24213274BKEXAU2476

Hyderabad, May 10, 2024

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of NCL Industries Limited of even date)

### Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls with reference to Standalone Financial Statements of **NCL Industries Limited** (the “Company”) as of 31 March, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### Management’s and Board of Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Financial Statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI 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 with reference to Standalone Financial Statements. 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 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 Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone financial statements, assessing the risk that a material

weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to Standalone financial statements.

### Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company’s internal financial control with reference to Standalone 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone Financial Statements

and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at 31 March, 2024, based on the criteria for internal financial control with reference to Standalone Financial Statements 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 ICAI.

*for* **M. Bhaskara Rao & Co.,**  
Chartered Accountants  
(Firm's Registration No. 000459S)

**D Babu Raghavendra**  
Partner  
Membership No.213274  
UDIN: 24213274BKEXAU2476

Hyderabad, May 10, 2024

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

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NCL Industries Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
  - (B) The Company has no intangible assets hence disclosure under this clause does not arise.
  - (b) The Property, Plant and Equipment have been physically verified during the year by the Management in accordance with a phased programme of verification, which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals having regard to the size of the Company and the nature of their assets, the discrepancies noticed on such verification were not material. As per the explanations and information given to us, the discrepancies are being reconciled and will be dealt with in its accounts by the Company on completion of the reconciliation.
  - (c) According to the information and explanations furnished to us, the title deeds of all the immovable properties 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. Immovable properties of land whose title deeds have been mortgaged as security for loans, guarantees etc., are held in the name of the Company based on the information's received by us.
- (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
- (e) Based on the information, explanations and representations furnished to us during the course of our audit, no proceedings have been initiated during the year or are pending against the Company as at 31 March, 2024 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) As per the information and explanations furnished to us, the company's inventories have been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. With respect to the differences between quarterly statements submitted to the bank and books of account refer note 20.2 of the standalone financial statements.
- iii. (a) As per the information and explanations furnished to us, the Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties during the year except to the parties as per the details mentioned below.

Rs. in Lakhs

Particulars	Investment	Loans
<b>Aggregate amount granted / provided during the year:</b>		
Vishwamber Cements Limited- Subsidiary	1,623.91	Nil
<b>Others:</b>		
NCL Buildtek & NCL Industries JV	Nil	Nil
NCL Buildtek Limited	Nil	Nil
<b>Balance outstanding as at Balance Sheet date in respect of the above cases:</b>		
Tern Distilleries Pvt Limited – Subsidiary	3,000.00	
Vishwamber Cements Limited – Subsidiary	1,623.91	
<b>Others:</b>		
NCL Buildtek & NCL Industries JV	441.15	Nil
NCL Holdings Limited	Nil	215.00

- (b) As per the information and explanations furnished to us, the investments made and unsecured loan provided by the company, in our opinion, are prima facie, not prejudicial to the interest of the Company
  - (c) In respect of loans granted provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
  - (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
  - (e) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there are no overdues to the loans granted and no loans have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. Hence, reporting under clause (iii)(e) is not applicable
  - (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable
- iv. According to information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made, guarantees, and securities provided, as applicable.
  - v. According to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted by the Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits, and therefore, the question of our commenting on whether the same has been complied with or not does not arise.
  - vi. The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
  - vii. In respect of statutory dues:
    - (a) According to the information and explanations furnished to us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March, 2024 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March, 2024, on account of disputes, as per the information and explanations furnished to us, are given below:

Name of the Statute	Nature of Dues	Amount Rs in Lakhs*	Period to which it relates	Forum where the dispute is pending
Sales Tax and VAT Laws	Sales Tax	4.26	1997	Sales Tax Appellate Tribunal
Sales Tax and VAT Laws	Sales Tax	12.88	2000	Sales Tax Appellate Tribunal
Sales Tax and VAT Laws	Sales Tax	24.45	2013	Sales Tax Appellate Dy Commissioner
Sales Tax and VAT Laws	Sales Tax	148.50	2010-2012	Sales Tax Appellate Tribunal
Finance Act	Service Tax	1740.83	2007-2018	CESTAT
Central Excise Act, 1944	Excise Duty	76.45	2009-2010	CESTAT
Central Excise Act, 1944	Excise Duty	2.00	2010-2011	CESTAT
Central Excise Act, 1944	Excise Duty	928.72	2011-2016	CESTAT
Central Excise Act, 1944	Excise Duty	0.21	2016	CESTAT
Customs duty Act, 1962	Customs Duty	42.19	2013-14	Appellate Commissioner of Customs & Central Excise (Appeals)
Customs duty Act, 1962	Customs Duty	87.79	2013-14	CESTAT
Local Areas Act, 2001	Entry Tax	3.92	2011-2014	Appellate Joint Commissioner
Local Areas Act, 2001	Entry Tax	531.93	2015-2018	Honorable High Court of Telangana
Goods and Services Tax Act	GST	169.50	2017-2020	GST State and Central tax Authorities

\*Amounts given above are net of amounts deposited

- viii. According to the information and explanations furnished to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. According to the information and explanations given to us and based on the records examined by us,
- The Company has not defaulted in respect of repayment of loans or borrowings or in the payment of interest thereon to financial institutions and banks.
  - The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - 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.
  - 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.
  - 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 subsidiary.
  - The Company has not raised any loans during the year during the year on the pledge of securities held in its subsidiary and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report and hence reporting under clause 3(xi) (b) of the Order is not applicable.
- (c) According to information and explanations given to us, the Company has not received any whistle blower complaints during the year (and upto the date of this report),
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in

the standalone financial statements as required by the applicable Accounting Standards.

- 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 furnished to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors.
- xvi. (a) In our opinion, based on the information and explanations furnished to us by the company it is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion, based on the information and explanations furnished to us by the company, it has not conducted any Non-Banking Financial or Housing Finance activities.
- (c) In our opinion, based on the information and explanations furnished to us by the company, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clauses 3(xvi) (c) &(d) of the Order are not applicable.
- 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 realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its

liabilities existing at the date of this 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) According to the information and explanations furnished to us by the company, there are no unspent amounts towards Corporate Social Responsibility (CSR) other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a Specified Fund under sub-section (6) of section 135 of the Companies Act.
- xxi. According to the information and explanations given to us, and based on the report of the other auditor of the Subsidiary company furnished to us, there are no qualifications / adverse remarks in the Companies (Auditor's Report) Order (CARO) report of the Subsidiary Company included in the Consolidated financial statements.

for **M. Bhaskara Rao & Co.,**  
Chartered Accountants  
(Firm's Registration No. 000459S)

**D Babu Raghavendra**  
Partner  
Membership No.213274  
UDIN: 24213274BKEXAU2476

Hyderabad, May 10, 2024

# Standalone Balance Sheet as at 31 March, 2024

(₹ In Lakhs)

Particulars	Note No	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	96,902.43	98,556.49
(b) Capital work-in-progress	2A	3,856.68	2,825.27
<b>(c) Financial Assets</b>			
(i) Investments	3	5,065.06	3,546.02
(ii) Other Financial Assets	4	4,687.17	5,008.84
(d) Other non-current Assets	5	446.77	446.77
<b>Current Assets</b>			
(a) Inventories	6	17,699.63	14,960.77
<b>(b) Financial Assets</b>			
(i) Trade Receivables	7	14,259.53	14,161.73
(ii) Cash & Cash Equivalents	8	3,480.92	2,630.04
(iii) Bank Balances other than (iii) above	9	931.30	902.99
(iv) Loans	10	215.00	600.00
(v) Other Financial Assets	11	18.02	143.50
(c) Other Current Assets	12	6,635.01	7,023.71
<b>Total</b>		<b>1,54,197.52</b>	<b>1,50,806.12</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	13	4,523.28	4,523.28
(b) Other Equity	14	80,982.58	72,960.43
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	15	14,591.83	20,753.55
(ii) Other Financial Liabilities	16	7,355.31	8,318.71
(b) Provisions	17	770.94	739.23
(c) Deferred Tax Liabilities (Net)	18	12,682.63	11,506.18
(d) Other non-current liabilities	19	629.89	610.22
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	20	7,207.82	8,479.19
(ii) Trade payables	21		
a) Total outstanding dues of micro and small enterprises		65.40	118.22
b) Total outstanding dues of Creditors other than micro and small enterprises		9,202.75	8,837.26
(iii) Other Financial Liabilities	22	8,521.80	6,749.09
(b) Provisions	23	351.77	243.42
(c) Current Tax Liabilities (Net)	24	982.58	179.40
(d) Other current liabilities	25	6,328.94	6,787.94
<b>Total Equity and Liabilities</b>		<b>1,54,197.52</b>	<b>1,50,806.12</b>

The accompanying notes are an integral part of the financial statements

1

As per our report of even date

For and on behalf of the Board of Directors of NCL Industries Limited

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 000459S

**K. Gautam**  
Managing Director  
DIN: 02706060

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**D Bapu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

**N. G. V. S. G. Prasad**  
Executive Director & CFO  
DIN: 07515455

**T. Arun Kumar**  
Vice President & Company Secretary



# Standalone Statement of Profit and Loss

## for the Year ended 31 March, 2024

(₹ In Lakhs)

Particulars	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Income</b>			
i) Revenue From Operations			
Gross Revenue from Operations	26	2,54,075.09	2,31,224.99
Less: Inter Segment Transfers & Taxes on Sales		66,939.67	70,259.04
Revenue From Operations (Net)		1,87,135.42	1,60,965.95
ii) Other Income	27	1,821.00	1,923.43
<b>Total Income</b>		<b>1,88,956.42</b>	<b>1,62,889.38</b>
<b>Expenses</b>			
i) Cost of materials consumed	28	30,905.90	22,766.15
ii) Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	(1,114.67)	(10.10)
iii) Employee benefits expense	30	7,535.40	6,753.52
iv) Manufacturing Expenses	31(a)	65,924.57	67,859.38
v) Administration Expenses	31(b)	2,964.20	2,914.89
vi) Selling and Distribution Expenses	31( c)	60,108.71	45,841.71
vii) Finance Costs	32	2,295.62	2,620.63
viii) Depreciation and amortisation expense	33	5,571.85	4,848.68
<b>Total expenses</b>		<b>1,74,191.58</b>	<b>1,53,594.88</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>14,764.84</b>	<b>9,294.50</b>
Exceptional Items		-	-
<b>Profit Before Tax</b>		<b>14,764.84</b>	<b>9,294.50</b>
Tax Expenses			
-Earlier Years' Tax		163.51	842.33
-Current Tax		4,004.65	1,525.70
-Deferred Tax		1,176.45	2,326.75
<b>Profit/(loss) for the period from continuing operations</b>		<b>9,420.23</b>	<b>4,599.72</b>
<b>I Profit/(loss) for the Period</b>		<b>9,420.23</b>	<b>4,599.72</b>
<b>II Other Comprehensive Income</b>			
<b>i) Items that will not be reclassified to profit or loss:</b>			
-Remeasurements (Loss)/Gain on the defined benefit plans		(63.17)	(255.28)
-Income Tax relating to these items that will not be reclassified to Statement of profit or Loss		22.07	89.21
<b>Total Comprehensive Income for the period</b>		<b>9,379.13</b>	<b>4,433.65</b>
Earnings per equity share :	41		
(1) Basic		<b>20.74</b>	<b>9.80</b>
(2) Diluted		20.74	9.80

The accompanying notes are an integral part of the financial statements 1

As per our report of even date

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 000459S

**D Babu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

For and on behalf of the Board of Directors of NCL Industries Limited

**K. Gautam**  
Managing Director  
DIN: 02706060

**N. G. V. S. G. Prasad**  
Executive Director & CFO  
DIN: 07515455

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**T. Arun Kumar**  
Vice President & Company Secretary

# Standalone Cash Flow Statement

for the Year ended March 31, 2024

(₹ In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Cash flow from operating activities</b>		
Profit before income tax from		
Continuing operations	14,764.84	9,039.22
Adjustments for		
Depreciation and amortisation expense	5,571.85	4,848.68
Finance costs	2,295.62	2,620.63
Interest Income	(81.36)	(210.07)
<b>Operating Profit before working capital Changes</b>	<b>22,550.95</b>	<b>16,298.46</b>
<b>Changes in Working capital</b>		
(Increase) / Decrease in trade receivables	(97.80)	1,535.04
(Increase) / Decrease in inventories	(2,738.86)	(2,075.04)
Increase / (Decrease) in trade payables	312.67	1,837.17
(Increase) / Decrease in other financial assets	832.15	(1,330.14)
(Increase) / Decrease in other non-current assets	-	(3.83)
(Increase) / Decrease in other current assets	388.69	4,905.28
Increase / (Decrease) in provisions	108.35	14.16
Increase / (Decrease) in employee benefit obligations	31.72	390.46
Increase / (Decrease) in other current liabilities	(459.02)	1,042.94
Increase / (Decrease) in financial liabilities	1,718.78	934.48
Increase / (Decrease) in Other financial liabilities non current	(1,026.57)	1,487.64
Increase/ (Decrease) in other non current liabilities	19.67	25.00
<b>Cash generated from operations</b>	<b>21,640.73</b>	<b>25,061.62</b>
Income taxes paid	3,342.91	4,215.75
<b>Net cash inflow from operating activities</b>	<b>18,297.82</b>	<b>20,845.87</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment/ investments	(6,697.92)	(10,338.48)
Proceeds from sale of property, plant and equipment	229.68	31.17
Interest Income	81.36	210.07
Movement in bank balances not considered as Bank Balances	(28.31)	(27.98)
<b>Net cash outflow from investing activities</b>	<b>(6,415.18)</b>	<b>(10,125.22)</b>
<b>Cash flows from financing activities</b>		
Proceeds from non current borrowings	2,060.56	6,236.80
Repayment of non current borrowings	(9,493.63)	(6,820.85)
Proceeds from current borrowings	-	-
Repayment of current borrowings	-	(3,720.67)
Interest paid	(2,241.70)	(2,620.63)
Dividends paid to Company's share holders	(1,356.98)	(1,356.98)
<b>Net cash inflow (outflow) from financing activities</b>	<b>(11,031.75)</b>	<b>(8,282.33)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>850.88</b>	<b>2,438.32</b>
Cash and cash equivalents at the beginning of the financial year	2,630.04	191.72
<b>Cash and cash equivalents at end of the year (refer note 8)</b>	<b>3,480.92</b>	<b>2,630.04</b>

# Standalone Cash Flow Statement

## for the Year ended March 31, 2024 Cont...

(₹ In Lakhs)

## Changes in liabilities arising from financing activities:

Particulars	As at April 01, 2023	Effect of Business Combination	Cash flow changes		Non-cash flow changes	As at March 31, 2024
			Proceeds	Repayments	Fair Value Changes	
Non Current borrowings (including Current maturities of non current borrowings)	29,232.74		2,060.56	(9,493.63)	-	21,799.65
Current borrowings	-		-	-	-	-
Total Liabilities from financing activities	29,232.74	-	2,060.56	(9,493.63)	-	21,799.65

Particulars	As at April 01, 2022	Effect of Business Combination	Cash flow changes		Non-cash flow changes	As at March 31, 2023
			Proceeds	Repayments	Fair Value Changes	
Non Current borrowings (including Current maturities of non current borrowings)	29,816.79		6,236.80	(6,820.85)	-	29,232.74
Current borrowings	3,720.67		-	(3,720.67)	-	-
Total Liabilities from financing activities	33,537.46	-	6,236.80	(10,541.52)	-	29,232.74

As per our report of even date attached

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 000459S

**D Bapu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

For and on behalf of the Board of Directors of NCL Industries Limited

**K. Gautam**  
Managing Director  
DIN: 02706060

**N. G. V. S. G. Prasad**  
Executive Director & CFO  
DIN: 07515455

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**T. Arun Kumar**  
Vice President & Company Secretary

# Standalone Statement of Changes in Equity

for the period ended March 31, 2024

(₹ In Lakhs)

## A. Equity Share Capital

Particulars	No of Shares	Amount
Balance as on 1st April, 2022	4,52,32,790	4,523.28
Changes in Equity Share Capital during the year	-	-
Balance as on 31st March, 2023	4,52,32,790	4,523.28
Changes in Equity Share Capital during the year	-	-
Balance as on 31st March, 2024	4,52,32,790	4,523.28

## B. Other Equity

(₹ In Lakhs)

	Reserves and Surplus				Total
	General Reserve	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance as on 31st March, 2023	39,000.00	240.91	21,222.84	12,496.68	72,960.43
Profit for the year				9,379.13	9,379.13
Payment of Dividend (Refer Note 14)				(1,356.98)	(1,356.98)
Transfer to General Reserve	3,000.00			(3,000.00)	-
Balance as on 31st March, 2024	42,000.00	240.91	21,222.84	17,518.82	80,982.58
Balance as on 1st April, 2022	34,000.00	240.91	21,222.84	14,420.01	69,883.76
Profit for the year				4,433.65	4,433.65
Payment of Dividend (Refer Note 14)				(1,356.98)	(1,356.98)
Transfer to General Reserve	5,000.00			(5,000.00)	-
Balance as on 31st March, 2023	39,000.00	240.91	21,222.84	12,496.68	72,960.43

The accompanying notes are an integral part of the financial statements 1

As per our report of even date

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 000459S

**D Bapu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

For and on behalf of the Board of Directors of NCL Industries Limited

**K. Gautam**  
Managing Director  
DIN: 02706060

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Executive Director & CFO  
DIN: 07515455

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**T. Arun Kumar**  
Vice President & Company Secretary

# Notes forming part of the Financial Statements

## Note 1: CORPORATE INFORMATION AND MATERIAL ACCOUNTING POLICY INFORMATION:

### a. Company Overview

NCL Industries Limited ("the Company"), is a public company domiciled in India and was incorporated on 10 September 1979 under the provisions of the Companies Act, 1956 applicable in India. Its shares are listed on National Stock Exchange of India (NSE) and Bombay Stock Exchange (BSE) of India. The Registered Office of the Company is located at NCL Pearl, 7th floor, SD Road, Secunderabad, Telangana. The Company is principally engaged in the business of manufacturing and selling of Cement, Ready Mix concrete (RMC), Cement Bonded Particle Boards (CBPB), Doors, and operates two Small Hydro Power (SHP) projects. The Company has manufacturing facilities in the states of Telangana, Andhra Pradesh and Himachal Pradesh, Electricity generating facilities in the states of Andhra Pradesh and Karnataka of India and caters mainly to the domestic market.

b. The Standalone financial statements were approved for issue in accordance with the resolution of the Board of Directors on May 10, 2024.

### c. Basis of Preparation, Critical Accounting Estimates and Judgements, Material Accounting Policies and Recent Accounting Pronouncements

#### i) Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as 'Ind AS') prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules,

2016 as amended and other accounting principles generally accepted in India and guidelines issued by the Securities and Exchange Board of India (SEBI).

The Company has consistently applied accounting policies to all periods.

#### ii) Basis of Preparation and presentation of Financial Statements:

These financial statements have been prepared under the historical cost convention on accrual basis and company estimates that the carrying

amounts stated are reasonable approximations of fair values. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

#### iii) Functional and Presentation currency

These 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 the Company operates.

#### Rounding of amounts

All amounts disclosed in the financial statements which also include the accompanying notes have been rounded off to the nearest lakhs as per the requirement of Schedule III to the Companies Act 2013, unless otherwise stated.

#### iv) Classification of Current / Non-Current Assets and Liabilities

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets: An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting date; or
- d) it is cash or cash equivalents unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities: A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;

- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in Cash or cash equivalents, the Company has ascertained its normal operating cycle as 12 months for the purpose of Current / Non-current classification of assets and liabilities.

v) **Critical /Significant accounting estimates, judgements and assumptions**

In the application of the accounting policies, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable and the associated assumptions are based on historical experience and other factors that are considered to be relevant.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Actual results could differ from those estimates.

The significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is included in the following notes

**Useful Lives of Property, Plant and Equipment and Intangible Assets:**

The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The

Company reviews the useful life of property, plant and equipment and Intangible assets as at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**Impairment Testing:**

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

**Income Taxes:**

Deferred tax assets are recognised to the extent that it is regarded as probable that deductible temporary differences can be realised. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit and Loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case laws and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit and Loss.

**Defined Benefit Plans:**

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

**Allowance for uncollectible trade receivables**

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the aging of the receivable balances and historical experiences. Individual trade receivables are written off when management deems them not be collectible.

**Provisions and Contingency:** The Company has assessed the probable unfavourable outcomes and creates provisions where necessary. Where these are assessed as not probable or where they are probable upon a contingency, they are disclosed as contingent liability.

**Mine closure, site restoration and decommissioning obligations**

The obligation is estimated on the basis of cash flows expected to be incurred as per applicable mining regulations. The Company reviews the cash flows as at the end of each reporting period. This reassessment may result in change in amount of expense in future periods.

**vi) Revenue of Recognition:**

The Company primarily generates revenue from simply structured sales of building materials, such as cement, Cement Bonded Particle Boards, Ready Mix Concrete and Power generation, for which the control passes to the customer at a specific point in time. In the context of the sale of the products, separate performance obligations may arise from freight and transport services as well as from services directly related to the sale of the products. These services are generally performed at the time that the control of the products is transferred.

Revenue is the amount of consideration expected to be received in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (GST). Revenue is recognized when (or as) a performance obligation is satisfied by transferring the control of a promised good or service to the customer. A customer obtains control of a good or service if it has the ability to direct the use of and

obtain substantially all of the remaining benefits from that good or service. Control is transferred over time or at a point in time. Revenue from the sale of goods is recognised when control of the good is transferred to the customer, usually upon delivery and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

**Rendering of services:** Revenue arising from services is recognised in the accounting period in which the services are rendered, and it is measured using either output methods or input methods, depending on the nature of service provided. A receivable is recognized when there is an unconditional right to consideration for the performance obligations to the customer that are satisfied.

A contract asset is recognized when the performance obligation to the customer is satisfied before the customers pays or before payment is due, usually when goods or services are transferred to the customer before the Company has a right to invoice.

A contract liability is recognized when there is an obligation to transfer goods or services to a customer for which the Company has received consideration from the customer (prepayments) or there is an unconditional right to receive consideration before the Company transfers a good or a service (deferred income). The contract liability is derecognized when the promise is fulfilled and revenue is recorded in the statement of profit and loss.

Revenue is net of GST wherever applicable, recognized on accrual basis, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**Sale of Goods:** Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer on delivery of the goods. Rebates and discounts granted to customers are reduced from revenue.

**Income from Services:** Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered.

**Rendering of services:** Revenue from services is recognised with reference to the stage of completion of a contract when outcome can be measured reliably. Stage of completion is measured by the services performed till Balance Sheet date as a percentage of total services contracted.

Interest income is recognized using the effective interest rate method.

**vii) Property Plant and Equipment:**

Property Plant and equipment are stated at cost, net of credit availed in respect of any taxes, duties less accumulated depreciation. Property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

Cost comprises the purchase price and any attributable cost to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Borrowing costs relating to acquisition of qualifying asset which takes substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use. Expenditure directly relating to construction/erection activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the construction cost to the extent such expenditure is related to construction or is incidental thereto.

Subsequent expenditure incurred on existing Property Plant and equipment is added to their book value only if such expenditure increases the future benefits from the existing assets beyond their previously assessed standard of performance.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. Proportionate depreciation is charged for the addition and disposal of an item of property, plant and equipment made during the year.

In the transition to Ind-AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as of April 1, 2015 (transition date ) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

**Depreciation and amortization**

- i) Depreciation of Buildings and Plant & Machinery is provided on straight line method of depreciation based on the useful lives of the assets, as per Schedule II of the Companies Act 2013
- ii) Depreciation of Other Assets is provided on Written Down Value method based on the useful lives of the assets, as per Schedule II of the Companies Act 2013

- iii) Depreciation of Assets of Energy Division is charged as per Part B of the Schedule II of Companies Act 2013. Depreciation on fixed assets of Energy Division is provided on straight line method at the rates and in the manner prescribed as per notification no.151 dated 29.03.1994 issued by Ministry of Power (Department of Power).
- iv) The assets' residual values are measured at not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period.
- v) On tangible property, plant and equipment added / disposed-off during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.
- vi) Gains and losses on disposal of assets are determined by comparing the sale proceeds with the carrying amount. These are included in profit or loss within other income.
- vii) Individual low cost assets (acquired for Rs. 5,000/- or less) are depreciated at 100 % in the year of acquisition/ purchase

**Impairment of assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which separately identifiable cash inflows can be generated which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

**CWIP (Capital Work in Progress)**

Tangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in progress". Advances given towards acquisition /construction of fixed assets outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other Non-Current Assets" as appropriate.

**viii) Investment In Subsidiaries and Joint Venture:**

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down to its recoverable amount. On disposal of investments in subsidiaries and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.



**ix) Inventories**

Inventories are valued at the lower of cost and estimated net realisable value (net of allowances) after providing for obsolescence and other losses, where considered necessary. Cost of raw materials, stores and spares and packing material includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work-in progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. It includes the appropriate portion of overheads. Cost of conversion of inventories include costs directly related to the units of production, such as direct labour. They also include a systematic allocation of fixed and variable production overheads that are incurred in converting materials into finished goods.

Trade discounts or rebates are deducted in determining the costs of purchase. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost (net of taxes subsequently recoverable from tax authorities) of raw materials, stores & spares is determined on moving weighted average basis.

The methods of determining cost of various categories of inventories are as follows:

Type of Inventory	Method
Raw materials and coal	Weighted average method
Stores and spares and packing materials	Weighted average method
Work-in-progress and finished goods (manufactured)	Weighted average method and including an appropriate share of applicable overheads

**x) Borrowings**

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in statement of profit and loss over the period of the borrowings, using the effective interest method. Fees paid on the established loan facilities are recognised as transaction cost of the loan, to the extent that it is probable that some or all the facility will be drawn down.

