

Corporate Office : Prestige Precinct, 3rd Floor, Almeida Road, Thane (West) - 400 601. INDIA.
Tel.: 022-2598 5900 • Email: finance@nitincastings.com • Website : www.nitincastings.com

To,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Date: 07th September, 2022

Ref.: Script Code: 508875

Sub: Annual Report 2021-22 and Notice of the 39th Annual General Meeting of Nitin Castings Limited.

Dear Madam/ Sir,

The 39th Annual General Meeting ('AGM') of Nitin Castings Limited ('the Company') will be held on Thursday, 29th September, 2022 at 11.00 AM through Video Conferencing / Other Audio Visual Means. Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode only to the Members of the Company.

The Annual Report containing the Notice is also available on the website of the Company at www.nitincastings.com

Please take the above on record.

Thanking You,
Yours Truly,

For Nitin Castings Limited

Nitin
Shantikumar
Kedia

Digitally signed
by Nitin
Shantikumar
Kedia

Nitin Kedia
Director
DIN: 00050749
Encl: a/a

NITIN

***A Kedia* ENTERPRISE**

NITIN CASTINGS LIMITED

CIN: L65990MH1982PLC028822

**39th Annual Report
2021-22**

Board of Directors

| | | |
|-------------------------|---|---|
| Mr. Nitin S. Kedia | - | Chairman and Managing Director |
| Mr. Nirmal B. Kedia | - | Executive Director |
| Mr. Nipun N. Kedia | - | Executive Director |
| Mr. Arvind B. Jalan | - | Independent - Non-Executive Director |
| Mr. Ravi Nevatia | - | Independent - Non-Executive Director |
| Mrs. Barkharani Nevatia | - | Independent - Non-Executive Director |
| Mrs. Preethi Anand | - | Independent - Non-Executive Director (appointed as an additional director w.e.f. 26th August 2022) |

Chief Financial Officer

Mr. Murlidhar Gupta (Cessation 12th June,2022)

Company Secretary

Ms. Muskan Jain(Appointed w.e.f. 06th December, 2021)

Bankers

ICICI Bank Limited
Axis Bank Limited

Statutory Auditors

GMJ & Co.

Chartered Accountants

Legal Advisors

Narayanan & Narayanan
Advocate & Solicitor

Registered Office

202, 2nd Floor,
Rahul Mittal Industrial Premises Co-Op Soc. Ltd.,
Sanjay Building No. 3, Sir M.V. Road,
Andheri (East), Mumbai – 400 059

Corporate Office

Prestige Precinct, 3rd Floor,
Almeida Road, Panchpakhadi,
Thane (West) – 400 601

Works

- 1) Plot No. 183/1, Surangi, Silvassa,
Dadra & Nagar Haveli – 396 230
- 2) Plot No. 7, Survey No. 679/1,
Village- Karvad, Taluka-Vapi,
District-Valsad, Gujarat - 396195

Registrar & Share Transfer Agent

Link intime (India) Pvt. Ltd.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083

Website:

www.nitincastings.com

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Date: 26th August, 2022

To,
BSE Limited
25th Floor, PJ Towers,
Dalal Street, Mumbai - 400 001
Email: corp.comm@bseindia.com

Scrip Code: 508875

Dear Sir/Madam,

Sub.: Notice of 39th Annual General Meeting

We are enclosing herewith notice of Thirty Ninth (39th) Annual General Meeting (AGM) of Nitin Castings Limited ("the Company") to be held on **29th September, 2022 at 11.00 a.m. (IST)** through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The said notice is also available on the website of the Company at <http://www.nitincastings.com/>

Kindly take same on record.

Thanking you,

Yours faithfully,

FOR NITIN CASTINGS LIMITED

**NITIN KEDIA
DIRECTOR
DIN - 00050749**

Encl.: A/a

NOTICE OF 39th ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Ninth (39th) Annual General Meeting (“AGM”) of the Members of Nitin Castings Limited (“Company”) will be held on **29th September, 2022 at 11.00 a.m. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nitin Kedia (DIN: 00050749) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint of M/s. Jhunjhunwala Jain & Associates LLP as a Statutory Auditor of the Company in place of M/s. GMJ & Associates.

“**RESOLVED THAT**, in pursuance to the provisions of Section 139(1) and other applicable provisions, if any of the Companies Act, 2013, M/s Jhunjhunwala Jain & Associates LLP, Chartered Accountants, Mumbai, (FRN # 113675W/W100361) shall be appointed as the Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the Annual General Meeting to be held for the financial year 2026-2027, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors, in addition to reimbursement of GST and all out of pocket expenses in connection with the audit of the Accounts of the Company, the remuneration may be paid on existing terms to be agreed between the Auditors and the Board of Directors.”

“**RESOLVED FURTHER THAT**, any one Directors of the Company be and is hereby authorized to do all the acts, deed things including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolution” 31st March, 2022”

4. To declare and approve final dividend of Rs. 0.50/- per equity share for the year ended 31st March, 2022:

“**RESOLVED THAT**, in pursuance to the provisions under Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014, and subject to the approval of the members at the ensuing Annual General Meeting, the Board do hereby recommend a dividend of Rs. 0.5/- per equity share of Rs. 5/- each fully paid up of the Company.

RESOLVED FURTHER THAT, the dividend is paid out of the free reserves of the Company for the financial year ended 31st March, 2022 to the equity shareholders whose names appear on the Register of Members as on the Record date ie. 22nd September, 2022.

RESOLVED FURTHER THAT, any one Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be incidental or necessary to give effect to this resolution.”

SPECIAL BUSINESS:

5. To appoint of Mrs. Preethi Anand as an Independent Director of the Company for the period of 5 years.
To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **SPECIAL RESOLUTION:**

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 and 121 of

Articles of Association of the Company, Mrs. Preethi Anand (DIN: 07178887) who was appointed as an Additional Independent Director by the Board of Directors in their meeting held on August 26, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five year i.e. from 26th August, 2022 to 25th August, 2027 and the term shall not be subject to retirement by rotation.”

6. Approval for transaction with Related Parties

To consider, and if thought fit to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT**, pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with rules made thereunder (‘the Rules’), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the approval of the Members be and is hereby accorded to ratify/approve the transactions entered into contracts / arrangements / agreements/ transactions, up to the limit given in table as set out in the Explanatory Statement annexed to the Notice convening this meeting, within the meaning of the aforesaid law and as per the terms and conditions mutually agreed from time to time and as set out in the Explanatory Statement annexed to the Notice convening this meeting, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, in which the Directors of the Company, are interested.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above Resolution, any Director and/or the Company Secretary of the Company be and are hereby authorized, jointly and/or severally, to agree, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit and execute all agreements, addendum agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT**, in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 08th August, 2018 authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re- enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 150 Crores (Rupees One Hundred and fifty Crores) at any point of time.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT, in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 08th August, 2018 authorizing the Board of Directors of the Company to borrow money from banks/financial institutions and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) shall not exceed an amount of Rs. 150 Crores (Rupees One Hundred and fifty Crores) exclusive of interest.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT, in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 08th August, 2018 authorizing the Board of Directors of the Company, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 150 Crores (Rupees One Hundred and fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

10. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

11. Re-appointment of Mr. Nitin Kedia (DIN: 00050749), as Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration committee and the Board of Directors of the Company approval of the members be and is hereby accorded for the re-appointment of Mr. Nitin Kedia (DIN: 00050749) as the Managing Director of the Company to be designated as the Chairman & Managing Director, for a period of 5 (five) years with effect from May 28, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be agreed between the Board and Mr. Nitin Kedia, subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT, the term of office of Mr. Nitin Kedia as the Managing Director shall be subject to retirement by rotation.”

“RESOLVED FURTHER THAT, all the Directors and Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the foregoing resolution including but not limited to filing of necessary forms and returns with the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges, as may be required in this regard.”

12. **A. Increase In Managerial Remuneration Payable To Mr. Nitin Kedia, Chairman And Managing Director:**

“RESOLVED THAT pursuant to Section 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the revision in the remuneration of

Mr. Nitin Kedia (DIN: 00050749), Chairman and Managing Director of the Company on following terms and conditions with effect from 01st April, 2022 for a period of 3 years:

| Particulars | Amount |
|---------------------|---|
| Basic Salary | Rs. 3.75 Lakhs per month with such increase as the Board may decide from time to time |
| HRA | Rs. 1.88 Lakhs per month |
| Conveyance | Rs. 0.56 Lakhs per month |
| Education Allowance | Rs. 0.38 Lakhs per month |
| Medical Allowance | Rs. 0.56 Lakhs per month |
| Special Allowance | Rs. 0.38 Lakhs per month |

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

B. Increase In Managerial Remuneration Payable To Mr. Nirmal Kedia, Director:

“**RESOLVED THAT** pursuant to Section 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the revision in the remuneration of Mr. Nirmal Kedia (DIN: 00050769), Director of the Company on following terms and conditions with effect from 01st April, 2022 for a period of 3 years:

| Particulars | Amount |
|---------------------|---|
| Basic Salary | Rs. 3.75 Lakhs per month with such increase as the Board may decide from time to time |
| HRA | Rs. 1.88 Lakhs per month |
| Conveyance | Rs. 0.56 Lakhs per month |
| Education Allowance | Rs. 0.38 Lakhs per month |
| Medical Allowance | Rs. 0.56 Lakhs per month |
| Special Allowance | Rs. 0.38 Lakhs per month |

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

C. Payment Of Managerial Remuneration To Mr. Nipun Kedia, Director:

“**RESOLVED THAT** pursuant to Section 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Nipun Kedia (DIN: 02356010), Director of the Company on following terms and conditions with effect from 01st April, 2022 for a period of 3 years:

| Particulars | Amount |
|---------------------|---|
| Basic Salary | Rs. 0.90 Lakhs per month with such increase as the Board may decide from time to time |
| HRA | Rs. 0.45 Lakhs per month |
| Conveyance | Rs. 0.04 Lakhs per month |
| Education Allowance | Rs. 0.04 Lakhs per month |
| Medical Allowance | Rs. 0.04 Lakhs per month |
| Special Allowance | Rs. 0.03 Lakhs per month |

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED**

**NITIN KEDIA
DIRECTOR
DIN - 00050749**

Mumbai, 26/08/2022

Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.nitincastings.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited (BSE) at <https://www.bseindia.com/> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI Circular as mentioned hereinabove.
8. Members seeking any information with regard to the accounts or resolutions placed at the AGM are requested to send an email to the Company on naglmumbai@gmail.com by 24th September, 2022 The same will be replied by the Company suitably.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive) in connection with the Annual General Meeting.
10. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH-13 to the Registrar and Transfer Agent of the Company. Members holding shares in Demat form may contact their respective Depository Participant (“DP”) for recording of nomination.

11. Details of Director seeking re -appointment have been annexed as part of this Notice.
12. In case of joint holders attending the Meeting. Only such joint holder who is higher in the order of names will be entitled to vote.
13. Members are requested to follow below procedure for Registration/updating Email ID, Bank details, Mobile Number & other details:
 - a) **Shareholders holding Shares in Physical Mode:** Such Shareholders are requested to register their e-mail ID and Bank details with the Registrar and Share Transfer Agent of the Company, viz., “M/s. Link Intime India Pvt. Ltd” on its email (at priya.yadav@linkintime.co.in). Apart from the changes in email id, any other changes can be intimated M/s. Link Intime India Pvt. Ltd at priya.yadav@linkintime.co.in or to the Company at naglmumbai@gmail.com.
 - b) Shareholders holding Shares in Dematerialized Mode are requested to contact their Depository Participant(s) for any changes in their details with respect to change in their email, bank details, mobile number, PAN and any other detail. For temporary registration, the procedure in point 1 above can be followed.
 - c) Members, whether holding shares in electronic/ physical mode, are requested to quote their DPID & Client ID or Folio No. for all correspondence with the Company/RTA.
 - d) NRI Members are requested to:
 - Change their residential status on return to India permanently.
 - Furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
 - e) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at earliest.
 - f) Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company’s RTA for doing the needful.
 - g) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the Company /RTA.
 - h) In compliance with MCA General Circular 20/2020 dated 05th May, 2020 and SEBI Circular dated May 12, 2020, and Circular No. 02/2021 dated January 13, 2021, Notice of the 39th AGM along with the Annual Report FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website at <http://www.nitincastings.com/> and website of the BSE Limited at <https://www.bseindia.com/> and on the website of NSDL <https://www.evoting.nsdl.com>.

Members of the Company holding shares either in physical form or in Dematerialized form as on the cut off date i.e. 22nd September, 2022 will be sent Annual Report for the Financial Year 2021-22 through electronic mode.

- i) Members who wish to inspect statutory registers required to be made available/ kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to <http://www.nitincastings.com/>.
 - j) Those shareholders who have not yet claimed Original Share Certificates of Face value of Rs. 5/- (After the Sub-division of the Company dated February 19, 2020) are requested to contact the Company.
14. The Company has fixed Thursday, 22nd September, 2022 as the ‘Record Date’ for determining entitlement of members to Final Dividend for the financial year ended March 31, 2022, if approved at the AGM.

The instructions for shareholders voting electronically and joining the AGM through video conferencing (VC) or other audio-visual means (OAVM) are as under:

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

The remote e-voting period begins on 26th September, 2022 at 9.00 A.M. and ends on 28th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2022

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

| | |
|---|--|
| | <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in Demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| c) For Members holding shares in Physical Form. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your Demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcskalaagarwal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request to naglmumbai@gmail.com any time before 5:00 p.m. IST on 24th September, 2022 mentioning their name, Demat account number/folio number, email id, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send their queries to naglmumbai@gmail.com any time before 5:00 p.m. IST on 24th September, 2022 mentioning their name, Demat account number/folio number, email id, mobile number. These queries will be replied by the Company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
ITEM No. 5

Mrs. Preethi Anand (DIN - 07178887) was appointed as an Additional Director by the Board with effect from 26th August, 2022 pursuant to Section 161 of the Companies Act, 2013, read with Article 92 of the existing Articles of Association of the Company. The above Director is an Independent Director within the meaning of Regulation 17 of the Listing Regulations. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Preethi Anand will hold office up to the conclusion of the ensuing Annual General Meeting. The Company has also received from the Director, a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of Members for the appointment of Mrs. Preethi Anand as an Independent Director of the Company for a term of one year pursuant to Section 149 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. In the opinion of the Board of Directors, Mrs. Preethi Anand, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management.

No director, key managerial personnel or their relatives, except Mrs. Preethi Anand, to whom the Resolution relates, is interested or concerned in the resolution.

This Statement may also be regarded as a disclosure under Regulation 17 of the Listing Regulation with Stock Exchanges.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM No. 6
APPROVAL FOR TRANSACTION WITH RELATED PARTY:

The Company has entered into contracts / arrangements /agreements/ transactions with the related parties as per the terms and conditions mutually agreed from time to time, which are in the ordinary course of business of the company and terms and conditions including pricing are at arm's length basis and the same are reviewed by the Audit Committee on quarterly basis.

The transactions entered into constitutes 'Professional fees' as per Related Party Transactions Policy of the Company and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions require approval of the shareholders, in which the concerned related parties are required to abstain from voting.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

| Sr. No. | Particulars | Relationship | Nature of Transaction | Current year (FY 2021-2022) |
|----------------|--------------------|----------------------|--------------------------------------|------------------------------------|
| 1. | Suman Kedia. | Relative of Director | Rent Paid | 44,15,000 |
| 2. | Suman Kedia. | Relative of Director | Closing Balance of Rent Deposit paid | 14,50,000 |
| 3. | Shalini Kedia | Relative of Director | Rent Paid | 44,15,000 |

| | | | | |
|-----|---------------------------------|----------------------------|--------------------------------------|-----------|
| 4. | Shalini Kedia | Relative of Director | Closing Balance of Rent Deposit paid | 14,50,000 |
| 5. | Arvind Engineering Works | Significant Control of KMP | Purchase of Spares & Machinery | 20,70,000 |
| 6. | Kedia Construction Co. Ltd. | Significant Control of KMP | Professional Fees paid | 26,00,000 |
| 7. | Kirti Investments Limited | Significant Control of KMP | Professional Fees paid | 16,00,000 |
| 8. | Rajshila Mercantile Pvt. Ltd | Significant Control of KMP | Professional Fees paid | 12,25,000 |
| 9. | Sanrit Software Pvt Ltd | Significant Control of KMP | Professional Fees paid | 9,80,000 |
| 10. | Goldbiz Trading (India) Pvt Ltd | Significant Control of KMP | Professional Fees paid | 18,00,000 |
| 11. | Goldbiz Trading (India) Pvt Ltd | Significant Control of KMP | Professional Fees paid | 38,40,000 |

The copy of respective documents entered, containing broad terms and conditions are open for inspection during business hours between 11.00 a.m. to 1.00 pm on all days except Saturday(s), Sunday(s) and Public Holiday(s) at the Registered Office of the Company up to and including the date of Annual General Meeting and same is also available for inspection by members at the Annual General Meeting.

No Directors, Key Managerial Personnel or their relatives, except Mr. Nipun Kedia and his relatives, are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 6 of the accompanying Notice.

ITEM 7 & 8:

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 150 Crores (One hundred and fifty crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 150 Crores (One hundred and fifty crores).

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 7 & 8 of the Notice for approval by the Members.

ITEM 9:

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013

('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 150 crores (one hundred & Fifty Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board recommends the Special Resolution set out at Item No.9 of the Notice for approval by the Members.