**xi) Borrowing Costs**

Borrowing cost directly attributable to acquisition and construction of qualifying assets that necessarily takes substantial period of time are

capitalised as part of the cost of such assets up to the date when such assets are ready for intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**xii) Foreign Exchange Transactions/Translation**

Transactions in foreign currencies are accounted at functional currency, at the exchange rate prevailing on the date of transactions. Gains/ losses arising out of the fluctuations in the exchange rate between functional currency and foreign currency are recognized in the Statement of Profit & Loss in the period in which they arise. The fluctuations between foreign currency and functional currency relating to monetary items at the year ending are accounted as gains / losses in the Statement of Profit & Loss.

**xiii) Research and Development**

All expenses incurred for Research & Development are charged to revenue as incurred. Capital Expenditure incurred during the year on Research & Development is shown as additions to Fixed Assets.

**xiv) Provisions, Contingent Assets/ Contingent Liabilities**

**Provisions**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**Warranty Provisions:**

Provisions for Warranty related costs are recognized when the product is sold or service is provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually

**Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The Company does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable

### xv) Leases

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April 2019.

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

The right-of-use asset is subsequently amortised using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

### xvi) Mine closure, site restoration and decommissioning obligations:

An obligation for restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing extraction from mines.

The company recognises unavoidable obligations, legal or assumed, to restore the mines upon exhaustion of reserves/end of lease period whichever is earlier. The obligation is estimated on the basis of cash flows expected to be incurred as per applicable mining regulations.

The estimate of expenses are discounted at a discount rate that reflects the current market assessment of the time value of money and the risks, such that the amount of provision reflects the present value of the expenditures expected to be required to be settle the obligation.

The company records the liability for final reclamation and mine closure. The obligation is recognised in the period in which the liability is incurred.

The value of the provision is progressively increased over time as the effect of discounting unwinds creating an expense recognised as financial expenses. Subsequent adjustments if any to the obligation for changes in the estimated cashflows/disbursement period/ discount rate is modified prospectively.

### xvii) Income Tax:

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in the net profit in the statement of profit or loss except to the extent that it relates to items recognized in Other comprehensive income.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that the taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that is no longer probable that related tax benefits will be realized.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and

are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Where the Company is entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure, the Company accounts for such allowances as tax credits, which means that the allowance reduce income tax payable and current tax expense.

A deferred tax asset is recognized for unclaimed tax credits that are carried forward as deferred tax assets.

**Minimum Alternate Tax (MAT) Credit entitlement**

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**xviii) Employee Benefits:**

Employee benefits includes short term employee benefits, Post employment benefits, Other long-term benefits and Termination benefits.

**Short term employee benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

**Post employment benefits:**

**a) Defined contribution plans:**

These benefits include Pension, superannuation and Employee State Insurance (ESI). Entity contributes at statutorily prescribed minimum rates, monthly to Provident fund, ESI and will have no legal obligation to pay further contribution if fund doesn't have sufficient assets to pay all employee benefits relating to employee

service in current and prior periods. Whereas yearly contribution is paid to Life Insurance Corporation towards superannuation Pension, monthly contributions are made in the case of Provident Fund and ESI. Thus, PF, Superannuation, ESI benefits are defined contribution plans. These contributions are recognized in statement of profit and loss by way of charge against income.

**b) Defined benefits plans:**

Leave Absences and Gratuity Cost of providing these benefits is determined using projected unit credit method by actuary at the end of each reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit and loss. Past service cost is recognised in statement of profit and loss when the plan amendment or curtailment occurs. Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

It has two components, one is service cost and other is remeasurements.

Service cost comprises a) current service cost including gains/ loss on curtailment or settlements, b) past service cost in case of plan amendment c) net Interest expense or income. Remeasurements comprise actuarial gains/losses, return on plan assets excluding interest and effect of change in assets ceiling. Service cost is recognized in statement of profit or loss while remeasurements are in other comprehensive income.

**c) Compensated Absences:**

The employees of the Company are entitled to compensate absences. The employees can carry-forward a portion of the unutilised accrued compensated absence and utilise it in

future periods or receive cash compensation at retirement or termination of employment for the unutilised accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement.

The Company measures the expected cost of compensated absence based on actuarial valuation made by an independent actuary as at the balance sheet date on projected unit credit method.

Compensated absences expected to be maturing after 12 months from the date of balance sheet are classified as non-current.

#### xix) Earnings per Share

The Company presents basic and diluted earnings per share data for its ordinary shares.

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for shares held. Diluted earnings per share is determined by adjusting the profit or loss attribute to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for shares held, for the effects of all dilutive potential ordinary shares.

#### xx) Financial Instruments:

##### Non-derivative financial instruments

Non-derivative financial instruments consist of:

Financial assets, which include cash and cash equivalents, trade receivables, other advances and eligible current and non-current assets;

Financial liabilities, which include long and short-term loans and borrowings, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

##### Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts, if any, that are repayable on demand and are considered part of the Company's cash management system.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are

presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost, less any impairment losses. Loans and receivables comprise trade receivables and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

##### Borrowings

Borrowings are initially recognized when a Company becomes a party to the contractual provisions subsequently measured at amortised cost using the EIR method.

##### Trade and payable

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

#### xxi) Cash Flow Statement:

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

#### xxii) Segment Information:

Identification of segments: An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. The Company has identified Managing Director and Executive Director & Chief Financial Officer as CODM.

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

##### Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs. Inter-

segment transfers Inter-segment revenue has been accounted for based on the transaction price agreed to between segments which is based on current market prices.

a) Segment Assets and Liabilities:

Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors and loans & advances less current liabilities. Segment assets and liabilities do not include investments, cash and bank balances, inter corporate deposits, reserves and surplus, borrowings, provision for contingencies and income tax (both current and deferred).

b) Segment Revenue and Expenses:

Segment revenue and expenses are taken directly as attributable to the segment. It does not include interest income on inter-corporate deposits, profit on sale of investments, interest expense, provision for contingencies and income tax.

**Unallocated items**

Revenue, expenses, assets and liabilities which relate to the Company as a whole and not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

The Company prepares its segment information in conformity with the accounting policies adopted

for preparing and presenting the financial statements of the Company as a whole.

Operating segment is reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM)

**xxiii) Events after the reporting period:**

Adjusting events are events that provide further evidence of condition that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

**xxiv) Prior Period Errors**

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes to Accounts.

**xxv) Dividend Distribution**

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

**2 Property, Plant and Equipment**

(₹ In Lakhs)

Particulars	Gross carrying value as at April 1, 2023	Additions	Disposal/ adjustments	Gross carrying value as at March 31, 2024	Accumulated depreciation as at April 1, 2023	Additions	Disposal/ adjustments	Accumulated depreciation as at March 31, 2024	Carrying Value as at March 31, 2024
Land	7,080.06	347.58	-	7,427.64	-	-	-	-	7,427.64
Buildings	21,302.92	915.09	-	22,218.01	2,933.48	816.88	-	3,750.36	18,467.64
Plant and Machinery	88,570.45	2,549.53	-	91,119.98	17,213.69	4,269.66	-	21,483.35	69,636.63
Electrical Installations	2,322.41	-	-	2,322.41	2,252.48	17.49	-	2,269.97	52.44
Railway Siding	521.41	-	-	521.41	309.77	7.16	-	316.93	204.47
Furniture and Fixtures	544.56	-	-	544.56	257.40	70.78	-	328.18	216.38
Office Equipment & Appliances	397.46	38.86	-	436.32	308.99	46.22	-	355.21	81.11
Vehicles	5,703.12	296.41	1,382.97	4,616.56	4,610.08	343.66	1,153.29	3,800.45	816.11
<b>Total</b>	<b>1,26,442.38</b>	<b>4,147.47</b>	<b>1,382.97</b>	<b>1,29,206.88</b>	<b>27,885.89</b>	<b>5,571.85</b>	<b>1,153.29</b>	<b>32,304.45</b>	<b>96,902.43</b>

(₹ In Lakhs)

Particulars	Deemed cost as at April 1, 2022	Additions	Disposal/ adjustments	Gross carrying value as at March 31, 2023	Accumulated depreciation as at April 1, 2022	Additions	Disposal/ adjustments	Accumulated depreciation as at March 31, 2023	Carrying Value as at March 31, 2023
Land	6,581.95	498.11	-	7,080.06	-	-	-	-	7,080.06
Buildings	16,394.06	4,908.86	-	21,302.92	2,301.93	631.55	-	2,933.48	18,369.43
Plant and Machinery	68,353.55	20,216.90	-	88,570.45	13,633.85	3,579.84	-	17,213.69	71,356.76
Electrical Installations	2,322.41	-	-	2,322.41	2,234.77	17.71	-	2,252.48	69.93
Railway Siding	521.41	-	-	521.41	302.61	7.16	-	309.77	211.63
Furniture and Fixtures	378.35	166.21	-	544.56	203.38	54.02	-	257.40	287.16
Office Equipment & Appliances	372.13	25.64	0.31	397.46	219.08	90.19	0.28	308.99	88.47
Vehicles	5,517.54	272.82	87.24	5,703.12	4,197.97	468.21	56.10	4,610.08	1,093.04
<b>Total</b>	<b>1,00,441.39</b>	<b>26,088.54</b>	<b>87.55</b>	<b>1,26,442.38</b>	<b>23,093.59</b>	<b>4,848.68</b>	<b>56.38</b>	<b>27,885.89</b>	<b>98,556.49</b>

2.1 Land includes Rs.335.98 Lakhs of compensatory afforestation land of 40.07 Acres and 11.19 Acres situated at Guledi village, Bheempur mandal, Adilabad District and Bember (V), Tanur (M), Nirmal District, Telangana respectively and which are proposed to be transferred to the forest department in lieu of forest land diverted for the company's plant operations situated at Mattapalli village of Mattampalli Mandal of Suryapet district.

**2A Capital Work in Progress**

(₹ In Lakhs)

Balance as at April 1, 2022	17,099.64
Additions/ Adjustments during the year	7,519.08
Capitalized during the year	21,793.44
<b>Balance as at March 31, 2023</b>	<b>2,825.27</b>
Additions/ Adjustments during the year	4215.48
Capitalized during the year	3184.07
<b>Balance as at March 31, 2024</b>	<b>3,856.68</b>

### Capital Work in Progress Ageing

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

(₹ In Lakhs)

Particulars	Amount of Capital work in progress for				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Grinding unit	2762.87	693.64	84.94		3,541.45
Other Projects in progress	-	208.46	61.85	44.92	315.23
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>2,762.87</b>	<b>902.10</b>	<b>146.79</b>	<b>44.92</b>	<b>3,856.68</b>

Ageing for capital work-in-progress as at March 31, 2023 is as follows:

(₹ In Lakhs)

Particulars	Amount of Capital work in progress for				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Grinding unit	693.64	84.94			778.58
Projects in progress	1,623.86	235.36	115.01	72.46	2,046.69
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>2,317.50</b>	<b>320.30</b>	<b>115.01</b>	<b>72.46</b>	<b>2,825.27</b>

During the previous year the Company does not have projects in capital work-in-progress whose completion is overdue or projects whose cost has exceeded its costs as per its original plan.

### 3. Investments (Non Current)

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Investments in Equity Instruments (Unquoted)	-	-
(l) In Subsidiary Companies		
(i) 10,26 76,347 (Previous Year-10,26 76,347) shares of Tern Distilleries Pvt Limited of Rs.10 each	3,000.00	3,000.00
(ii) 77,67,030 (Previous Year-Nil) shares of Vishwamber Cements Limited of Rs.10 each	1,623.91	-
(b) Others	-	-
(c) Investments in partnership firms		
(i) NCL Buildtek & NCL Industries JV (refer note below)	441.15	546.02
<b>Total</b>	<b>5,065.06</b>	<b>3,546.02</b>
Aggregate amount of Unquoted Investments	4,623.91	3,000.00
Aggregate amount of Impairment in the value of Investments	-	-

**Note. 3.1** Category wise Investment- as per IND AS 109 classification

<b>Financial Assets carried at cost</b>		
Equity Instruments	4,623.91	3,000.00
<b>Financial Assets carried at amortised cost</b>		
Equity Instruments	-	-
<b>Financial assets carried at fair value through Profit or loss (FVTPL)</b>		
Equity Instruments	-	-
<b>Financial assets carried at fair value through OCI</b>		
Equity Instruments	-	-

**Note 3.2 Details of Subsidiary and Joint Venture****Name of the Company & Place of domicile****Subsidiaries**

(₹ In Lakhs)

Name of the Company	Place	As at March 31, 2024	As at March 31, 2023
Tern Distilleries Pvt Limited	India	3,000.00	3,000.00
Vishwamber Cements Limited	India	1,623.91	-

**Details of Investment in Subsidiaries**

(₹ In Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of Equity Shares	Amount	No of Equity Shares	Amount
<b>Investment in Equity Shares (Unquoted)</b>				
Tern Distilleries Pvt Limited - Equity Shares of Rs. 10/- each (100%) (PY 100%)	10,26,76,347	3000.00	10,26,76,347	3000.00
Vishwamber Cements Limited - Equity Shares of Rs. 10/- each (99.99%) (PY Nil)	77,67,030	1,623.91	-	-
Total Investment in Unquoted Shares		4623.91		3000.00

**NCL Buildtek & NCL Industries Joint Venture**

(₹ In Lakhs)

Partner Name	Share of Profit	Capital Contributed as on 31 <sup>st</sup> March 2024
NCL Industries Limited	50%	441.15
NCL Buildtek Limited	50%	424.15

There is no change in the constitution of the firm during the year

The firm follows the same reporting period / dates as that of the Company.

The total capital of the firm as on the date of the company's Balance Sheet i.e. 31st March 2024 is Rs. 865.30 lakhs

**4. Other Financial Assets Non Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured (considered good)		
Security Deposits		
Deposits with AP & TS SEB	2,185.45	1,545.73
Deposits with Government Departments	2,117.33	2,053.90
Deposits with Others	72.07	67.23
Margin Money Deposits	217.69	1247.35
Rental Deposits	94.63	94.63
<b>Total</b>	<b>4,687.17</b>	<b>5,008.84</b>



## 5. Other non-current Assets

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits in disputed cases		
Taxes paid under Protest	446.77	446.77
<b>Total</b>	<b>446.77</b>	<b>446.77</b>

## 6. Inventories

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials	3,940.82	2,757.55
Finished Goods	3,513.45	3,267.22
Work in Progress	1,314.04	445.60
Packing & Other Materials	2,190.47	2,331.88
Stores & Spares	6,740.85	6,158.52
<b>Total</b>	<b>17,699.63</b>	<b>14,960.77</b>

## 7. Trade Receivables Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Trade Receivables from related parties (Refer Note- 44)</b>		
Trade receivables Secured, considered Good		
Trade receivables Unsecured, considered good	514.61	-
Trade receivables which have significant increase in credit risk		
Trade receivables credit impaired		
<b>Sub-total</b>	<b>514.61</b>	<b>-</b>
Less: Expected Credit Loss Allowance/Allowance for bad and doubtful debts	-	-
<b>Total (i)</b>	<b>514.61</b>	<b>-</b>
<b>(ii) Other Trade Receivables</b>		
Trade receivables Secured, considered Good		
Trade receivables Unsecured, considered good	13,744.92	14,161.73
Trade receivable which have significant increase in credit risk**	-	-
Trade receivables credit impaired**	1,413.32	1,897.70
<b>Sub-total</b>	<b>15,158.24</b>	<b>16,059.43</b>
Less: Expected Credit Loss Allowance/Allowance for bad and doubtful debts	1,413.32	1,897.70
<b>Total (ii)</b>	<b>13,744.92</b>	<b>14,161.73</b>
<b>Total trade receivable (i+ii)</b>	<b>14,259.53</b>	<b>14,161.73</b>

Earlier years provision for impaired trade receivables classified under other current financial liabilities is now reclassified to make correct disclosure.

There are no receivables from Directors or other officers of the Company or debts due from firms or private companies in which any Director is a partner or a director or member as on the Balance Sheet date other than in the normal course of business within the established credit policies. Refer Note No.44 for the outstandings receivable from companies in which Directors are interested.

## FY 2023-24

## Trade receivables current Ageing Schedule

(₹ In Lakhs)

Particulars	Outstanding for the following Periods from due date of Payment					Total
	Less than six months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables considered Good	12,544.43	997.37	1,593.33	122.30	415.42	15,672.85
Undisputed Trade receivables which have significant credit risk						
Undisputed Trade receivables credit impaired			875.60	122.30	415.42	1,413.32
Disputed Trade Receivables Considered Good						
Disputed Trade receivables which have significant credit risk						
Disputed Trade receivables credit impaired						
<b>Total</b>	<b>12,544.43</b>	<b>997.37</b>	<b>717.73</b>	<b>(0.00)</b>	<b>0.00</b>	<b>14,259.53</b>

## FY 2022-23

## Trade receivables current Ageing Schedule

(₹ In Lakhs)

Particulars	Outstanding for the following Periods from due date of Payment					Total
	Less than six months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables considered Good	10,566.43	736.88	280.78	887.29	3,588.05	16,059.43
Undisputed Trade receivables which have significant credit risk						
Undisputed Trade receivables credit impaired					1,897.70	1,897.70
Disputed Trade Receivables Considered Good						
Disputed Trade receivables which have significant credit risk						
Disputed Trade receivables credit impaired						
<b>Total</b>	<b>10,566.43</b>	<b>736.88</b>	<b>280.78</b>	<b>887.29</b>	<b>1,690.35</b>	<b>14,161.73</b>

## 8. Cash &amp; Cash Equivalents

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	4.65	3.08
Cheques, Drafts on hand		
Balances with Banks		
(a) in Current Account	3,476.27	2,626.96
(b) in Cash Credit Account	-	-
<b>Total</b>	<b>3,480.92</b>	<b>2,630.04</b>

**9. Bank Balances other than above**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked Balances		
Unclaimed Dividend	166.84	178.11
Public deposits redemption reserve	761.08	721.31
Others	3.37	3.57
<b>Total (A)</b>	<b>931.30</b>	<b>902.99</b>

**10. Loans**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Loans Receivables considered good – Secured	-	-
Loans Receivables considered good – Unsecured (Inter Corporate Deposit)	215.00	600.00
Loans Receivables which have significant increase in Credit Risk	-	-
Loans Receivables – credit impaired	-	-
<b>Total</b>	<b>215.00</b>	<b>600.00</b>

**Loans to Related Parties**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
NCL Buildtek Limited	-	600.00
NCL Holdings Limited	215.00	-
	<b>215.00</b>	<b>600.00</b>

**11. Other Financial Assets Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured (considered good)		
Incentives Receivable from A.P/Telangana Governments	18.02	16.30
Cash Ledger balance in GST		
Other Advances and Contract Assets	-	127.20
<b>Total</b>	<b>18.02</b>	<b>143.50</b>

**12. Other Current Assets**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Un Secured Considered Good		
Advances to Suppliers	3,379.72	2,381.57
Advances for Capital Goods	156.79	1,866.62
Advances to Others	557.36	638.53
GST, Central Excise, Service Tax, VAT & Other Receivables	2,283.40	1,740.42
MAT Credit Entitlement Account	-	142.91
Accrued Interest on Electricity deposits	119.05	82.39
Prepaid expenses	138.69	171.27
<b>Total</b>	<b>6,635.01</b>	<b>7,023.71</b>

## 13 EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorized</b>		
6,20,00,000 (Previous Year: 6,20,00,000) Equity shares of Rs. 10/- each	6,200.00	6,200.00
<b>Issued,Subscribed &amp; Paid up</b>		
4,52,32,790 (Previous Year 4,52,32,790) Equity Shares of Rs.10/- each	4,523.28	4,523.28
<b>Total</b>	<b>4,523.28</b>	<b>4,523.28</b>

(a) The Company has one class of share capital, comprising ordinary shares of Rs. 10/- each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on winding-up of the Company, and an entitlement to receive any dividend declared on ordinary shares.

(b) No. of Shares in the company held by shareholder holding more than 5 percent

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No of Shares	% of Holding	No of Shares	% of Holding
K. Ravi	26,36,338	5.83	24,45,503	5.41
K Gautam	24,05,137	5.32	20,64,317	4.56
Kalidindi Shilpa	-	-	27,60,833	6.10
Roopa Bhupatiraju (Kalidindi Roopa)	26,83,193	5.93	25,53,893	5.65
NCL Holdings (A&S) Limited	27,62,339	6.11	5,18,815	1.15

(c) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity shares	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Rs. Lakhs	No. of shares	Rs. Lakhs
At the beginning of the year	4,52,32,790	4,523.28	4,52,32,790	4,523.28
Equity Shares issued during the year	-	-	-	-
At the end of the year	<b>4,52,32,790</b>	<b>4,523.28</b>	<b>4,52,32,790</b>	<b>4,523.28</b>

(d) Shareholding of Promoters & Promoter Group

Promoter Name	Number of Shares at the beginning of the year	% of Total Shares	Number of Shares at the end of the year	% of Total Shares	% of Change
KALIDINDI MADHU HUF	1,30,667	0.29	1,30,667	0.29	-
NIRHMAL V GORADIA	89,463	0.20	89,463	0.20	-
GEETA GORADIA NIRHMAL V GORADIA	1,39,015	0.31	1,39,015	0.31	-
MEENA SHAH	12,474	0.03	12,474	0.03	-
ASHWIN V GORADIA	86,859	0.19	86,859	0.19	-
GORADIA VINODRAI VACHHARAJ GORADIA CHARULATA VINODRAI	6,13,618	1.36	6,13,618	1.36	-
MEERA BIMAL GORADIA BIMAL VINODRAI GORADIA	1,29,135	0.29	1,29,135	0.29	-
BIMAL VINODRAI GORADIA MEERA BIMAL GORADIA	3,24,610	0.72	3,44,610	0.76	0.04
G Jyothi	1,66,992	0.37	1,66,992	0.37	-
KANUMILLI MALATHI	8,493	0.02	8,493	0.02	-
ASHVEN DATLA	17,75,855	3.93	3,32,555	0.74	(3.19)
RAVI KALIDINDI	24,45,503	5.41	26,36,338	5.83	0.42

Promoter Name	Number of Shares at the beginning of the year	% of Total Shares	Number of Shares at the end of the year	% of Total Shares	% of Change
MADHU KALIDINDI	6,35,887	1.41	50,000	0.11	(1.30)
BHARTI GORADIA ASHWIN GORADIA	53,191	0.12	53,191	0.12	-
SATYANARAYANA RAJU PENMETCHA	62,314	0.14	62,314	0.14	-
PADMA GOTTUMUKKALA	85,225	0.19	85,225	0.19	-
ANURADHA KALIDINDI	9,12,873	2.02	14,98,760	3.31	1.30
N JANAKI	45,155	0.10	45,155	0.10	-
GORADIA CHARULATA VINODRAI GORADIA VINODRAI VACHHARAJ	3,65,751	0.81	3,65,751	0.81	-
UTKAL BIMALKUMAR GORADIA BIMAL VINODRAI GORADIA	1,31,587	0.29	1,51,587	0.34	0.04
PENMETSA NARASIMHA RAJU	11,90,010	2.63	8,15,010	1.80	(0.83)
PENMETSA VARA LAKSHMI	3,50,355	0.77	3,50,355	0.77	-
MADHAVI PENUMASTA	92,402	0.20	92,402	0.20	-
KANUMILLI SUDHEER	79,115	0.17	87,307	0.19	0.02
GAUTAM KALIDINDI .	20,64,317	4.56	24,05,137	5.32	0.75
SRIDHAR BHUPATIRAJU	2,04,642	0.45	2,04,642	0.45	-
GOKUL HARINI	10,011	0.02	10,011	0.02	-
GOKUL SRINIVASARAGHAVAN	83,838	0.19	83,838	0.19	-
POOJA KALIDINDI	15,02,518	3.32	15,62,518	3.45	0.13
VENKATA SATYA PADMAVATHI GOTTUMUKKALA SUVARNA ALLURU SUREKHA GOTTUMUKKALA	72,445	0.16	72,445	0.16	-
G.T.SANDEEP	2,33,122	0.52	2,33,122	0.52	-
VEGESANA SAILAJA	35,765	0.08	35,765	0.08	-
K MALLIKA	36,263	0.08	36,263	0.08	-
Kalidindi Roopa	25,53,893	5.65	26,83,193	5.93	0.29
DIVYA PENUMACHA	4,46,221	0.99	4,46,221	0.99	-
SUBBA RAJU BHUPATIRAJU	2,56,714	0.57	2,96,714	0.66	0.09
NISHI ASHWIN GORADIA	30,000	0.07	30,000	0.07	-
DITI ASHWIN GORADIA	30,000	0.07	30,000	0.07	-
SAI SREEDHAR KANUMILLI	8,192	0.02		0.00	(0.02)
SHILPA DATLA	27,60,833	6.10		0.00	(6.10)
BLUE VALLEY DEVELOPERS PRIVATE LIMITED	2,12,158	0.47	2,12,158	0.47	-
NCL HOMES LIMITED	3,15,813	0.70	3,15,813	0.70	-
KAKATIYA INDUSTRIES PRIVATE LIMITED	4,000	0.01	4,000	0.01	-
NCL HOLDINGS (A&S) LIMITED	5,18,815	1.15	27,62,339	6.11	4.96
VIKRAM CHEMICALS PRIVATE LIMITED	13,500	0.03		0.00	(0.03)

## 14. Other Equity

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Capital Reserve</b>	<b>240.91</b>	<b>240.91</b>
<b>Securities Premium Reserve</b>		
Balance as per the last Financial statement	21,222.84	21,222.84
Add: Premium on shares issued during the current year	-	-
<b>Closing balance</b>	<b>21,222.84</b>	<b>21,222.84</b>
<b>General Reserve</b>		
Balance as per the last Financial statement	39,000.00	34,000.00
Less: Transfer to/from Debenture Redemption Reserve	-	-
Add: Amount transferred from surplus	3,000.00	5,000.00
<b>Closing balance</b>	<b>42,000.00</b>	<b>39,000.00</b>
<b>Retained Earnings</b>		
Balance as per the Last Financial Statement	12,496.68	14,420.01
Add: Profit / (Loss) for the Year	9,379.13	4,433.65
Less: Interim Dividend Paid	678.49	678.49
Less: Final Dividend	678.49	678.49
Less: Transfer to General Reserve	3,000.00	5,000.00
<b>Closing Balance</b>	<b>17,518.83</b>	<b>12,496.68</b>
<b>Total</b>	<b>80,982.58</b>	<b>72,960.43</b>

**Nature of Reserves:**

Capital Reserve: Represent the Capital Subsidies received from government.

Securities Premium Reserve: Amounts received in excess of the face value of the equity shares issued.

General Reserve: This represents the appropriation of Profit

Retained Earnings: Represents the undistributed earnings post taxes.

**Dividends:**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Dividends Recognised</b>		
Final Dividend for the year ended March 31, 2023 of Rs. 1.50 (Rs 1.50 for year 2022) per fully paid up share.	678.49	678.49
Interim Dividend for the year ended March 31, 2024 Rs. 1.50 (Rs 1.50 for year 2023) per fully paid up share.	678.49	678.49
<b>Dividends not recognised at the end of reporting period</b>		
In addition to above, Final dividend proposed of Rs 1.50 ( Rs.1.50 for year ended March 31, 2023) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	678.49	678.49

**Non Current Liabilities****15. Borrowings**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Term Loans		
- From Banks (Refer Note 34 )	10,742.13	15,367.88
- From Other parties	-	-
Vehicle & Equipment Finance Loans from Banks (Refer Note 34 )	268.75	428.04
Vehicle & Equipment Finance Loans from Others (Refer Note 34 )	-	39.40
<b>Total Secured Loans</b>	<b>11,010.88</b>	<b>15,835.32</b>
<b>Un Secured</b>		
Deposits from Public & Shareholders (Refer Note 34)	3,580.95	4,918.23
<b>Total un Secured Loans</b>	<b>3,580.95</b>	<b>4,918.23</b>
<b>Total</b>	<b>14,591.83</b>	<b>20,753.55</b>

**16. Other Financial Liabilities Non Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits from Dealers / Stockists (Note 'c')	7,355.31	8,318.71
	<b>7,355.31</b>	<b>8,318.71</b>

Deposits from Dealers / Stockists represent amounts collected from Dealers / Stockists / Agents as collateral at the time of granting the dealership to sell the products of the Company which is repayable on cancellation of the said dealership. These deposits attract interest @ 4% p.a.

**17. Provisions Non Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	223.69	252.89
Provision for Leave benefits	410.00	417.71
<b>Others</b>		
Decommissioning Liability	137.25	68.63
<b>Total Provisions</b>	<b>770.94</b>	<b>739.23</b>

**18. Deferred tax assets and liabilities**

Deferred tax assets and liabilities are attributable to the following:

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Deferred Tax Liability</b>		
Property, plant and equipment	12,828.50	11,802.82
Intangible assets		
<b>Sub Total</b>	<b>12,828.50</b>	<b>11,802.82</b>
<b>Deferred tax Assets</b>		
Unabsorbed Depreciation as per Income Tax		
Short Term Capital Loss as per Income Tax		
Employee benefits	(64.58)	(143.35)
Provisions	(81.30)	(153.30)
<b>Sub Total</b>	<b>(145.88)</b>	<b>(296.65)</b>
<b>Net Deferred Tax Liability</b>	<b>12,682.63</b>	<b>11,506.18</b>

**Movement in deferred tax balances during the year**

(₹ In Lakhs)

Particulars	Balance As at March 31, 2023	Recognised in Profit and Loss	Recognised in OCI	Recognised Directly in equity	Reclassified from Equity to Profit and Loss Statement	Balance As at March 31, 2024
Property, plant and equipment	11,802.82	1,025.68				12,828.50
Intangible assets						-
Employee benefits	(143.35)	78.77				(64.58)
Provisions	(153.30)	72.00				(81.30)
Unabsorbed Depreciation as per Income Tax						-
Short Term Capital Loss as per Income Tax						-
<b>Total</b>	<b>11,506.18</b>	<b>1,176.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,682.63</b>

**Movement in deferred tax balances during the year**

(₹ In Lakhs)

Particulars	Balance As at April 01, 2022	Recognised in profit & loss	Recognised in OCI	Recognised Directly in equity	Reclassified from Equity to Profit and Loss Statement	Balance As at March 31, 2023
Property, plant and equipment	9,356.44	2,446.38				11,802.82
Intangible assets						-
Employee benefits	(46.19)	(97.15)				(143.35)
Provisions	(130.82)	(22.48)				(153.30)
Unabsorbed Depreciation as per Income Tax						-
Short Term Capital Loss as per Income Tax						-
<b>Total</b>	<b>9,179.43</b>	<b>2,326.75</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,506.18</b>

**19. Other non-current liabilities**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Advances and others</b>		
Advances received for Sales of Fixed Assets	629.89	610.22
<b>Total</b>	<b>629.89</b>	<b>610.22</b>



**20. Borrowings Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Loans payable on Demand</b>		
- From Banks		
-Secured		
Cash Credit Loans from Banks	-	-
Current Maturities of Long term Debt	4,753.36	5,783.60
Vehicle & Equipment Finance Loans from Banks	174.35	294.60
Vehicle & Equipment Finance Loans from Financial Companies	1.08	18.19
Deposits from Public & Shareholders (Unsecured)	2,279.03	2,382.80
<b>Total</b>	<b>7,207.82</b>	<b>8,479.19</b>

20.1 For details of security and terms of repayment Refer note no. 34

**20.2 Statement Showing the differences of Book debts, stocks and creditors between the books of account and amount reported in quarterly returns**

Name of the Banks to whom the statements were submitted	Quarter ending	Particulars of securities Provided	Amounts as per books of account	Amount as reported in the	Difference
Bank of Baroda, State Bank of India, HDFC Bank Ltd, Axis Bank Limited and Kotak Mahindra Bank Ltd	June'23	Debtors and Stocks	24,683	23393	1291
	Sept'23		21,316	19793	1522
	Dec'23		26,114	25271	843
	Mar'24		24,387	22540	1847

The variation is on account of non consideration of overhead allocation and other adjustments.

**21. Trade Payable Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>CURRENT</b>		
Micro and Small Enterprises	65.40	118.22
Other than Micro and Small Enterprises		
-Trade Payables	8,887.75	8,355.55
-Creditors - Others	315.00	481.71
<b>Total</b>	<b>9,268.15</b>	<b>8,955.48</b>

**Note :**

(i) The amount due if any to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" is determined to the extent such parties have been identified on the basis of information received from them by the Company.

The disclosures relating to Micro and Small Enterprises are as under:

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) The principal amount remaining unpaid to supplier as at the end of the accounting year	65.40	118.22
(b) The interest due thereon remaining unpaid to supplier as at the end of the accounting year	-	-
(c) The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
(d) The amount of interest due and payable for the year	-	-
(e) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

#### Trade payables ageing schedule for the year ended March 31, 2024

Particulars	Unbilled	Not due	<1year	1-2 years	2-3 years	>3 Years	Total
MSE		65.40	-				65.40
Others	1,256.71	2,676.11	4,682.94	301.25	273.59	12.15	9,202.75
Disputed dues - MSME			-				-
Disputed dues - Others							-
Total	1,256.71	2,741.51	4,682.94	301.25	273.59	12.15	9,268.15

#### Trade payables ageing schedule for the year ended March 31, 2023

Particulars	Unbilled	Not due	<1year	1-2 years	2-3 years	>3 Years	Total
MSE			118.22				118.22
Others	1,304.32	632.44	6,339.66	387.78	129.60	43.46	8,837.26
Disputed dues - MSME			-				-
Disputed dues - Others							-
Total	1,304.32	632.44	6,457.88	387.78	129.60	43.46	8,955.48

#### 22. Other Financial Liabilities Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued and not due on Public deposits	787.58	867.62
Unclaimed Dividend	166.84	178.12
Other Expenses	7,567.38	5,703.35
	-	-
<b>Total</b>	<b>8,521.80</b>	<b>6,749.09</b>

#### 23. Provisions Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	172.05	76.06
Provision for Leave benefits	36.01	23.54
Provision for Employee Bonus & Ex-gratia	143.71	143.82
<b>Total Provisions</b>	<b>351.77</b>	<b>243.42</b>

**24. Current Tax Liabilities (Net)**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	179.40	1,973.42
Current Tax Payable for the Year	4,146.09	2,421.73
Less: Taxes Paid	3,342.91	4,215.75
<b>Total</b>	<b>982.58</b>	<b>179.40</b>

**25. Other Current Liabilities**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance Received from Customers	2,468.14	2,872.22
<b>Statutory dues Payable</b>		
GST, Value Added Tax & CST Payable	3,676.40	3,738.30
Employee related payables PF, ESI & Others	56.72	53.40
TDS Payable	127.68	124.03
<b>Total</b>	<b>6,328.94</b>	<b>6,787.94</b>

**26. Revenue From Operations****A. (i) Contract with Customers****(a) Company has recognized the following revenue during the year from contracts with its customers** (₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Sale/ Transfer of Products		
Finished Goods	2,35,780.31	2,10,439.84
Semi Finished Goods (Clinker Transfer to Kondapalli Grinding Unit)	18,294.78	20,785.15
Traded Goods	-	-
Total Gross Sales	2,54,075.09	2,31,224.99
Less: Inter segment Transfers	20,877.87	26,777.73
Less: Taxes on Sales	46,061.80	43,481.32
<b>Revenue from Operations</b>	<b>1,87,135.42</b>	<b>1,60,965.95</b>

**Disaggregation of revenue- Refer Note 48**

(b) Company has recognized the Rs 271 lakhs as impairment loss against the amount receivables from its customers or contract assets arising due to contract with its customers during the year.

**(ii) Contract Balances****(a) Receivables**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening Balance	14,161.73	14,337.79
Addition/deduction during the year	97.80	(176.06)
Closing Balance	14,259.53	14,161.73

**b) Contract Assets**

Company recognized contract assets when it satisfies its obligation by transferring the goods or services to the customer and right to receive the consideration is established which is subject to some conditions to be fulfilled by the company in future before receipt of consideration amount. Such assets are as follows:

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening Balance	127.20	-
Addition/deduction during the year	(111.30)	127.20
Closing Balance	15.90	127.20

**c) Practical expedients**

During the year company has entered into sales contracts with its customers where contracts are not executed, same has not been disclosed as per practical expedient as the duration of the contract is less than one year or right to receive the consideration established on completion of the performance by the company.

**B. Significant judgements in the application of this standard**

- (i) Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.
- (ii) The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, GST etc.).
- (iii) The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both. Any further adjustment will be made by raising debit/credit notes on the customer. While determining the transaction price effects of variable consideration, constraining estimates of variable consideration, the existence of a significant financing component in the contract, non-cash consideration and consideration payable to a customer is also considered.

**27. Other Income**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Interest Income</b>		
- From Fixed Deposits	81.36	210.07
- From Others*	153.09	478.55
<b>Scrap Sales</b>	297.08	367.61
<b>Rent - Trucks Lease</b>	402.83	468.94
<b>Rent - Buildings</b>	579.40	208.58
<b>Other Non Operating Revenue (Net of expenses directly attributable to such income)</b>		
<b>Profit on Sale of Assets</b>	297.39	89.47
<b>Foreign Exchange Gain</b>	(0.88)	(0.03)
<b>Misc. Income</b>	10.74	100.25
<b>Other income Total</b>	1,821.00	1,923.43

## 28. Cost of Materials Consumed

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Details of Rawmaterials Consumed</b>		
Limestone	6,383.33	7,830.52
Al. Laterite	2,461.89	4,130.81
Gypsum	2,545.09	2,091.62
Iron ore / Iron ore powder	280.41	99.37
FlyAsh	5,384.32	4,474.76
Purchased Clinker Consumption	-	36.21
Clinker Consumption at Kondapalli Plant	16,254.31	18,194.70
Cement Consumption in Other Divisions	6,453.52	5,474.97
Wood	3,574.80	2,441.40
Chemicals	656.04	727.86
Paper	360.82	429.20
Ready Mix Concrete Materials	4,480.73	3,407.24
Other Materials	2,948.49	205.22
<b>Total</b>	<b>51,783.77</b>	<b>49,543.88</b>
<b>Less: Inter Segment Transfers</b>	<b>20,877.87</b>	<b>26,777.73</b>
<b>Net Consumption of Materials</b>	<b>30,905.90</b>	<b>22,766.15</b>

## 29. Changes in Inventory

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>A. Finished Goods</b>		
Opening Balance	3,267.22	3,433.73
Adjustments	-	
Closing Balance	3,513.45	3,267.22
Changes in Inventory of Finished Goods	(246.23)	166.51
<b>B. Work in Progress</b>		
Opening Balance	445.60	268.99
Closing Balance	1,314.04	445.60
Changes in Inventory of Work in Progress	(868.44)	(176.61)
Net (Increase) / Decrease	(1,114.67)	(10.10)

## 30. Employees' Benefit Expenses

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Salaries and Wages</b>		
Salaries, Wages and Bonus	5691.13	4992.34
Leave Encashment	72.90	207.26
Gratuity	249.24	373.42
Managerial Remuneration	930.77	745.47
Contribution to Provident Fund & Other Funds	342.60	299.10
Staff Welfare Expenses	248.76	135.93
<b>TOTAL</b>	<b>7,535.40</b>	<b>6,753.52</b>

## 31. Other Expenses

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Manufacturing Expenses :</b>		
Cost of Fuel	35,768.25	41,226.52
Cost of Power	15,051.70	13,656.32
Packing Materials	4,958.28	4,994.46
Stores & Spares consumed	4,939.35	3,880.75
Rep & Maintenance Plant & Machinery	2,803.19	2,130.70
Rep & Maintenance Buildings	51.41	35.82
Rep & Maintenance Others	23.60	22.57
Direct Manufacturing Expenses	2,328.79	1,912.24
Sub total (a)	65,924.57	67,859.38
<b>Administrative Expenses :</b>		
Rent	183.20	178.70
Security Expenses	263.72	219.22
Directors' Sitting fees	21.35	20.00
Licences, Fees & Taxes	302.07	202.35
Insurance	99.87	116.46
Computer Maintenance	74.27	85.34
Office Maintenance	298.28	229.71
Printing & Stationery	35.01	21.03
Postage & Courier	8.32	8.01
Telephone	61.07	54.60
Travelling	442.04	403.28
Vehicle Maintenance	104.71	86.73
Legal & Professional Charges	133.87	147.39
Auditors' Remuneration (i)	18.00	18.00
Bank Charges	118.40	71.79
Staff recruitment and training	15.42	21.35
CSR Expenditure	316.44	280.79
Donations	7.34	4.63
Repairs & Maintenance - Vehicles	17.97	17.68
R & D Expenses	1.28	0.17
Bad Debts Wriiten off	755.38	-
Provision for Bad debts	(755.38)	-
Allowance for Bad and Doubtful Debts	271.00	511.00
Miscellaneous Expenses	170.57	216.66
Sub total (b)	2,964.20	2,914.89
<b>Selling &amp; Distribution Expenses</b>		
Transportation Paid	33,423.46	30,163.70
Advertisement & Publicity	1,819.85	948.66
Selling Expenses	24,865.40	14,729.35
Sub Total (c)	60,108.71	45,841.71
<b>TOTAL (a+b+c)</b>	<b>1,28,997.48</b>	<b>1,16,615.98</b>

(i) Amount paid to auditors'

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
As Auditor	15.50	15.50
For Taxation Matters/Tax Audit	2.50	2.50
<b>TOTAL</b>	<b>18.00</b>	<b>18.00</b>

**32. Finance Cost**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest on borrowings from Banks	1,577.48	1,802.41
Interest on Public deposits	592.17	684.71
Interest on Others	103.25	128.62
Other Borrowing Costs	22.72	4.89
<b>TOTAL</b>	<b>2,295.62</b>	<b>2,620.63</b>

**33. Depreciation And Amortization Expenses**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Depreciation / Amortisation for the year</b>		
Depreciation on Plant, Property & Equipment	5,571.85	4,848.68
<b>TOTAL</b>	<b>5,571.85</b>	<b>4,848.68</b>

**34. Borrowings****Term Loans:**

- i) Term of Loan of Rs.39.64 crores (2023: Rs.53.09 crores) from Axis Bank Ltd for WHR Project at Mattapally, at an interest rate Linked to MCLR @ 9.15% p.a repayable in 20 Structured quarterly instalments starting from September 2021. The loan amount sanctioned is Rs.67.25 Crores with a moratorium period of 2 years.
- ii) Term Loan of Rs.22.75 crores (2023: Rs. 29.25 crores) from Axis Bank Ltd for Modernization of Line 1 at Mattapally, at an interest rate Linked to MCLR @ 9.15% p.a repayable in 24 Equal quarterly instalments of Rs.1.625 Crores starting from December 2021. The loan amount sanctioned is Rs.39 Crores with a moratorium period of 1 year.
- iii) Term Loan of Rs.58.45 crores (2023: Rs.62.92 crores) from Kotak Mahindra Bank towards Line -3 at Mattapally, at an interest Linked to MCLR @ 9.10% p.a repayable in 78 monthly instalments starting from May 2023. The loan amount sanctioned is Rs.75 Crores with a moratorium period of 1.5 years.
- iv) The Company availed a loan of Rs.24.12 crores (2023: Rs.31.21 crores) from AXIS Bank under the Emergency Credit Line Guarantee Scheme (ECLGS 2.0) notified by the Government of India in Two Tranches of Rs.25.00 Crores and Rs.13.50 Crores, repayable in 48 equated monthly instalments after a 24-month moratorium period from the date of disbursement, at an interest rate of 9% and 8.85% p.a linked to Repo rate.
- v) The Company availed a loan of Rs.10.00 crores (2023: Rs.14.80 crores) from HDFC Bank under the Emergency Credit Line Guarantee Scheme notified by the Government of India repayable in 48 equated monthly instalments after a 12-month moratorium period from the date of disbursement, at an interest rate of 9% p.a linked to Repo.
- vi) Term Loan of Rs. Nil (2023: Rs.10.58 crores) from Axis Bank Ltd towards part takeover of Yes Bank Term Loan, at an interest rate Linked to MCLR @ 8.35% p.a repayable in 17 quarterly instalments starting from Oct'19. The loan amount sanctioned is Rs.60.00 Cr with no moratorium period. This loan was fully repaid during the current year
- vii) Term loan of Rs.Nil (2023: Rs.9.67 crores) from HDFC Bank Ltd towards part takeover of Yes Bank Term Loan, at an interest rate Linked to MCLR @ 9.25% p.a repayable in 17 quarterly instalments starting from Oct'19. The loan amount sanctioned is Rs. 54.75 Crores with no moratorium period . This loan was fully repaid during the current year.
- viii) All the above borrowings are secured by first charge on Fixed assets of the Company except assets mentioned in note 2.1, ranking pari passu with other Term lenders, further secured by second charge on Current assets of company.

**Loans repayable on demand from Banks:**

- i) Cash Credit from AXIS Bank Ltd RsNIL (2023 : Rs.NIL) at an interest rate Linked to MCLR at 9.15%. The sanctioned Limit is Rs.50.00 Cr.
- ii) Cash Credit from HDFC Bank Ltd Rs.NIL (2023 : NIL) at an interest rate Linked to MCLR at 9.05%. The sanctioned Limit is Rs.25.00 Cr
- iii) Cash Credit from State Bank of India RsNIL (2023 :NIL ) at an interest rate Linked to MCLR at 8.70%. The sanctioned Limit is Rs.20.00 Cr
- iv) Cash Credit from Bank of Baroda Rs.NIL (2023 : NIL) at an interest rate Linked to MCLR at 8.40%. The sanctioned Limit is Rs.65.00 Cr.
- v) Cash Credit from Kotak Mahindra Bank Ltd Rs.NIL (2023 : NIL) at an interest rate Linked to MCLR at 8.90%. The sanctioned Limit is Rs.20.00 Cr.
- vi) All the above Working Capital Loans are secured by first charge on current assets of the Company, ranking pari passu with other Working Capital lenders, further secured by second charge on fixed assets of company.

All the Above Term and Working Capital Loans are further guaranteed by Mr.K.Ravi in his Personal Capacity.

**Vehicle & Equipment Loans**

Vehicle and Equipment Loans from various Banks are secured by Hypothecation of respective assets financed, for a tenure of 35 to 47 months and carries Interest @ 7.85% to 9.00% p.a.

**Deposits From Public**

Public deposits represent deposits accepted from the public carrying interest varying from 8% to 10% p.a. The maturity of these deposits falls on different dates depending on the date of each deposit.

**35. Contingent Liabilities and Commitments: (to the extent not provided for)**

- i) Based on the Legal opinion/advice obtained, no financial implication to the Company with respect to the following cases is perceived as on the Date of the Balance Sheet

(₹ In Lakhs)

Claims against the Company not acknowledged as Debts	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Disputed Amount	Paid Under Protest	Disputed Amount	Paid Under Protest
Indirect Taxes Related	4,245.26	471.63	4,050.90	446.77
Others	11,371.51	2,332.16	10,533.81	2,291.69

- ii) The Company has received a demand notice from Mines and Geology department for an amount of Rs. 91.43 crores, against which the Company has filed a writ petition before the Honourable High Court of Telangana and an interim order was passed by the Honourable court on payment of a predeposit of Rs. 18.28 Crores.
- iii) The Company received notice of demand dated 6th November 2023, for Rs.716.65 Lakhs, from TSSPDCL (Telangana State Southern Power Distribution Company Limited), pertaining to levy of tariff on surplus energy delivered by APGCL to NCL Industries Limited for the period April 2004 to January 2005. The Company filed a SLP before the Honourable Supreme Court of India with a prayer for interim relief and is awaiting its order.

**36. Capital Commitments**

Capital expenditure contracted for at the end of the reporting period but not recognised/provided in the books as liabilities is as follows:

(₹ In Lakhs)

Description	Year Ended March 31, 2024	Year Ended March 31, 2023
Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of advances)	5,361.52	13,635.65



### 37. Employee Benefits

#### Defined Contribution plan:

- a) **Provident Fund:** Company pays fixed contribution to provident fund at predetermined rates to the government authorities. The contribution of Rs. 363.18 lakhs (Previous year Rs. 286.43 lakhs ) including administrative charges is recognized as expense and is charged in the Statement of Profit and Loss.

#### Defined benefit plan:

- b) **Gratuity:** The Company has a funded defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on separation at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act,1972 with a tax exemption ceiling on gratuity of Rs.20,00,000/-. Company considers the liabilities with regard to gratuity, are independently measured on actuarial valuation carried out as on Balance Sheet date. The liability has been assessed using Projected Unit Credit Method.

100% of the Gratuity Plan Asset is entrusted to LIC of India under their group gratuity Scheme. Most of the plan asset investments are in government securities, other fixed income securities with high rating grades and mutual funds. The fair value of these assets is subject to volatility due to change in interest rates and other market and macro-economic factors.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as at the year ended March 31, 2024 are as follows

#### a) Expense recognized in the Statement of Profit and Loss

(₹ In Lakhs)

Description	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Current Service Cost	160.15	178.03	110.66	107.14
Interest Cost	25.92	30.99	7.48	23.14
Net Actuarial (Gain) / Loss	63.17	(136.12)	255.28	76.98
Past Service Cost	-	-	-	-
Short Term Compensated Absence Liability	-	-	-	-
<b>Total Cost</b>	<b>249.24</b>	<b>72.90</b>	<b>373.42</b>	<b>207.26</b>

#### b) Liability recognized in the Balance Sheet and Changes in Present Value Obligations

(₹ In Lakhs)

Description	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Present Value of Obligations at beginning of the year	328.94	441.25	103.51	332.68
Changes in Present Value of Obligations	-	-	-	-
Current Service Cost	160.15	178.03	110.66	107.14
Interest Cost	25.92	30.99	7.48	23.14
Actuarial Loss / (Gain)	63.17	(136.12)	255.28	76.98
Past Service Cost	-	-	-	-
Settlements	(182.44)	(68.14)	(147.99)	(98.69)
Short Term Compensated Absence Liability	-	-	-	-
<b>Net Present Value of Obligations at the end of the year</b>	<b>395.74</b>	<b>446.01</b>	<b>328.94</b>	<b>441.25</b>
Net Present Value of Obligations - Current	172.05	36.01	76.06	23.54
Net Present Value of Obligations - Non - Current	223.69	410.00	252.88	417.71

## c) Movement in fair value assets (Gratuity)

(₹ In Lakhs)

Description	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening fair Value of Plan Assets	1,015.02	863.98
Adjustment to Opening Fair Value of Plan Asset	-	-
Return on Plan Assets excl. interest income	16.64	7.33
Interest income	67.97	59.98
Contributions by employer	182.45	147.99
Contributions by employee	-	-
Benefits Paid	(139.30)	(64.26)
Fair Value of Plan Assets at the end	1,142.78	1,015.02

## d) Reconciliation of Fair Value of Plan Assets and obligations

(₹ In Lakhs)

Description	Year Ended March 31, 2024	Year Ended March 31, 2023
Present Value of funded defined benefit Obligations	1,538.52	1,343.96
Fair Value of Plan Assets	1,142.78	1,015.02
Net Present value of defined benefit obligations	395.74	328.94

## Actuarial assumptions

a) Mortality IALM 2012-14 (ultimate)

b) Discounting rate – 6.97% Previous year 7.19 %

d) Expected average remaining working lives of employees–12.73 Years (PY 11.60 Years)

e) Rate of escalation in salary – 10% (PY 10%)

f) Attrition rate : 1% -14% (PY 2%-14%)

## Sensitivity Analysis:

Sensitivity to significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

## Gratuity

Particulars	As at		As at	
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	1% Increase	1% decrease	1% Increase	1% decrease
Effect of 1% change in assumed discount rate	1398.99	1704.04	1228.87	1478.78
Effect of 1% change in assumed salary rate	1678.23	1410.99	1456.57	1241.00

Particulars	As at		As at	
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	1% Increase	1% decrease	1% Increase	1% decrease
Effect of 1% change in assumed discount rate	403.7	496.03	398.05	492.41
Effect of 1% change in assumed salary rate	493.52	404.89	489.92	399.22

## 38. Income Tax Expense:

(₹ In Lakhs)

Income Tax recognised in the statement of Profit and Loss	For the year ended 31.03.2024	For the year ended 31.03.2023
Current Tax		
(i) In respect of Current Year	3,982.58	1,579.40
MAT Credit entitlement adjusted	-	(142.91)
(ii) In respect of Previous Year	163.51	842.33
Total Current Tax	4146.09	2278.82
Deferred Tax		
(i) In respect of Current Year	1,176.45	2,326.75
Total Deferred Tax	1,176.45	2,326.75
Total Tax Expense	5,322.54	4,605.57

## 39. Financial Instruments- Fair Values and Risk Management

## a. Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Amount in Rs lakhs as on March 31, 2024

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Non Current</b>					
Investments at cost	5,065.06			5,065.06	5,065.06
<b>Assets:</b>					
Cash & Cash Equivalents	4,412.22			4,412.22	4,412.22
Trade Receivable	14,259.53			14,259.53	14,259.53
Other Financial Assets	18.02			18.02	18.02
<b>Liabilities:</b>				-	-
Trade Payable	9,268.15			9,268.15	9,268.15
Borrowings	7,207.82			7,207.82	7,207.82
Other Financial Liabilities	8,521.80			8,521.80	8,521.80

Amount in Rs lakhs as on March 31, 2023

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Non Current</b>					
Investment in subsidiary at cost	3,546.02			3,546.02	3,546.02
<b>Assets:</b>					
Cash & Cash Equivalents	3,533.03			3,533.03	3,533.03
Trade Receivable	14,161.73			14,161.73	14,161.73
Other Financial Assets	143.50			143.50	143.50
<b>Liabilities:</b>				-	-
Trade Payable	8,955.48			8,955.48	8,955.48
Borrowings	8,479.19			8,479.19	8,479.19
Other Financial Liabilities	6,749.09			6,749.09	6,749.09

Fair Value Hierarchy Management considers that, the carrying amount of those financial assets and financial liabilities that are not subsequently measured at fair value in the Financial Statements approximate their transaction value. No financial instruments are recognized and measured at fair value for which fair values are determined using the judgments and estimates. The fair value of Financial Instruments referred below has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities. (Level-1 measurements) and lowest priority to unobservable (Level-3 measurements). Investments in subsidiary is at cost.