ITEM 10:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary

company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 10 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution

ITEM NO. 11

Based on recommendation of Nomination and Remuneration Committee, the Board of directors vide their resolution passed on 28th May 2022 reappointed Mr. Nitin Kedia as Chairman and Managing Director of the Company with effect from May 28, 2022 for a period of five years subject to approval of members of the Company.

Mr. Nitin Kedia is a B.E Mechanical by qualification. He has his credit of nearly 30 years of industry experience. He is largely responsible for the efficient operations of the Company and its excellent financial performance. At this crucial juncture, the continued service of Mr. Nitin Kedia are considered essential for successful execution of the business operations and achieve smooth functioning thereafter. It is also essential for the Company to have his continued services for its future growth.

The remuneration package for Mr. Nitin Kedia as determined by the Remuneration Committee of the Board and approved by the Board of Directors.

Mr. Nitin Kedia's appointment as Director on the Board of the Company was on the basis of his being liable to retire by rotation. He is eligible to seek re-election at the Annual General Meeting in which he retires by rotation.

The remuneration package is well within the overall limit prescribed under Section 197 and Schedule V of the Companies Act, 2013. The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Section 197 and Schedule V of the Companies Act, 2013 or any statutory modifications thereto.

In terms of the provisions of the Companies Act, 2013, consent of the members is required for appointment of Mr. Nitin Kedia as Chairman and Managing Director of the Company. The Board recommend the resolution as set out in item no. 11 for approval of the members as an Special Resolution. A copy of the Board Resolution and the appointment letter issued to Mr. Nitin Kedia, Chairman and Managing Director will be available for inspection between 11.00 AM to 1.00 PM on all working days (Monday to Friday) at the Corporate Office of the company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Nitin Kedia as the Managing Director.

None of the directors of the Company except Mr. Nipun Kedia, Mr. Nirmal Kedia and Mr. Nitin Kedia are concerned or interested in the proposed resolution.

ITEM NO. 12

Note A

Mr. Nitin Kedia was re-appointed as Chairman and Managing Director of the Company for a period of Five (5) years from 28th May, 2022. The Board has approved the revision in remuneration at the Board Meeting held on 26th August, 2022 as recommended by the Nomination & Remuneration Committee of the Company.

Accordingly, your Directors recommend and seek your approval to the resolution as set out in item no. 12A of the accompanying notice by way of Special Resolution.

Neither any of the Directors /Key Managerial Personnel of the company nor any of their relative(s), except Mr. Nitin Kedia, Director and Mr. Nipun Kedia, Son of the Director and Mr. Nirmal Kedia, Brother of Director shall be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at item no. 12A of the notice.

Note B

Mr. Nirmal Kedia was appointed as Executive Director of the Company with effect from 24th April, 2010. The Board has approved the revision in remuneration at the Board Meeting held on 26th August, 2022 as recommended by the Nomination & Remuneration Committee of the Company.

Accordingly, your Directors recommend and seek your approval to the resolution as set out in item no. 12B of the accompanying notice by way of Special Resolution.

Neither any of the Directors /Key Managerial Personnel of the company nor any of their relative(s), except Mr. Nirmal Kedia, Director and Mr. Nipun Kedia, Son of the Director and Mr. Nitin Kedia, Brother of Director shall be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at item no. 12B of the notice.

Note C

Mr. Nipun Kedia was appointed as Executive Director of the Company with effect from 01st June, 2010. The Board has approved the payment of remuneration at the Board Meeting held on 26th August, 2022 as recommended by the Nomination & Remuneration Committee of the Company.

Accordingly, your Directors recommend and seek your approval to the resolution as set out in item no. 12C of the accompanying notice by way of Special Resolution.

Neither any of the Directors /Key Managerial Personnel of the company nor any of their relative(s), except Mr. Nipun Kedia, Director and Mr. Nirmal Kedia, Son of the Director and Mr. Nitin Kedia, Brother of Director shall be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at item no. 12C of the notice.

**By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED**

**NITIN KEDIA
DIRECTOR
DIN - 00050749**

Mumbai, 26th August, 2022

Details of Director seeking re-appointment at the AGM

Details of Directors seeking appointment/re-appointment at this Annual General Meeting {Pursuant to Regulation 36(3) of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard 2:

| | |
|--|--|
| Name of Director | Nitin Kedia |
| DIN | 00050749 |
| Age | 61 years |
| Category | Executive - Non- Independent |
| Brief Resume and nature of expertise in specific functional areas | Mr. Nitin Kedia, a Mech. Engineer from Bangalore, has more than 37 years of experience in the industry. He started his career from 1983 and had held various key positions in the family business. He was instrumental in turning around its castings business introducing innovative technology and export culture. |
| Terms of conditions of re-appointment | Mr. Nitin Kedia is Executive & Non-Independent Director and liable to retire by rotation |
| Details of remuneration sought to be paid and remuneration last drawn. | - |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company. | Mr. Nipun Kedia - Son of Mr. Nitin Kedia Mr. Nirmal Kedia – Brother of Mr. Nitin Kedia |
| Directorships held in other Public Companies, including listed Companies [excluding Foreign Companies, Private Companies and Deemed Public Company] as on 31 st March, 2022 | Kedia kccl Co. Ltd |
| Attendance at Board meetings in FY 2021-2022 | Attended all Board Meetings during the Financial Year 2021-2022 |

**By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED**

**NITIN KEDIA
DIRECTOR
DIN - 00050749**

Brief Profile

Appointment of Mrs. Preethi Anand (DIN: 07178887), as an Independent Director not liable to retire by rotation.

| | |
|---|---|
| Name of Director | Mrs. Preethi Anand |
| DIN | 07178887 |
| Date of Birth | 16/10/1979 |
| Category | Additional Independent Director |
| Date of Appointment | 26/08/2022 |
| Brief Resume and nature of expertise in specific functional areas | |
| Terms of conditions of appointment | Mrs. Preethi Anand is appointed as an Independent Director for the period of 5 years w.e.f 26th August, 2022 and who shall not be liable to retire by rotation. |
| Details of remuneration sought to be paid and remuneration last drawn. | No remuneration is proposed to be paid |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | NIL |
| Number of Board Meetings attended during the year | N.A |
| Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies] as on 31st March, 2022 | NIL |
| Memberships / Chairmanships of Audit and | |
| Stakeholders Relationship Committees of other Public Companies as on 31st March, 2022 | NIL |
| Number of shares held in the Company as on 31st March, 2022 | NIL |

DIRECTORS' REPORT

To,
The Members,
NITIN CASTINGS LIMITED

Your directors have pleasure in presenting the **39th (Thirty Ninth) Annual Report** on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2022.

1. **FINANCIAL RESULT**

The financial performance of the Company for the financial year ended 31st March, 2022 as compared to the previous year is summarized below:

(Rs. in Lakhs)

| Particulars | Current Year | Previous Year |
|--|----------------|----------------|
| Total Revenue | 9,866.30 | 6,346.57 |
| Expenditure (excluding Depreciation and Amortization) | 9,013.81 | 5,734.21 |
| Earnings before Depreciation and Taxes | 852.49 | 612.37 |
| Depreciation and Amortization | 200.13 | 221.19 |
| Earnings before Taxes | 652.36 | 391.17 |
| Tax expenses including Deferred tax | 136.36 | 65.43 |
| Profit after Taxes | 516.00 | 325.75 |
| Add : Balance brought forward from previous year | 2,327.59 | 1,991.37 |
| Add : Other Comprehensive Income | 3.12 | 8.87 |
| Add: (Less) Adjustment of prior years | - | 1.6 |
| Less: Proposed Dividend (Including tax) on Equity Shares | (25.71) | |
| Net Balance carried to Profit & Loss Account | 2821.00 | 2327.59 |

2. **OPERATING RESULT & PROFIT**

During the year under review, your Company has registered a Turnover of **Rs. 9,866.30 Lakhs** as against **Rs. 6,346.57 Lakhs** in the previous year. The Profit before taxes in the current year is **Rs. 652.36 Lakhs** as against **Rs. 391.18 Lakhs** in the previous year and profit after taxes are **Rs. 516.00 Lakhs** as against **Rs. 325.75 Lakhs** in the previous year.

3. **FINANCE**

Cash and cash equivalents as at 31st March, 2022 was **Rs. 250.91 Lakhs**. The company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

4. **DIVIDEND**

Your Directors recommended a dividend **Rs. 0.50/-** per equity share (**10%**) for the financial year ended 31st March, 2022, amounting to **Rs. 25.71 Lakhs**. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose name appear in the Register of Members as on **22nd September, 2022** in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

5. TRANSFER TO RESERVES

During the year under review, the Company does not propose to transfer any amount to the General Reserve/ Retained earnings of the Company.

6. SHARE CAPITAL:

During the year under review, the paid-up Equity Share Capital as on March 31, 2022 is Rs. 257.07 Lakhs comprising of 51,41,330 shares with the face value of Rs. 5/- per share.

7. DIRECTORS & KEY MANAGERIAL PERSONNEL

As per the provisions of Section 203 of the Companies Act, 2013, Ms. Shruti Laud (ACS: 38705), tendered her resignation as Company Secretary of the Company with effect from June 18, 2021 Pursuant to her resignation, Ms. Muskan Jain (ACS-63380) was appointed as the Company Secretary of the Company with effect from December 06, 2021.

With deep regret, we report the sad demise of our CFO Mr. Murlidhar Gupta on 12th June, 2022. Your Directors would like to place on record their highest gratitude and appreciation for the guidance given by Mr. Gupta to the Board during his tenure as a CFO.

The disclosures pertaining to Directors being re-appointed as required pursuant to Regulation 36 of the Listing Regulations given in the explanatory statement to the Notice convening the 39th Annual General Meeting of the Company for reference of the shareholders.

The aforesaid appointment and resignation were made by the Board pursuant to the recommendation of Nomination and Remuneration Committee (NRC).

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience of all Independent Directors on the Board.

Pursuant to Rule 6 of Companies (Appointment and qualification of Directors) Rules, 2014 as amended w.e.f. 1st December, 2019, all Independent Directors of the Company viz. Mr. Ravi Nevatia, Mrs. Barkharani Nevatia, Mr. Arvind Jalan have registered themselves in the Independent Directors databank maintained with the Indian Institute of Corporate Affairs (IICA). In the opinion of the Board of Directors of the Company, all Independent Directors possess high integrity, expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company.

Mr. Nitin Kedia (DIN: 00050749) was re-appointed as Chairman and Managing Director of the Company subject to the approval of the shareholders of the Company. His tenure, as Chairman and Managing Director, will be for 5 years. As recommended by NRC the Board has recommended his reappointment as Chairman and Managing Director for a further period of five years w.e.f. May 27, 2022 on the remuneration and terms and conditions mentioned in the notice of this AGM

8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management's discussion and analysis is set out in this Annual Report.

9. BOARD MEETINGS

The Board met 5 times during the year. The details of meetings of Board of Directors are provided in the Corporate Governance of this Report. The intervening gap between the meetings was within the period prescribed under Act.

10. CORPORATE GOVERNANCE

A report on Corporate Governance along with a Certificate from M/s. GMJ & Co., Chartered Accountants in practice, regarding compliance of the requirements of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report. The auditors' certificate for fiscal 2021-2022 does not contain any qualification, reservation or adverse remark.

11. LISTING OF SHARES AND DEMATERIALIZATION

The Company's shares are listed and traded at BSE Limited and its scrip code is **508875** and ISIN No. **INE861H01020**

12. RISK MANAGEMENT

The company has developed and implemented Risk Management Policy consistent with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to identify the elements of risk which may threaten the existence of the Company and possible solutions to mitigate the risk involved.

13. FUTURE OUTLOOK

The Company's plans for securing the growth is under way and appropriate action will be taken in future at appropriate time for future development.

14. PUBLIC DEPOSITS

During the year under review, the Company did not raise funds by way of Public deposits and, as such, no amount of principal or interest was outstanding as on the balance sheet date.

15. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORTS

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2021-22 and the date of this report

16. FIXED DEPOSIT

During the year under review, the Company has not raised any funds by way of fixed deposits and as such, no amount of principal or interest was outstanding as of the balance sheet date.

17. ANNUAL EVALUATION OF BOARD PERFORMANCE AND ITS COMMITTEE AND INDIVIDUAL DIRECTORS

Criteria of performance evaluation of the Board Committees and Directors are laid down by Nomination and Remuneration Committee (NRC) of the Company. Further, pursuant to provisions of the Companies (Amendment) Act, 2017, NRC decided to continue existing method of performance evaluation through circulation of performance evaluation sheets based on SEBI Guidance Note dated 5th January, 2017 and that only Board should carry out performance evaluation of Board, Committees and Individual Directors.

An assessment sheet based on aforesaid SEBI Guidance Note, containing the parameters of performance evaluation along with rating scale was circulated to all the Directors. The Directors rated the performance against each criteria. Thereafter, consolidated score was arrived. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the Committees and performance evaluation of all Directors in the said manner.

A meeting of Independent Directors of the Company was held on 12.02.2022, in which Independent Directors inter-alia reviewed performance of Non-Executive Independent Chairman and other Non-Independent Directors and the Board as a whole through performance evaluation sheets.

18. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state and confirm that:

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

19. POLICY ON DIRECTORS APPOINTMENT AND THEIR REMUNERATION

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said policy is uploaded on the website of the Company and web-link thereto is <http://www.nitincastings.com/codeofconduct.html> The Remuneration Policy is stated in the Corporate Governance Report.

20. DECLARATION OF INDEPENDENCE

Criteria of performance evaluation of the Board Committees and Directors are laid down by Nomination and Remuneration Committee (NRC) of the Company. Further, pursuant to provisions of the Companies (Amendment) Act, 2017, NRC decided to continue existing method of performance evaluation through circulation of performance evaluation sheets based on SEBI Guidance Note dated 5th January, 2017 and that only Board should carry out performance evaluation of Board, Committees and Individual Directors.

An assessment sheet based on aforesaid SEBI Guidance Note, containing the parameters of performance evaluation along with rating scale was circulated to all the Directors. The Directors rated the performance against each criteria. Thereafter, consolidated score was arrived. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the Committees and performance evaluation of all Directors in the said manner.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Schedules and Rules issued thereunder and under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

21. REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTORS

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said policy is uploaded on the website of the Company and web-link thereto is http://www.nitincastings.com/pdf/Remuneration_Policy.pdf The Remuneration Policy is stated in the Corporate Governance Report.

The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Sr. NO. | Requirements | Disclosures | |
|---------|--|---|------------------------------|
| | | Name of Director | Ratio to median remuneration |
| I. | The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2021-22 | Mr. Nitin Kedia | 60.00 Lakhs |
| | | Mr. Nirmal Kedia | 60.00 Lakhs |
| | | Mr. Nipun Kedia | 18.90 Lakhs |
| | | Mr. Arvind Jalan | Nil |
| | | Mr. Ravi Nevatia | 0.50 Lakhs |
| | | Mrs. Barkharani Nevatia | 0.50 Lakhs |
| II. | The percentage increase in remuneration of each directors, CFO, CEO, CS in the financial year | NIL | |
| III. | The percentage of increase in median remuneration of employees in the Financial year | NIL | |
| IV. | The number of permanent employees on the payroll of the Company | 227 as on March 31, 2022 | |
| V. | The explanation on the relationship between average increase in remuneration and Company performance | Not applicable | |
| VI. | Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company | Not applicable | |
| VII. | Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer | Turnover of current year is Rs. 9866.30 lakhs as compared to Rs. 6346.57 lakhs. PBT for the current year is RS. 652.36 lakhs as compared to Rs. 391.17 lakhs last year PAT for the current year is RS. 516.00 lakhs as compared to Rs. 325.75 lakhs last year | |

| | | |
|-------|--|--|
| VIII. | Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; | Not applicable |
| IX. | Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company | Not applicable for the financial year 2021-22, in order to conserve the profit |
| XII. | Affirmation that the remuneration is as per the remuneration policy of the Company | Yes, it is confirmed. |

22. **SEPARATE INDEPENDENT DIRECTORS' MEETINGS**

In accordance with the Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the independent directors have to meet at least once in a year, without the presence of Executive Directors or Management representatives. Accordingly, the Independent Directors convened a meeting on 24th March, 2022, to assess and evaluate the overall performance of the Board.

23. **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The Company proactively keeps its Independent Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. The said policy is uploaded on the website of the Company and web-link thereto is <http://www.nitincastings.com/familiarization.html>.

24. **BOARD & COMMITTEE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) SEBI LODR, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Pursuant to the provisions of the Companies Act, 2013 and under Regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit committee, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

25. **AUDIT COMMITTEE**

During the year under review, the Audit Committee comprises of 3 members viz. Mr. Ravi Nevatia, Chairman of the Committee and Independent Director, Mr. Arvind B. Jalan, Independent Director and Ms. Barkharani Nevatia, Independent Director.

All the recommendations made by the Audit Committee were deliberated and accepted by the Board during the financial year 2021-2022.

26. **STATUTORY AUDITORS**

M/s. GMJ & Associates, Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, Board proposes that M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountant, Mumbai, (FRN # 113675W/ W100361), be appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. GMJ & Associates, Chartered Accountants.

M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountant, Mumbai, (FRN # 113675W/W100361), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting was omitted vide notification dated 7th May, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of the appointment of Auditors in the ensuing AGM of the Company.