**b) Financial Risk Management:**

The Company's actual exposure to a variety of financial risks viz., market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is credit risk and liquidity risk.

**c) Management of Market Risk:**

Market risks comprises of Price risk and Interest rate risk. The Company does not designate any fixed rate financial assets as fair value through Profit and Loss nor at fair value through OCI. Therefore, the Company is not exposed to any interest rate risk on its financial assets. Similarly, the Company does not have any Financial Instrument which is exposed to change in price.

**Interest rate risk management:** The Company is exposed to interest rate risk because the borrowings are at both fixed and floating interest rates. The risk is managed by the Company by having a suitable mix of fixed and floating rate borrowings.

**Interest rate sensitivity analysis:** The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If the interest rate increases or decreases by 50 basis points, the profit would be Lower or Higher by Rs. 7.63 lakhs for the year 2023-24 and Rs. 8.76 lakhs for the year 2022-23.

**d) Foreign Currency Risks:**

The Company is exposed to foreign exchange risk arising from various Currency exposures primarily with respect to the US Dollars (USD)/EURO, for the imports being made by the Company.

The Company exposure to foreign currency risk as at the end of the reporting period expressed in INR as on March 31, 2024 is as follows:

Particulars	Amount in Rs. Lakhs
<b>Financial Assets:</b>	
Cash & Cash Equivalents	-
Trade Receivable	-
Deposits	-
Other Financial Assets	-
<b>Financial Liabilities:</b>	
Trade Payable	58.02
Borrowings	-
Other Financial Liabilities	-
Trade Payable	
Borrowings	-
Other Financial Liabilities	58.02

The Company exposure to foreign currency risk as at the end of the reporting period expressed in INR as on March 31, 2023 is as follows:

Particulars	Amount in Rs. Lakhs
<b>Financial Assets:</b>	
Cash & Cash Equivalents	
Trade Receivable	
Deposits	
Other Financial Assets	
<b>Financial Liabilities:</b>	
Trade Payable	692.90
Borrowings	
Other Financial Liabilities	
Trade Payable	
Borrowings	
Other Financial Liabilities	

e) **Credit Risk:**

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The company considers that, all the financial assets that are not impaired and past due as on each reporting dates under review are considered credit worthy

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current financial assets.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. Cash or other collaterals are obtained from customers as and when required.

The carrying amount of trade receivables represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks .

The credit quality of financial assets is satisfactory, taking into account the allowance for credit losses. The management also considers the factors that may influence the credit risk of its customer base, including default risk associated with the industry and country in which customers operate. Credit quality of a customer is assessed based on the past track record.

An impairment analysis is performed at each reporting date on an individual basis for receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company also holds deposits as security from certain customers to mitigate credit risk.

Credit risk on trade receivables and other financial assets is evaluated as follows:

The Company exposure to foreign currency risk as at the end of the reporting period expressed in INR as on March 31, 2023 is as follows:

For the year ended March 31, 2024

(₹ In Lakhs)

Paticulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	15,672.85	13,541.80	1,593.33	122.30	415.42
Expected Credit loss	1,413.32	-	875.60	122.30	415.42
Carrying amount (net of impairment)	14,259.53	13,541.80	717.73	(0.00)	0.00

For the year ended March 31, 2023

(₹ In Lakhs)

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	16,059.43	11,303.31	280.78	887.29	3,588.05
Expected Credit loss	1,897.70	-	-	-	1,897.70
Carrying amount (net of impairment)	14,161.73	11,303.31	280.78	887.29	1,690.35

## f) Liquidity Risk:

The company's liquidity needs are monitored on the basis of monthly projections. The principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of cash credit and overdraft facilities to meet the obligations as and when due.

Short term liquidity requirements consist mainly of sundry creditors, expenses payable and employee dues during the normal course of business. The company maintains sufficient balance in cash and cash equivalents and working capital facilities to meet the short term liquidity requirements.

The company assesses long term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

The following table shows the maturity analysis of the Companies Financial Liabilities based on contractually agreed, undiscounted cash flows as at the balance sheet date

Particulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
<b>As on March 31 2024</b>					
Trade Payables	9,268.15	8,681.17	301.25	273.59	12.15
Other Financial liabilities	8,521.80	8,521.80			
<b>As on March 31 2023</b>					
Trade Payables	8,955.48	8,394.63	387.78	129.60	43.46
Other Financial liabilities	6,749.09	6,749.09			

**40. Capital Management**

The Company's objectives when managing capital are to Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio: Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet, including non-controlling interests).

The gearing ratio at the end of the reporting period was as follows:

(₹ In Lakhs)

Particulars	As at Mar 31, 2024	As at Mar 31, 2023
<b>Borrowings</b>		
Current	2,279.03	2,382.80
Current maturities of non- current borrowings	4,928.79	6,096.39
Non current	14,591.83	20,753.55
Less: Cash & Bank Balances	3,480.92	2,630.04
Net Debt	18,318.73	26,602.70
<b>Equity</b>		
Equity share capital	4,523.28	4,523.28
Other equity	80,982.58	72,960.43
Total capital	85,505.86	77,483.71
Gearing ratio in % (Debt/ capital)	21.42	34.33

In order to achieve the overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

There are no changes in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

**41 Earnings Per Share**

(₹ In Lakhs)

	As at March 31, 2024	As at March 31, 2023
Net Profit or loss attributable to equity holders (I)	9,379.13	4,433.65
Numerator for calculating Diluted EPS (II)	9,379.13	4,433.65
<b>Shares</b>		
Weighted average number of equity shares (III)	4,52,32,790	4,52,32,790
<b>Earnings per share of par value Rs. 10/- Basic and Diluted in Rupees.</b>		
Basic (I/III)	20.74	9.80
Diluted (II/III)	20.74	9.80

**42. Expenditure in Foreign Currency:**

(₹ In Lakhs)

Particulars	2023-2024	2022-2023
Raw Materials	408.35	407.05
Components, Stores & Spares	196.67	28.28
Capital Goods	-	732.68
Others	123.21	9.17
<b>Total</b>	<b>728.23</b>	<b>1,177.18</b>

**Note 43: Corporate Social Responsibility (CSR)**

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Group and the amount needs to be spent by the Group for the year is 2% of average net profits for previous three financial years, calculated as per Section 198 of the Companies Act, 2013. The areas for CSR activities are education, medical village development and other social projects. All these activities are covered under Schedule VII to the Companies Act, 2013. The details of amount spent are as under:

(₹ In Lakhs)

Particulars	2023-24	2022-23
Average of net profits of last three financial years as per Section 198 of the Companies Act, 2013	15562.85	14868.17
Earmarked percentage U/s 135 of the Companies Act, 2013 towards CSR Activities	2%	2%
Amount required to be spent by the company during the year	311.26	297.36
Amount actually spent on Education, Medical and other social (CSR) Activities	316.44	280.79
Shortfall /(Excess)	(5.18)	16.58
Set off from the excess of previous financial year	-	16.58
Balance to be spent	-	-

**Details of CSR Expenditure**

(₹ In Lakhs)

Particulars	2023-24	2022-23
Education	228.48	207.08
Health Care	73.79	57.06
Village Development	8.54	6.09
Skill Development	5.63	10.56

As per Paragraph 17(b) of the Guidance Note on CSR issued by ICAI, the details of expenditure incurred by the Company on CSR activities are as follows:

Particulars	In Cash	Yet to be paid in Cash	Total
Construction/Acquisition of asset			
Other than (i) above:	316.44	0	316.44

#### 44. Related Party Transactions

a) Names of related parties and nature of relationships:	
<b>i) Subsidiaries:</b>	
1. Tern Distilleries Private Limited ( 100% subsidiary Company)	
2. Vishwamber Cements Limited (w.e.f 12.05.2023)	
<b>ii) Joint Ventures:</b>	
1. NCL Buildtek & NCL Industries JV (Partnership Firm)	
<b>a) Whole time Directors</b>	
1. Mr. K Ravi	Executive Vice Chairman
2. Mr. K Gautam	Managing Director
3. Mr. N G V S G Prasad	Executive Director & CFO
4. Mrs. Roopa Bhoopathiraju	Executive Director
5. Mr. Utkal B Goradia	Executive Director
<b>b) Non Whole time Directors &amp; Other KMPs</b>	
1. Mr. Kamlesh Gandhi	Independent and Non executive Director- Chairman of Board of Directors
2. Dr. R Kalidas	Independent and Non executive Director
3. Lt. Gen. T A Dcunha (Retd)	Independent and Non executive Director
4. Mr. P N Raju	Non Executive and Non Independent Director
5. Mr. Ashven Datla	Non Executive and Non Independent Director (upto 25.09.2023)
6. Mrs Pooja Kalidindi	Non Executive and Non Independent Director
7. Mrs P Sudha Reddy	Independent Woman Director
8. Mr. T Arun Kumar	Vice President & Company Secretary
<b>iv) Close Member of Key Management Personnel with whom there are transactions</b>	
1. Mrs K Sarojini	Mother of Mr. K Ravi
2. Ms N Suchitra Katyayani	Daughter of Mr. N G V S G Prasad
3. Mrs Sita Maha Lakshmi	Mother of Mr. N G V S G Prasad
4. Mrs. Charulatha V Goradia	Grand Mother of Mr. Utkal Goradia
5. Mr. V V Goradia	Grand Father of Mr. Utkal Goradia
6. Mrs. V Sailaja	Wife of Mr. K Ravi



**v) Enterprises controlled by Key Management Personnel / Close Member of Key Management Personnel**

1. NCL Buildtek Limited

2. NCL Homes Limited

3. Kakatiya Industries (P) Limited

4. Nagarjuna Cerachem (P) Limited

5. Vikram Chemicals Pvt Limited

6. Deccan Nitrates Pvt Limited

7. NCL Holdings (A & S) Ltd

8. Hampi Energy Limited

**b. Related Party Transactions for the Year**

**i) Compensation to key managerial personnel:**

Nature of transaction	Party Name	31st March 2024	31st March 2023
Short-term benefits	EVC, MD, CFO and CS	892.37	734.86
Short-term benefits (Non Executive Directors)	Directors	38.40	24.29
Sitting fee	Chairman and Directors	21.35	20.00

The above amounts does not include gratuity, as it is provided based on actuarial valuation for the company as a whole.

**ii) Transactions during the year where related party relationship was existing:**

(₹ In Lakhs)

	31st March 2024	31st March 2024	31st March 2023	31st March 2023
<b>Sale of Finished Goods</b>				
NCL Buildtek Limited	2,721.94		2,718.70	
	-		6.64	
Kakatiya Industries (P) Limited	-		6.16	
Mrs. Roopa Bhoopathiraju	-		0.28	
		<b>2,721.94</b>		<b>2,731.78</b>
<b>Purchases / Services</b>				
NCL Buildtek Limited	70.26		137.69	
Kakatiya Industries (P) Limited	194.71		213.23	
		<b>264.97</b>		<b>350.92</b>
<b>Advances Paid</b>				
TERN Distilleries Pvt Ltd	1,090.67	-	652.00	-
Vishwamber Cements Ltd	999.00	-	-	-
<b>Advances received back</b>				
TERN Distilleries Pvt Ltd	1,090.42		652.00	
Vishwamber Cements Ltd	999.00		-	
<b>ICD paid</b>				
NCL Holdings Limited	215.00		20.00	
<b>ICD received back</b>				
NCL Buildtek Limited	600.00		1,200.00	
NCL Holdings Limited			250.00	
<b>Rent Received</b>				

	31st March 2024	31st March 2024	31st March 2023	31st March 2023
NCL Buildtek & NCL Industries JV	12.97	12.97	45.03	45.03
<b>Rent Paid</b>				
Smt Roopa B	11.35		11.13	
Tern Distilleries Private Limited	1.20	12.55		11.13
<b>Investments</b>				
Vishwamber Cements Ltd	1,623.91	1,623.91	-	-
<b>Investments withdrawn</b>				
Modular Containers Pvt Ltd	-		0.75	
NCL Buildtek & NCL Industries JV	-		1,525.00	
<b>Intererst Received</b>				
NCL Buildtek Limited	15.53		155.72	
NCL Holdings Limited	5.84	21.37	8.46	164.18
<b>Interest Paid on public deposits</b>				
Mr. K Ravi	15.11		18.44	
Mrs. K Sarojini	0.60		0.05	
Mrs. V Sailaja	0.93		-	
Mrs. Roopa Bhoopathiraju	2.73		1.82	
Ms B Anika	1.45		2.19	
Master B Arjun	2.86		1.02	
Mr. V V Goradia	7.31		3.76	
Mrs. Charulatha V Goradia	10.06		2.10	
Ms N Suchitra Katyayani	6.41		10.82	
Mrs Sita Maha Lakshmi	3.30		3.29	
Kamlesh Suresh Gandhi	2.97		3.09	
Sonali K Gandhi	0.18		0.18	
Paayal Sanjay Desai	0.44		0.47	
Trevor Alosius D'cunha	4.28		4.50	
Mrs. Rani Raghavapudi	3.00		3.00	
Mr. Arun Raghavapudi	1.80	63.43	1.97	56.70
<b>Reimbursement of Expenses</b>				
NCL Buildtek Limited	30.96		33.84	
NCL Holdings Limited	7.29	38.25	6.63	40.47
<b>iii) Outstanding Balances as at the end of the year</b>				
<b>Public Deposits</b>				
Mr. K Ravi	140.00		344.00	
Mrs. K Sarojini	6.00		6.00	
Mrs. V Sailaja	15.00		-	
Mrs. Roopa Bhoopathiraju	20.00		44.50	
Ms B Anika	-		15.00	

	31st March 2024	31st March 2024	31st March 2023	31st March 2023
Master B Arjun	-		23.40	
Mr. V V Goradia	110.00		55.00	
Mrs. Charulatha V Goradia	80.00		30.00	
Ms N Suchitra Katyayani	-		56.50	
Mrs Sita Maha Lakshmi	33.00		33.00	
Kamlesh Suresh Gandhi	35.00		35.00	
Sonali K Gandhi	2.00		2.00	
Paayal Sanjay Desai	4.00		5.00	
Trevor Alosius D'cunha	45.00		45.00	
Mrs. Rani Raghavapudi	30.00		30.00	
Mr. Arun Raghavapudi	18.00	538.00	18.00	742.40
<b>Subsidiaries</b>				
Tern Distilleries Private Limited	0.25	0.25	-	
<b>Other related parties</b>				
NCL Buildtek Limited	496.95		(21.51)	
NCL Homes Limited	0.06		0.06	
Kakatiya Industries (P) Limited	41.86		0.68	
NCL Buildtek & NCL Industries JV	441.15		546.02	

#### 45. Key Financial Ratios

Ratio	Numerator	Denominator	For the year ended 31st March 2024	For the year ended 31st March 2023	Variance %	
Current Ratio	Current Assets	Current Liabilities excluding Current Borrowings	1.70	1.76	-3.70%	
Debt Equity Ratio	Debt	Net Worth	0.25	0.38	32.42%	Note 1
Debt Service Coverage Ratio	Earnings before Interest depreciation and Tax	Interest Expense + Principal Repayment	2.57	2.10	22.70%	
Return on Equity Ratio (%)	Net Profit after taxes	Share holders equity	11.56%	6.06%	90.85%	Note 2
Inventory Turnover Ratio	Sale of Products and services	Average Inventory	12.74	13.48	-5.53%	
Trade Receivables turnover Ratio	Sale of Products and services	Average Trade receivables	14.64	12.02	21.81%	
Trade payables turnover Ratio	Purchase	Average Trade Payables	5.81	6.27	-7.27%	
Net Capital turnover Ratio	Sale of Products and services	Current Assets- Current Liabilities	19.66	20.80	-5.44%	
Net Profit Ratio (%)	Profit after tax	Sale of Products and services	4.53%	2.45%	84.84%	Note 2
Return on Capital Employed Ratio (%)	Earnings before Interest and Taxes	Capital Employed	14.04%	9.98%	40.68%	Note 1 & 2

1. Debt = Long Term Secured Loans+ Current Maturities of Long Term Loans+Long Term unsecured Loans+Current Maturities of unsecured Loans
2. Net worth= Equity Share Capital +Reserves and Surplus
- 3 Average Inventory =(Opening balance+Closing balance)/2
- 4 Average Trade Receivables =(Opening balance+Closing balance)/2
- 4 Average Trade Payables =(Opening balance+Closing balance)/2
- 5 Capital Employed =Total Assets -Current Liabilities

#### Notes

1. Reduction in borrowings due to repayments and improved performance resulted in Lower DE Ratio.
2. Increased profits due to increased turnover and reduction of costs in comparison to previous year.

#### Note 46:

##### Other information :

- i) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ii) The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- iii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- iv) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- v) The Company has no Loans or Advances in the nature of Loans to specified persons that are Repayable on Demand or without specifying any terms or period of repayment.
- vi) The Company had no transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.
- vii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- viii) The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- ix) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- x) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- xi) The Company has not revalued its Property, Plant & Equipment during the current year.

**Note 47.** As per the requirements of Rule 3(1) of the Companies (Accounts) Rules 2014, the Company is required to use only such accounting software for maintaining its books of accounts that have a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and who made those changes within such accounting software. In respect of the accounting software used by the Company, the audit trail was enabled from 13th April, 2023 and audit trail was not enabled at certain master tables of database level to log any direct data changes. In respect of such application and database, the Company has established and maintained an adequate internal control framework over its financial reporting and based on its assessment, it has been concluded that the internal controls for the year ended March 31, 2024 were effective. The Company is in the process of system upgradation to meet the audit trail requirements for the relevant masters at database level.

#### 48 Segmental Reporting :

Based on the “management approach” as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the company’s performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented for each business segment. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual business segments, and are as set out in the significant accounting policies. Business segments of the company are.

1. Cement
2. Boards
3. RMC
4. Energy
5. Doors

Types of products and services in each business segments (1) OPC/PPC/53 S Cement (2) Plain and laminated Cement Bonded Particle Boards . (3) Ready Mix Concrete. (4) Generation of Hydel power. (5) Doors

#### Segment Revenue and Expense

##### Details regarding revenue and expenses attributable to each segment must be disclosed

Segment assets include all operating assets in respective segments comprising of net fixed assets and current assets, loans and advances etc. Assets relating to corporate and construction are included in unallocated segments. Segment liabilities include liabilities and provisions directly attributable to respective segment.

##### Segment revenues and results:

For the year ended March 31, 2024

Amount in Rs lakhs

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Revenue from External Customers</b>							
Within India	1,53,156.15	17,765.84	153.06	12,459.96	3,449.87	-	1,86,984.89
Outside India		150.54					150.54
<b>Inter-Segment Revenue</b>	19,777.50	895.67	0.45	5.53	198.73	-	20,877.87
<b>Total Segment Revenue</b>	<b>1,72,933.65</b>	<b>18,812.05</b>	<b>153.51</b>	<b>12,465.49</b>	<b>3,648.60</b>	<b>-</b>	<b>2,08,013.30</b>
<b>Segment Results</b>							
Within India	15,528.07	1,320.18	(226.14)	545.22	(686.26)	579.40	17,060.46
Outside India	-	-	-	-	-	-	-
<b>Total segmental results</b>	<b>15,528.07</b>	<b>1,320.18</b>	<b>(226.14)</b>	<b>545.22</b>	<b>(686.26)</b>	<b>579.40</b>	<b>17,060.46</b>
<b>Unallocated Corporate expenses:</b>							
Interest expenses (net)						2,295.62	2,295.62
Other unallocated expenses net of other income						0	0
<b>Profit before tax from ordinary activities</b>	<b>15,528.07</b>	<b>1,320.18</b>	<b>(226.14)</b>	<b>545.22</b>	<b>(686.26)</b>	<b>(1,716.22)</b>	<b>14,764.84</b>

for the year ended March 31, 2023

Amount in Rs lakhs

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Revenue from External Customers</b>							
Within India	1,31,004.11	17,197.18	565.17	9,395.81	2,803.67	-	1,60,965.95
Outside India							-
<b>Inter-Segment Revenue</b>	25,689.86	805.05	220.47	30.66	31.69	-	26,777.73
<b>Total Segment Revenue</b>	<b>1,56,693.97</b>	<b>18,002.23</b>	<b>785.63</b>	<b>9,426.47</b>	<b>2,835.36</b>	<b>-</b>	<b>1,87,743.67</b>
<b>Segment Results</b>							
Within India	9,558.62	2,128.29	419.99	(100.63)	(540.23)	449.08	11,915.13
Outside India	-	-	-	-	-	-	-
<b>Total segmental results</b>	<b>9,558.62</b>	<b>2,128.29</b>	<b>419.99</b>	<b>(100.63)</b>	<b>(540.23)</b>	<b>449.08</b>	<b>11,915.13</b>
<b>Unallocated Corporate expenses:</b>							
Interest expenses (net)						2,620.63	2,620.63
Other unallocated expenses net of other income							-
Profit before tax from ordinary activities	9,558.62	2,128.29	419.99	(100.63)	(590.23)	(2,171.55)	9,294.50

**Segment assets and liabilities**

for the year ended March 31, 2024

Amount in Rs lakhs

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Assets :</b>							
Assets	1,00,572.02	14,754.95	2,209.18	5,082.96	10,335.41	21,242.96	1,54,197.48
<b>Total Assets</b>							
<b>Segment Liabilities :</b>							
Liabilities	35,085.70	2,575.08	73.64	1,745.91	676.80	15,010.15	55,167.28
<b>Total Liabilities</b>							

for the year ended March 31, 2023

Amount in Rs lakhs

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Assets :</b>							
Assets	99,338.17	13,604.57	2,408.76	4,742.92	9,408.76	21,302.95	1,50,806.13
Unallocated assets							
<b>Total Assets</b>							
<b>Segment Liabilities :</b>							
Liabilities	40,825.48	2,603.74	74.50	1,701.03	536.56	16,691.45	62,432.76
<b>Total Liabilities</b>							

**Note 49**

Previous year's figures have been regrouped/reclassified/recasted wherever necessary to confirm to the current year's presentation.

# Independent Auditor's Report - Consolidated

## TO THE MEMBERS OF NCL Industries Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **NCL Industries Limited** (the "Holding Company") and its Subsidiary Companies which are incorporated in India (the Holding Company and its said Subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at 31 March 2024 and their Consolidated net profit and their Consolidated total comprehensive income, their Consolidated changes in

equity and their Consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA" s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules issued 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 opinion.

#### Key Audit Matters

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

S. No.	Key Audit Matter	Auditor's Response
1	<p><b>Revenue Recognition – discounts and rebates</b></p> <p>Revenue is measured net of discounts earned by customers on the Company's sales.</p> <p>Due to the Company's presence across different marketing regions within the country and the competitive business environment, price discounts vary based on the customer and market it caters to and recognised based on sales made during the year. These discounts are calculated based on the market study reports which reports are collated periodically by the management and are prone to manual interventions.</p> <p>Therefore, there is a risk of revenue being misstated as a result of incorrect computation of discounts and rebates.</p> <p>Given the complexity involved in the assessment of discounts and rebates and their periodic recognition against sales, the same is considered as key audit matter.</p>	<p>Assessed the appropriateness of the Company's accounting policies relating to price discounts by comparing with applicable accounting standards.</p> <p>Assessed the design and tested the implementation and operating effectiveness of Company's internal controls over the approvals, calculation, accounting and issuance of credit notes.</p> <p>Obtained and inspected, on a sample basis, supporting documentation for price discounts recorded and credit notes issued during the year as well as credit notes issued after the year end date to determine whether these were recorded appropriately.</p> <p>Compared the historical trend of price discounts to sales made to determine the appropriateness of current year's discount charge.</p>

#### Information Other than the Financial Statements and Auditor's Report Thereon

Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

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

The said other information is expected to be made available to us after the date of this audit report. When we read the other information, when furnished to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the shareholders.

#### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with the Rules issued thereunder. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole

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

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

- Identify and assess the risks of material misstatement of the consolidated financial 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its Subsidiaries have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue the going concern assumption in preparing these Consolidated Financial Statements. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.



We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended 31 March 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

- i. Share of Loss of Rs. 84.43 Lakhs from the Company's investment in operations of the Joint Venture (a Partnership firm with equal share, between NCL Buildtek Limited & NCL Industries Limited) is included in the Standalone Financial Statements for the year ended 31 March 2024. The financial information of the said Joint Venture have not been audited by us or any other auditor. This financial information has been furnished to us by the Management and relied upon by us. Our opinion, in so far as it relates to amounts and disclosures included in respect of the Joint Venture, is based solely on such unaudited financial statements and other unaudited financial information.

Our opinion on the Consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements and other financial information of the said Joint Venture furnished to us by the Management.

- ii. We did not audit, the annual financial statements and other financial information of the subsidiaries of the Company, included in this Statement whose annual financial statements reflect total assets of Rs.3318.50 Lakhs as at 31 March 2024, total revenues (including other income) of Rs. 67.97 Lakhs and net cash flows amounting to Rs.488.60 Lakhs for the year ended 31 March 2024 as considered in the consolidated financial statements. These financial statements of the Subsidiaries have been audited by the other auditors, whose reports have been furnished to us by the Management, and our opinion in so far as it relates to the amounts and disclosures included in respect of the

Subsidiaries, is based solely on the report of such other auditors and the procedures performed by us as stated in paragraph above.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor furnished to us by the Management.

#### Report on Other Legal and Regulatory Requirements

1. (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, referred in the 'Other Matters' paragraph, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid Consolidated Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 Ind AS specified under Section 133 of the Act, read with Rules issued thereunder and in force for the time being.
  - e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, and its Subsidiary Companies incorporated in India and the report of the statutory auditors of the said Subsidiaries, none of the directors of the Company and its Subsidiaries incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements and the operating effectiveness of such controls, refer to our

separate Report in “Annexure A” which is based on the auditor’s reports of the Company and its said Subsidiaries incorporated in India.

(B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 consolidated financial statements. Refer Note 35 to the consolidated financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on 31 March 2024.
- iii. Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Holding Company.

S. No	Year of Declaration of Dividend	Amount of Unclaimed Dividend to be transferred to IEPF (Rs. in Lakhs)	Due Date of Transfer	Date of Transfer	Delay
1	2015-16	16.86	26-11-2023	29-02-2024	95
2	2015-16	15.00	05-04-2023	12-05-2023	37

- iv. (a) The respective managements of the Company and its Subsidiaries incorporated in India, whose financial statements have been audited under the Act, have represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to 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;
 

(“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its Subsidiaries which is incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous financial year 2022-2023 is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
 

The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

As disclosed in note 14.1 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks, the Holding Company has used an accounting software for maintaining its books of account which has a feature of

recording audit trail (edit log) facility w.e.f 13 April, 2024 and the same has operated throughout the remaining year for all relevant transactions recorded in the software. However, audit trail was not enabled at certain master tables of database level to log any direct data changes (Refer Note 47 to the Consolidated Financial Statements). Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with after its implementation.

Based on the reports furnished by the Other Auditors relating to the subsidiaries, incorporated in India, such subsidiaries maintained their books of account in a software which has a feature of recording audit trail (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software and that they did not come across any instance of audit trail feature being tampered with.

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

- (C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

remuneration paid by the holding company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

Based on the consideration of reports of other statutory auditors of the subsidiaries and joint venture incorporated in India, no remuneration is paid to their directors.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies incorporated in India, With respect to the matters specified in paragraphs 3(xxi) according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and by other auditor for the Subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

for **M. Bhaskara Rao & Co.**,  
Chartered Accountants  
(Firm's Registration No. 000459S)

**D Babu Raghavendra**  
Partner  
Membership No.213274  
UDIN: 24213274BKEXAV4844

Hyderabad, May 10, 2024

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report on the Consolidated Financial Statements to the Members of NCL Industries Limited of even date)

### Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls with reference to Consolidated Financial Statements of **NCL Industries Limited** (the “Company”) and its subsidiaries incorporated in India as of 31 March 2024 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

### Management and Board of Director’s Responsibility for Internal Financial Controls

The respective Management and Board of Directors of the Company and its said Subsidiary Companies incorporated in India are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements criteria established by the respective companies, considering the essential components of internal controls 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements based on our audit and on that of the said Subsidiary Companies based on the report of their Auditors. 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 Consolidated 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 Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding

of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company’s internal financial control with reference to Consolidated 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 Consolidated 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its Subsidiaries incorporated in India have, in all material respects, an adequate internal financial controls system

with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at 31 March 2024, based on the criteria for internal financial control with reference to Consolidated Financial Statements 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 ICAI.

#### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements in so far as it relates to its said Subsidiaries, is based on the corresponding reports of the auditors of the said Subsidiaries.

*for* **M. Bhaskara Rao & Co.,**  
Chartered Accountants  
(Firm's Registration No. 000459S)

**D Babu Raghavendra**  
Partner  
Membership No.213274  
UDIN: 24213274BKEXAV4844

Hyderabad, May 10, 2024

# Consolidated Balance Sheet as at 31 March, 2024

(₹ In Lakhs)

Particulars	Note No	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	99,022.19	1,00,597.26
(b) Capital work-in-progress	2A	3,856.68	2,825.27
(c) Goodwill		1,004.51	-
<b>(d) Financial Assets</b>			
(i) Investments	3	441.15	546.02
(ii) Trade Receivables		-	-
(iii) Loans		-	-
(iv) Other Financial Assets	4	4,827.48	5,012.95
(e) Other non-current Assets	5	446.77	446.77
<b>Current Assets</b>			
(a) Inventories	6	17,699.63	14,960.77
<b>(b) Financial Assets</b>			
(i) Trade Receivables	7	14,259.53	14,161.73
(ii) Cash & Cash Equivalents	8	4,460.87	3,120.42
(iii) Bank Balances other than (iii) above	9	931.30	902.99
(iv) Loans	10	215.00	600.00
(v) Other Financial Assets	11	96.50	278.32
(c) Other Current Assets	12	6,635.01	7,168.87
<b>Total</b>		<b>1,53,896.61</b>	<b>1,50,621.38</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	13	4,523.28	4,523.28
(b) Other Equity	14	80,386.83	72,463.05
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	15	14,591.83	20,753.55
(ii) Other Financial Liabilities	16	7,355.31	8,318.71
(b) Provisions	17	770.94	739.23
(c) Deferred Tax Liabilities (Net)	18	12,682.63	11,506.18
(d) Other non-current liabilities	19	629.89	610.22
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	20	7,207.82	8,479.19
(ii) Trade payables	21		
a) Total outstanding dues of micro and small enterprises		74.90	129.26
b) Total outstanding dues of Creditors other than micro and small enterprises		9,202.75	8,837.21
(iii) Other Financial Liabilities	22	8,536.12	6,772.76
(b) Provisions	23	351.77	243.42
(c) Current Tax Liabilities (Net)	24	982.58	179.40
(d) Other current liabilities	25	6,599.94	7,065.92
<b>Total Equity and Liabilities</b>		<b>1,53,896.61</b>	<b>1,50,621.38</b>

The accompanying notes are an integral part of the financial statements

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As per our report of even date

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 000459S

**D Babu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

For and on behalf of the Board of Directors of NCL Industries Limited

**K. Gautam**  
Managing Director  
DIN: 02706060

**N. G. V. S. G. Prasad**  
Executive Director & CFO  
DIN: 07515455

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**T. Arun Kumar**  
Vice President & Company Secretary

# Consolidated Statement of Profit and Loss

## for the Year ended March 31, 2024

(₹ In Lakhs)

Particulars	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Income</b>			
i) Revenue From Operations			
Gross Revenue from Operations	26	2,54,075.09	2,31,224.99
Less: Inter Segment Transfers & Taxes on Sales		66,939.67	70,259.04
Revenue From Operations (Net)		1,87,135.42	1,60,965.94
ii) Other Income	27	1,888.97	1,879.85
<b>Total Income</b>		<b>1,89,024.39</b>	<b>1,62,845.79</b>
<b>Expenses</b>			
i) Cost of materials consumed	28	30,905.90	22,766.15
ii) Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	(1,114.67)	(10.10)
iii) Employee benefits expense	30	7,544.78	6,763.02
iv) Manufacturing Expenses	31	65,924.57	67,859.38
v) Administration Expenses		3,086.63	2,964.72
vi) Selling and Distribution Expenses		60,108.71	45,841.71
vii) Finance Costs	32	2,295.62	2,620.63
viii) Depreciation and amortisation expense	33	5,606.37	4,916.78
<b>Total expenses</b>		<b>1,74,357.90</b>	<b>1,53,722.29</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>14,666.48</b>	<b>9,123.50</b>
Exceptional Items			
<b>Profit Before Tax</b>		<b>14,666.48</b>	<b>9,123.50</b>
Tax Expenses			
-Earlier Years' Tax		163.51	842.33
-Current Tax		4,004.65	1,525.70
-Deferred Tax		1,176.45	2,326.75
<b>Profit/(loss) for the period from continuing operations</b>		<b>9,321.87</b>	<b>4,428.72</b>
<b>I Profit/(loss) for the Period</b>		<b>9,321.87</b>	<b>4,428.72</b>
<b>II Other Comprehensive Income</b>			
<b>i) Items that will not be reclassified to profit or loss:</b>			
-Remeasurements (Loss)/Gain on the defined benefit plans		(63.17)	(255.28)
-Income Tax relating to these items that will not be reclassified to Statement of profit or Loss		22.07	89.21
<b>Other Comprehensive Income</b>		<b>(41.10)</b>	<b>(166.07)</b>
<b>Total Comprehensive Income for the period</b>		<b>9,280.77</b>	<b>4,262.65</b>
Earnings per equity share :			
(1) Basic		<b>20.50</b>	<b>9.40</b>
(2) Diluted		20.50	9.40

The accompanying notes are an integral part of the financial statements 1

As per our report of even date

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 000459S

**D Bapu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

For and on behalf of the Board of Directors of NCL Industries Limited

**K. Gautam**  
Managing Director  
DIN: 02706060

**N. G. V. S. G. Prasad**  
Executive Director & CFO  
DIN: 07515455

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**T. Arun Kumar**  
Vice President & Company Secretary

# Consolidated Cash Flows Statement

For the Year ended March 31, 2024

(₹ In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Cash flow from operating activities</b>		
Profit before income tax from		
Continuing operations	14,666.48	8,865.22
<b>Profit before income tax including discontinued operations</b>	<b>14,666.48</b>	<b>8,865.22</b>
Adjustments for		
Depreciation and amortisation expense	5,606.37	4,916.78
Finance costs	2,295.62	2,620.63
Interest Income	(81.36)	(210.07)
<b>Operating Profit before working capital Changes</b>	<b>22,487.11</b>	<b>16,192.56</b>
<b>Changes in Working capital</b>		
(Increase) / Decrease in trade receivables	(97.80)	1,535.04
(Increase) / Decrease in inventories	(2,738.86)	(2,075.04)
Increase / (Decrease) in trade payables	311.19	1,838.72
(Increase) / Decrease in other financial assets	752.29	(1,328.66)
(Increase) / Decrease in other non-current assets	-	(3.83)
(Increase) / Decrease in other current assets	533.86	4,676.53
Increase / (Decrease) in provisions	108.35	13.32
Increase / (Decrease) in employee benefit obligations	31.72	321.83
Increase / (Decrease) in other current liabilities	(465.97)	1,149.19
Increase / (Decrease) in financial liabilities	1,709.43	1,016.80
Increase / (Decrease) in Other financial liabilities non current	(1,026.57)	1,458.73
Increase/ (Decrease) in other non current liabilities	19.67	25.00
<b>Cash generated from operations</b>	<b>21,624.42</b>	<b>24,820.19</b>
Income taxes paid	3,342.91	4,215.75
<b>Net cash inflow from operating activities</b>	<b>18,281.51</b>	<b>20,604.44</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment/ investments	(6,193.80)	(10,311.13)
Proceeds from sale of property, plant and equipment	231.42	730.65
Movement in bank balances not considered as Bank Balances	(28.31)	(27.98)
Interest Income	81.36	210.07
<b>Net cash outflow from investing activities</b>	<b>(5,909.32)</b>	<b>(9,398.39)</b>
<b>Cash flows from financing activities</b>		
Proceeds from non current borrowings	2,060.56	6,236.80
Repayment of non current borrowings	(9,493.63)	(6,820.85)
Proceeds from current borrowings	-	-
Repayment of current borrowings	-	(3,720.67)
Interest paid	(2,241.70)	(2,620.63)
Dividends paid to Company's share holders	(1,356.98)	(1,356.98)
<b>Net cash inflow (outflow) from financing activities</b>	<b>(11,031.75)</b>	<b>(8,282.33)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>1,340.44</b>	<b>2,923.72</b>
Cash and cash equivalents at the beginning of the financial year	3,120.42	196.70
<b>Cash and cash equivalents at end of the year (refer note 8)</b>	<b>4,460.87</b>	<b>3,120.42</b>



# Consolidated Cash Flows Statement

For the Year ended March 31, 2024 Cont...

(₹ In Lakhs)

## Changes in liabilities arising from financing activities:

Particulars	As at April 01, 2023	Effect of Business Combination	Cash flow changes		Non-cash flow changes	As at March 31, 2024
			Proceeds	Repayments	Fair Value Changes	
Non Current borrowings (including Current maturities of non current borrowings)	29,232.74		2,060.56	(9,493.63)	-	21,799.65
Current borrowings	-		-	-	-	-
<b>Total Liabilities from financing activities</b>	<b>29,232.74</b>	<b>-</b>	<b>2,060.56</b>	<b>(9,493.63)</b>	<b>-</b>	<b>21,799.65</b>

Particulars	As at April 01, 2022	Effect of Business Combination	Cash flow changes		Non-cash flow changes	As at March 31, 2023
			Proceeds	Repayments	Fair Value Changes	
Non Current borrowings (including Current maturities of non current borrowings)	29,816.79		6,236.80	(6,820.85)	-	29,232.74
Current borrowings	3,720.67		-	(3,720.67)	-	-
<b>Total Liabilities from financing activities</b>	<b>33,537.46</b>	<b>-</b>	<b>6,236.80</b>	<b>(10,541.52)</b>	<b>-</b>	<b>29,232.74</b>

As per our report of even date attached

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 0004595

**D Bapu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

For and on behalf of the Board of Directors of NCL Industries Limited

**K. Gautam**  
Managing Director  
DIN: 02706060

**N. G. V. S. G. Prasad**  
Executive Director & CFO  
DIN: 07515455

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**T. Arun Kumar**  
Vice President & Company Secretary

# Consolidated Statement of Changes in Equity

for the period ended March 31, 2024

(₹ In Lakhs)

## A. Equity Share Capital

Particulars	No of Shares	Amount
Balance as on 1st April, 2022	4,52,32,790	4,523.28
Changes in Equity Share Capital during the year	-	-
Balance as on 31st March, 2023	4,52,32,790	4,523.28
Changes in Equity Share Capital during the year	-	-
Balance as on 31st March, 2024	4,52,32,790	4,523.28

## B. Other Equity

	Reserves and Surplus				
	General Reserve	Capital Reserve	Securities Premium Reserve	Retained Earnings	Total
Balance as on 31st March, 2023	39,000.00	243.94	21,222.84	11,996.25	72,463.04
Profit for the year				9,280.77	9,280.77
Payment of Dividend and Dividend Distribution Tax				(1,356.98)	(1,356.98)
Transfer to General Reserve	3,000.00			(3,000.00)	-
Balance as on 31st March, 2024	42,000.00	243.94	21,222.84	16,920.04	80,386.83
Balance as on 1st April, 2022	34,000.00	243.94	21,222.84	14,093.61	69,560.40
Profit for the year				4,262.65	4,262.65
Payment of Dividend and Dividend Distribution Tax				(1,356.98)	(1,356.98)
Prior Period Adjustments				(3.03)	(3.03)
Transfer to General Reserve	5,000.00			(5,000.00)	-
Balance as on 31st March, 2023	39,000.00	243.94	21,222.84	11,996.25	72,463.04

The accompanying notes are an integral part of the financial statements

As per our report of even date

**For M Bhaskara Rao & Co**  
Chartered Accountants  
Firm Registration No. 000459S

**D Bapu Raghavendra**  
Partner  
Membership No. 213274  
Hyderabad  
Date: 10<sup>th</sup> May 2024

For and on behalf of the Board of Directors of NCL Industries Limited

**K. Gautam**  
Managing Director  
DIN: 02706060

**Kamlesh Gandhi**  
Chairman  
DIN: 00004969

**N. G. V. S. G. Prasad**  
Executive Director & CFO  
DIN: 07515455

**T. Arun Kumar**  
Vice President & Company Secretary

# Notes forming part of the Financial Statements

## NOTE 1: CORPORATE INFORMATION AND MATERIAL ACCOUNTING POLICY INFORMATION:

### a. Corporate Information

NCL Industries Limited ("the Company"), is a public company domiciled in India and was incorporated on 10 September 1979 under the provisions of the Companies Act, 1956 applicable in India. Its shares are listed on National Stock Exchange of India (NSE) and Bombay Stock Exchange (BSE) of India. The Registered Office of the Company is located at NCL Pearl, 7th floor, SD Road, Secunderabad, Telangana. The Company is principally engaged in the business of manufacturing and selling of Cement, Ready Mix concrete (RMC), Cement Bonded Particle Boards (CBPB), Doors, and operates two Small Hydro Power (SHP) projects.

The Company has manufacturing facilities in the states of Telangana, Andhra Pradesh and Himachal Pradesh, Electricity generating facilities in the states of Andhra Pradesh and Karnataka of India and caters mainly to the domestic market.

The company is having the following two subsidiaries and the same have been considered in the preparation of the consolidated financial statements;

Name of the Company	Country of Incorporation	Percentage of Equity interest
Tern Distilleries Private Limited	India	100%
Viswamber Cements Limited	India	99.99%

Consolidated Financial Statements of NCL Industries Limited (the Holding Company) and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") and the said Consolidated financial statements were approved for issue in accordance with the resolution of the Board of Directors on May 10, 2024.

### b. Basis of Preparation, Critical Accounting Estimates and Judgements, Material Accounting Policies and Recent Accounting Pronouncements

#### i) Statement of compliance

The Consolidated Financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as 'Ind AS') prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Rule 3

of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended and other accounting principles generally accepted in India and guidelines issued by the Securities and Exchange Board of India (SEBI).

The Group has ensured that accounting policies have been applied consistently to all periods presented in the Consolidated financial statements.

#### ii) Basis of Preparation and presentation of Financial Statements:

These Consolidated financial statements have been prepared under the historical cost convention on accrual basis and company estimates that the carrying amounts stated are reasonable approximations of fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

#### iii) Principles of consolidation

Following subsidiaries have been considered in the preparation of the consolidated financial statements (collectively referred to as "the Group"):

Name of the Company	Country of Incorporation	Percentage of Equity interest
Tern Distilleries Private Limited	India	100%
Viswamber Cements Limited	India	99.99%

#### Subsidiaries:

Subsidiaries are all entities over which the Holding Company (NCL Industries Limited) has control. Holding Company controls an entity where it 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 the entity. Subsidiaries

are consolidated from the date on which control is transferred.

The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies 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.

Non-controlling interests, if any, in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively

The assets and liabilities recognised as above are derecognized from consolidation from the date the control ceases.

**Transactions eliminated on consolidation:**

Intra group balances and transactions, and any unrealised income and expenses arising from intra group transactions are eliminated. Unrealised incomes or losses arising from equity accounted investees are eliminated against the investment to the extent that there is no impairment.

**iv) Functional and Presentation currency**

These Consolidated financial statements are presented in Indian Rupees which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates.

**Rounding of amounts**

All amounts disclosed in the financial statements which also include the accompanying notes have been rounded off to the nearest lakhs as per the requirement of Schedule III to the Companies Act 2013, unless otherwise stated.

**v) Critical /Significant accounting estimates, judgements and assumptions**

In the application of the accounting policies, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable and the associated assumptions are based on historical experience and other factors that are considered to be relevant.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Actual results could differ from those estimates.

The significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is included in the following notes.

**Useful Lives of Property, Plant and Equipment and Intangible Assets:**

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

**Impairment Testing:**

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

**Income Taxes:**

Deferred tax assets are recognised to the extent that it is regarded as probable that deductible temporary differences can be realised. The Group estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit and Loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case laws and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit and Loss.

**Defined Benefit Plans:**

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

**Allowance for uncollectible trade receivables**

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the aging of the receivable balances and historical experiences. Individual trade receivables are written off when management deems them not be collectible.

**Provisions and Contingency:** The Group has assessed the probable unfavourable outcomes and creates provisions where necessary. Where these are assessed as not probable or where they are probable upon a contingency, they are disclosed as contingent liability.

**Mine closure, site restoration and decommissioning obligations**

The obligation is estimated on the basis of cash flows expected to be incurred as per applicable mining regulations. The Group reviews the cash flows as at the end of each reporting period. This reassessment may result in change in amount of

expense in future periods.

**vi) Goodwill**

Goodwill is measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assume

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is reviewed for impairment atleast annually. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit and loss. Any impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

**vii) Revenue Recognition**

The Group primarily generates revenue from simply structured sales of building materials, such as cement, Cement Bonded Particle Boards, Ready Mix Concrete and Power generation, for which the control passes to the customer at a specific point in time. In the context of the sale of the products, separate performance obligations may arise from freight and transport services as well as from services directly related to the sale of the products. These services are generally performed at the time that the control of the products is transferred.

Revenue is the amount of consideration expected to be received in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (GST). Revenue is recognized when (or as) a performance obligation is satisfied by transferring the control of a promised good or service to the customer. A customer obtains control of a good or service if it has the ability to direct the use of and obtain substantially all of the remaining benefits from that good or service. Control is transferred over time or at a point in time. Revenue from the sale of goods is recognised when control of the good is transferred to the customer, usually upon delivery and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

**Rendering of services:** Revenue arising from services is recognised in the accounting period in which the services are rendered, and it is measured using either output methods or input methods, depending on the nature of service provided. A receivable is recognized when there is an unconditional right to consideration for the performance obligations to the customer that are satisfied.

A contract asset is recognized when the performance obligation to the customer is satisfied before the customer pays or before payment is due, usually when goods or services are transferred to the customer before the Group has a right to invoice.

A contract liability is recognized when there is an obligation to transfer goods or services to a customer for which the Group has received consideration from the customer (prepayments) or there is an unconditional right to receive consideration before the Group transfers a good or a service (deferred income). The contract liability is derecognized when the promise is fulfilled and revenue is recorded in the statement of profit and loss.

Revenue is net of GST wherever applicable, recognized on accrual basis, to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

**Sale of Goods:** Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer on delivery of the goods. Rebates and discounts granted to customers are reduced from revenue.

**Income from Services:** Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered.

**Rendering of services:** Revenue from services is recognised with reference to the stage of completion of a contract when outcome can be measured reliably. Stage of completion is measured by the services performed till Balance Sheet date as a percentage of total services contracted.

Interest income is recognized using the effective interest rate method.

#### viii) Property Plant and Equipment:

Property Plant and equipment are stated at cost, net of credit availed in respect of any taxes, duties less accumulated depreciation and impairment losses, if any. Property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

Cost comprises the purchase price and any attributable cost to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Borrowing costs relating to acquisition of qualifying asset which takes substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use. Expenditure directly relating to construction/erection activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the construction cost to the extent such expenditure is related to construction or is incidental thereto.

Subsequent expenditure incurred on existing Property Plant and equipment is added to their book value only if such expenditure increases the future benefits from the existing assets beyond their previously assessed standard of performance.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. Proportionate depreciation is charged for the addition and disposal of an item of property, plant and equipment made during the year.

In the transition to Ind-AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognized as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

**Depreciation and amortization**

- i) Depreciation of Buildings and Plant & Machinery is provided on straight line method of depreciation based on the useful lives of the assets, as per Schedule II of the Companies Act 2013
- ii) Depreciation of Other Assets is provided on Written Down Value method based on the useful lives of the assets, as per Schedule II of the Companies Act 2013
- iii) Depreciation of Assets of Energy Division is charged as per Part B of the Schedule II of Companies Act 2013. Depreciation on fixed assets of Energy Division is provided on straight line method at the rates and in the manner prescribed as per notification no.151 dated 29.03.1994 issued by Ministry of Power (Department of Power).
- iv) The assets' residual values are measured at not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period.
- v) On tangible property, plant and equipment added / disposed-off during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.
- vi) Gains and losses on disposal of assets are determined by comparing the sale proceeds with the carrying amount. These are included in profit or loss within other income.
- vii) Individual low-cost assets (acquired for Rs. 5,000/- or less) are depreciated at 100 % in the year of acquisition/ purchase

**Impairment of assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which separately identifiable cash inflows can be generated which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

**CWIP (Capital Work in Progress)**

Tangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in progress". Advances given towards acquisition /construction of fixed assets outstanding at each Balance Sheet date are

disclosed as Capital Advances under "Other Non-Current Assets" as appropriate.

**ix) Investment In Subsidiaries and Joint Venture:**

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down to its recoverable amount. On disposal of investments in subsidiaries and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

**x) Inventories**

Inventories are valued at the lower of cost and estimated net realisable value (net of allowances) after providing for obsolescence and other losses, where considered necessary. Cost of raw materials, stores and spares and packing material includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work-in progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. It includes the appropriate portion of overheads. Cost of conversion of inventories include costs directly related to the units of production, such as direct labour. They also include a systematic allocation of fixed and variable production overheads that are incurred in converting materials into finished goods.