27. STATUTORY AUDITORS REPORT:

The Auditors' Report on Financial Statements for the year ended 31st March, 2022 forms part of this Annual Report. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

28. SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed **Kala Agarwal**, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report issued by them in Form No. MR-3 has been annexed to this Report.

Further, in terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India (SEBI), Ms. Kala Agarwal, Practicing Company Secretaries have issued the Annual Secretarial Compliance Report for the financial year ended 31st March, 2022, thereby confirming compliance of the applicable SEBI Regulations and circulars / guidelines issued thereunder by the Company.

Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the intimation required under clause (a) of sub-regulation (1) of Regulation 29 shall be given at least five days in advance wherein the Financial Results of the Company is to be considered and approved.

The intimation for Board Meeting held on 30.06.2021 was given to Stock Exchange on 25.06.2021.

Management response over the qualification:

The Company requested for waiver of fine imposed for late/non compliances under Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 16th July, 2021. The Company's representation for waiver of fine was placed before the "Internal Committee for Fine Waiver and the Company's request for waiver of the fine was approved pursuant to mail received from BSE Limited dated 06.05.2022.

29. ANNUAL RETURN

In accordance with Sections 92(3) read with 134(3)(a) of the Act, the Annual Return of the Company as on March 31, 2022 is available on the website of the Company at: <http://www.nitincastings.com/annualreport.html>.

30. DISCLOSURE RELATING TO SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURES:

The Company does not have any Subsidiary Company / Associate Company / Joint Ventures.

However, Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014, Form AOC-1 is annexed to this report as Annexure – II.

31. PARTICULARS OF CONTRACTS & ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Your Company has adopted a policy on Related Party Transactions and is uploaded on the website of the Company at http://www.nitincastings.com/pdf/Related_Party_Transaction_Policy.pdf

Pursuant to the provisions of section 134 (3) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, Form AOC-2 is annexed to this report as Annexure – III.

Prior approval of Audit Committee is obtained for all Related Party Transactions. A statement of all Related Party Transactions is reviewed by the Audit Committee and Board on quarterly basis. Your Company has adopted a policy on Related Party Transactions and is uploaded on the website of the Company at http://www.nitincastings.com/pdf/Related_Party_Transaction_Policy.pdf.

32. INTERNAL AUDIT SYSTEM

The Company's internal Auditors had conducted periodic audit to provide reasonable assurance that the Company's established policies and procedure have been followed.

33. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has a proper and adequate internal control system for all its activities including safeguarding and protecting its assets against any loss from its unauthorized use or disposition. All transactions are properly documented, authorized, recorded and reported correctly. The Company has well defined Management Reports on key performance indicators. The systems are reviewed continuously and its improvement and effectiveness is enhanced based on the reports from various fields. Normal foreseeable risks to the company's assets are adequately covered by comprehensive insurance.

34. PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from public under Chapter V of the Act.

35. SUBSIDIARIES

During the year under review, your Company does not have any subsidiaries or joint ventures or associate companies as defined under the Act.

36. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 and the Companies (Particulars of Employee) Rules, 1975, names and other particulars of the employees required is annexed to this Directors report.

37. ENVIRONMENT PROTECTION AND POLLUTION CONTROL

The Company has always been socially conscious corporate, and has always carried forward all its operations and procedures following environment friendly norms with all necessary clearances.

Your Company has taken the following steps towards environment and Ecological balance in manufacturing of Castings.

- Continuous plantation activities in and around the Factory as usual has helped in keeping the environment pollution free.

38. CONSERVATION OF ENERGY

The Company has taken all possible measures for the conservation of energy by undertaking melting operations in consolidated and economical lot sizes for optimum utilizations of furnace.

39. FOREIGN EXCHANGE EARNING AND OUTGO

The information regarding the foreign exchange earnings and outgo is contained in **the Note No. 42 in the Notes to Account section.**

40. SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS / COURTS

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

41. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into the complaints relating to sexual harassment at workplace of any woman employee. During the year under review, your Company has not received any complaint pertaining to sexual harassment and no complaint was pending as on 31st March, 2022.

42. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In terms of Section 177 (9) of the Companies Act 2013, Rule 7 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a vigil mechanism named to deal with instance of fraud and mismanagement, if any. In staying true to our values of strength, performance and passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at http://www.nitincastings.com/pdf/Whistle_Blower_Policy.pdf.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

43. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under review, no frauds were reported by Auditors under sub-section (12) of section 143.

44. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are NIL as on 31.03.2022.

45. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is

closed. The Board is responsible for implementation of the Code. All the Directors and the designated employees have confirmed compliance with the Code.

46. SECRETARIAL STANDARDS

During the year under review, your Company has complied with all the applicable secretarial standards issued by the Institute of Company Secretaries of India. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial Audit Report.

General

1. The provisions pertaining to Corporate Social Responsibility (CSR) were not applicable to the Company during the year under review.
2. As required in terms of Secretarial Standard (SS)-4, it is hereby confirmed that there is no corporate insolvency resolution process initiated under the Insolvency and Bankruptcy Code, 2016.

47. ACKNOWLEDGEMENTS

The Directors place on the record their appreciation of the contribution made by the employees at all levels who, through their competence, diligence, solidarity, co-operation and support, have enabled the Company to achieve the desired results during the year.

The Board of Directors gratefully acknowledge the assistance and co-operation received from the Bankers, Central and State Government Departments, Shareholders, Suppliers and Customers.

BY ORDER OF THE BOARD OF DIRECTORS
FOR NITIN CASTINGS LIMITED

NITIN KEDIA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00050749

BY ORDER OF THE BOARD OF DIRECTORS
FOR NITIN CASTINGS LIMITED

NIRMAL KEDIA
DIRECTOR
DIN: 00050769

Date: 26th August, 2022

Place: Mumbai

ANNEXURE - 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

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

| Sl. No. | Particulars | Details |
|----------------|---|----------------|
| 1. | Name of the subsidiary | NIL |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | NIL |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | NIL |
| 4. | Share capital | NIL |
| 5. | Reserves & surplus | NIL |
| 6. | Total assets | NIL |
| 7. | Total Liabilities | NIL |
| 8. | Investments | NIL |
| 9. | Turnover | NIL |
| 10. | Profit before taxation | NIL |
| 11. | Provision for taxation | NIL |
| 12. | Profit after taxation | NIL |
| 13. | Proposed Dividend | NIL |
| 14. | % of shareholding | NIL |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations. N.A
- Names of subsidiaries which have been liquidated or sold during the year. N.A

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of associates/Joint Ventures | Name 1 | Name 2 | Name 3 |
|--|--------|--------|--------|
| 1. Latest audited Balance Sheet Date | NIL | NIL | NIL |
| 2. Shares of Associate/Joint Ventures held by the company on the year end | | | |
| No. | NIL | NIL | NIL |
| Amount of Investment in Associates/Joint Venture | NIL | NIL | NIL |
| Extend of Holding % | NIL | NIL | NIL |
| 3. Description of how there is significant influence | NIL | NIL | NIL |
| 4. Reason why the associate/joint venture is not consolidated | NIL | NIL | NIL |
| 5. Net worth attributable to shareholding as per latest audited Balance Sheet | NIL | NIL | NIL |
| 6. Profit/Loss for the year | | | |
| i. Considered in Consolidation | NIL | NIL | NIL |
| ii. Not Considered in Consolidation | NIL | NIL | NIL |

- Names of associates or joint ventures which are yet to commence operations. NIL
- Names of associates or joint ventures which have been liquidated or sold during the year. NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

BY ORDER OF THE BOARD OF DIRECTORS
FOR NITIN CASTINGS LIMITED

NITIN KEDIA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00050749

BY ORDER OF THE BOARD OF DIRECTORS
FOR NITIN CASTINGS LIMITED

NIRMAL KEDIA
DIRECTOR
DIN: 00050769

Date: 26th August, 2022

Place: Mumbai

ANNEXURE-II
Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis:

- a) Name(s) of the related party and nature of relationship: NIL
- b) Nature of contracts/arrangements/transactions: NIL
- c) Duration of the contracts/arrangements/transactions: NIL
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
- e) Justification for entering into such contracts or arrangements or transaction: NIL
- f) Date(s) of approval by the Board: NIL
- g) Amount paid as advances, if any: NIL
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. *Details of material contracts or arrangement or transactions at arm's length basis:

| Sr. No. | Name(s) of the related party and nature of relationship | Relationship: | Nature of contracts / arrangements / Transactions | Amount paid as advances, if any (Rs. in Lacs) |
|---------|---|----------------------------|---|---|
| 1 | Nitin Kedia | Director- KMP | Director Remuneration | 60.00 |
| 2 | Nirmal Kedia | Director- KMP | Director Remuneration | 60.00 |
| 3 | Nipun Kedia | Director- KMP | Director Remuneration | 18.90 |
| 4 | Ravi Nevatia | Director | Director Sitting Fees | 0.50 |
| 5 | Barkharani Nevatia | Director | Director Sitting Fees | 0.50 |
| 6 | Suman Kedia | Relative of Director | Rent Paid | 44.15 |
| 7 | Suman Kedia | Relative of Director | Closing Balance of Rent Deposit paid | 14.50 |
| 8 | Shalini Kedia | Relative of Director | Rent Paid | 44.15 |
| 9 | Shalini Kedia | Relative of Director | Closing Balance of Rent Deposit paid | 14.50 |
| 10 | Arvind Engineering Works | Significant Control of KMP | Purchase of Spares & Machinery | 20.70 |
| 11 | Kedia Construction Co. Ltd. | Significant Control of KMP | Professional Fees paid | 26.00 |

| | | | | |
|----|---------------------------------|----------------------------|--------------------------------------|-------|
| 12 | Kirti Investments Limited | Significant Control of KMP | Professional Fees paid | 16.00 |
| 13 | Rajshila Mercantile Pvt. Ltd | Significant Control of KMP | Professional Fees paid | 12.25 |
| 14 | Sanrit Software Pvt Ltd | Significant Control of KMP | Professional Fees paid | 9.80 |
| 15 | Goldbiz Trading (India) Pvt Ltd | Significant Control of KMP | Rent Paid | 18.00 |
| 16 | Goldbiz Trading (India) Pvt Ltd | Significant Control of KMP | Closing Balance of Rent Deposit paid | 38.40 |

* Related party transactions under as per Ind_AS 24 are disclosed in **Note – 34** to the financial statements for the year ended 31st March, 2022.

BY ORDER OF THE BOARD OF DIRECTORS
FOR NITIN CASTINGS LIMITED

NITIN KEDIA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00050749

BY ORDER OF THE BOARD OF DIRECTORS
FOR NITIN CASTINGS LIMITED

NIRMAL KEDIA
DIRECTOR
DIN: 00050769

Date: 28th May, 2022
Place: Mumbai

Management Discussions and Analysis forming part of Directors' Report for the year ended 31st March, 2022

Industry Structure and Development

India is the world's third-largest casting producer after China and the U.S. While China accounts for 40% of the world's 105 million tonnes casting production, the U.S. and India each do between 11 and 12 million tonnes per year. With manufacturing gradually picking up and several emerging sectors opening up new opportunities, the more than \$18 billion Indian foundry or casting industry is looking to double growth rates. Steel Castings Industry is considered to be the backbone of engineering industry serving Automotive, Agriculture, Mining and Earthmoving Equipment Industry and almost all downstream engineering industry. A couple of years ago, the industry was passing through a tough time with many units shutting down due to lack of business. But now, there is optimism. Rising input costs, slow pace of industrial production, infrastructure development and the impact of global slowdown constrained the performance of the industry. In spite of such deficiencies, your company has done well business & earned good profit during the year.

Opportunities & threats

In the future there are more opportunities and people have understood that they would focus on technology as new opportunities are going to provide growth. The Company is undergoing expansion through another plant for increase in production during the financial year 2021-2022. With the opportunities, there is possibility of doubling the growth targets.

The global economy is reviving from slowdown and would offer better business opportunities in near future. Further, stable government placed in India would indicate positive growth signal for an Indian Industry though in near term some short term challenges. Likely increase in the Government spending towards various infrastructure sectors would create a rise in the demand in several sectors of the economy, of which the company would be a beneficiary. Planning Commission, Government of India, has also emphasized on infrastructure development to achieve GDP growth and this would open new opportunities for the business. The company has incurred major capital expenditure during previous financial years and enhanced new business in investment castings. This would cater demand raised in future.

The higher inflation rate resulting in higher interest rate and hike in commodity prices may adversely affect your Company's financial performance. The Company does not foresee any other threat, as Company is working with modern technology and continues on development of quality products as per the need of market to adverse the risk of slow down.

Outlook

India's growth story was, till recently, quite attractive in comparison with many other developed and developing economies. However, the nation's adverse fiscal deficit and negative current account balance call for some bold rectification measures from the Government. The Government would be focusing on consolidation of the economic recovery through expeditious clearance of existing projects, selective disinvestment and accelerated foreign direct investment through policy reforms. Also, Government's emphasis on infrastructure projects would raise demand from Construction & Mining Equipment Industry in the domestic market. Reforms in global economy indicate positive signal for overseas market. Overall, the market seems to be going on the sluggish pace for the next few months and would have positive note thereafter.

Risk and Concerns

The factors like slowdown in the infrastructure investment can lead to lower order intake. The other factor like power shortages and its cost; increase in labour cost and transportation cost due to petrol/diesel price increase etc. could contribute to inflation. The Company considers good corporate governance as a pre-requisite for meeting the needs and aspiration of its shareholders. The main risk to the Company which may arise is mainly due to Government policies and decisions, Fluctuations in prices of Raw materials, Exchange rate fluctuations, Industry demand etc.

Segment or Product wise Performance

The Company is operating in one segment known as Alloys Steel Castings in the range of static and centrifugal. The product wise comparison is not possible as every product is specific as per order and to the size, shape and alloy mix. Therefore, performance of the Company has to be seen in overall manner and the Company has done reasonably well in the present scenario.

Internal control System and their Adequacy

The Company has developed adequate internal control system commensurate to its size and business. The Company has appointed Internal Auditors, an outside independent agency to conduct the internal audit to ensure adequacy of internal control system, compliance of rules and regulations of the country and adherence to the management policies.

Financial Performance with respect to Operational Performance

During the year under review, your Company has registered revenue of **Rs. 9866.30 Lakhs** as against **Rs. 6,346.57 Lakhs** in the previous year. The Profit before taxes in the current year is **Rs. 652.36 Lakhs** as against **Rs.391.17 Lakhs** in the previous year and profit after taxes are **516.00 Rs. Lakhs** as against **Rs. 325.75 Lakhs** in the previous year.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

| Sn | Particulars | As at 31st March 2022 | As at 31st March 2021 | Deviation | Reason for deviation (more than 25%) |
|----|---|-----------------------|-----------------------|-----------|--|
| 1 | Current ratio | 2.400 | 2.585 | -7.16% | NA |
| 2 | Debt equity ratio | 0.063 | 0.017 | 261.24% | Due to increase in Borrowings taken from Banks. |
| 3 | Debt service coverage ratio | 3.300 | 1.971 | 67.40% | Due to increase in payment of interest during the financial year as compared to previous year. |
| 4 | Return on equity ratio | 0.098 | 0.069 | 42.94% | Due to increase in profit during the financial year as compared to previous year. |
| 5 | Inventory turnover ratio | 4.640 | 2.795 | 65.99% | Due to increase in Cost of goods sold and reduction in average inventory. |
| 6 | Trade receivables turnover ratio in months (annualised) | 8.635 | 6.529 | 32.26% | More sales made during the year as compared to previous year. |
| 7 | Trade payables turnover ratio | 7.811 | 5.198 | 50.28% | More purchase made during the year as compared to previous year. |
| 8 | Net capital turnover ratio | 3.423 | 2.550 | 34.20% | Due to increase in sales as well as working capital. |
| 9 | Net profit ratio | 0.068 | 0.063 | 7.07% | NA |
| 10 | Return on capital employed ratio | 0.121 | 0.096 | 26.19% | Due to increase in EBIT during the year. |
| 11 | Return on investment ratio | 0.0009 | 0.0005 | 96.30% | As dividend received during the year on investment is higher than the previous year. |

Compliance with Indian Accounting Standards (Ind-As)

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind-AS) notified by Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Environment Protection And Pollution Control

The Company has always been socially conscious corporate, and has always carried forward all its operations and procedures following environment friendly norms with all necessary clearances.

Your Company has taken the following steps towards environment and Ecological balance in manufacturing of Castings.

- Continuous plantation activities in and around the Factory as usual has helped in keeping the environment pollution free.

Goal

The main goal of the company to set and achieve highest standard in performance and quality. The goal is to align all sections of the organization internally to generate even better customer value propositions and returns for share holders. The goal is also to set and maintain high safety and environment norms for the company.

Human Resources

Human resources are integral and important part for the Company. It has put in place sound policies for the growth and progress of its employees. During the year, Company maintained harmonious and cordial industrial relations. No man days were lost due to strike, lock out etc.

Disclosure by the Senior Management Personnel i.e. one level below the Board including all HOD's

None of the Senior Management Personnel has financial and commercial transaction with the Company, where they have personal interest that would have a potential conflict with the interest of the Company at large.

Cautionary statement

The statements in this management discussion and analysis describing the outlook may be “forward looking statement” within the meaning of applicable laws and regulations. Actual result might differ substantially or materially from those expected due to the developments that could affect the company’s operations. The factors like significant change in political and economic environment, tax laws, litigation, technology, fluctuations in material cost etc. may deviate the outlook and result.