Trade discounts or rebates are deducted in determining the costs of purchase. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost (net of taxes subsequently recoverable from tax authorities) of raw materials, stores & spares is determined on moving weighted average basis.

The methods of determining cost of various categories of inventories are as follows:

Type of Inventory	Method
Raw materials and coal	Weighted average method
Stores and spares and packing materials	Weighted average method
Work-in-progress and finished goods (manufactured)	Weighted average method and including an appropriate share of applicable overheads

**xi) Borrowings**

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortised cost.

Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in statement of profit and loss over the period of the borrowings, using the effective interest method. Fees paid on the established loan facilities are recognised as transaction cost of the loan, to the extent that it is probable that some or all the facility will be drawn down.

**xii) Borrowings Costs**

Borrowing cost directly attributable to acquisition and construction of qualifying assets that necessarily takes substantial period of time are capitalised as part of the cost of such assets up to the date when such assets are ready for intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**xiii) Foreign Exchange Transactions/Translation**

Transactions in foreign currencies are accounted at functional currency, at the exchange rate prevailing on the date of transactions. Gains/ losses arising out of the fluctuations in the exchange rate between functional currency and foreign currency are recognized in the Statement of Profit & Loss in the period in which they arise. The fluctuations between foreign currency and functional currency relating to monetary items at the year ending are accounted as gains / losses in the Statement of Profit & Loss.

**xiv) Research and Development**

All expenses incurred for Research & Development are charged to revenue as incurred. Capital Expenditure incurred during the year on Research & Development is shown as additions to Fixed Assets.

**xv) Provisions, Contingent Assets/ Contingent Liabilities**

**Provisions**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**Warranty Provisions:**

Provisions for Warranty related costs are recognized when the product is sold or service is provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually

**Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be

confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

**Contingent Assets**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The Group does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable

**xvi) Leases**

The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April 2019.

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

The right-of-use asset is subsequently amortised using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination



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

The Company has elected not to recognise right of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term in the statement of profit and loss account.

**xvii) Mine closure, site restoration and decommissioning obligations:**

An obligation for restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing extraction from mines.

The company recognises unavoidable obligations, legal or assumed, to restore the mines upon exhaustion of reserves/end of lease period whichever is earlier. The obligation is estimated on the basis of cash flows expected to be incurred as per applicable mining regulations.

The estimate of expenses are discounted at a discount rate that reflects the current market assessment of the time value of money and the risks, such that the amount of provision reflects the present value of the expenditures expected to be required to be settle the obligation.

The company records the liability for final reclamation and mine closure. The obligation is recognised in the period in which the liability is incurred.

The value of the provision is progressively increased over time as the effect of discounting unwinds creating an expense recognised as financial expenses. Subsequent adjustments if any to the obligation for changes in the estimated cashflows/disbursement period/ discount rate is modified prospectively.

**xviii) Income Tax:**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in the net profit in the statement of profit or loss except to the extent that it relates to items recognized in Other comprehensive income.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred income tax assets and liabilities are recognized for all temporary differences arising

between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that the taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that is no longer probable that related tax benefits will be realized.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Where the Company is entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure, the Company accounts for such allowances as tax credits, which means that the allowance reduce income tax payable and current tax expense.

A deferred tax asset is recognized for unclaimed tax credits that are carried forward as deferred tax assets.

**Minimum Alternate Tax (MAT) Credit entitlement**

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**xix) Employee Benefits:**

Employee benefits include short term employee benefits, Post employment benefits, Other long-term benefits and Termination benefits.

**Short term employee benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the

end of the period in which the employee renders the related service.

**Post employment benefits:**

**a) Defined contribution plans:**

These benefits include Pension, superannuation and Employee State Insurance (ESI). Entity contributes at statutorily prescribed minimum rates, monthly to Provident fund, ESI and will have no legal obligation to pay further contribution if fund doesn't have sufficient assets to pay all employee benefits relating to employee service in current and prior periods. Whereas yearly contribution is paid to Life Insurance Corporation towards superannuation Pension, monthly contributions are made in the case of Provident Fund and ESI. Thus, PF, Superannuation, ESI benefits are defined contribution plans. These contributions are recognized in statement of profit and loss by way of charge against income.

**b) Defined benefits plans:**

Leave Absences and Gratuity Cost of providing these benefits is determined using projected unit credit method by actuary at the end of each reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit and loss. Past service cost is recognised in statement of profit and loss when the plan amendment or curtailment occurs. Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

It has two components, one is service cost and other is remeasurements.

Service cost comprises a) current service cost including gains/ loss on curtailment or settlements, b) past service cost in case of plan amendment c) net Interest expense or income. Remeasurements comprise actuarial gains/losses, return on plan assets excluding interest and effect of change in assets ceiling. Service cost is recognized in statement of profit or loss while remeasurements are in other comprehensive income.

**c) Compensated Absences:**

The employees of the Company are entitled to compensate absences. The employees can carry-forward a portion of the unutilised accrued compensated absence and utilise it in future periods or receive cash compensation at retirement or termination of employment for the unutilised accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement.

The Company measures the expected cost of compensated absence based on actuarial valuation made by an independent actuary as at the balance sheet date on projected unit credit method.

Compensated absences expected to be maturing after 12 months from the date of balance sheet are classified as non-current.

**xx) Earnings per Share**

The Company presents basic and diluted earnings per share data for its ordinary shares.

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for shares held. Diluted earnings per share is determined by adjusting the profit or loss attribute to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for shares held, for the effects of all dilutive potential ordinary shares.

**xxi) Financial Instruments:**

**Non-derivative financial instruments**

Non-derivative financial instruments consist of:

Financial assets, which include cash and cash equivalents, trade receivables, other advances and eligible current and non-current assets;

Financial liabilities, which include long and short-term loans and borrowings, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

**Cash and cash equivalents**

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts, if any, that are repayable on demand and are considered part of the Company's cash management system.

**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost, less any impairment losses. Loans and receivables comprise trade receivables and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

**Borrowings**

Borrowings are initially recognized when a Company becomes a party to the contractual provisions subsequently measured at amortised cost using the EIR method.

**Trade and payable**

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

**xxii) Cash Flow Statement:**

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

**xxiii) Segment Information:**

Identification of segments: An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's

Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. The Company has identified Managing Director and Executive Director & Chief Financial Officer as CODM.

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

**Allocation of common costs**

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs. Inter-segment transfers Inter-segment revenue has been accounted for based on the transaction price agreed to between segments which is based on current market prices.

a) Segment Assets and Liabilities:

Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors and loans & advances less current liabilities. Segment assets and liabilities do not include investments, cash and bank balances, inter corporate deposits, reserves and surplus, borrowings, provision for contingencies and income tax (both current and deferred).

b) Segment Revenue and Expenses:

Segment revenue and expenses are taken directly as attributable to the segment. It does not include interest income on inter-corporate deposits, profit on sale of investments, interest expense, provision for contingencies and income tax.

**Unallocated items**

Revenue, expenses, assets and liabilities which relate to the Company as a whole and not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Operating segment is reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM)

**xxiv) Events after the reporting period:**

Adjusting events are events that provide further evidence of condition that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

**xxv) Prior Period Errors**

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes to Accounts.

**xxvi) Dividend Distribution**

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

**xxvii) Operating Cycle**

Based on the nature of activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

**xxviii) Classification of Current and Non-Current Assets and Liabilities**

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

**Assets:** An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting date; or
- d) it is cash or cash equivalents unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

**Liabilities:** A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current

**2 Property, Plant and Equipment**

(₹ In Lakhs)

Particulars	Gross carrying value as at April 1, 2023	Additions	Disposal/ adjustments	Gross carrying value as at March 31, 2024	Accumulated depreciation as at April 1, 2023	Additions	Disposal/ adjustments	Accumulated depreciation as at March 31, 2024	Carrying Value as at March 31, 2024
Land	8,580.06	462.83	1.74	9,041.15	-	-	-	-	9,041.15
Buildings	22,119.92	915.09	-	23,035.01	3,209.95	851.40	-	4,061.35	18,973.65
Plant and Machinery	88,570.20	2,549.53	-	91,119.73	17,213.19	4,269.66	-	21,482.85	69,636.88
Electrical Installations	2,322.41	-	-	2,322.41	2,252.48	17.49	-	2,269.97	52.44
Railway Siding	521.41	-	-	521.41	309.77	7.16	-	316.93	204.47
Furniture and Fixtures	546.56	-	-	546.56	259.40	70.78	-	330.18	216.38
Office Equipment & Appliances	398.46	38.86	-	437.32	309.99	46.22	-	356.21	81.11
Vehicles	5,703.12	296.41	1,382.97	4,616.56	4,610.08	343.66	1,153.29	3,800.45	816.11
<b>Total</b>	<b>1,28,762.13</b>	<b>4,262.72</b>	<b>1,384.71</b>	<b>1,31,640.14</b>	<b>28,164.86</b>	<b>5,606.37</b>	<b>1,153.29</b>	<b>32,617.94</b>	<b>99,022.19</b>

Particulars	Deemed cost as at April 1, 2022	Additions	Disposal/ adjustments	Gross carrying value as at March 31, 2023	Accumulated depreciation as at April 1, 2022	Additions	Disposal/ adjustments	Accumulated depreciation as at March 31, 2023	Carrying Value as at March 31, 2023
Land	8,081.95	498.11	-	8,580.06	-	-	-	-	8,580.06
Buildings	17,211.06	4,908.86	-	22,119.92	2,543.86	666.09	-	3,209.95	18,909.96
Plant and Machinery	71,196.55	20,216.90	2,843.25	88,570.20	15,743.57	3,613.40	2,143.78	17,213.19	71,357.01
Electrical Installations	2,322.41	-	-	2,322.41	2,234.77	17.71	-	2,252.48	69.93
Railway Siding	521.41	-	-	521.41	302.61	7.16	-	309.77	211.63
Furniture and Fixtures	380.35	166.21	-	546.56	205.38	54.02	-	259.40	287.16
Office Equipment & Appliances	373.13	25.64	0.31	398.46	220.08	90.19	0.28	309.99	88.47
Vehicles	5,517.54	272.82	87.24	5,703.12	4,197.97	468.21	56.10	4,610.08	1,093.04
<b>Total</b>	<b>1,05,604.39</b>	<b>26,088.54</b>	<b>2,930.80</b>	<b>1,28,762.13</b>	<b>25,448.24</b>	<b>4,916.78</b>	<b>2,200.16</b>	<b>28,164.86</b>	<b>1,00,597.26</b>

2.1 Land includes Rs.335.98 Lakhs of compensatory afforestation land of 40.07 Acres and 11.19 Acres situated at Guledi village, Bheempur mandal, Adilabad District and Bember (V), Tanur (M), Nirmal District, Telangana respectively and which are proposed to be transferred to the forest department in lieu of forest land diverted for the company's plant operations situated at Mattapalli village of Mattampalli Mandal of Suryapet district.

**2A Capital Work in Progress**

(₹ In Lakhs)

Balance as at April 1, 2022	17,099.64
Additions/ Adjustments during the year	7,519.08
Capitalized during the year	21,793.44
<b>Balance as at March 31, 2023</b>	<b>2,825.27</b>
Additions/ Adjustments during the year	4215.48
Capitalized during the year	3184.07
<b>Balance as at March 31, 2024</b>	<b>3,856.68</b>

**Capital Work in Progress Ageing**

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

(₹ In Lakhs)

Particulars	Amount of Capital work in progress for				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Grinding unit	2762.87	693.64	84.94	-	3,541.45
Other Projects in progress	-	208.46	61.85	44.92	315.23
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>2,762.87</b>	<b>902.10</b>	<b>146.79</b>	<b>44.92</b>	<b>3,856.68</b>

Ageing for capital work-in-progress as at March 31, 2023 is as follows:

(₹ In Lakhs)

Particulars	Amount of Capital work in progress for				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Grinding unit	693.64	84.94	-	-	778.58
Projects in progress	1,623.86	235.36	115.01	72.46	2,046.69
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>2,317.50</b>	<b>320.30</b>	<b>115.01</b>	<b>72.46</b>	<b>2,825.27</b>

During the previous year the Company does not have projects in capital work-in-progress whose completion is overdue or projects whose cost has exceeded its costs as per its original plan.

**3. Investments ( Non Current)**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Investments in Equity Instruments (Unquoted)		
(b) Others		
(c) Investments in partnership firms		
(i) NCL Buildtek & NCL Industries JV (refer note below)	441.15	546.02
<b>Total</b>	<b>441.15</b>	<b>546.02</b>

**NCL Buildtek & NCL Industries Joint Venture**

Partner Name	Share of Profit	Capital Contributed as on 31st March 2024
NCL Industries Limited	50%	441.15
NCL Buildtek Limited	50%	424.15

There is no change in the constitution of the firm during the year

The firm Follows the same reporting period / dates as that of the Company.

The total capital of the firm as on the date of the company's Balance Sheet i.e. 31st March 2024 is Rs. 865.30 lakhs

**4. Other Financial Assets Non Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured (considered good)		
Security Deposits		
Deposits with AP & TS SEB	2,185.45	1,545.73
Deposits with Government Departments	2,253.63	2,053.90
Deposits with Others	76.08	71.34
Margin Money Deposits	217.69	1247.35
Rental Deposits	94.63	94.63
<b>Total</b>	<b>4,827.48</b>	<b>5,012.95</b>

## 5. Other non-current Assets

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits in disputed cases		
Taxes paid under Protest	446.77	446.77
<b>Total</b>	<b>446.77</b>	<b>446.77</b>

## 6. Inventories

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials	3,940.82	2,757.55
Finished Goods	3,513.45	3,267.22
Work in Progress	1,314.04	445.60
Packing & Other Materials	2,190.46	2,331.88
Stores & Spares	6,740.86	6,158.52
<b>Total</b>	<b>17,699.63</b>	<b>14,960.77</b>

## 7. Trade Receivables Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Trade Receivables from related parties (Refer Note- 44)</b>		
Trade receivables Secured, considered Good		
Trade receivables Unsecured, considered good	514.61	-
Trade receivables which have significant increase in credit risk		
Trade receivables credit impaired		
<b>Sub-total</b>	<b>514.61</b>	
Less: Expected Credit Loss Allowance/Allowance for bad and doubtful debts	-	
<b>Total (i)</b>	<b>514.61</b>	<b>-</b>
<b>(ii) Other Trade Receivables</b>		
Trade receivables Secured, considered Good		
Trade receivables Unsecured, considered good	13,744.92	14,161.73
Trade receivable which have significant increase in credit risk**	-	-
Trade receivables credit impaired	1,413.32	1,897.70
<b>Sub-total</b>	<b>15,158.24</b>	<b>16,059.43</b>
Less: Expected Credit Loss Allowance/Allowance for bad and doubtful debts	1,413.32	1,897.70
Sub-Total	13,744.92	14,161.73
<b>Total</b>	<b>14,259.53</b>	<b>14,161.73</b>

Earlier years provision for impaired trade receivables classified under other current financial liabilities is now reclassified to make correct disclosure.

There are no receivables from Directors or other officers of the Company or debts due from firms or private companies in which any Director is a partner or a director or member as on the Balance Sheet date other than in the normal course of business within the established credit policies. Refer Note No.44 for the outstandings receivable from companies in which Directors are interested.

## FY 2023-24

## Trade receivables current Ageing Schedule

(₹ In Lakhs)

Particulars	Outstanding for the following Periods from due date of Payment					Total
	Less than six months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables considered Good	12,544.43	997.37	1,593.33	122.30	415.42	15,672.85
Undisputed Trade receivables which have significant credit risk	-	-	-	-	-	-
Undisputed Trade receivables credit impaired	-	-	875.60	122.30	415.42	1,413.32
Disputed Trade Receivables Considered Good	-	-	-	-	-	-
Disputed Trade receivables which have significant credit risk	-	-	-	-	-	-
Disputed Trade receivables credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>12,544.43</b>	<b>997.37</b>	<b>717.73</b>	<b>(0.00)</b>	<b>0.00</b>	<b>14,259.53</b>

## FY 2022-23

## Trade receivables current Ageing Schedule

(₹ In Lakhs)

Particulars	Outstanding for the following Periods from due date of Payment					Total
	Less than six months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables considered Good	10,566.43	736.88	280.78	887.29	3,588.05	16,059.43
Undisputed Trade receivables which have significant credit risk	-	-	-	-	-	-
Undisputed Trade receivables credit impaired	-	-	-	-	1,897.70	1,897.70
Disputed Trade Receivables Considered Good	-	-	-	-	-	-
Disputed Trade receivables which have significant credit risk	-	-	-	-	-	-
Disputed Trade receivables credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>10,566.43</b>	<b>736.88</b>	<b>280.78</b>	<b>887.29</b>	<b>1,690.35</b>	<b>14,161.73</b>

## 8. Cash &amp; Cash Equivalents

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	4.65	3.08
Cheques, Drafts on hand	-	-
Balances with Banks	-	-
(a) in Current Account	4,456.22	3,117.34
(b) in Cash Credit Account	-	-
<b>Total</b>	<b>4,460.87</b>	<b>3,120.42</b>



## 9. Bank Balances other than above

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unclaimed Dividend	166.84	178.11
Fixed deposits redemption reserve	761.08	721.31
Others	3.37	3.57
<b>Total (A)</b>	<b>931.30</b>	<b>902.99</b>

## 10. Loans

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Loans Receivables considered good – Secured		
Loans Receivables considered good – Unsecured (Inter Corporate Deposit)	215.00	600.00
Loans Receivables which have significant increase in Credit Risk		
Loans Receivables – credit impaired		
<b>Total</b>	<b>215.00</b>	<b>600.00</b>

## Loans to Related Parties

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
NCL Buildtek Limited	-	600.00
NCL Holdings Limited	215.00	-
	<b>215.00</b>	<b>600.00</b>

## 11. Other Financial Assets Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured (considered good)		
Incentives Receivable from A.P/Telangana Governments	18.01	16.30
Other Current Assets	78.49	
Other Advances and Contract Assets	-	262.02
<b>Total</b>	<b>96.50</b>	<b>278.32</b>

## 12. Other Current Assets

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Un Secured Considered Good		
Advances to Suppliers	3,379.72	2,381.57
Advances for Capital Goods	156.79	1,866.62
Advances to Others	557.38	783.70
GST, Central Excise, Service Tax, VAT & Other Receivables	2,283.40	1,740.42
MAT Credit Entitlement Account	-	142.91
Accrued Interest on Electricity deposits	119.03	82.39
Prepaid expenses	138.69	171.27
<b>Total</b>	<b>6,635.01</b>	<b>7,168.87</b>

## 13 EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorized</b>		
6,20,00,000 (Previous Year: 6,20,00,000) Equity shares of Rs. 10/- each	6,200.00	6,200.00
<b>Issued, Subscribed &amp; Paid up</b>		
4,52,32,790 (Previous Year 4,52,32,790) Equity Shares of Rs.10/- each	4,523.28	4,523.28
<b>Total</b>	<b>4,523.28</b>	<b>4,523.28</b>

(a) The Company has one class of share capital, comprising ordinary shares of Rs. 10/- each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on a winding-up of the Company, and an entitlement to receive any dividend declared on ordinary shares.

## (b) No. of Shares in the company held by shareholder holding more than 5 percent

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No of Shares	% of Holding	No of Shares	% of Holding
K. Ravi	26,36,338	5.83	24,45,503	5.41
K Gautam	24,05,137	5.32	20,64,317	4.56
Kalidindi Shilpa	-	-	27,60,833	6.10
Roopa Bhupatiraju (Kalidindi Roopa)	26,83,193	5.93	25,53,893	5.65
NCL Holdings (A&S) Limited	27,62,339	6.11	5,18,815	1.15

## (c) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity shares	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Rs. Lakhs	No. of shares	Rs. Lakhs
At the beginning of the year	4,52,32,790	4,523.28	4,52,32,790	4,523.28
Equity Shares issued during the year	-	-	-	-
At the end of the year	<b>4,52,32,790</b>	<b>4,523.28</b>	<b>4,52,32,790</b>	<b>4,523.28</b>

## (d) Shareholding of Promoters &amp; Promoter Group

Promoter Name	Number of Shares at the beginning of the year	% of Total Shares	Number of Shares at the end of the year	% of Total Shares	% of Change
KALIDINDI MADHU HUF	1,30,667	0.29	1,30,667	0.29	-
NIRHMAL V GORADIA	89,463	0.20	89,463	0.20	-
GEETA GORADIA NIRHMAL V GORADIA	1,39,015	0.31	1,39,015	0.31	-
MEENA SHAH	12,474	0.03	12,474	0.03	-
ASHWIN V GORADIA	86,859	0.19	86,859	0.19	-
GORADIA VINODRAI VACHHARAJ GORADIA CHARULATA VINODRAI	6,13,618	1.36	6,13,618	1.36	-
MEERA BIMAL GORADIA BIMAL VINODRAI GORADIA	1,29,135	0.29	1,29,135	0.29	-
BIMAL VINODRAI GORADIA MEERA BIMAL GORADIA	3,24,610	0.72	3,44,610	0.76	0.04
G Jyothi	1,66,992	0.37	1,66,992	0.37	-
KANUMILLI MALATHI	8,493	0.02	8,493	0.02	-
ASHVEN DATLA	17,75,855	3.93	3,32,555	0.74	(3.19)
RAVI KALIDINDI	24,45,503	5.41	26,36,338	5.83	0.42
MADHU KALIDINDI .	6,35,887	1.41	50,000	0.11	(1.30)

Promoter Name	Number of Shares at the beginning of the year	% of Total Shares	Number of Shares at the end of the year	% of Total Shares	% of Change
BHARTI GORADIA ASHWIN GORADIA	53,191	0.12	53,191	0.12	-
SATYANARAYANA RAJU PENMETCHA	62,314	0.14	62,314	0.14	-
PADMA GOTTUMUKKALA	85,225	0.19	85,225	0.19	-
ANURADHA KALIDINDI	9,12,873	2.02	14,98,760	3.31	1.30
N JANAKI	45,155	0.10	45,155	0.10	-
GORADIA CHARULATA VINODRAI GORADIA VINODRAI VACHHARAJ	3,65,751	0.81	3,65,751	0.81	-
UTKAL BIMALKUMAR GORADIA BIMAL VINODRAI GORADIA	1,31,587	0.29	1,51,587	0.34	0.04
PENMETSA NARASIMHA RAJU	11,90,010	2.63	8,15,010	1.80	(0.83)
PENMETSA VARA LAKSHMI	3,50,355	0.77	3,50,355	0.77	-
MADHAVI PENUMASTA	92,402	0.20	92,402	0.20	-
KANUMILLI SUDHEER	79,115	0.17	87,307	0.19	0.02
GAUTAM KALIDINDI .	20,64,317	4.56	24,05,137	5.32	0.75
SRIDHAR BHUPATIRAJU	2,04,642	0.45	2,04,642	0.45	-
GOKUL HARINI	10,011	0.02	10,011	0.02	-
GOKUL SRINIVASARAGHAVAN	83,838	0.19	83,838	0.19	-
POOJA KALIDINDI	15,02,518	3.32	15,62,518	3.45	0.13
VENKATA SATYA PADMAVATHI GOTTUMUKKALA SUVARNA ALLURU SUREKHA GOTTUMUKKALA	72,445	0.16	72,445	0.16	-
G.T.SANDEEP	2,33,122	0.52	2,33,122	0.52	-
VEGESANA SAILAJA	35,765	0.08	35,765	0.08	-
K MALLIKA	36,263	0.08	36,263	0.08	-
Kalidindi Roopa	25,53,893	5.65	26,83,193	5.93	0.29
DIVYA PENUMACHA	4,46,221	0.99	4,46,221	0.99	-
SUBBA RAJU BHUPATIRAJU	2,56,714	0.57	2,96,714	0.66	0.09
NISHI ASHWIN GORADIA	30,000	0.07	30,000	0.07	-
DITI ASHWIN GORADIA	30,000	0.07	30,000	0.07	-
SAI SREEDHAR KANUMILLI	8,192	0.02		0.00	(0.02)
SHILPA DATLA	27,60,833	6.10		0.00	(6.10)
BLUE VALLEY DEVELOPERS PRIVATE LIMITED	2,12,158	0.47	2,12,158	0.47	-
NCL HOMES LIMITED	3,15,813	0.70	3,15,813	0.70	-
KAKATIYA INDUSTRIES PRIVATE LIMITED	4,000	0.01	4,000	0.01	-
NCL HOLDINGS (A&S) LIMITED	5,18,815	1.15	27,62,339	6.11	4.96
VIKRAM CHEMICALS PRIVATE LIMITED	13,500	0.03		0.00	(0.03)

## 14. Other Equity

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Capital Reserve</b>	<b>243.94</b>	<b>243.94</b>
<b>Securities Premium Reserve</b>		
Balance as per the last Financial statement	21,222.84	21,222.84
Add: Premium on shares issued during the current year	-	-
<b>Closing balance</b>	<b>21,222.84</b>	<b>21,222.84</b>
<b>General Reserve</b>		
Balance as per the last Financial statement	39,000.00	34,000.00
Less: Transfer to/from Debenture Redemption Reserve	-	-
Add: Amount transferred from surplus	3,000.00	5,000.00
<b>Closing balance</b>	<b>42,000.00</b>	<b>39,000.00</b>
<b>Retained Earnings</b>		
Balance as per the Last Financial Statement	11,996.25	14,093.61
Add: Profit / (Loss) for the Year	9,280.77	4,262.65
Less: Interim Dividend Paid	678.49	678.49
Less: Final Dividend	678.49	678.49
Less: Transfer to General Reserve	3,000.00	5,000.00
Less: Prior adjustments	-	3.03
Total Appropriations		
<b>Closing Balance</b>	<b>16,920.05</b>	<b>11,996.25</b>
<b>Total</b>	<b>80,386.83</b>	<b>72,463.05</b>

**Nature of Reserves:**

**Capital Reserve:** Represent the Capital Subsidies received from government.

**Securities Premium Reserve:** Amounts received in excess of the face value of the equity shares issued.

**General Reserve:** This represents the appropriation of Profit

**Retained Earnings:** Represents the undistributed earnings post taxes.

**Dividends:**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Dividends Recognised</b>		
Final Dividend for the year ended March 31, 2023 of Rs. 1.50 (Rs 1.50 for year 2022) per fully paid up share.	678.49	678.49
Interim Dividend for the year ended March 31, 2024 Rs. 1.50 (Rs 1.50 for year 2023) per fully paid up share.	678.49	678.49
<b>Dividends not recognised at the end of reporting period</b>		
In addition to above, Final dividend proposed of Rs 1.50 ( Rs.1.50 for year ended March 31, 2023) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	678.49	678.49

**Non Current Liabilities****15. Borrowings**

(₹ In Lakhs)

	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Term Loans		
- From Banks (Refer Note 34 )	10,742.13	15,367.88
- From Other parties		
Secured Redeemable Non Convertible Debentures	-	-
Vehicle & Equipment Finance Loans from Banks (Refer Note 34 )	247.55	428.04
Vehicle & Equipment Finance Loans from Others (Refer Note 34 )	21.20	39.40
<b>Total Secured Loans</b>	<b>11,010.88</b>	<b>15,835.32</b>
<b>Un Secured</b>		
Deposits from Public & Shareholders (Refer Note 34)	3,580.95	4,918.23
<b>Total un Secured Loans</b>	<b>3,580.95</b>	<b>4,918.23</b>
<b>Total</b>	<b>14,591.83</b>	<b>20,753.55</b>

**16. Other Financial Liabilities Non Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits from Dealers / Stockists (Note 'c')	7,355.31	8,318.71
	<b>7,355.31</b>	<b>8,318.71</b>

Deposits from Dealers / Stockists represent amounts collected from Dealers / Stockists / Agents as collateral at the time of granting the dealership to sell the products of the Company which is repayable on cancellation of the said dealership. These deposits attract interest @ 4% p.a.