CORPORATE GOVERNANCE REPORT

[As per Regulation 34(3) read with Schedule V (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”)]

COMPANY’S GOVERNANCE PHILOSOPHY

The Company believes that sound corporate practices based on fairness, transparency and accountability is essential for its sustained long-term growth. It is in recognition of such requirements that the Company has adopted good governance principles and practices, in order to achieve its objectives and also help to build confidence of the shareholders in the management of the Company.

BOARD OF DIRECTORS:

The total strength of the Board as on 31st March, 2022 was Six (6) Directors, The composition as detailed herein below:

| Sr. No. | Name | Nature of Directorship | Directorships held in other Listed Companies along with nature of Directorship | As on 31 st March 2022 | | |
|---------|-------------------------|--|---|-----------------------------------|-------------------------------------|---------------------------------------|
| | | | | Directorship in Other Companies # | Committee Member in other Companies | Committee Chairman in Other Companies |
| 1. | Mr. Nitin Kedia | Non-Executive Chairman and Managing Director | 1. Kedia Construction CO. Ltd-Director | 1 | 1 | 0 |
| 2. | Mr. Nirmal Kedia | Executive Directors | Nil | 0 | 0 | 0 |
| 3. | Mr. Nipun Kedia | Executive Director | 1. Kirti Investments Limited-Executive Director | 1 | 2 | 0 |
| 4. | Mr. Arvind Jalan | Independent Non-Executive | 1. PRESTIGE STOCKS AND BONDS LIMITED | 1 | 2 | 1 |
| 5. | Mr. Ravi Nevatia*** | Independent Non-Executive | 1. Kedia Construction Co. Ltd- 2. ABS shipyard Ltd 3. Kirti Investments Ltd- Independent Director | 3 | 3 | 2 |
| 6. | Mrs. Barkharani Nevatia | Independent Non-Executive | 1. Kedia Construction Co. Limited-Independent Director 2. Kirti Investments Limited-Independent Director 3. Shree Pushkar Chemical & Fertilizer Limited 4. EURO PANEL PRODUCTS LIMITED | 4 | 8 | 2 |

#Number of Directorships held in other public companies excludes Directorship of Nitin Castings Limited, Directorships in private companies, deemed public companies, foreign companies and companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and alternate Directorships.

@Only Membership / Chairmanship of Audit Committee and Stakeholders’ Relationship Committee of listed and unlisted public limited companies including Nitin Castings Limited are considered. Further, number of Memberships does not include number of Chairmanships.

****** Mr. Ravi Nevatia has resigned from ABG shipping Ltd and Western India Shipyard Limited, the relevant form DIR-11 has been also filed for the same. He resigned from Directorship in KHFM Hospitality and Facility Management Services Limited with effect from 30th July, 2021***

None of the Director of the Board is a member of more than ten Committees and Chairman of more than five committees as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all companies in which they are Directors.

Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limit specified under Regulation 26 (1) of the Listing Regulations. Further, none of the Directors hold Directorships in more than 20 Companies including 10 Public Companies pursuant to the provisions of Section 165 of the Companies Act, 2013. Further, the other directorships held by all Directors including Independent Directors are within the limit prescribed under Listing Regulations.

During the year under review, all Independent Directors of the Company fulfill the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and have furnished declaration of independence to that effect pursuant to Section 149 (7) of the Companies Act, 2013 and Regulation 25 (8) of the Listing Regulations. The said declarations of independence were reviewed and taken on record by the Board and in the opinion of the Board, all Independent Directors of the Company fulfill the criteria of independence and all conditions specified in the Listing Regulations and are independent of the management.

BOARD MEETINGS AND ANNUAL GENERAL MEETING:

During the financial year 2021-22, Five Board Meetings were held on Wednesday, 30th June, 2021, 12th August, 2021, 21st August 2021, 11th November 2021, and 12th February 2022, and the Annual General Meeting was held on Saturday, 25th September, 2021.

THE ATTENDANCE OF EACH DIRECTOR IN THE BOARD MEETING AND ANNUAL GENERAL MEETING IS DETAILED HEREIN BELOW.

| Sr. No. | Name of Directors | No. of meetings held during the tenure of Director in FY 2021-22 | No. of Board Meetings attended during FY 2021-22 | Attendance at the AGM held on 25-09-2021 |
|---------|-------------------------|--|--|--|
| 1. | Mr. Nitin Kedia | 5 | 5 | Yes |
| 2. | Mr. Nirmal Kedia | 5 | 5 | Yes |
| 3. | Mr. Nipun Kedia | 5 | 5 | Yes |
| 4. | Mr. Arvind Jalan | 5 | 5 | Yes |
| 5. | Mr. Ravi Nevatia | 5 | 5 | Yes |
| 6. | Mrs. Barkharani Nevatia | 5 | 5 | Yes |

BOARD MEETINGS PROCEDURE

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual Directors and considering their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors review report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations

DECLARATION BY INDEPENDENT DIRECTORS:

During the year under review, all Independent Directors of the Company fulfill the criteria of Independence as given under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations and have furnished declaration of independence pursuant to Section 149 (7) of the Act and Regulation 26(8) of the Listing Regulations. The said declarations of independence were assessed, reviewed and taken on record by the Board and in the opinion of the Board, all Independent Directors of the Company fulfill the criteria of independence and all conditions specified in the Act and Listing Regulations and are independent of the management

FAMILIARISATION PROGRAMME:

Your Company has in place Familiarization Programme for the Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. At the time of appointment of Independent Director, a formal letter of appointment is given to them, which inter-alia explains the role, function, duties and responsibilities expected from them as Directors of the Company. The draft letter of appointment containing terms and conditions of their appointment is available on the website of the Company <http://www.nitincastings.com/familiarization.html>. The Chairman also does one to one discussion with the newly appointed Directors to familiarize them with the Company's operations. On request of individual director, site visits to plant locations are also organized by the Company for the Directors to enable them to understand the operations of the Company. Further, on an ongoing basis as a part of Agenda of Board meetings, discussions are made on various matters inter alia covering the Company's business and operations, Industry and regulatory updates, compliances etc.

MATRIX OF SKILLS/COMPETENCE/EXPERTISE OF DIRECTORS:

The following matrix summarizes list of core skills/ expertise/competencies identified by the Board as required in the context of its business and the sector in which the Company operates.

| Broad parameter | Specific skills/ expertise/ competency |
|--|--|
| Industry knowledge & experience | Understanding of the relevant laws, rules, regulation policies applicable to the organization/ industry/ sector and level/ status of compliances thereof by the organization |
| | Understanding of the best corporate governance practices, relevant governance codes, governance structure, processes and practices followed by the organization |
| | Understanding of business ethics, ethical policies, codes and practices of the organization |
| | Understanding of the structures and systems which enable the organization to effectively identify, asses and manage risks and crises |
| | Understanding of international practice |

The Company's Board comprises of qualified members, who possesses aforesaid knowledge, experience, technical skills, expertise and competencies for effective contribution to the Board and its Committees. Details of the skills/ expertise/ competencies possessed by the Directors who were part of the Board as on 31st March, 2022, are as follows:

| Name | Qualification | Years of Experience | Expertise |
|-------------------------|---|---------------------|--|
| Mr. Nitin Kedia | Mechanical Engineer | 30+ | Expertise in Castings Industry. Managing Director of Nitin Castings Limited. |
| Mr. Nirmal Kedia | B. Com (Hons.) | 26+ | Holds a Bachelor's degree in Commerce from University of Bombay. He has more than 2 decades of experience in the field of Management, Finance, Chemical, Castings, Engineering, Construction & Software Industry |
| Mr. Arvind Jalan | B. Com | 20+ | Expertize in Commercial & Operations activities |
| Mr. Ravi Nevatia | Chartered Accountant & Fellow Member of Institute of Chartered Accountants of India | 16+ | Finance, Taxation, Accounts & Audit |
| Mrs. Barkharani Nevatia | Chartered Accountant & Fellow Member of Institute of Chartered Accountants of India | 10+ | Finance, Taxation, Accounts & Audit |
| Mr. Nipun Nitin Kedia | Mechanical Engineer | 10+ | Spl. in Castings. Hold the Position of an Executive Director in Nitin Castings Limited |

BOARD MEETINGS PROCEDURE

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual directors and consideration of their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors' review report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations.

BOARD COMMITTEES:

The Company in conformity with code of Corporate Governance has constituted the following committees:

- 1) Audit Committee**
- 2) Shareholders / Investors Grievance Committee**
- 3) Nomination & Remuneration Committee**
- 4) Operational and Managing Committee**

The changes in the composition of Board of directors & Committee meeting has been mentioned on the website of the Company viz. <http://www.nitincastings.com/committeeofdirectors.html>.

1) AUDIT COMMITTEE AS AT 31ST MARCH, 2022:

The Details of Audit Committee meetings held and attended by the all Committee Members are as under.

The Audit committee comprises of three Directors and four meetings were held on 30th June, 2021, 12th August, 2021, 11th November 2021, and 12th February 2022.

| Sr. No. | Name of Director | Category | No. of Audit Committee Meetings held in tenure | No. of Audit Committee Meetings attended |
|---------|--------------------------|---|--|--|
| 1. | Mr. Ravi Nevatia | Independent Non-Executive Director – Chairman | 4 | 4 |
| 2. | Mr. Arvind B. Jalan | Independent Director | 4 | 4 |
| 3 | Mrs. Barkharani Nevatia# | Independent Non-Executive Director | 4 | 4 |

All the Members of the Audit Committee are professionals, experienced and possess sound knowledge of finance and accounting practices.

The Leave of absence were granted to those Directors who were unable to attend particular board meetings and had requested for leave of absence.

The representatives/ partner of the Statutory Auditors, Internal Auditors and Chief Financial Officer are invitees to the Audit Committee Meetings and they attend and participate in the Meetings. Mr. Murlidhar Jiyalal Gupta, Chief Financial Officer (KMP) to the Audit Committee attends the meetings.

a) PRIMARY OBJECTIVES OF THE AUDIT COMMITTEE:

The Audit Committee of the Board of Directors of the Company inter-alia provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

As required under Section 177 of the Companies Act, 2013 read with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, the Board has constituted an Audit Committee (the “Committee”). The Committee acts as a link between the Statutory Auditors and the Board of Directors. It addresses itself to matters pertaining to adequacy of internal controls, reliability of financial statements and other management information and adequacy of provisions of liabilities. The primary objective of the “Committee” is to monitor and provide effective supervision of the management’s financial reporting process with a view to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting.

The terms of reference of the Audit Committee are as outlined in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 and Section 177 of the companies Act, 2013.

b) SCOPE OF THE AUDIT COMMITTEE:

1. Provide an open avenue of communication between the independent auditor and the Board of Directors (“BOD”).
2. Recommending the appointment of statutory auditors, fixation of audit fees and also to approve the payment for other services.
3. Meet four times a year or more frequently as circumstances require. The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

4. Confirm and assure the independency of the external auditor.
5. Review with Independent Auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of all audit resources.
6. Consider and review with the Independent Auditor for the adequacy of internal controls including the computerized information system controls and security.
7. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
8. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
 - (a) Any changes in the accounting policies and practices,
 - (b) The going concern assumption,
 - (c) Compliance with Accounting Standards,
 - (d) Compliance with stock exchange and legal requirements concerning financial statements, and;
 - (e) Significant adjustment arising out of audit.
9. Consider and review with the management and the independent auditor:
 - (a) Significant findings during the year, including the status of previous audit recommendations, and;
 - (b) Any difficulties encountered in the course of audit work including any restrictions on the scope of activities or access to required information.
10. Review of the following information:
 - (a) Management discussion and analysis of financial condition and results of operations;
 - (b) Statement of significant related party transactions submitted by the management.
 - (c) Management letter/letters of internal control weaknesses issued by the Statutory Auditors.

2) STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee comprises of three Directors and one meeting was held on Thursday, 11th August, 2021,

| Sr. No. | Name of Director | Category | No. of Meetings held in tenure | No. of Meetings attended |
|---------|---------------------|----------------------|--------------------------------|--------------------------|
| 1. | Mr. Arvind B. Jalan | Independent Director | 1 | 1 |
| 2. | Mr. Nipun Kedia | Executive Director | 1 | 1 |
| 3. | Mr. Ravi Nevatia | Independent Director | 1 | 1 |

DETAILS OF COMPLAINTS RECEIVED AND REDRESSED DURING THE FINANCIAL YEAR ENDED 31ST MARCH, 2022:

No complaint was received during the financial year ended 31st March, 2022 and none of the complaint is pending to be resolved.

The Board has consented to the understanding that complaints of non receipt of Annual Report will not be treated as Complaints under Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, as the Company's Liability is discharged when the relevant articles are posted at the last known address of the investor and that in the above cases the letters received from the investors will be serviced in addition to the responsibility under Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 as investor friendly measure beyond the legal obligation.

The Share Transfer and Investors Grievances Committee, inter-alia, deals with various matters like share transfer, transmissions, issue of duplicate share certificates, approve the demat requests, request for consolidation of shares as and when received, and to generally deal with all investors related matters and redress the grievances of investors if any.

3) NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee is managed by a Committee of Directors comprising of, **Mr. Ravi Nevatia, Mr. Arvind B. Jalan, and Mrs. Barkharani Nevatia**. The NRC committee meetings were held on 11 Nov 2021.

REMUNERATION POLICY:

The board terms of reference of the Remuneration Committee is to ensure that the remuneration practices of the Company in respect of the Senior Executive including the Executive Director are competitive keeping in view prevalent compensation packages so as to recruit and retain suitable individuals(s) in such capacity.

INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors met on March 24th, 2022 inter alia, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

DIRECTORS WITH MATERIALLY SIGNIFICANT, PECUNIARY OR BUSINESS RELATIONSHIP WITH THE COMPANY:

There is no pecuniary or business relationship between the Independent Directors and the Company.

REMUNERATION OF DIRECTORS:

At present, all Non-Executive Directors of the Company are entitled to receive sitting fees for attending Board Meetings, Audit Committee Meetings, Nomination and Remuneration Committee Meetings, Stakeholders' Relationship Committee Meetings and Independent Directors Meeting. Further:

- (a) all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report;
- (b) criteria of making payments to non-executive directors. alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report;
- (c) disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:
 - (i) all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc; - N.A.
 - (ii) details of fixed component and performance linked incentives, along with the performance criteria; N.A.

- (iii) service contracts, notice period, severance fees; N.A
- (iv) stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable N.A

SITTING FEES

The Company has provided the sitting fees to the Independent Directors for attending Board and Committee meetings.

The criteria for making payment to Non-Executive Directors of the Company is disclosed under web-link http://www.nitincastings.com/pdf/Remuneration_Policy.pdf.

THE SHAREHOLDING OF THE NON-EXECUTIVE / INDEPENDENT DIRECTORS OF THE COMPANY AS ON 31ST MARCH, 2022 IS AS FOLLOWS:

| Sr. No. | Name of the Director | Nature of Relationship | No. of Shares Held | Percentage to the Paid up Capital |
|---------|-------------------------|------------------------|--------------------|-----------------------------------|
| 1. | Mr. Arvind B. Jalan | Independent Director | Nil | Nil |
| 2. | Mr. Ravi Nevatia | Independent Director | Nil | Nil |
| 3. | Mrs. Barkharani Nevatia | Independent Director | Nil | Nil |

GENERAL MEETINGS:

Location and Time of last three Annual General Meetings

| Sr. No. | Financial year | Location | Day/ Date | Time | No. of Special Resolutions |
|---------|----------------|----------|-------------------------------|-----------|----------------------------|
| 1 | 2018-2019 | Mumbai | Monday, September 30, 2019 | 3.00 P.M. | 3 |
| 2 | 2019-2020 | Mumbai | Wednesday, September 30, 2020 | 3.00 P.M. | 0 |
| 3 | 2020-2021 | Mumbai | Saturday, September 25, 2021 | 3.00 P.M. | 0 |

b) EXTRA ORDINARY GENERAL MEETING(S) (EGMS):

During the year no Extra Ordinary General Meetings of the members of the Company was held.

c) POSTAL BALLOT:

No Postal Ballot was conducted during the year under review. At present, there is no proposal to pass any resolution through postal ballot.

DISCLOSURES:
RELATED PARTY TRANSACTIONS:

Related Party Transactions under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 are defined as the transaction of the Company of a material nature, with its promoters, the Directors or the management, their Subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.

Among the related party transactions are the contracts or arrangements made by the Company from time to time with companies in which the directors are interested. All these contracts or arrangements are entered in the Register of Contracts under section 189 of the Companies Act, 2013 and the Register is placed before the Board from time to time. There were no material transactions with related parties during the year 2021-22 that are prejudicial to the interest of the Company.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at [http://www.nitincastings.com /pdf/Whistle_Blower_Policy.pdf](http://www.nitincastings.com/pdf/Whistle_Blower_Policy.pdf).

DISCLOSURE RELATING TO SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURES:

The Company does not have any Subsidiary Company / Associate Company / Joint Ventures.

However, Pursuant to first proviso to sub-section (3) of section 129 read with rule 6 of Companies (Accounts) Rules, 2014, Form AOC-1 is annexed to the Director's report as Annexure – II.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct applicable for all Directors and Senior Management of the Company which is in consonance with the requirements of Listing Regulations. The said code is available on the website of the Company

All the Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct of the Company for the year ended 31st March, 2022. A declaration to this effect signed by Managing Director forms part of this Report as an August 26, 2022.

COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND-AS)

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind-AS) notified by Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

CFO CERTIFICATION

Pursuant to the provisions of Regulation 17(8) of Listing Regulations, Mr. Nitin Kedia, Managing Director of the Company has furnished the relevant Certificate in absence of Mr. Murlidhar Gupta, Chief Financial Officer of the Company for the year ended 31st March, 2022, in the prescribed format. The said certificate has been reviewed by the Audit Committee and taken on record by the Board at the Meeting held on August 26, 2022.

Further, due to the sad demise of Mr. Murlidhar Gupta, the same has been review by the Internal Auditor of the Company and presented to the Managing Director for his further review.

RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of the provisions of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary. The said report is also submitted to BSE Limited.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Directors and the designated employees have confirmed compliance with the Code.

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

Kala Agarwal, Practicing Company Secretaries have certified that for the financial year ended on 31st March, 2022, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by Kala Agarwal to that effect is attached is forming part of this report.

RECOMMENDATIONS OF THE COMMITTEES

During FY 2021-22, the Board has accepted all recommendations made by Audit Committee and Nomination and Remuneration Committee.

Total fees paid to Statutory Auditors and all entities in network group is amounting to Rs. 4.50 lacs

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into the complaints relating to sexual harassment at workplace of any woman employee. During the year under review, your Company has not received any complaint pertaining to sexual harassment and no complaint was pending as on 31st March, 2022.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

As per Schedule V LODR, disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

| | |
|---|---|
| a. Number of complaints filed during the financial year | 0 |
| b. Number of complaints disposed of during the financial year | 0 |
| c. Number of complaints pending as on end of the financial year | 0 |

COMPLIANCE WITH MANDATORY & NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Corporate Governance specified in Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of Listing Regulations as given below:

The Board: The Company has a Non-Executive Chairman and he is allowed reimbursement of expenses in relation to performance of his duties.

Shareholder's Rights: Quarterly, half-yearly, annual financial results of the Company are published in English and Marathi newspapers and are also forwarded to BSE Limited. The said results are also uploaded on the website of the Company <http://www.nitincastings.com> Hence, the same are not sent to the Shareholders of the Company by email or physically.

Modified Opinion in Audit Report: there was no qualification or modified opinion in the Independent Auditors' Report on Audited Financial Statements for the year ended 31st March, 2022, or in past 2 years. NITIN CASTINGS LIMITED Annual Report 2021-22.

During the period under review the Company has paid Rs. 4,50,000/- + tax (as applicable) to the auditor as auditors remuneration.

Reporting of Internal Auditors: The representatives of Internal Auditors of the Company are permanent invitee to the Audit Committee Meeting. They attend each Audit Committee Meeting and present their internal audit observations to the Audit Committee. They directly interact with Audit Committee Chairman & Members during the meeting.

GENERAL:

During the year under review, the Company has no borrowings or has not raised any funds, hence disclosure pertaining to utilization of funds and Credit Rating is not applicable.

COMPLIANCE WITH THE REQUIREMENTS OF CORPORATE GOVERNANCE:

All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied with.

GENERAL SHAREHOLDERS INFORMATION:
MEANS OF COMMUNICATION:

- **Website:** The Company's website <http://www.nitincastings.com> contains the updated information pertaining to quarterly, half-yearly and annual financial results, shareholding pattern, important announcements made to the stock exchanges, intimation of board meeting dates, newspaper advertisements etc. The said information is available in a user friendly and downloadable form in "Investor Section" of website.
- **Financial Results:** Pursuant to Regulation 33 of the Listing Regulations, the quarterly, half-yearly and annual financial results of the Company are submitted to BSE Limited after approval of the Board of Directors of the Company within prescribed time. The uploading of financial results on BSE is made through BSE listing centre electronic platform. The financial results of the Company are published in one English daily newspaper viz. Free press Journal and one Marathi newspaper viz. Navshakti within prescribed time. The financial results are also uploaded on the website of the Company.
- **Annual Report:** Annual Report containing inter-alia Standalone Financial Statements, Auditors' Report, Board's Report, Management Discussion and Analysis Report, Corporate Governance Report is sent to all Members of the Company and is also available on the website of the Company www.nitincastings.com.
- **Designated Exclusive Email ID:** The Company has designated Email Id naglmumbai@gmail.com exclusively for shareholder/ investor grievances redressal.
- **SCORES (SEBI Complaints Redressal System):** SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.
- **Uploading on BSE Listing Centre:** The quarterly results, quarterly compliances and all other corporate communications and disclosures are filed electronically on BSE Listing Centre.
- **Presentations:** No presentations were made to analysts, Institutional Investors during the year under review.

The Management Discussion and Analysis Report is Attached with the Director's Report in this 37th Annual Report of the Company delivered to the shareholders.

Annual General Meeting:

| | |
|----------------------------------|--|
| Day, Date and Time | Thursday, 29 th September 2022 |
| Venue | Video Conferencing |
| Financial Year | Year ending 31 st March, 2022 |
| Dates of Book Closure | 23 rd Sept, 2022 to 29 th Sept, 2022 both days inclusive |
| Listing on Stock Exchange | (i) BSE Limited Script code: 508875 |

Dividend: The Company has declared Rs. 0.50/- dividend for the FY 2021-2022

Listing Fees: The Company has paid Listing Fees for FY 2021-22 to BSE Limited of India within prescribed time.

Annual Custody Fees: The Company has paid the Annual Custody Fees to Central Depository Services (India) Ltd. and National Securities Depository Limited for the year 2021-22.

ISIN : INE861H01020

CIN: L65990MH1982PLC028822

SCORES (SEBI COMPLAINTS REDRESSAL SYSTEM):

SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

UPLOADING ON BSE LISTING CENTRE:

The quarterly results, quarterly compliances and all other corporate communications and disclosures are filed electronically on BSE Listing Centre.

Market Price Data:

| Month - Year | High Rs. | Low Rs. |
|--------------|----------|---------|
| Apr-2021 | 64.45 | 52.55 |
| May-2021 | 79.66 | 60.00 |
| Jun-2021 | 101.00 | 72.00 |
| Jul-2021 | 113.00 | 82.00 |
| Aug-2021 | 133.95 | 85.10 |
| Sep-2021 | 105.65 | 85.80 |
| Oct-2021 | 112.20 | 87.00 |
| Nov-2021 | 95.90 | 84.00 |
| Dec-2021 | 106.50 | 85.40 |
| Jan-2022 | 142.80 | 97.00 |
| Feb-2022 | 129.90 | 101.00 |
| Mar-2022 | 129.36 | 106.00 |

Source: www.bseindia.com

Category of Shareholders as on 31st March, 2022:

| | Category | No. of Shares Held | % of Shareholding |
|---|--|--------------------|-------------------|
| A | Promoter's holding | | |
| | 1 Promoters | | |
| | - Indian Promoters | 36,70,436 | 71.39 % |
| | - Foreign Promoters | Nil | Nil |
| | Sub - Total | 36,70,436 | 71.39 % |
| B | Non - Promoter's holding | | |
| | 2 Institutional Investors | | |
| | a Mutual Funds and UTI | Nil | Nil |
| | b Banks, Financial Institutions | Nil | Nil |
| | c Insurance Companies / Central / State | Nil | Nil |
| | Govt. Institutions / Non-government | | |
| | Institutions / Venture Capital Funds | | |
| | d Fil's (Including ADB holding) | Nil | Nil |
| | Sub-Total | | |
| | 3 Others | | |
| | a Individual Holding shares upto Rs. 2 Lakhs | 527330 | 10.26% |
| | b Individual Holding shares in excess of Rs. 2 Lakhs | 713802 | 13.88% |
| | c NRI's /OCB's(Including GDFI) | Nil | Nil |
| | d Any other | 229762 | 4.47% |
| | Sub-Total | 14,70,894 | 28.61% |
| | GRAND TOTAL | 51,41,330 | 100.00% |

Dematerialization of Shares and Liquidity

100% of the Company's shares capital is held in dematerialised form as on 31st March, 2022. The Company's shares are traded on the BSE Limited.

Plant Location

- Plot No. 183/1, Surangi, Silvassa, Dadra & Nagar Haveli – 396 230
- Plot No. 7, Survey No. 679/1, Village-Karvad, Taluka-Vapi, District-Valsad, Gujrat - 396196

Address for Correspondence

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West), Thane – 400 601

Address for Correspondence for Share related work

Registrar & Share Transfer Agent: Link Intime (India) Pvt. Ltd.,
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083

Email Id of investor's Complaint: investor@nitincastings.com

Declaration regarding compliance with Code of Conduct as provided under Regulation 34 (3) of SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015:

In accordance with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015, we hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended 31st March, 2022.

FOR NITIN CASTINGS LIMITED

**NITIN KEDIA
DIRECTOR**

**NIRMAL KEDIA
DIRECTOR**

Date: 26th August, 2022

Place: Mumbai

Certificate by Chief Executive Officer and Chief Financial Officer of the Company

To,

The Board of Directors,
Nitin Castings Limited,
202, 2nd Floor, A-Wing,
Bldg No. 3, Sir M.V. Road,
Rahul Mittal Industrial Estate,
Andheri (East), Mumbai -400059

Subject: Certificate under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, the undersigned, in our respective capacities and the Director and Chief Financial Officer of Nitin Castings Limited, (the “Company”) to the best of our knowledge and belief hereby certify that:-

1. We have reviewed the Audited Financial Statements comprising of Balance Sheet as at 31st March, 2022, Statement of Profit and Loss and the Cash Flow Statement for the year end on that date and related financial information. We further state that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the Company’s affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company’s Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for the financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditor’s and the Audit committee:

- a) Significant changes in internal control over financial reporting during the year ;
- b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ; and
- c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

FOR NITIN CASTINGS LIMITED

NITIN KEDIA
DIRECTOR

NIRMAL KEDIA
DIRECTOR

Date: 26th August, 2022
Place: Mumbai



**CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
OF THE COMPANY**

To,
The Members of
Nitin Casting Ltd.

I, Nitin Kedia, Chairman & Managing Director of Nitin Casting Ltd. hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Revised Code of Conduct for the Financial Year ended 31st March, 2022.

AUDITOR'S CERTIFICATE OF CORPORATE GOVERNANCE

To,

The Members of Nitin Casting Limited

1. We, GMJ & Co, Chartered Accountants, certify that Nitin Casting Limited (“the Company”) have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”).

MANAGEMENT'S RESPONSIBILITY

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

AUDITOR'S RESPONSIBILITY

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

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2022.

8. In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2022.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For GMJ & Co
Chartered Accountants
Firm No. 103429W

(CA Atul Jain)
Partner
M. No. 037097
UDIN: 22037097APNUTP3833

Place: Mumbai
Date: 12th August, 2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
NITIN CASTINGS LIMITED
202,2nd Floor, A- Wing,
Bldg. No.3, Sir M.V .Road,
Rahul Mittal Industrial Estate,
Andheri East, Mumbai 400059

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Nitin Castings Limited having CIN L65990MH1982PLC028822 and having registered office at 202, 2nd Floor, A- Wing, Bldg. No.3, Sir M.V. Road, Rahul Mittal Industrial Estate, Andheri East Mumbai 400059 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name Of Director | DIN | Date of Appointment In Company |
|---------|------------------------|----------|--------------------------------|
| 1 | Mr. Nitin Kedia | 00050749 | 10/11/2008 |
| 2 | Mr. Nirmal Kedia | 00050769 | 24/04/2010 |
| 3 | Mr. Arvind Jalan | 00381535 | 28/09/2015 |
| 4 | Mr. Nipun Kedia | 02356010 | 01/06/2010 |
| 5 | Mr. Ravi Nevatia | 07200190 | 01/11/2016 |
| 6 | Ms. Barkharani Nevatia | 08531880 | 14/08/2019 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kala Agarwal
Practising Company Secretary
Certificate of Practice Number: 5356
Membership Number: 5976
UDIN: F005976D000857002

Place: Mumbai
Date: 26th August, 2022

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2022

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

To,

The Members,

NITIN CASTINGS LIMITED

202, 2nd Floor, A- Wing, Bldg. No.3,
Sir M.V. Road, Rahul Mittal Industrial Estate,
Andheri (East), Mumbai – 400059.

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

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2022**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- A. The Companies Act, 2013 (the Act) and the rules made there under;
- B. The Securities Contracts (Regulation) Act, 1956 (‘SCRA) and the rules made there under;
- C. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- D. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) viz.:
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) The 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;
 - (e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;

- (i) 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;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

| Sr. No | Compliance Requirement (Regulations/ Circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|--|---|
| 1 | Regulation 29(2)/29(3) | Delay in furnishing prior intimation about the meeting of the board of directors | <p>Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the intimation required under clause (a) of sub-regulation (1) of Regulation 29 shall be given at least five days in advance wherein the Financial Results of the Company is to be considered and approved.</p> <p>The intimation for Board Meeting held on 30.06.2021 was given to Stock Exchange on 25.06.2021. The Company received fine pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018) on 14.07.2021.</p> <p>The Company requested for waiver of fine imposed for late/non compliances under Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 16.07.2021. The Company's representation for waiver of fine was placed before the "Internal Committee for Fine Waiver and the Company's request for waiver of the fine was approved pursuant to mail received from BSE Limited dated 06.05.2022.</p> |

Further the following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr No | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc | Observations/ remarks of the Practicing Company Secretary, if any |
|-------|-----------------|--|---|--|
| 1 | BSE Limited | Regulation 29(2)/29(3) - Delay in furnishing prior intimation about the meeting of the board of directors | For the meeting held on June 30, 2021 for Financial results. Fine payable by the company (inclusive of GST @ 18 %) – Basic Fine Rs. 10000 plus GST @18% - Rs. 1800 Total Fine Payable Rs. 11800 | The intimation for Board Meeting held on 30.06.2021 was given to Stock Exchange on 25.06.2021. The Company received fine pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018) on 14 th July, 2021. The Company requested for waiver of fine imposed for late/non compliances under Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 16 th July, 2021. The Company's representation for waiver of fine was placed before the "Internal Committee for Fine Waiver and the Company's request for waiver of the fine was approved pursuant to mail received from BSE Limited dated 06.05.2022. |

E. other applicable acts,

- (a) Factories Act, 1948,
- (b) Payment of Wages Act, 1936, and rules made thereunder,
- (c) The Minimum Wages Act, 1948, and rules made thereunder,
- (d) Industrial Disputes Act, 1948, and rules made thereunder,
- (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
- (f) The Payment of Bonus Act, 1965, and rules made thereunder,
- (g) Payment of Gratuity Act, 1972, and rules made thereunder,
- (h) The Contract Labour (Regulation and Abolition) Act, 1970,
- (i) The Environment (Protection) Act, 1986,
- (j) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
- (k) Air (Prevention & Control of Pollution) Act, 1981,
- (l) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We 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.

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

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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. Majority of the decisions being carried through were captured and recorded as part of the minutes.

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

Kala Agarwal
Practising Company Secretary
COP No.: 5356
Membership Number: 5976
UDIN: F005976D000856947

Place: Mumbai

Date: 26th August, 2022

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

‘ANNEXURE A’

To,
The Members,
NITIN CASTINGS LIMITED
202, 2nd Floor, A- Wing, Bldg. No.3, Sir M.V. Road,
Rahul Mittal Industrial Estate,
Andheri (East), Mumbai – 400059.

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

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

Kala Agarwal
Practising Company Secretary
COP No.: 5356
Membership Number: 5976
UDIN: F005976D000856947

Place: Mumbai
Date: 26th August, 2022

Independent Auditor’s Report

**To,
The Members of,
Nitin Castings Limited**

Report on the Indian Accounting Standards (“Ind AS”) Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Nitin Castings Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2022, 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 a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards 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 31st March, 2022, the Net Profit, total comprehensive income, changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (‘SAs’) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 on the Ind AS 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Investments

| | |
|--|---|
| <p>The Company’s Investment Consists of Shares and Mutual Funds.</p> <p>Total Investment of the Company represents 21.67 per cent of the Company’s total assets.</p> <p>Investment are made and valued in accordance with policy of the Company and relevant Ind As at fair value through profit or loss account.</p> <p>Refer Note no. 2.2 (K) of “Significant Accounting Policies “.</p> | <p>Our Audit procedures for this area included :</p> <ul style="list-style-type: none"> • We assessed appropriateness of the pricing methodologies with reference to Company’s valuation policy. • We have verified the investments in Shares with Demat Account and Mutual Funds with the Mutual Fund Statements and PMS funds with PMS Statement. Further, few shares are held by company in physical form which are not verified by us. • For quoted investments, the valuations are recalculated with independent pricing sources. |
|--|---|

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraphs 3 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) In our opinion, there are no financial transactions or matters which have any adverse effect on the functioning of the company.
 - (f) On the basis of the written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164(2) of the Act.
 - (g) There is no adverse remark relating to the maintenance of accounts and other matters connected therewith.

- (h) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refers to our separate Report in Annexure B.
- (i) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014:
- i. The Company has disclosed the impact of pending litigations on its financial position in Note no. 43 in its Ind AS Financial Statements.
 - ii. The Company does not have any long-term contracts including derivative contracts; as such the question of commenting on any foreseeable losses thereon does not arise.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, 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 or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, 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 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;
 - v. As stated in Note to the standalone financial statements
 - a. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - b. There is no interim dividend declared nor paid during the year.
3. 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.