**17. Provisions Non Current**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	223.69	252.89
Provision for Leave benefits	410.00	417.71
<b>Others</b>		
Decommissioning Liability	137.25	68.63
<b>Total Provisions</b>	<b>770.94</b>	<b>739.23</b>

**18. Deferred tax assets and liabilities**

Deferred tax assets and liabilities are attributable to the following:

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Deferred Tax Liability</b>		
Property, plant and equipment	12,828.50	11,802.82
Intangible assets		
<b>Sub Total</b>	<b>12,828.50</b>	<b>11,802.82</b>
<b>Deferred tax Assets</b>		
Unabsorbed Depreciation as per Income Tax		
Short Term Capital Loss as per Income Tax		
Employee benefits	(64.58)	(143.35)
Provisions	(81.30)	(153.30)
<b>Sub Total</b>	<b>(145.88)</b>	<b>(296.65)</b>
<b>Net Deferred Tax Liability</b>	<b>12,682.63</b>	<b>11,506.18</b>

## Movement in deferred tax balances during the year

(₹ In Lakhs)

Particulars	Balance As at March 31, 2023	Recognised in Profit and Loss	Recognised in OCI	Recognised Directly in equity	Reclassified from Equity to Profit and Loss Statement	Balance As at March 31, 2024
Property, plant and equipment	11,802.82	1,025.68				12,828.50
Intangible assets						-
Employee benefits	(143.35)	78.77				(64.58)
Provisions	(153.30)	72.00				(81.30)
Unabsorbed Depreciation as per Income Tax						-
Short Term Capital Loss as per Income Tax						-
<b>Total</b>	<b>11,506.18</b>	<b>1,176.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,682.63</b>

## Movement in deferred tax balances during the year

Particulars	Balance As at April 01, 2022	Recognised in profit & loss	Recognised in OCI	Recognised Directly in equity	Reclassified from Equity to Profit and Loss Statement	Balance As at March 31, 2023
Property, plant and equipment	9,356.44	2,446.38				11,802.82
Intangible assets						-
Employee benefits	(46.19)	(97.15)				(143.35)
Provisions	(130.82)	(22.48)				(153.30)
Unabsorbed Depreciation as per Income Tax						-
Short Term Capital Loss as per Income Tax						-
<b>Total</b>	<b>9,179.43</b>	<b>2,326.75</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,506.18</b>

## 19. Other non-current liabilities

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Advances and others</b>		
Advances received for Sales of Fixed Assets	629.89	610.22
<b>Total</b>	<b>629.89</b>	<b>610.22</b>

## 20. Borrowings Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Loans payable on Demand</b>		
- From Banks		
-Secured		
Cash Credit Loans from Banks	-	-
Current Maturities of Long term Debt	4,753.36	5,783.60
Vehicle & Equipment Finance Loans from Banks	174.35	294.60
Vehicle & Equipment Finance Loans from Financial Companies	1.08	18.19
Deposits from Public & Shareholders (Unsecured)	2,279.03	2,382.80
<b>Total</b>	<b>7,207.82</b>	<b>8,479.19</b>

20.1 For details of security and terms of repayment Refer note no. 34

20.2 Statement Showing the differences of Book debts,stocks and creditors between the books of account and amount reported in quarterly returns

Name of the Banks to whom the statements were submitted	Quarter ending	Particulars of securities Provided	Amounts as per books of account	Amount as reported in the	Difference
Bank of Baroda, State Bank of India,HDFC Bank Ltd, Axis Bank Limited and Kotak Mahindra Bank Ltd	June'23	Debtors and Stocks	24,683	23393	1291
	Sept'23		21,316	19793	1522
	Dec'23		26,114	25271	843
	Mar'24		24,387	22540	1847

The variation is on account of non consideration of overhead allocation and other adjustments.

## 21. Trade Payable Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>CURRENT</b>		
Other than Micro and Small Enterprises		
-Trade Payables	8,887.75	8,355.50
-Sundry Creditors - Capital goods	315.00	481.71
Micro and Small Enterprises	74.90	129.26
<b>Total</b>	<b>9,277.66</b>	<b>8,966.47</b>

### Note :

(i) The amount due if any to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" is determined to the extent such parties have been identified on the basis of information received from them by the Company.

The disclosures relating to Micro and Small Enterprises are as under:

Particulars	As at March 31, 2024	As at March 31, 2023
(a) The principal amount remaining unpaid to supplier as at the end of the accounting year	74.90	129.26
(b) The interest due thereon remaining unpaid to supplier as at the end of the accounting year	-	-
(c) The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
(d) The amount of interest due and payable for the year	-	-
(e) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

## Trade payables ageing schedule for the year ended March 31, 2024

Particulars	Unbilled	Not due	<1year	1-2 years	2-3 years	>3 Years	Total
MSME		74.90	-				74.90
Others	1,256.71	2,676.11	4,682.94	301.25	273.59	12.15	9,202.75
Disputed dues - MSME			-		-		-
Disputed dues - Others							
<b>Total</b>	<b>1,256.71</b>	<b>2,751.02</b>	<b>4,682.94</b>	<b>301.25</b>	<b>273.59</b>	<b>12.15</b>	<b>9,277.66</b>

## Trade payables ageing schedule for the year ended March 31, 2023

Particulars	Unbilled	Not due	<1year	1-2 years	2-3 years	>3 Years	Total
MSME			129.21				129.21
Others	1,304.32	632.44	6,339.66	387.78	129.60	43.46	8,837.26
Disputed dues - MSME			-		-		-
Disputed dues - Others							
<b>Total</b>	<b>1,304.32</b>	<b>632.44</b>	<b>6,468.87</b>	<b>387.78</b>	<b>129.60</b>	<b>43.46</b>	<b>8,966.47</b>

## 22. Other Financial Liabilities Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued and not due on Public deposits	787.58	867.62
Unclaimed Dividend	166.84	178.12
Other Expenses	7,581.70	5,727.02
	-	-
<b>Total</b>	<b>8,536.12</b>	<b>6,772.76</b>

## 23. Provisions Current

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	172.05	76.06
Provision for Leave benefits	36.01	23.54
Provision for Employee Bonus & Ex-gratia	143.71	143.82
<b>Total Provisions</b>	<b>351.77</b>	<b>243.42</b>

## 24. Current Tax Liabilities (Net)

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	179.40	1,973.42
Current Tax Payable for the Year	4,146.09	2,421.73
Less: Taxes Paid	3,342.91	4,215.75
<b>Total</b>	<b>982.58</b>	<b>179.40</b>



**25. Other Current Liabilities**

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance Received from Customers	2,739.14	3,150.15
<b>Statutory dues Payable</b>		
GST, Value Added Tax & CST Payable	3,676.40	3,738.34
Employee related payables PF, ESI & Others	56.72	53.40
TDS Payable	127.68	124.03
<b>Total</b>	<b>6,599.94</b>	<b>7,065.92</b>

**26. Revenue From Operations****A. (i) Contract with Customers****(a) Company has recognized the following revenue during the year from contracts with its customers** (₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Sale/ Transfer of Products		
Finished Goods	2,35,780.31	2,10,439.84
Semi Finished Goods (Clinker Transfer to Kondapalli Grinding Unit)	18,294.78	20,785.15
Traded Goods	-	-
Total Gross Sales	2,54,075.09	2,31,224.99
Less: Inter segment Transfers	20,877.87	26,777.73
Less: Taxes on Sales	46,061.80	43,481.32
<b>Revenue from Operations</b>	<b>1,87,135.42</b>	<b>1,60,965.94</b>

Disaggregation of revenue- Refer Note 48

(b) Company has recognized the Rs 271 lakhs as impairment loss against the amount receivables from its customers or contract assets arising due to contract with its customers during the year.

**(ii) Contract Balances****(a) Receivables**

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening Balance	14,161.73	14,337.79
Addition/deduction during the year	97.80	(176.06)
Closing Balance	14,259.53	14,161.73

**b) Contract Assets**

Company recognized contract assets when it satisfies its obligation by transferring the goods or services to the customer and right to receive the consideration is established which is subject to some conditions to be fulfilled by the company in future before receipt of consideration amount. Such assets are as follows:

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening Balance	127.20	-
Addition/deduction during the year	(111.30)	127.20
Closing Balance	15.90	127.20

**c) Practical expedients**

During the year company has entered into sales contracts with its customers where contracts are not executed, same has not been disclosed as per practical expedient as the duration of the contract is less than one year or right to receive the consideration established on completion of the performance by the company.

**B. Significant judgements in the application of this standard**

- (i) Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.
- (ii) The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, GST etc.).
- (iii) The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both. Any further adjustment will be made by raising debit/credit notes on the customer. While determining the transaction price effects of variable consideration, constraining estimates of variable consideration, the existence of a significant financing component in the contract, non-cash consideration and consideration payable to a customer is also considered.

**27. Other Income**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Interest Income</b>		
- From Fixed Deposits	81.36	210.07
- From Others*	153.09	478.59
<b>Scrap Sales</b>	363.31	367.61
<b>Rent - Trucks Lease</b>	402.83	468.94
<b>Rent - Buildings</b>	579.40	208.58
<b>Other Non Operating Revenue (Net of expenses directly attributable to such income)</b>		
<b>Profit on Sale of Assets</b>	297.39	45.85
<b>Liabilities Written Back</b>		
<b>Foreign Exchange Gain</b>	(0.88)	(0.03)
<b>Misc. Income</b>	12.47	100.25
<b>Other income Total</b>	1,888.97	1,879.85

**28. Cost of Materials Consumed**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Details of Rawmaterials Consumed</b>		
Limestone	6,383.33	7,830.52
Al. Laterite	2,461.89	4,130.81
Gypsum	2,545.09	2,091.62
Iron ore / Iron ore powder	280.41	99.37
FlyAsh	5,384.32	4,474.76
Purchased Clinker Consumption	-	36.21
Clinker Consumption at Kondapalli Plant	16,254.31	18,194.70
Cement Consumption in Other Divisions	6,453.52	5,474.97
Wood	3,574.80	2,441.40
Chemicals	656.04	727.86
Paper	360.82	429.20
Ready Mix Concrete Materials	4,480.73	3,407.24
Other Materials	2,948.49	205.22
<b>Total</b>	<b>51,783.77</b>	<b>49,543.88</b>
<b>Less: Inter Segment Transfers</b>	<b>20,877.87</b>	<b>26,777.73</b>
<b>Net Consumption of Materials</b>	<b>30,905.90</b>	<b>22,766.15</b>

## 29. Changes in Inventory

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>A. Finished Goods</b>		
Opening Balance	3,267.22	3,433.73
Adjustments	-	
Closing Balance	3,513.45	3,267.22
Changes in Inventory of Finished Goods	(246.23)	166.51
<b>B. Work in Progress</b>		
Opening Balance	445.60	268.99
Closing Balance	1,314.04	445.60
Changes in Inventory of Work in Progress	(868.44)	(176.61)
Net (Increase) /Decrease	(1,114.67)	(10.10)

## 30. Employees' Benefit Expenses

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Salaries and Wages		
Salaries, Wages and Bonus	1195.98	4903.04
Leave Encashment	72.90	207.26
Gratuity	249.24	373.42
Managerial Remuneration	930.77	745.47
Contribution to Provident Fund & Other Funds	342.60	299.10
Staff Welfare Expenses	4753.29	234.73
<b>TOTAL</b>	<b>7,544.78</b>	<b>6,763.02</b>

## 31. Other Expenses

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Manufacturing Expenses :</b>		
Cost of Fuel	35,768.25	41,226.52
Cost of Power	15,051.70	13,656.32
Packing Materials	4,958.28	4,994.46
Stores & Spares consumed	4,939.35	3,880.75
Rep & Maintenance Plant & Machinery	2,803.19	2,130.70
Rep & Maintenance Buildings	51.41	35.82
Rep & Maintenance Others	23.60	22.57
Direct Manufacturing Expenses	2,328.79	1,912.24
<b>Sub total (a)</b>	<b>65,924.57</b>	<b>67,859.38</b>
<b>Administrative Expenses :</b>		
Rent	183.20	178.70
Security Expenses	282.57	242.28
Directors' Sitting fees	21.35	20.00
Licences, Fees & Taxes	319.19	202.35
Insurance	99.87	116.46
Computer Maintenance	74.27	95.91
Office Maintenance	308.61	229.71

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Printing & Stationery	35.02	21.03
Postage & Courier	8.32	8.01
Telephone	61.07	54.60
Travelling	442.04	403.28
Vehicle Maintenance	104.71	86.73
Legal & Professional Charges	134.07	147.39
Auditors' Remuneration (i)	18.87	18.40
Bank Charges	118.40	71.79
Staff recruitment and training	15.42	21.35
CSR Expenditure	316.44	280.79
Donations	7.34	4.63
Repairs & Maintenance - Vehicles	17.97	17.68
R & D Expenses	1.28	0.17
Bad Debts Written off	755.38	-
Provision for Bad debts	(755.38)	-
Allowance for Bad and Doubtful Debts	271.00	511.00
Miscellaneous Expenses	245.61	232.46
Sub total (b)	3,086.63	2,964.72
<b>Selling &amp; Distribution Expenses</b>		
Transportation Paid	33,423.46	30,163.70
Advertisement & Publicity	1,819.85	948.66
Selling Expenses	24,865.40	14,729.35
Sub Total (c)	60,108.71	45,841.71
<b>TOTAL (a+b+c)</b>	<b>1,29,119.91</b>	<b>1,16,665.81</b>

(i) Amount paid to auditors'

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
As Auditor	16.37	15.90
For Taxation Matters/Tax Audit	2.50	2.50
<b>TOTAL</b>	<b>18.87</b>	<b>18.40</b>

### 32. Finance Cost

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest on borrowings from Banks	1,577.48	1,823.86
Interest on Public deposits	592.17	686.85
Interest on Others	103.25	99.02
Other Borrowing Costs	22.72	10.89
<b>TOTAL</b>	<b>2,295.62</b>	<b>2,620.63</b>

### 33. Depreciation And Amortization Expenses

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Depreciation / Amortisation for the year</b>		
Depreciation on Plant, Property & Equipment	5,606.37	4,916.78
<b>TOTAL</b>	<b>5,606.37</b>	<b>4,916.78</b>

### 34. Borrowings

#### Term Loans:

- i) Term of Loan of Rs.39.64 crores (2023: Rs.53.09 crores) from Axis Bank Ltd for WHR Project at Mattapally, at an interest rate Linked to MCLR @ 9.15% p.a repayable in 20 Structured quarterly instalments starting from September 2021. The loan amount sanctioned is Rs.67.25 Crores with a moratorium period of 2 years.
- ii) Term Loan of Rs.22.75 crores (2023: Rs. 29.25 crores) from Axis Bank Ltd for Modernization of Line 1 at Mattapally, at an interest rate Linked to MCLR @ 9.15% p.a repayable in 24 Equal quarterly instalments of Rs.1.625 Crores starting from December 2021. The loan amount sanctioned is Rs.39 Crores with a moratorium period of 1 year.
- iii) Term Loan of Rs.58.45 crores (2023: Rs.62.92 crores) from Kotak Mahindra Bank towards Line -3 at Mattapally, at an interest Linked to MCLR @ 9.10% p.a repayable in 78 monthly instalments starting from May 2023. The loan amount sanctioned is Rs.75 Crores with a moratorium period of 1.5 years.
- iv) The Company availed a loan of Rs.24.12 crores (2023: Rs.31.21 crores) from AXIS Bank under the Emergency Credit Line Guarantee Scheme (ECLGS 2.0) notified by the Government of India in Two Tranches of Rs.25.00 Crores and Rs.13.50 Crores, repayable in 48 equated monthly instalments after a 24-month moratorium period from the date of disbursement, at an interest rate of 9% and 8.85% p.a linked to Repo rate.
- v) The Company availed a loan of Rs.10.00 crores (2023: Rs.14.80 crores) from HDFC Bank under the Emergency Credit Line Guarantee Scheme notified by the Government of India repayable in 48 equated monthly instalments after a 12-month moratorium period from the date of disbursement, at an interest rate of 9% p.a linked to Repo.
- vi) Term Loan of Rs. Nil (2023: Rs.10.58 crores) from Axis Bank Ltd towards part takeover of Yes Bank Term Loan, at an interest rate Linked to MCLR @ 8.35% p.a repayable in 17 quarterly instalments starting from Oct'19. The loan amount sanctioned is Rs.60.00 Cr with no moratorium period. This loan was fully repaid during the current year
- vii) Term loan of Rs.Nil (2023: Rs..9.67 crores) from HDFC Bank Ltd towards part takeover of Yes Bank Term Loan, at an interest rate Linked to MCLR @ 9.25% p.a repayable in 17 quarterly instalments starting from Oct'19. The loan amount sanctioned is Rs. Rs.54.75 Crores with no moratorium period . This loan was fully repaid during the current year.

All the above are secured by first charge on Fixed assets of the Holding Company, ranking pari passu with other Term lenders, further secured by second charge on Current assets of the Holding Company.

#### Loans repayable on demand from Banks:

- i) Cash Credit from AXIS Bank Ltd RsNIL (2023 : Rs.NIL) at an interest rate Linked to MCLR at 9.15%. The sanctioned Limit is Rs.50.00 Cr.
- ii) Cash Credit from HDFC Bank Ltd Rs.NIL (2023 : NIL) at an interest rate Linked to MCLR at 9.05%. The sanctioned Limit is Rs.25.00 Cr
- iii) Cash Credit from State Bank of India RsNIL (2023 :NIL ) at an interest rate Linked to MCLR at 8.70%. The sanctioned Limit is Rs.20.00 Cr
- iv) Cash Credit from Bank of Baroda Rs.NIL (2023 : NIL) at an interest rate Linked to MCLR at 8.40%. The sanctioned Limit is Rs.65.00 Cr.
- v) Cash Credit from Kotak Mahindra Bank Ltd Rs.NIL (2023 : NIL) at an interest rate Linked to MCLR at 8.90%. The sanctioned Limit is Rs.20.00 Cr.
- vi) All the above Working Capital Loans are secured by first charge on current assets of the Company, ranking pari passu with other Working Capital lenders, further secured by second charge on fixed assets of company.

All the Above Term and Working Capital loans are further guaranteed by Mr.K.Ravi in his Personal Capacity.

#### Vehicle & Equipment Loans

Vehicle and Equipment Loans from various Banks are secured by Hypothecation of respective assets financed, for a tenure of 35 to 47 months and carries Interest @ 7.85% to 9.00% p.a.

#### Deposits From Public

Public deposits represent deposits accepted from the public carrying interest varying from 8% to 10% p.a. The maturity of these deposits falls on different dates depending on the date of each deposit.

### 35. Contingent Liabilities:

- i) Based on the Legal opinion/advice obtained, no financial implication to the Company with respect to the following cases is perceived as on the Date of the Balance Sheet

Claims against the Company not acknowledged as Debts	As at March 31, 2024		As at March 31, 2023	
	Disputed Amount	Paid Under Protest	Disputed Amount	Paid Under Protest
Indirect Taxes Related	4,050.90	446.77	4,050.90	446.77
Others	11,371.51	2,332.16	10,533.81	2,291.69

- ii) The Company has received a demand notice from Mines and Geology department for an amount of Rs. 91.43 crores, against which the Company has filed a writ petition before the Honourable High Court of Telangana and an interim order was passed by the Honourable court on payment of a predeposit of Rs. 18.28 Crores.
- iii) The Company received notice of demand dated 6th November 2023, for Rs.716.65 Lakhs, from TSSPDCL (Telangana State Southern Power Distribution Company Limited), pertaining to levy of tariff on surplus energy delivered by APGPCL to NCL Industries Limited for the period April 2004 to January 2005. The Company filed a SLP before the Honourable Supreme Court of India with a prayer for interim relief and is awaiting its order.

### 36. Capital Comittments

Capital expenditure contracted for at the end of the reporting period but not recognised/provided in the books as liabilities is as follows:

Description	As at March 31, 2024	As at March 31, 2024
Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of advances)	5,361.52	13,635.65

### 37. Employee Benefits

- a) **Provident Fund:** Company pays fixed contribution to provident fund at predetermined rates to the government authorities. The contribution of Rs. 363.18 lakhs (Previous year Rs. 286.43 lakhs) including administrative charges is recognized as expense and is charged in the Statement of Profit and Loss.

#### Defined benefit plan:

- b) **Gratuity:** The Company has a funded defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on separation at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act,1972 with a tax exemption ceiling on gratuity of Rs.20,00,000/-. Company considers the liabilities with regard to gratuity, are independently measured on actuarial valuation carried out as on Balance Sheet date. The liability has been assessed using Projected Unit Credit Method.

100% of the Gratuity Plan Asset is entrusted to LIC of India under their group gratuity Scheme. Most of the plan asset investments are in government securities, other fixed income securities with high rating grades and mutual funds. The fair value of these assets is subject to volatility due to change in interest rates and other market and macro-economic factors.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as at the year ended March 31, 2024 are as follows

- a) **Expense recognized in the Statement of Profit and Loss** (₹ In Lakhs)

Description	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Current Service Cost	160.15	178.03	110.66	107.14
Interest Cost	25.92	30.99	7.48	23.14
Net Actuarial (Gain) / Loss	63.17	(136.12)	255.28	76.98
Past Service Cost	-	-	-	-
Short Term Compensated Absence Liability	-	-	-	-
<b>Total Cost</b>	<b>249.24</b>	<b>72.90</b>	<b>373.42</b>	<b>207.26</b>

**b) Liability recognized in the Balance Sheet and Changes in Present Value Obligations** (₹ In Lakhs)

Description	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Present Value of Obligations at beginning of the year	328.94	441.25	103.51	332.68
Changes in Present Value of Obligations		-		-
Current Service Cost	160.15	178.03	110.66	107.14
Interest Cost	25.92	30.99	7.48	23.14
Actuarial Loss / (Gain)	63.17	(136.12)	255.28	76.98
Past Service Cost	-	-	-	-
Settlements	(182.44)	(68.14)	(147.99)	(98.69)
Short Term Compensated Absence Liability	-	-	-	-
<b>Net Present Value of Obligations at the end of the year</b>	<b>395.74</b>	<b>446.01</b>	<b>328.94</b>	<b>441.25</b>
Present Value of Obligations - Current	172.05	36.01	76.06	23.54
Present Value of Obligations - Non - Current	223.69	410.00	252.88	417.71

**c) Movement in fair value assets (Gratuity)** (₹ In Lakhs)

Description	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening fair Value of Plan Assets	1,015.02	863.98
Adjustment to Opening Fair Value of Plan Asset	-	-
Return on Plan Assets excl. interest income	16.64	7.33
Interest income	67.97	59.98
Contributions by employer	182.45	147.99
Contributions by employee	-	-
Benefits Paid	(139.30)	(64.26)
Fair Value of Plan Assets at the end	1,142.78	1,015.02

**d) Reconciliation of Fair Value of Plan Assets and obligations** (₹ In Lakhs)

Description	Year Ended March 31, 2024	Year Ended March 31, 2023
Present Value of funded defined benefit Obligations	1,538.52	1,343.96
Fair Value of Plan Assets	1,142.78	1,015.02
Net Present value of defined benefit obligations	395.74	328.94

**Actuarial assumptions**

- a) Mortality IALM 2012-14 (ultimate)
- b) Discounting rate – 6.97% Previous year 7.19 %
- d) Expected average remaining working lives of employees–12.73 Years (PY 11.60 Years)
- e) Rate of escalation in salary – 10% (PY 10%)
- f) Attrition rate : 1% -14% (PY 2%-14%)

**Sensitivity Analysis:**

Sensitivity to significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

**Gratuity**

Particulars	As at		As at	
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	1% Increase	1% decrease	1% Increase	1% decrease
Effect of 1% change in assumed discount rate	1398.99	1704.04	1228.87	1478.78
Effect of 1% change in assumed salary rate	1678.23	1410.99	1456.57	1241.00

**Leave Encashment**

Particulars	As at		As at	
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	1% Increase	1% decrease	1% Increase	1% decrease
Effect of 1% change in assumed discount rate	403.7	496.03	398.05	492.41
Effect of 1% change in assumed salary rate	493.52	404.89	489.92	399.22

**38. Income Tax Expense:**

(₹ In Lakhs)

Income Tax recognised in the statement of Profit and Loss	Year Ended March 31, 2024	Year Ended March 31, 2023
Current Tax		
(i) In respect of Current Year	3,982.58	1,579.40
MAT Credit entitlement adjusted	-	(142.91)
(ii) In respect of Previous Year	163.51	842.33
Total Current Tax	4146.09	2278.82
Deferred Tax		
(i) In respect of Current Year	1,176.45	2,326.75
Total Deferred Tax	1,176.45	2,326.75
Total Tax Expense	5,322.54	4,605.57



### 39. Financial Instruments- Fair Values and Risk Management

#### a. Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

(₹ In Lakhs)

Particulars	Cost	Financial assets/liabilities at FVTPL	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Non Current</b>					
Investments at cost	441.15			441.15	441.15
<b>Assets:</b>					
Cash & Cash Equivalents	5,392.16			5,392.16	5,392.16
Trade Receivable	14,259.53			14,259.53	14,259.53
Other Financial Assets	96.50			96.50	96.50
<b>Liabilities:</b>					
Trade Payable	9,277.66			9,277.66	9,277.66
Borrowings	7,207.82			7,207.82	7,207.82
Other Financial Liabilities	8,536.12			8,536.12	8,536.12

#### Amount in Rs as of March 31, 2023

(₹ In Lakhs)

Particulars	Cost	Financial assets/liabilities at FVTPL	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Non Current</b>					
Investment in subsidiary at cost	546.02			546.02	546.02
<b>Assets:</b>					
Cash & Cash Equivalents	4,023.41			4,023.41	4,023.41
Trade Receivable	14,161.73			14,161.73	14,161.73
Other Financial Assets	278.32			278.32	278.32
<b>Liabilities:</b>					
Trade Payable	8,966.47			8,966.47	8,966.47
Borrowings	8,479.19			8,479.19	8,479.19
Other Financial Liabilities	6,772.76			6,772.76	6,772.76

Fair Value Hierarchy Management considers that, the carrying amount of those financial assets and financial liabilities that are not subsequently measured at fair value in the Financial Statements approximate their transaction value. No financial instruments are recognized and measured at fair value for which fair values are determined using the judgments and estimates. The fair value of Financial Instruments referred below has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities. (Level-1 measurements) and lowest priority to unobservable (Level-3 measurements). Investments in subsidiary is at cost.

#### b) Financial Risk Management:

The Company's actual exposure to a variety of financial risks viz., market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is credit risk and liquidity risk.

#### c) Management of Market Risk:

Market risks comprises of Price risk and Interest rate risk. The Company does not designate any fixed rate financial assets as fair value through Profit and Loss nor at fair value through OCI. Therefore, the Company is not exposed to any

interest rate risk on its financial assets. Similarly, the Company does not have any Financial Instrument which is exposed to change in price.

Interest rate risk management: The Company is exposed to interest rate risk because the borrowings are at both fixed and floating interest rates. The risk is managed by the Company by having a suitable mix of fixed and floating rate borrowings.

Interest rate sensitivity analysis: The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If the interest rate increases or decreases by 50 basis points, the profit would be Lower or Higher by Rs. 7.63 lakhs for the year 2023-24 and Rs. 8.76 lakhs for the year 2022-23.

d) Foreign Currency Risks:

The Company is exposed to foreign exchange risk arising from various Currency exposures primarily with respect to the US Dollars (USD)/EURO, for the imports being made by the Company.

The Company exposure to foreign currency risk as at the end of the reporting period expressed in INR as on March 31, 2024 is as follows:

Particulars	Amount in Rs. Lakhs
<b>Financial Assets:</b>	
Cash & Cash Equivalents	-
Trade Receivable	-
Deposits	-
Other Financial Assets	-
<b>Financial Liabilities:</b>	
Trade Payable	58.02
Borrowings	-
Other Financial Liabilities	-

The Company exposure to foreign currency risk as at the end of the reporting period expressed in INR as on March 31, 2023 is as follows:

Particulars	Amount in Rs. Lakhs
<b>Financial Assets:</b>	
Cash & Cash Equivalents	-
Trade Receivable	-
Deposits	-
Other Financial Assets	-
<b>Financial Liabilities:</b>	
Trade Payable	692.90
Borrowings	-
Other Financial Liabilities	-

e) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The company considers that, all the financial assets that are not impaired and past due as on each reporting dates under review are considered credit worthy

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current financial assets.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. Cash or other collaterals are obtained from customers as and when required.

The carrying amount of trade receivables represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks .

The credit quality of financial assets is satisfactory, taking into account the allowance for credit losses. The management also considers the factors that may influence the credit risk of its customer base, including default risk associated with the industry and country in which customers operate. Credit quality of a customer is assessed based on the past track record.

An impairment analysis is performed at each reporting date on an individual basis for receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company also holds deposits as security from certain customers to mitigate credit risk.

Credit risk on trade receivables and other financial assets is evaluated as follows:

For the year ended March 31, 2024

(₹ In Lakhs)

Paticulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	15,672.85	13,541.80	1,593.33	122.30	415.42
Expected Credit loss	1,413.32		875.60	122.30	415.42
Carrying amount (net of impairment)	14,259.53	13,541.80	717.73	(0.00)	0.00
For the year ended March 31, 2023					
					(₹ In Lakhs)
Paticulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
Gross Carrying Amount	16,059.43	11,303.31	280.78	887.29	3,588.05
Expected Credit loss	1,897.70			-	1,897.70
Carrying amount (net of impairment)	14,161.73	11,303.31	280.78	887.29	1,690.35

f) **Liquidity Risk:**

The company's liquidity needs are monitored on the basis of monthly projections. The principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of cash credit and overdraft facilities to meet the obligations as and when due.

Short term liquidity requirements consist mainly of sundry creditors, expenses payable and employee dues during the normal course of business. The company maintains sufficient balance in cash and cash equivalents and working capital facilities to meet the short term liquidity requirements.

The company assesses long term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

The following table shows the maturity analysis of the Companies Financial Liabilities based on contractually agreed, undiscounted cash flows as at the balance sheet date

(₹ In Lakhs)

Paticulars	Gross Carrying Amount	Less than one year	More than one year	More than two year	More than three year
<b>As on March 31 2024</b>					
Trade Payables	9,277.66	8,690.67	301.25	273.59	12.15
Other Financial liabilities	8,536.12	8,536.12			
<b>As on March 31 2023</b>					
Trade Payables	8,966.47	8,405.62	387.78	129.60	43.46
Other Financial liabilities	6,772.76	6,772.76			

#### 40. Capital Management

The Company's objectives when managing capital are to Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet, including non-controlling interests).

The gearing ratio at the end of the reporting period was as follows:

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings		
Current	2,279.03	2,382.80
Current maturities of non- current borrowings	4,928.79	6,096.39
Non current	14,591.83	20,753.55
Less: Cash & Bank Balances	4,460.87	3,120.42
<b>Net Debt</b>	<b>17,338.78</b>	<b>26,112.32</b>
Equity		
Equity share capital	4,523.28	4,523.28
Other equity	80,386.83	72,463.05
Total capital	84,910.11	76,986.33
<b>Gearing ratio in % (Debt/ capital)</b>	<b>20.42</b>	<b>33.92</b>

In order to achieve the overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

There are no changes in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

#### 41 Earnings Per Share

(₹ In Lakhs)

	Year Ended March 31, 2024	Year Ended March 31, 2023
Net Profit / (Loss) for the Period	9,280.77	4,262.65
<b>Shares</b>		
Weighted average number of equity shares	4,52,32,790	4,52,32,790
<b>Earnings per share of par value Rs. 10/- Basic and Diluted in Rupees.</b>		
Basic	20.50	9.40
Diluted	20.50	9.40

#### 42. Expenditure in Foreign Currency:

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Raw Materials	408.35	407.05
Components, Stores & Spares	196.67	28.28
Capital Goods	-	732.68
Others	123.21	9.17
<b>Total</b>	<b>728.23</b>	<b>1,177.18</b>

**Note 43: Corporate Social Responsibility (CSR)**

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Group and the amount needs to be spent by the Group for the year is 2% of average net profits for previous three financial years, calculated as per Section 198 of the Companies Act, 2013. The areas for CSR activities are education, medical village development and other social projects. All these activities are covered under Schedule VII to the Companies Act, 2013. The details of amount spent are as under:

Particulars	(₹ In Lakhs)	
	2023-24	2022-2023
Average of net profits of last three financial years as per Section 198 of the Companies Act, 2013	15562.85	14868.17
Earmarked percentage U/s 135 of the Companies Act, 2013 towards CSR Activities	2%	2%
Amount required to be spent by the company during the year	311.26	297.36
Amount actually spent on Education, Medical and other social (CSR) Activities	316.44	280.79
Shortfall /(Excess)	(5.18)	16.58
Set off from the excess of previous financial year		16.58
Balance to be spent	-	-

**Details of CSR Expenditure**

Particulars	2023-24	2022-23
Education	228.48	207.08
Health Care	73.79	57.06
Village Development	8.54	6.09
Skill Development	5.63	10.56

As per Paragraph 17(b) of the Guidance Note on CSR issued by ICAI, the details of expenditure incurred by the Company on CSR activities are as follows:

Particulars	In Cash	Yet to be paid in Cash	Total
Construction/Acquisition of asset			
Other than (i) above:	316.44	0	316.44

**44. Related Party Transactions****a) Names of related parties and nature of relationships:****i) Subsidiaries:**

1. Tern Distilleries Private Limited (100% subsidiary Company)
2. Vishwamber Cements Limited (w.e.f 12.05.2023)

**ii) Joint Ventures:**

1. NCL Buildtek & NCL Industries JV (Partnership Firm)

**iii) Key Managerial Personnel (KMP):****a) Whole time Directors**

- |                             |                          |
|-----------------------------|--------------------------|
| 1. Mr. K Ravi               | Executive Vice Chairman  |
| 2. Mr. K Gautam             | Managing Director        |
| 3. Mr. N G V S G Prasad     | Executive Director & CFO |
| 4. Mrs. Roopa Bhoopathiraju | Executive Director       |
| 5. Mr. Utkal B Goradia      | Executive Director       |

**b) Non Whole time Directors & Other KMPs**

1. Mr. Kamlesh Gandhi	Independent and Non executive Director-Chairman of Board of Directors
2. Dr. R Kalidas	Independent and Non executive Director
3. Lt. Gen. T A Dcunha (Retd)	Independent and Non executive Director
4. Mr. P N Raju	Non Executive and Non Independent Director
5. Mr. Ashven Datla	Non Executive and Non Independent Director (upto 25.09.2023)
6. Mrs Pooja Kalidindi	Non Executive and Non Independent Director
7. Mrs P Sudha Reddy	Independent Woman Director
8. Mr. T Arun Kumar	Vice President & Company Secretary

**iv) Close Member of Key Management Personnel with whom there are transactions**

1. Mrs K Sarojini	Mother of Mr. K Ravi
2. Ms N Suchitra Katyayani	Daughter of Mr. N G V S G Prasad
3. Mrs Sita Maha Lakshmi	Mother of Mr. N G V S G Prasad
4. Mrs. Charulatha V Goradia	Grand Mother of Mr. Utkal Goradia
5. Mr. V V Goradia	Grand Father of Mr. Utkal Goradia
6. Mrs. V Sailaja	Wife of Mr. K Ravi

**v) Enterprises controlled by Key Management Personnel / Close Member of Key Management Personnel**

1. NCL Buildtek Limited
2. NCL Homes Limited
3. Kakatiya Industries (P) Limited
4. Nagarjuna Cerachem (P) Limited
5. Vikram Chemicals Pvt Limited
6. Deccan Nitrates Pvt Limited
7. NCL Holdings Ltd
8. Hampi Energy Limited

**b. Related Party Transactions for the Year****i) Compensation to key managerial personnel:**

(₹ In Lakhs)

Nature of transaction	Party Name	Year Ended March 31, 2024	Year Ended March 31, 2023
Short-term benefits	EVC, MD, CFO and CS	892.37	734.86
Short-term benefits (Non Executive Directors)	Directors	38.40	24.29
Sitting fee	Chairman and Non Executive Directors	21.35	20.00

The above amounts does not include gratuity, as it is provided based on actuarial valuation for the company as a whole.

**ii) Transactions during the year where related party relationship was existing:**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2023
<b>Sale of Finished Goods</b>				
NCL Buildtek Limited	2,721.94		2,718.70	
NCL Veka Limited	-		6.64	
Kakatiya Industries (P) Limited	-		6.16	

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2023
Mrs. Roopa Bhoopathiraju	-		0.28	
		2,721.94		2,731.78
<b>Purchases / Services</b>				
NCL Buildtek Limited	70.26		137.69	
Kakatiya Industries (P) Limited	194.71		213.23	
		264.97		350.92
<b>Advances Paid</b>				
TERN Distilleries Pvt Ltd	1,090.67	-	652.00	-
Vishwamber Cements Ltd	999.00	-	-	-
<b>Advances received back</b>				
TERN Distilleries Pvt Ltd	1,090.42		652.00	
Vishwamber Cements Ltd	999.00			
<b>ICD paid</b>				
NCL Holdings Limited	215.00		20.00	
<b>ICD received back</b>				
NCL Buildtek Limited	600.00		1,200.00	
NCL Holdings Limited			250.00	
<b>Rent Received</b>				
NCL Buildtek & NCL Industries JV	12.97	12.97	45.03	45.03
<b>Rent Paid</b>				
Smt Roopa B	11.35	-	11.13	-
Tern Distilleries Private Limited	1.20	12.55	-	11.13
<b>Intererst Received</b>				
NCL Buildtek Limited	15.53		155.72	
NCL Holdings Limited	5.84	21.37	8.46	164.18
<b>Interest Paid on public deposits</b>				
Mr. K Ravi	15.11		18.44	
Mrs. K Sarojini	0.60		0.05	
Mrs. V Sailaja	0.93		-	
Mrs. Roopa Bhoopathiraju	2.73		1.82	
Ms B Anika	1.45		2.19	
Master B Arjun	2.86		1.02	
Mr. V V Goradia	7.31		3.76	
Mrs. Charulatha V Goradia	10.06		2.10	
Ms N Suchitra Katyayani	6.41		10.82	
Mrs Sita Maha Lakshmi	3.30		3.29	
Kamlesh Suresh Gandhi	2.97		3.09	
Sonali K Gandhi	0.18		0.18	
Paayal Sanjay Desai	0.44		0.47	

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2023
Trevor Alosius D'cunha	4.28		4.50	
Mrs. Rani Raghavapudi	3.00		3.00	
Mr. Arun Raghavapudi	1.80	63.43	1.97	56.70
<b>Reimbursement of Expenses</b>				
NCL Buildtek Limited	30.96		33.84	
NCL Holdings Limited	7.29	38.25	6.63	40.47
<b>Outstanding Balances as at the end of the year</b>				
<b>Public Deposits</b>				
Mr. K Ravi	140.00		344.00	
Mrs. K Sarojini	6.00		6.00	
Mrs. V Sailaja	15.00		-	
Mrs. Roopa Bhoopathiraju	20.00		44.50	
Ms B Anika	-		15.00	
Master B Arjun	-		23.40	
Mr. V V Goradia	110.00		55.00	
Mrs. Charulatha V Goradia	80.00		30.00	
Ms N Suchitra Katyayani	-		56.50	
Mrs Sita Maha Lakshmi	33.00		33.00	
Kamlesh Suresh Gandhi	35.00		35.00	
Sonali K Gandhi	2.00		2.00	
Paayal Sanjay Desai	4.00		5.00	
Trevor Alosius D'cunha	45.00		45.00	
Mrs. Rani Raghavapudi	30.00		30.00	
Mr. Arun Raghavapudi	18.00	538.00	18.00	742.40
<b>Subsidiaries</b>				
Tern Distilleries Private Limited	0.25	0.25	-	
<b>Other related parties</b>				
NCL Buildtek Limited	496.95		(21.51)	
NCL Homes Limited	0.06		0.06	
Kakatiya Industries (P) Limited	41.86		0.68	
NCL Buildtek & NCL Industries JV	441.15		546.02	



#### 45. Key Financial Ratios

Ratio	Numerator	Denominator	For the year ended 31st March 2023	For the year ended 31st March 2022	Variance %
Current Ratio	Current Assets	Current Liabilities excluding Current Borrowings	1.72	1.77	-2.99%
Debt Equity Ratio	Debt	Net Worth	0.26	0.38	32.39%
Debt Service Coverage Ratio	Earnings before Interest depreciation and Tax	Interest Expense + Principal Repayment	2.56	2.08	23.11%
Return on Equity Ratio (%) (Note 1)	Net Profit after taxes	Share holders equity	11%	6%	90.84%
Inventory Turnover Ratio	Sale of Products and services	Average Inventory	12.74	13.48	-5.53%
Trade Receivables turnover Ratio	Sale of Products and services	Average Trade receivables	14.64	12.02	21.81%
Trade payables turnover Ratio	Purchase	Average Trade Payables	5.81	6.26	-7.32%
Net Capital turnover Ratio (Note 1)	Sale of Products and services	Current Assets- Current Liabilities	18.34	19.79	-7.33%
Net Profit Ratio (%) (Note 1)	Profit after tax	Sale of Products and services	4.48%	2.36%	89.98%
Return on Capital Employed Ratio (%) (Note 1 &2)	Earnings before Interest and Taxes	Capital Employed	14.03%	9.88%	42.01%
Return on Investment	Income generated from investments	Time weighted average of investments	-	-	-

1. Debt = Long Term Secured Loans+ Current Maturities of Long Term Loans+Long Term unsecured Loans+Current Maturities of unsecured Loans

2. Net worth= Equity Share Capital +Reserves and Surplus

3 Average Inventory =(Opening balance+Closing balance)/2

4 Average Trade Receivables =(Opening balance+Closing balance)/2

4 Average Trade Payables =(Opening balance+Closing balance)/2

5 Capital Employed =Total Assets -Current Liabilities

#### Notes

1. Reduction in borrowings due to repayments and improved performance resulted in Lower DE Ratio.

2. Increased profits due to increased turnover and reduction of costs in comparison to previous year.

#### Note 46:

#### Other information :

- i) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ii) The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- iii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- iv) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- v) The Company has no Loans or Advances in the nature of Loans to specified persons that are Repayable on Demand or without specifying any terms or period of repayment.
- vi) The Company had no transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.
- vii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- ix) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- x) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- xi) The Company has not revalued its Property, Plant & Equipment during the current year.

**Note 47.** As per the requirements of Rule 3(1) of the Companies (Accounts) Rules 2014, the Company is required to use only such accounting software for maintaining its books of accounts that have a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and who made those changes within such accounting software. In respect of the accounting software used by the Company, the audit trail was enabled from 13th April, 2023 and audit trail was not enabled at certain master tables of database level to log any direct data changes. In respect of such application and database, the Company has established and maintained an adequate internal control framework over its financial reporting and based on its assessment, it has been concluded that the internal controls for the year ended March 31, 2024 were effective. The Company is in the process of system upgradation to meet the audit trail requirements for the relevant masters at database level.

#### 48 Segmental Reporting :

Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented for each business segment. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual business segments, and are as set out in the significant accounting policies. Business segments of the company are.

1. Cement
2. Boards
3. RMC
4. Energy
5. Doors

Types of products and services in each business segments (1) OPC/PPC/53 S Cement (2) Plain and laminated Cement Bonded Particle Boards . (3) Ready Mix Concrete. (4) Generation of Hydel power. (5) Doors

#### Segment Revenue and Expense

##### Details regarding revenue and expenses attributable to each segment must be disclosed

Segment assets include all operating assets in respective segments comprising of net fixed assets and current assets, loans and advances etc. Assets relating to corporate and construction are included in unallocated segments. Segment liabilities include liabilities and provisions directly attributable to respective segment.

## Segment revenues and results:

for the year ended March 31, 2024

(₹ In Lakhs)

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Revenue from External Customers</b>							
Within India	1,53,156.15	17,765.84	153.06	12,459.96	3,449.87	-	1,86,984.89
Outside India		150.54					150.54
<b>Inter-Segment Revenue</b>	<b>19,777.50</b>	<b>895.67</b>	<b>0.45</b>	<b>5.53</b>	<b>198.73</b>	<b>-</b>	<b>20,877.87</b>
<b>Total Segment Revenue</b>	<b>1,72,933.65</b>	<b>18,812.05</b>	<b>153.51</b>	<b>12,465.49</b>	<b>3,648.60</b>	<b>-</b>	<b>2,08,013.30</b>
<b>Segment Results</b>							
Within India	15,528.07	1,320.18	(226.14)	545.22	(686.26)	481.05	16,962.10
Outside India	-	-	-	-	-	-	-
<b>Total segmental results</b>	<b>15,528.07</b>	<b>1,320.18</b>	<b>(226.14)</b>	<b>545.22</b>	<b>(686.26)</b>	<b>481.05</b>	<b>16,962.10</b>
<b>Unallocated Corporate expenses:</b>							
Interest expenses (net)						2,295.62	2,295.62
Other unallocated expenses net of other income						0	0
<b>Profit before tax from ordinary activities</b>	<b>15,528.07</b>	<b>1,320.18</b>	<b>(226.14)</b>	<b>545.22</b>	<b>(686.26)</b>	<b>(1,814.57)</b>	<b>14,666.48</b>

for the year ended March 31, 2023

(₹ In Lakhs)

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Revenue from External Customers</b>							
Within India	1,31,004.11	17,197.18	565.17	9,395.81	2,803.67	-	1,60,965.95
Outside India							-
<b>Inter-Segment Revenue</b>	<b>25,689.86</b>	<b>805.05</b>	<b>220.47</b>	<b>30.66</b>	<b>31.69</b>	<b>-</b>	<b>26,777.73</b>
<b>Total Segment Revenue</b>	<b>1,56,693.97</b>	<b>18,002.23</b>	<b>785.63</b>	<b>9,426.47</b>	<b>2,835.36</b>	<b>-</b>	<b>1,87,743.67</b>
<b>Segment Results</b>							
Within India	9,558.31	2,128.31	420.00	(100.64)	(540.21)	278.35	11,744.13
Outside India	-	-	-	-	-	-	-
<b>Total segmental results</b>	<b>9,558.31</b>	<b>2,128.31</b>	<b>420.00</b>	<b>(100.64)</b>	<b>(540.21)</b>	<b>278.35</b>	<b>11,744.13</b>
<b>Unallocated Corporate expenses:</b>							
Interest expenses (net)						2,620.63	2,620.63
Other unallocated expenses net of other income							-
<b>Profit before tax from ordinary activities</b>	<b>9,558.31</b>	<b>2,128.31</b>	<b>420.00</b>	<b>(100.64)</b>	<b>(540.21)</b>	<b>(2,342.28)</b>	<b>9,123.50</b>

## Segment assets and liabilities

for the year ended March 31, 2024

Amount in Rs lakhs

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Assets :</b>							
Assets	1,00,572.02	14,754.95	2,209.18	5,082.96	10,335.41	20,942.09	1,53,896.61
<b>Total Assets</b>							
<b>Segment Liabilities :</b>							
Liabilities	35,085.70	2,575.08	73.64	1,745.91	676.80	15,304.98	55,462.11
<b>Total Liabilities</b>							

Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
for the year ended March 31, 2023							Amount in Rs lakhs
Particulars	Cement	Boards	Energy	RMC	Doors	Unallocable	Total
<b>Segment Assets :</b>							
Assets	99,338.17	13,604.57	2,408.76	4,742.92	9,408.76	21,118.20	1,50,621.38
<b>Total Assets</b>							
<b>Segment Liabilities :</b>							
Liabilities	40,825.48	2,603.74	74.50	1,701.03	536.56	16,994.30	62,735.61
<b>Total Liabilities</b>							

#### Note 49 - Business Combination (Ind As 103):

##### A. Background of the Transaction

Company has executed a Share Purchase Agreement with Promoter group of Vishwamber Cements Limited and Vishwamber Cements Limited (VCL) for acquisition of 100% shareholding consisting of 77,67,430 equity shares of Rs. 10/- each in Vishwamber Cements Limited (VCL) for a total consideration of Rs. 1623.91 Lakhs.

NCL Industries Ltd intends to merge VCL with NCL Industries Ltd. Following the merger, the limestone mines covering an area of 322.06 acres under VCL's lease will be converted into captive mines of NCL Industries Ltd. The limestone extracted from these mines will be used for NCL Industries Ltd's operations.

##### B. Fair value of the consideration transferred

As per the Ind AS 103 - Business combinations, purchase consideration has been allocated on the basis of fair valuation determined by Management. Total enterprise value works out to Rs.619.40 Lakhs. The effective purchase consideration of 1623.91 Lakhs. The Fair value of identifiable assets acquired, and liabilities assumed as on the acquisition date are as under:

Particulars	Amount in Rs. Lakhs
Property, plant and equipment	115.25
Long term loans and advances	374.18
Cash and cash equivalents	132.96
<b>Total Assets</b>	<b>622.39</b>
Other Current liabilities	2.99
<b>Fair Value of Asset</b>	<b>619.40</b>

##### C. Amount Recognised as goodwill

Particulars	Amount in Rs. Lakhs
Fair value of consideration (100%)	1,623.91
Total VCL Value	619.40
Less: Fair value of net assets acquired	619.40
<b>Goodwill</b>	<b>1,004.51</b>

#### Note 50

Previous year's figures have been regrouped/reclassified/recasted wherever necessary to confirm to the current year's presentation.





If undelivered, please return to:

## **NCL Industries Limited**

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