For GMJ & Co
Chartered Accountants
Firm Registration No. 103429W

CA Atul Jain
Partner
Membership No. 037097
UDIN: 22037097ALRTBM3901

Place: Mumbai
Date: 28th May, 2022

Annexure-A to the Independent Auditors’ Report

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

- (i) (a) (A) The Company has maintained records showing full particulars, including quantitative details and situation of Property, Plant & Equipment;
- (B) According to the information and explanations given to us, the Company has Intangible Asset and the company is maintaining proper records showing full particulars of intangible assets;
- (b) The Company has a regular program of physical verification of its Property, Plant & Equipment by which the Property, Plant & Equipment are verified at reasonable intervals. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As per the information and explanation given to us by the management, no material discrepancies were noticed on such verification;
- (c) Based on our examination of the property tax receipts for the land we report that, the title in respect of the land, factory buildings and title deeds of all other immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date;
- (d) According to the information and explanations given to us, the Company has not revalued any Property, Plant & Equipment or any Intangible Asset. Accordingly, paragraph 3(i)(d) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder;
- (ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the management and hence no discrepancies have been found by the management;
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks at any point of time during the year under audit. The company has filed quarterly returns and statements with such banks and the same are in agreement with the books of account of the Company;
- (iii) (a) According to information and explanations given to us and to the best of our knowledge and belief, the Company has granted interest free unsecured loans, to the companies and LLP’s covered in the register maintained under Section 189 of the Act;
- (A) Company does not have any subsidiaries, joint ventures and associates and hence paragraph 3(iii)(a)(A) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;
- (B) The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances other than subsidiaries, joint ventures and associates are as follows: -

| Sr. No. | Particulars | Balance as on 1 st April 2021 | Loan given during the year | Amount Recd during the year | Balance as on 31 st March 2022 |
|--------------|---------------------------|--|----------------------------|-----------------------------|---|
| 1 | Prescon Anjuna LLP | 0 | 4,00,133 | 4,00,133 | 0 |
| 2 | Prescon Shelters LLP | 0 | 57,41,585 | 57,41,585 | 0 |
| 3 | Rajshila Construction LLP | 0 | 3,30,05,504 | 3,30,05,504 | 0 |
| 4 | Rajshila Realtors LLP | 0 | 2,88,35,707 | 2,88,35,707 | 0 |
| Total | | 0 | 6,79,82,929 | 6,79,82,929 | 0 |

- (b) In respect of the aforesaid loans, since the same are interest free and there are no terms and conditions, hence the same is prejudicial to the interest of the company;
- (c) In respect of the aforesaid loans, no schedule for repayment of principal and payment of interest has been stipulated by the Company. Therefore, in absence of stipulation of repayment terms we are unable to make any comment on the regularity of repayment of principal and payment of interest;
- (d) As the above-mentioned loan granted is payable on demand, thus adherence of this clause is not applicable in case of principal;
- (e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the various parties, Accordingly, paragraph 3(iii)(e) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;
- (f) Details of paragraph 3(iii)(f) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) disclosed as under:

| Particulars | All Parties | Promoters | Related Parties |
|---|-------------|-----------|-----------------|
| Aggregate amount of loans/ advances in nature of loans | | | |
| --->Repayable on demand (A) | | | |
| --->Agreement does not specify any terms or period of repayment (B) | 6,79,82,930 | - | 6,79,82,930 |
| Total (A+B) | 6,79,82,930 | - | 6,79,82,930 |
| Percentage of loans/ advances in nature of loans to the total Loans | 100% | - | 100% |

- (iv) According to the information and explanations given to us, the Company has granted unsecured interest free loan to LLP’s, thereby violating Section 185 of the Companies Act, 2013. The company has given interest free loan to the related parties which are prejudicial to the interest of the company and hence the company has not complied with the section 186 of Companies Act, 2013;
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder; thus reporting under clause 3(v) of the order is not applicable to the Company;
- (vi) The Central Government of India has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Act for any of the activities of the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company;
- (vii) According to records of the Company, examined by us and the information and explanations given to us:
- (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with appropriate authorities. There were no undisputed amounts payable for a period of more than six months from the date they became payable except for income Tax amount of Rs. 31,69,067; (Taxation matters for which liability, relating to issues of taxability and deductibility as disputed by the Company and provision is not made)
- (b) According to the information and explanation given to us, following dues have not been deposited with the concerned authorities on account of dispute as at 31st March, 2022.

(Rs. in Lakhs)

| Name of the Statute | Nature of the dues | Rs. in Lakhs | Period to which the Amount Relates | Forum where Dispute is Pending |
|---------------------|--------------------|--------------|------------------------------------|--------------------------------|
| Central Excise | Excise Duty | 103.30 | Apr, 2007 to Oct, 2011 | CESTAT |
| Central Excise | Excise Duty | 14.06 | Nov, 2011 to Sep, 2012 | CESTAT |
| Central Excise | Excise Duty | 0.66 | Jul, 2000 to Jun, 2001 | CESTAT |
| Central Excise | Excise Duty | 30.59 | Oct, 2012 to Jun, 2015 | CESTAT |
| Central Excise | Excise Duty | 6.90 | Jul, 2015 to Apr, 2016 | CESTAT |
| Central Excise | Excise Duty | 16.32 | May, 2016 to Jun, 2017 | CESTAT |
| Central Excise | Excise Duty | 360.98 | Mar, 2010 to Jan, 2014 | CESTAT |

- (viii) According to the information and explanations given to us, the Company does not have any transactions not recorded in books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act 1961. Accordingly, paragraph 3(viii) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;
- (ix) (a) The Company has taken loans and borrowings from lenders but the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) The Company has not been declared wilful defaulter by any bank or Financial Institution or government or any government authority;
- (c) The Company has taken term loans during the year and the loans were applied for the purpose for which the loans were obtained and no amount of the loan is diverted for any other purpose;
- (d) According to the information given to us, the company has raised short-term funds during the year which have not been utilised for the long term purposes;
- (e) According to information and explanation given to us, Company has not taken any fund from any entity or from any person on account of or to meet the obligations of its subsidiaries, associates or joint ventures and hence paragraph 3(ix)(e) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;
- (f) According to information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associates companies and hence paragraph 3(ix)(f) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;
- (x) During the year, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans and has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(x)(a) & (b) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;
- (xi) To the best of our knowledge and belief and according to the information given to us, no fraud by the Company or on the Company has been noticed or reported during the year. Accordingly, paragraph 3(xi)(a) & (b) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) is not applicable to the Company;

As represented to us by the management, there are no whistle-blower complaints received by the company during the year. Also, the whistle blower mechanism is not mandatory for the company and thus the Clause 3(xi)(c) is not applicable for the company;

- (xii) To the best of our knowledge and belief and according to the information given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to it;
- (xiii) According to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act wherever applicable and details have been disclosed in the Ind AS Financial Statements as required by applicable accounting standards;
- (xiv) We have not received the Internal Audit report. Hence, we are unable to comment whether the company has an adequate Internal Audit system commensurate with the size and the nature of its business. Hence this amounts to violation of section 138 under Companies Act 2013.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company;
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934; hence, paragraph 3(xvi)(a), (b) & (c) of the Companies (Auditor's Report) Order, 2020 ("the Order") is not applicable to the Company;
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year;
- (xviii) There has been no instance of resignation by the statutory auditor under section 140(2) of the companies act 2013 during the year and accordingly paragraph 3(xviii) of the Companies (Auditor's Report) Order, 2020 ("the Order") is not applicable to the Company;
- (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 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) As represented to us by the management, Provisions of section 135 of the Companies Act 2013 is not applicable to the company in respect of year under review and accordingly paragraph 3(xx)(a) & (b) of the Companies (Auditor's Report) Order, 2020 ("the Order") is not applicable to the Company;

For GMJ & Co.
Chartered Accountants
Firm No. 103429W

CA Atul Jain
Partner
M. No. 037097
UDIN: 22037097ALRTBM3901

Place: Mumbai
Date: 28th May, 2022

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of “**Nitin Castings Limited**” (“the Company”) as of 31st March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GMJ & Co**Chartered Accountants****Firm Registration No. 103429W****CA Atul Jain****Partner****Membership No. 037097****UDIN: 22037097ALRTBM3901****Place: Mumbai****Date: 28th May, 2022**

CIN : L65990MH1982PLC028822
 Balance Sheet as at 31st March, 2022

All amounts are in Lakhs

| Sr. No | Particulars | Note No. | As at 31st March, 2022 | As at 31st March, 2021 |
|-----------|--------------------------------------|----------|------------------------|------------------------|
| I | ASSETS | | | |
| | Non-Current Assets | | | |
| a) | Property, Plant and Equipment | 3 | 2,329.14 | 2,437.39 |
| b) | Financial Assets | | | |
| | (i) Investments | 4 | 46.02 | 34.69 |
| | (ii) Other financial assets | 5 | 78.04 | 92.80 |
| | Total of Non-Current Assets | | 2,453.20 | 2,564.88 |
| | Current Assets | | | |
| a) | Inventories | 6 | 1,947.86 | 1,305.10 |
| b) | Financial Assets | | | |
| | (i) Investments | 7 | 1,646.98 | 1,549.43 |
| | (ii) Trade Receivables | 8 | 1,263.31 | 972.05 |
| | (iii) Cash and cash Equivalents | 9 | 250.91 | 44.12 |
| | (iv) Loans & Advances | 10 | 3.95 | 60.00 |
| | (v) Other financial assets | 11 | 32.09 | 34.93 |
| c) | Other current assets | 12 | 214.53 | 150.08 |
| | Total of Current Assets | | 5,359.63 | 4,115.71 |
| | TOTAL ASSETS | | 7,812.83 | 6,680.59 |
| II | EQUITY AND LIABILITIES | | | |
| | Equity | | | |
| a) | Equity Share Capital | 13 | 257.07 | 257.07 |
| b) | Other Equity | 14 | 5,265.24 | 4,771.83 |
| | Total Equity | | 5,522.31 | 5,028.90 |
| | LIABILITIES | | | |
| | Non-Current Liabilities | | | |
| a) | Financial Liabilities | | | |
| | Borrowings | 15 | 30.82 | 38.88 |
| b) | Deferred Tax Liabilities (Net) | 16 | 16.01 | 20.87 |
| | Total Non-Current Liabilities | | 46.83 | 59.75 |
| | Current Liabilities | | | |
| a) | Financial Liabilities | | | |
| | (i) Borrowings | 17 | 315.02 | 48.30 |
| | (ii) Trade Payables | 18 | 1,315.50 | 781.49 |
| | (iii) Other Financial Liabilities | 19 | 40.50 | 276.73 |
| b) | Other Current Liabilities | 20 | 417.33 | 323.60 |
| c) | Provisions | 21 | 121.13 | 146.72 |
| d) | Income Tax Liabilities (Net) | 22 | 34.21 | 15.10 |
| | Total Current Liabilities | | 2,243.69 | 1,591.94 |
| | Total Liabilities | | 2,290.52 | 1,651.69 |
| | TOTAL EQUITY AND LIABILITIES | | 7,812.83 | 6,680.59 |
| | Significant Accounting Policies | 2 | | |

Notes to Accounts form an integral part of financial statements

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain

Partner

Membership No. 037097

Place: Mumbai

Mumbai, 28th May, 2022

For and on behalf of the Board of Directors

Nitin Kedia

Chairman & Managing Director

DIN-00050749

Muskan Jain

Company Secretary

Mem No. ACS-63380

Nirmal Kedia

Director

DIN-00050769

Murlidhar Gupta

Chief Financial Officer

| CIN : L65990MH1982PLC028822 | | | | |
|---|---|----------|---------------------------------------|---------------------------------------|
| STATEMENT OF PROFIT AND LOSS for the year ended on 31st March, 2022 | | | | |
| All amounts are in Lakhs | | | | |
| Sr. No | Particulars | Note No. | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
| | INCOME | | | |
| I | Revenue from Operations | 23 | 9,651.41 | 6,196.65 |
| II | Other Income | 24 | 214.89 | 149.92 |
| III | Total Income (I+II) | | 9,866.30 | 6,346.57 |
| | EXPENSES | | | |
| | Cost of materials consumed | 25 | 7,572.20 | 3,967.04 |
| | Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 26 | (25.01) | 477.82 |
| | Employee Benefit expenses | 27 | 761.74 | 629.08 |
| | Finance Costs | 28 | 20.13 | 95.76 |
| | Depreciation and Amortisation expenses | 29 | 200.13 | 221.19 |
| | Other Expenses | 30 | 684.75 | 564.51 |
| | Total Expenses (IV) | | 9,213.94 | 5,955.40 |
| V | Profit before Tax (III-IV) | | 652.36 | 391.17 |
| VI | Tax Expenses | 31 | | |
| | (1) Current Tax | | 142.26 | 82.00 |
| | (2) Deferred Tax | | (5.90) | (0.35) |
| | (3) Adjustment of tax relating to earlier periods | | - | (16.22) |
| | Total Tax Expenses (VI) | | 136.36 | 65.43 |
| VII | Profit for the period from continuing operations (V-VI) | | 516.00 | 325.75 |
| VIII | Other Comprehensive Income | | | |
| | (a) Items that will not be reclassified to Profit or Loss Remeasurements of Employee Defined benefit plans | | 4.16 | 11.84 |
| | (b) Income Tax relating to items that will not be reclassified to Profit or Loss | | (1.04) | (2.97) |
| | Total Comprehensive Income (net of taxes)(VIII) | | 3.12 | 8.87 |
| IX | Total Comprehensive Income for the year (VII+VIII) | | 519.12 | 334.62 |
| VI | Earnings per equity share (Face value of Rs. 5/- each) | | | |
| | a) Basic (Rs.) | | 10.10 | 6.51 |
| | b) Diluted (Rs.) | | 10.10 | 6.51 |
| | Significant Accounting Policies | 2 | | |

Notes to Accounts form an integral part of financial statements

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain
Partner
Membership No. 037097

Place: Mumbai
Mumbai, 28th May, 2022

For and on behalf of the Board of Directors

Nitin Kedia
Chairman & Managing Director
DIN-00050749

Muskan Jain
Company Secretary
Mem No. ACS-63380

Nirmal Kedia
Director
DIN-00050769

Murlidhar Gupta
Chief Financial Officer

CASH FLOW STATEMENT

STATEMENT OF CASH FLOWS for the period ended 31st March, 2022
(CIN : L65990MH1982PLC028822)

All amounts are in Lakhs

| Particulars | Current Year | | Previous Year | |
|---|----------------|---------------|---------------|-----------------|
| Cash flow from operating activities | | | | |
| Profit before Tax | | 652.36 | | 391.17 |
| Discontinued operations | | | | |
| Profit before income tax including discontinued operations | | | | |
| <u>Adjustments for</u> | | | | |
| Depreciation and amortisation expense | 200.13 | | 221.19 | |
| (Profit)/Loss on sale of Assets | 17.46 | | (2.86) | |
| Other Comprehensive Income | 3.12 | | 8.87 | |
| Finance costs | 20.13 | | 95.76 | |
| Dividend Income | (1.55) | | (0.74) | |
| Adjustment for Taxes of Earlier Years | (0.02) | 239.27 | 1.60 | 323.83 |
| Operating Profit before Working Capital Changes | | 891.63 | | 715.00 |
| (Increase)/Decrease in trade receivables | (291.26) | | (45.84) | |
| (Increase)/Decrease in inventories | (642.76) | | 569.85 | |
| Increase/ (Decrease) in trade payables | 534.01 | | 71.93 | |
| (Increase)/ Decrease in loans | 56.05 | | 327.37 | |
| Increase/(Decrease) in other financial assets | 14.76 | | (26.64) | |
| (Increase)/decrease in other current assets | (61.61) | | 45.28 | |
| Increase/(decrease) in other financial liabilities | (236.23) | | 1.03 | |
| Increase/(decrease) in provisions | (25.59) | | 61.03 | |
| Increase in other current liabilities | 112.84 | | (128.84) | |
| Increase in other non-current liabilities | (4.86) | (544.66) | 2.62 | 877.81 |
| Cash generated from operations | | 346.98 | | 1,592.81 |
| Income taxes paid | | (136.36) | | (65.43) |
| Net cash inflow from operating activities | | 210.62 | | 1,527.38 |

| | | | |
|---|----------|-----------------|-------------------|
| Cash flows from investing activities | | | |
| (Increase)/Decrease in investments | (108.88) | | (1,098.71) |
| Purchase of Tangible / Intangible Assets, Capital Work in Progress and Capital Advances | (209.64) | | (67.06) |
| Net Proceeds from sale of Fixed Assets | 100.31 | | 6.31 |
| Dividend Received | 1.55 | | 0.74 |
| Net cash used in investing activities | | (216.66) | (1,158.72) |
| Cash flow from financing activities | | | |
| Repayment of borrowings | 258.67 | | (384.66) |
| Interest paid | (20.13) | | (95.76) |
| Dividend paid | (25.71) | | - |
| Net cash from financing activities | | 212.83 | (480.42) |
| Net increase (decrease) in cash and cash equivalents | | 206.79 | (111.76) |
| Cash and cash equivalents at the beginning of the year | | 44.12 | 155.88 |
| Cash and cash equivalents at end of the year | | 250.91 | 44.12 |

Note : The above cash flow statement has been prepared under the “ Indirect Method” as set out in the Accounting Standard (Ind AS) 7 “Cash Flow Statements”.

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain
Partner
Membership No. 037097

Place: Mumbai
Mumbai, 28th May, 2022

For and on behalf of the Board of Directors

Nitin Kedia
Chairman & Managing Director
DIN-00050749

Muskan Jain
Company Secretary
Mem No. ACS-63380

Nirmal Kedia
Director
DIN-00050769

Murlidhar Gupta
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY for the year ended 31st March 2022
Equity Share Capital (refer note 13)
All amounts are in Lakhs

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|---|-----------------------|-----------------|-----------------------|-----------------|
| | No of Shares | Rupees In Lakhs | No of Shares | Rupees In Lakhs |
| Number of shares outstanding as at the beginning of the year | 51.41 | 257.07 | 51.41 | 514 |
| Number of Shares outstanding as at the end of the year | 51.41 | 257.07 | 51.41 | 514 |
| | | | | |

Other Equity (refer note 14)
All amounts are in Lakhs

| Particulars | Securities Premium Reserve | General Reserve | Capital Reserve | Retained Earnings | Total |
|---|----------------------------|-----------------|-----------------|-------------------|-----------------|
| Balance as at 1st April, 2021 | 2,341.74 | 75.00 | 27.50 | 2,327.59 | 4,771.83 |
| Profit for the year | - | - | - | 516.00 | 516.00 |
| Other comprehensive income for the year (Net of taxes) | - | - | - | 3.13 | 3.13 |
| Total Comprehensive income for the year | - | - | - | 519.13 | 519.13 |
| Transfer to general reserve from retained earnings | - | - | - | - | - |
| Dividend with Dividend Distribution Tax | - | - | - | (25.71) | (25.71) |
| Balance as at 31st March 2022 | 2,341.74 | 75.00 | 27.50 | 2,821.01 | 5,265.25 |

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain
Partner
Membership No. 037097

Place: Mumbai
Mumbai, 28th May, 2022

For and on behalf of the Board of Directors

Nitin Kedia
Chairman & Managing Director
DIN-00050749

Muskan Jain
Company Secretary
Mem No. ACS-63380

Nirmal Kedia
Director
DIN-00050769

Murlidhar Gupta
Chief Financial Officer

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES:

NOTE 1 – COMPANY OVERVIEW

GENERAL INFORMATION OF THE COMPANY:

NITIN CASTINGS LIMITED, (hereinafter referred to as ‘Company’) was formed in India on 3rd December, 1982 and is in the business of manufacturing Alloy Steel Casting in the range of static and centrifugal. The Company has manufacturing unit at Plot No. 183/1, Surangi, Silvassa, Dadra and Nagar Haveli – 396230 and having Machining and Fabrication workshop at Plot No. 8, Survey No. 679/1, Village-Karvad, Taluka Vapi, District Valsad, and Gujarat 396195.

Shares of the Company are listed in BSE.

The registered office is located at 202, 2nd Floor, Rahul Mittal Industrial Premises Co. Op. Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements:

- a) These financial statements are the separate financial statements of the Company prepared in accordance with Indian Accounting Standards (‘Ind AS’) notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

b) Basis of Preparation

These Financial Statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

c) Functional and presentation currency

The Financial statements are presented in Indian Rupees (INR), which is also the Company’s functional currency. All amounts have been rounding off to the nearest Rs. Lakhs, unless otherwise indicated.

d) Current versus non-current classification

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

i. An asset treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months after a reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after a reporting period.

All other assets are classified as non-current.

ii. Liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

iii. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

e) Use of Estimates and judgment

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful debts/advances, provision for employee benefits, useful lives of fixed assets, provision for contingencies etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

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- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

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The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

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The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful debts/ advances, provision for employee benefits, useful lives of fixed assets, provision for contingencies etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

2.2 Significant Accounting Policies and Other Explanatory Notes:

I. Significant Accounting Policies

a) Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

The Company satisfies the performance obligation and recognizes revenue over time, if one of the criteria prescribed under Ind_AS 115 - “Revenue from Contracts with Customers” is satisfied. If a performance obligation is not satisfied over time, then revenue is recognized at a point in time at which the performance obligation is satisfied.

The Company recognizes revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation. The Company would not be able to reasonably measure its progress towards complete satisfaction of a performance obligation if it lacks reliable information that would be required to apply an

appropriate method of measuring progress. In those circumstances, the Company recognizes revenue only to the extent of cost incurred until it can reasonably measure outcome of the performance obligation.

The management reviews and revises its measure of progress periodically and revisions, if any, are considered as change in estimates and accordingly, the effect of such changes in estimates is recognized prospectively in the period in which such changes are determined.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.

Sales are disclosed excluding net of sales returns and Goods and Service Tax (GST).

Income from operations includes revenue earned on account of job work income which is accounted as per the terms agreed with the customers. Export benefits available under prevalent schemes are accounted to the extent considered receivable.

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain/loss on foreign currency transactions. Interest income is recognized using the effective interest method. Dividend income is recognized (gross of tax deducted at source, if any) when the right to receive payment is established.

b) Foreign Currency Transactions

Transactions in foreign currencies are initially recorded by the Company at the rate of exchange prevailing on the date of the transaction.

Monetary assets and monetary liabilities denominated in foreign currencies remaining unsettled at the end of the year are converted at the exchange rate prevailing on the reporting date.

Differences arising on settlement or conversion of monetary items are recognized in Statement of Profit or Loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

c) Employee Benefit Expenses

Short term employee benefits

i) Defined Benefit Plans:

Employee defined benefit plans include gratuity

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual 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 recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability).

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

The Company makes contribution to a scheme administered by the insurer to discharge gratuity liabilities to the employees.

Short-term employee benefits:

A liability is recognized for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

ii) *Defined Contribution Plans*

Employee defined contribution plans include provident fund, Employee state insurance and Gratuity Fund.

Provident Fund and Employee State Insurance:

All employees of the Company receive benefits from Provident Fund and Employee's State Insurance, which are defined contribution plans. Both, the employee and the Company make monthly contributions to the plan, each equaling to a specified percentage of employee's basic salary. The Company has no further obligations under the plan beyond its monthly contributions. The Company contributes to the Employee Provident Fund and Employee's State Insurance scheme maintained by the Central Government of India and the contribution thereof is charged to the Statement of Profit and Loss in the year in which the services are rendered by the employees.

Gratuity Fund:

The Company makes contribution to a scheme that is funded through an 'Approved Trust'. The Trust has taken a Policy from the Life Insurance Corporation of India (LIC) and the management of the fund is undertaken by the LIC. The Company has no other liability other than its annual contribution."

d) Inventories

All Inventories are valued at the lower of cost and net realizable value.

Raw materials, Stores and Spares and Packing Materials are valued at lower of cost determined on weighted average basis and net realizable value.

Work in process is valued at cost plus appropriate share of labour and manufacturing overheads. Finished Goods are valued at cost plus appropriate share of labour and manufacturing overheads.

e) Property, Plant and Equipment's (PPE)

PPE are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of indirect taxes, if any, and any attributable cost of bringing the assets to its working condition for its intended use.

Spare parts are treated as capital assets when they meet the definition of PPE. Otherwise, such items are classified as inventory.

Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognized in the Statement of Profit or Loss.

f) Assets held for sale

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of the assets held for sale has been estimated using valuation techniques which includes unobservable inputs.

g) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

h) Depreciation / Amortization on PPE

Depreciation on PPE and investment properties is provided on Straight Line Basis as where the life of 30-60 years is considered based on internal technical estimates. Depreciation on these assets have been provided on the net restated book value prospectively over the remaining useful life as per Schedule II of Companies Act 2013. Freehold land is not depreciated.

i) Capital Work-in-Progress

Projects under construction wherein assets are not ready for use in the manner as intended by the management are shown as Capital Work-In-Progress.

j) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

(A) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

(B) Right-of-use assets

Initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement**(A) Lease Liability**

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) re-measuring the carrying amount to reflect any reassessment or lease modifications.

(B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the under lying asset.

Impairment

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognize the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever, the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognized in the statement of profit and loss on straight line basis over the lease term.

Transition to Ind_AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind_AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standard prospectively to its leases.

k) Fair Value Measurement

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

l) Impairment of Non-Current Assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

m) Cash and Cash equivalents

Cash and cash equivalents include cash at bank and cash in hand and highly liquid interest-bearing securities with maturities of three months or less from the date of inception/acquisition.

Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period 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 the operating, investing and financing activities of the Company are segregated.

In the cash-flow statement, cash and cash equivalents are shown net of bank overdrafts, which are included as current borrowings in liabilities on the balance sheet.

n) Borrowing Costs

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized 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. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

o) Taxation

i) Current Income Tax

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is 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 substantively enacted on the reporting date.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii) Deferred Tax

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 income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward unused tax losses can be utilized.

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

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

p) Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

(i) Financial Assets

(a) Initial recognition and measurement

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

(b) Subsequent measurement

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

-Financials Assets at Amortized Cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments at amortized cost are subsequently measured at amortized cost using the effective interest rate method, less impairment, if any.

Financial assets at fair value through Other Comprehensive Income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial

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

Financial assets at fair value through Profit or Loss (FVTPL)

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

(c) De-recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

(d) Impairment

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through Profit and Loss / OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The company offers different credit policies to its consumers based on the work order received due to which it is practicably impossible to categorize the trade receivables and apply the method of ECL as specified in IND AS 109. Therefore, in order to comply with the provision of IND AS 109, the company has decided to provide for ECL @1% on the Closing Balance of the trade receivables. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is treated as an impairment gain or loss in the Statement of Profit and Loss.

(ii) Financial Liabilities

(a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortized cost.

(b) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through Profit and Loss:

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

Financial liabilities measured at Amortized Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method except for those designated in an effective hedging relationship.

(c) De-recognition

A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

q) Segment Reporting

As the Company operates in only one business the disclosure requirements under Ind_AS 108 – “Operating Segment” is not applicable.

r) Provisions, Contingent liabilities and Assets**(i) 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 resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

(ii) Contingent Liabilities

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

(iii) Contingent Assets

Contingent Assets are not recognized but are disclosed in the notes to the financial statements.

s) Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

All amounts are in Rupees in lakhs

3. Property, Plant and Equipment and Goodwill

| Sr. No | Particulars | Gross Block (at cost) | | | Depreciation / Amortisation | | | Carrying Amount | | |
|-----------|---|------------------------------|--------------------------|---------------------------|-------------------------------|------------------------------|--------------------------|-----------------|---------------------------|-------------------------------|
| | | Balance As at 1st April 2021 | Addition during the year | Deduction during the year | Balance As at 31st March 2022 | Balance As at 1st April 2021 | Addition during the year | | Deduction during the year | Balance As at 31st March 2022 |
| I | Tangible Assets | | | | | | | | | |
| 1 | Buildings | 1,305.11 | - | - | 1,305.11 | 359.73 | 37.46 | - | 397.19 | 907.92 |
| 2 | Patterns | 37.80 | - | - | 37.80 | 37.80 | - | - | 37.80 | - |
| 3 | Lands (Free Hold) | 433.98 | 115.68 | - | 549.67 | - | - | - | - | 549.67 |
| 4 | Plant & Machinery | 2,636.26 | 35.47 | - | 2,671.73 | 2,070.51 | 93.86 | - | 2,164.37 | 507.36 |
| 5 | Energy Saving Equipments | 43.52 | - | - | 43.52 | 11.75 | 1.83 | - | 13.58 | 29.94 |
| 6 | Furniture & Fixture | 90.94 | - | - | 90.94 | 68.55 | 2.46 | - | 71.02 | 19.92 |
| 7 | Office Equipments | 33.99 | - | - | 33.99 | 30.51 | 1.17 | - | 31.68 | 2.32 |
| 8 | Electrical Installation | 258.11 | - | - | 258.11 | 179.65 | 9.21 | - | 188.86 | 69.25 |
| 9 | AC's & Refrigeration | 48.73 | 4.64 | - | 53.37 | 35.43 | 1.83 | - | 37.25 | 16.12 |
| 10 | Computers | 78.19 | 9.61 | - | 87.80 | 66.96 | 5.85 | - | 72.81 | 14.99 |
| 11 | Vehicles | 579.11 | 44.24 | 174.46 | 448.89 | 247.48 | 46.46 | 56.69 | 237.24 | 211.65 |
| | Sub Total -> | 5,545.76 | 209.64 | 174.46 | 5,580.94 | 3,108.37 | 200.13 | 56.69 | 3,251.80 | 2,329.14 |
| II | Intangible Assets | | | | | | | | | |
| | Goodwill | 1,124.01 | - | - | 1,124.01 | 1,124.01 | - | - | 1,124.01 | - |
| | Sub Total -> | 1,124.01 | - | - | 1,124.01 | 1,124.01 | - | - | 1,124.01 | - |
| | Net Carrying amount as on 31st March, 2022 | 6,669.77 | 209.64 | 174.46 | 6,704.95 | 4,232.38 | 200.13 | 56.69 | 4,375.82 | 2,329.14 |
| | Net Carrying amount as on 31st March, 2021 | 6,621.80 | 67.06 | 19.08 | 6,669.77 | 4,026.82 | 221.19 | 15.63 | 4,232.38 | 2,437.39 |

4. Non-Current Investment (Investment carried at Fair Value through Profit and Loss)

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|----------|--|-----------------------|-----------------------|
| 1 | Investment in Equity Instruments (Quoted) | | |
| | 100 (March 31, 2021: 100) Equity Shares of Uniabex Alloys Ltd. (FV 10/- each) | 0.59 | 0.39 |
| | 160 (March 31, 2021: 160) Equity Shares of J.K. Enterprise Ltd. (FV 10/- each) | 0.10 | 0.06 |
| | 285 (March 31, 2021: 285) Equity Shares of Bank of Baroda (FV 2/- each) | 0.32 | 0.21 |
| | 1984 (March 31, 2021: 1984) Equity Shares of HCL Tech (FV 2/- each) | 23.08 | 19.52 |
| | 1,464 (March 31, 2021: 1464) Equity Shares of Tech Mahindra (FV 5/- each) | 21.93 | 14.51 |
| | | 46.02 | 34.69 |
| | Financial assets carried at fair value through profit and loss (FVTPL) | | |
| | Equity Instruments | 46.02 | 34.69 |
| | Total | 46.02 | 34.69 |

5. Others Financial Assets

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|--------------|-----------------------|-----------------------|
| 1 | Deposits | 78.04 | 92.80 |
| | Total | 78.04 | 92.80 |

6. Inventories (At Lower of Cost or Net Realisable value)

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|------------------|-----------------------|-----------------------|
| 1 | Raw Material | 1,019.34 | 500.20 |
| 2 | Work-in-Progress | 643.26 | 618.25 |
| 3 | Stores & Spares | 285.26 | 186.65 |
| | Total | 1,947.86 | 1,305.10 |

7. Current Investment (At Fair Value)

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|----------------------------|-----------------------|-----------------------|
| 1 | Investment in Mutual Funds | 1,646.98 | 1,549.43 |
| | Total | 1,646.98 | 1,549.43 |

8. Trade Receivables

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|---|-----------------------|-----------------------|
| 1 | Secured, Considered Good | - | - |
| 2 | Unsecured, Considered Good | | |
| a) | Receivables from related parties | - | - |
| b) | Others | 1,263.31 | 972.05 |
| 3 | Unsecured, Considered doubtful | | |
| a) | Receivables from related parties | - | - |
| b) | Others | 23.76 | 9.82 |
| c) | Less: Allowances for credit losses (credit impaired) | (23.76) | (9.82) |
| | Total | 1,263.31 | 972.05 |

A) TRADE RECEIVABLES AGING SCHEDULE

| Sr. No | Outstanding for following periods from due date of payment | As at 31st March 2022 | As at 31st March 2021 |
|--------|---|-----------------------|-----------------------|
| | Current | | |
| 1 | Undisputed Trade Receivables – considered good | | |
| | Less than 6 months | 1,430.11 | 992.27 |
| | 6 months to 1 year | (75.82) | 10.70 |
| | 1 year to 2 years | 1.38 | (31.53) |
| | 2 years to 3 years | 7.82 | 3.13 |
| | more than 3 years | (100.19) | (2.52) |
| | Total | 1,263.31 | 972.05 |
| 2 | Undisputed Trade Receivables – which have significant increase in credit risk | | |
| | Less than 6 months | 23.60 | 9.68 |
| | 6 months to 1 year | - | 0.11 |
| | 1 year to 2 years | 0.02 | - |
| | 2 years to 3 years | 0.14 | 0.03 |
| | more than 3 years | - | - |
| | Total | 23.76 | 9.82 |
| 3 | Undisputed Trade Receivables – credit impaired | - | - |
| | Total | - | - |
| 4 | Disputed Trade Receivables – considered good | - | - |
| | Total | - | - |
| 5 | Disputed Trade Receivables – which have significant increase in credit risk | - | - |
| | Total | - | - |
| 6 | Disputed Trade Receivables – credit impaired | - | - |
| | Total | - | - |

9. Cash and cash equivalents
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|--|-----------------------|-----------------------|
| 1 | Balance with banks in current accounts | 205.00 | 4.46 |
| 2 | Term Deposits with Bank | 41.42 | 35.12 |
| 3 | Cash on hand | 4.49 | 4.54 |
| | Total | 250.91 | 44.12 |

10. Current Loans and Advances
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|---|-----------------------|-----------------------|
| 1 | <u>Loans & Advances to related parties</u> | | |
| | Secured, Considered Good | - | - |
| | Unsecured, Considered Good | 3.95 | - |
| | Doubtful | - | - |
| 2 | Others (Mutual Fund Application money) | - | 60.00 |
| | Total | 3.95 | 60.00 |

11. Others Financial Assets -(Current)
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|---------------------------------------|-----------------------|-----------------------|
| 1 | Deposits (Unsecured, Considered Good) | 32.09 | 34.93 |
| | Total | 32.09 | 34.93 |

12. Other Current Assets
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|---|-----------------------|-----------------------|
| 1 | Advance for supply of goods & services | 89.93 | 57.36 |
| 2 | Balance with government authorities | 63.66 | 21.33 |
| 3 | Prepaid Expenses | 27.86 | 56.68 |
| 4 | Advance to Employees (Unsecured) | 14.52 | 13.82 |
| 5 | Income Tax Refund Receivable | 18.56 | - |
| 6 | Interest Receivable from DGVCL (electricity deposit) | - | 0.89 |
| | Total | 214.53 | 150.08 |

13. Equity Share Capital

All amounts are in Lakhs

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|---|----------------------------|--------------------|----------------------------|--------------------|
| | No of Shares (In Lakhs) | Rupees in Lakhs | No of Shares (In Lakhs) | Rupees in Lakhs |
| Authorised | | | | |
| Equity share of Rs. 5/- each | 100.00 | 500.00 | 100.00 | 500.00 |
| Total | 100.00 | 500.00 | 100.00 | 500.00 |
| Issued, Subscribed and Fully Paid-up | | | | |
| Equity share of Rs. 5/- each | 51.41 | 257.07 | 51.41 | 257.07 |
| Total | 51.41 | 257.07 | 51.41 | 257.07 |

b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|---|----------------------------|--------------------|----------------------------|--------------------|
| | No of Shares (In Lakhs) | Rupees in Lakhs | No of Shares (In Lakhs) | Rupees in Lakhs |
| Equity shares at the beginning of the year | 51.41 | 514.13 | 51.41 | 514.13 |
| Add : Equity shares issued and allotted during the year | - | - | - | - |
| Equity shares at the end of the year | 51.41 | 514.13 | 51.41 | 514.13 |

c) Details of Shareholders holding more than 5% shares in the Company

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|------------------------------|-----------------------|-----------------|-----------------------|-----------------|
| | No of Shares | % of Holding | No of Shares | % of Holding |
| Shalini Nirmal Kedia | 9,85,540 | 19.17% | 9,85,540 | 19.17% |
| Nirmal Bhagirathprasad Kedia | 6,64,524 | 12.93% | 6,64,524 | 12.93% |
| Nitin Shantikumar Kedia | 8,03,472 | 15.63% | 8,03,472 | 15.63% |
| Suman Nitin Kedia | 7,38,744 | 14.37% | 7,38,744 | 14.37% |
| Punit Gopikishan Makharia | 6,10,000 | 11.86% | 6,10,000 | 11.86% |

As per the records of the company, including its register of shareholders/ members & other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|---|-----------------------|---------------|-----------------------|---------------|
| | No of Shares | % of Holding | No of Shares | % of Holding |
| Nipun N Kedia | 30,000 | 0.584% | 30,000 | 0.584% |
| Vedanshu Kedia | 61,500 | 1.196% | 61,500 | 1.196% |
| Saroj Shanitkumar Kedia | 68,542 | 1.333% | 68,542 | 1.333% |
| Nirmal Bhagirathprasad Kedia | 6,64,524 | 12.925% | 6,64,524 | 12.925% |
| Nitin S Kedia | 8,03,472 | 15.628% | 8,03,472 | 15.628% |
| Suman Nitin Kedia | 7,38,744 | 14.369% | 7,38,744 | 14.369% |
| Shalini Nirmal Kedia | 9,85,540 | 19.169% | 9,85,540 | 19.169% |
| KEDIA HOLDINGS PVT LTD | 58,500 | 1.138% | 58,500 | 1.138% |
| KIRTI INVESTMENTS LIMITED | 1,21,360 | 2.360% | 1,21,360 | 2.360% |
| RAJSHILA REALTORS LLP | 1,36,840 | 2.662% | 1,36,840 | 2.662% |
| NIPUN NITIN KEDIA (ON BEHALF OF NIPUN KEDIA FAMILY TRUST) | 202 | 0.004% | 202 | 0.004% |
| NIRMAL B KEDIA (ON BEHALF OF NIDHI KEDIA FAMILY TRUST) | 202 | 0.004% | 202 | 0.004% |
| NIRMAL B KEDIA (ON BEHALF OF NIRMAL KEDIA FAMILY TRUST) | 202 | 0.004% | 202 | 0.004% |
| NIRMAL B KEDIA (ON BEHALF OF VARUN KEDIA FAMILY TRUST) | 202 | 0.004% | 202 | 0.004% |
| NITIN S KEDIA (ON BEHALF OF NITIN KEDIA FAMILY TRUST) | 204 | 0.004% | 204 | 0.004% |
| VEDANSHU KEDIA (ON BEHALF OF VEDANSHU KEDIA FAMILY TRUST) | 202 | 0.004% | 202 | 0.004% |
| NITIN S KEDIA (ON BEHALF OF KEDIA FAMILY MASTER TRUST) | 200 | 0.004% | 200 | 0.004% |
| Total | 36,70,436 | 71.39% | 36,70,436 | 71.39% |

14. Other Equity
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|----------|---|-----------------------|-----------------------|
| 1 | Capital Reserve | | |
| | - Opening Balance | 27.50 | 27.50 |
| | - Add : Transfer from retained earnings | - | - |
| | Sub Total -> | 27.50 | 27.50 |
| 2 | Securities Premium Reserve | | |
| | - Opening Balance | 2,341.74 | 2,341.74 |
| | - Add : Addition | - | - |
| | Sub Total -> | 2,341.74 | 2,341.74 |

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|----------|---|--------------------------|--------------------------|
| 3 | General Reserve | | |
| | - Opening Balance | 75.00 | 75.00 |
| | - Add : Transfer from retained earnings | - | - |
| | Sub Total -> | 75.00 | 75.00 |
| 4 | Retained Earnings | | |
| | Opening Balance | 2,327.59 | 1,991.37 |
| | Net Profit for the period (Total Comprehensive Income) | 519.12 | 334.62 |
| | Adjustment of prior years | - | 1.60 |
| | Dividend with Dividend Tax | (25.71) | - |
| | Sub Total -> | 2,821.00 | 2,327.59 |
| | Total | 5,265.24 | 4,771.83 |

15. Non Current Borrowings

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|--|--------------------------|--------------------------|
| 1 | Secured | | |
| | Term Loan | | |
| a) | - From Bank | 71.33 | 315.62 |
| b) | - Less : Current maturities of Long Term debts | (40.50) | (276.73) |
| | Total | 30.82 | 38.88 |

i) Secured Loan from Banks/financial institutions is secured by way of hypothecation of entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares, debtors, plant and machineries, and charge on immovable properties at Silvassa Plant and personal guarantee of Directors.

ii) Car Loans are secured by hypothecation of motor vehicles and personal guarantees of two Directors.

16. Deferred Tax Liability

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|---------------------------------|--------------------------|--------------------------|
| | Opening | 20.87 | 18.25 |
| | - Property, plant and equipment | (1.36) | (0.03) |
| | - Others | (3.51) | 2.65 |
| | Total | 16.01 | 20.87 |

17. Current Borrowings

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|------------------------------------|--------------------------|--------------------------|
| 1 | Loan Repayable on Demand (Secured) | | |
| a) | - From Bank | 315.02 | 48.30 |
| | Total | 315.02 | 48.30 |

Secured Loan from Banks/financial institutions is secured by way of hypothecation of entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares, debtors, plant and machineries, and charge on immovable properties at Silvassa Plant and personal guarantees of two Directors.

18. Trades and Other Payables
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|--|--------------------------|--------------------------|
| | Trade Payables | | |
| 1 | Due to Micro and Small Enterprises (refer Note 36) | - | - |
| 2 | Due to Others | 1,315.50 | 781.49 |
| | Total | 1,315.50 | 781.49 |

A) TRADE PAYABLES AGEING SCHEDULE

| Sr. No | Outstanding for following periods from due date of payment | As at 31st March 2022 | As at 31st March 2021 |
|--------|---|--------------------------|--------------------------|
| | Current | | |
| (i) | Micro, Small & Medium Enterprises. | - | - |
| | Total | - | - |
| (ii) | Others | | |
| | Less than 1 year | 1,288.19 | 754.38 |
| | 1 year to 2 years | 14.18 | 7.56 |
| | 2 years to 3 years | 0.63 | 1.94 |
| | More than 3 years | 12.49 | 17.62 |
| | Total | 1,315.50 | 781.49 |
| (iii) | Disputed dues- MSME | - | - |
| | Total | - | - |
| (iv) | Disputed dues - Others | - | - |
| | Total | - | - |

19. Other Financial Liabilities
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|--|--------------------------|--------------------------|
| 1 | Current maturities of long-term debt * | 40.50 | 276.73 |
| | Total | 40.50 | 276.73 |

*The balance represents amounts of instalments payable on term loans in next 12 months.

20. Other Current Liabilities
All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|------------------------|--------------------------|--------------------------|
| 1 | Statutory Payables | 14.25 | 12.28 |
| 2 | Advance From Customers | 403.08 | 311.32 |
| | Total | 417.33 | 323.60 |

21. Provisions-Current

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|----------------------------------|-----------------------|-----------------------|
| 1 | Provision for Employees Benefits | 63.14 | 58.03 |
| 2 | Outstanding Expenses | 57.99 | 88.69 |
| | Total | 121.13 | 146.72 |

22. Income Tax Liabilities

All amounts are in Lakhs

| Sr. No | Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--------|---|-----------------------|-----------------------|
| 1 | Net of Provision for tax and Advance tax - Current year | 34.21 | 22.89 |
| 2 | Net of Provision for Tax and Advance tax of earlier years | - | (7.79) |
| | Total | 34.21 | 15.10 |

23. Revenue from Operations

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|------------------|------------------------------------|------------------------------------|
| 1 | Sales-Indigenous | 9,323.67 | 5,446.87 |
| 2 | Sales-Export | 320.54 | 749.64 |
| 3 | Sales-Others | 7.20 | 0.14 |
| | Total | 9,651.41 | 6,196.65 |

24. Other Income

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|---|------------------------------------|------------------------------------|
| 1 | Dividend Income | 1.55 | 0.74 |
| 2 | Interest on Fixed Deposits | 1.49 | 5.57 |
| 3 | Interest Others | 120.45 | 56.07 |
| 4 | Duty Drawback | 6.66 | 4.83 |
| 5 | Profit/(Loss) on sale of investments | 24.36 | (0.38) |
| 6 | Other Non-Operating Income (Net) | 34.50 | 2.86 |
| 7 | Insurance Claim Received | 15.50 | 5.07 |
| 8 | Income from Fair Valuation of Investments | 11.34 | 67.77 |
| 9 | Foreign Exchange Gain | (0.96) | 7.40 |
| | Total | 214.89 | 149.92 |

25. Cost of Materials consumed

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|--|---------------------------------------|---------------------------------------|
| 1 | Opening Stock of Raw Materials and Stores & Spares | 686.85 | 778.88 |
| 2 | Add: Purchases during the year | 8,189.95 | 3,875.01 |
| | | 8,876.80 | 4,653.89 |
| 3 | Less: Closing Stock of Raw Materials and Stores & Spares | (1,304.60) | (686.85) |
| | Total | 7,572.20 | 3,967.04 |

26. Changes in inventories of finished goods, stock-in-trade and work-in-process

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|---------------------------------|---------------------------------------|---------------------------------------|
| 1 | Work-in-Process | | |
| a) | Opening Work-in-Process | 618.25 | 1,096.07 |
| b) | Closing Work-in-Process | (643.24) | (618.25) |
| | Net (increase)/ decrease | (25.01) | 477.82 |

27. Employee Benefits Expense

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|---|---------------------------------------|---------------------------------------|
| 1 | Salaries to Staff & Director Remuneration | 452.23 | 373.16 |
| 2 | Wages to Worker & Employees Welfare | 288.34 | 237.72 |
| 3 | Statutory Contribution | 21.17 | 18.20 |
| | Total | 761.74 | 629.08 |

28. Finance Cost

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|-------------------------|---------------------------------------|---------------------------------------|
| 1 | Interest on Cash Credit | 5.04 | 1.00 |
| 2 | Interest on Term Loan | 5.38 | 23.60 |
| 3 | Interest to Others | 9.71 | 71.16 |
| | Total | 20.13 | 95.76 |

29. Depreciation and Amortisation expenses

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|--|---------------------------------------|---------------------------------------|
| 1 | Depreciation on Property, Plant and Equipment (refer note 3) | 200.13 | 221.19 |
| | Total | 200.13 | 221.19 |

30. Other Expenses

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|---|---------------------------------------|---------------------------------------|
| 1 | Bank Charges | 5.13 | 6.21 |
| 2 | Electricity Charges | 16.85 | 17.91 |
| 3 | General Administration Expenses | 7.21 | 25.67 |
| 4 | Insurance Expenses | 80.19 | 25.03 |
| 5 | Legal & Professional Fees | 135.42 | 104.07 |
| 6 | Postage, Courier & Telephone Expenses | 3.51 | 3.27 |
| 7 | Rent, Rates & Taxes | 110.69 | 93.49 |
| 8 | Repair & Maintenance Expenses | 64.78 | 47.20 |
| 9 | Selling & Distributions Expenses | 147.29 | 119.45 |
| 10 | Sundry Expenses | 2.28 | 3.39 |
| 11 | Sundry Balance W/off (Net) | 30.99 | 93.38 |
| 12 | Vehicle, Travelling & Conveyance Expenses | 58.45 | 22.14 |
| 13 | Loss on Sales of Assets | 17.46 | 0.05 |
| 14 | Auditor's Remuneration: | | |
| | (i) For Statutory Audit Fees | 3.65 | 2.70 |
| | (ii) For Certification charges | 0.10 | 0.25 |
| | (iii) Limited Review Fees | 0.75 | 0.30 |
| | | 684.75 | 564.51 |

31. Tax Expenses

All amounts are in Lakhs

| Sr. No | Particulars | For the year ended 31st March 2022 | For the year ended 31st March 2021 |
|--------|--|---------------------------------------|---------------------------------------|
| 1 | Current tax expense | 142.26 | 82.00 |
| 2 | Deferred Tax | (5.90) | (0.35) |
| 3 | Adjustment in respect of Previous Year | - | (16.22) |
| | | 136.36 | 65.43 |
| | Income tax expense attributable to: | | |
| | Profit from Continuing Operations | 652.36 | 391.17 |
| | Profit from Discontinuing Operations | - | - |
| | | 652.36 | 391.17 |

Note : Pursuant to the enactment of the Taxation Law (Amendment) Act, 2019 ('The Ammendment Act') which is effective from April 1,2019, The Company has chosen an option to pay corporate tax at the rate of 22% plus applicable surcharge and cess subject to compliance with certain conditions with effect from year ended 31st March 2020 onwards.

32. Defined Benefit Plans

The Company operates Defined Benefit Plans that provide Gratuity benefits. The gratuity plan entitles an employee, who has rendered at least 5 years of continuous service, to receive one-half month salary for each year of completed service at the time of retirement/ exit.

Summary of Defined Benefit Plans
(Rs. in Lakhs)

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--|---------------------------|---------------------------|
| Defined Benefit Cost included in P & L Other | 8.82 | 10.41 |
| Comprehensive (Income) / Loss | (4.06) | (11.81) |
| Total Defined Benefit Cost recognized in P&L and OCI | 4.76 | (1.41) |
| Defined Benefit Obligation the at end | 63.31 | 54.47 |
| Fair Value of Plan Assets at the end | 63.21 | 59.03 |
| Net Defined Benefit Liability / (Asset) | 0.10 | (4.56) |
| Discount Rate | 7.12% | 7.09% |

Summary of Defined Benefit Plans

| Particulars | Valuation Date | |
|-------------------|---------------------------|---------------------------|
| | As at 31st March, 2022 | As at 31st March, 2021 |
| Discount Rate | 6.77% | 7.09% |
| Salary Escalation | 5.00% | 5.00% |

Summary of Defined Benefit Plans

| Particulars | Valuation Date | |
|---|---------------------------|---------------------------|
| | As at 31st March, 2022 | As at 31st March, 2021 |
| Mortality Rate (as % of IALM (2012-14) (Mod.) Ult. Mortality Table) | 100.00% | 100.00% |
| Disability Rate (as % of above mortality rate) | 0.00% | 0.00% |
| Withdrawal Rate | 1.00% | 1.00% |
| Normal Retirement Age | 58 Years | 58 Years |
| Adjusted Average Future Service | 18 | 18 |

Gratuity
a. Movement in net defined benefit (asset) liability

The following table shows as reconciliation from the opening balances to the closing balance for the net defined benefit (asset) liability and its components

Defined Benefit Obligation
(Rs. in Lakhs)

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--|---------------------------|---------------------------|
| Opening Balance | 54.47 | 57.43 |
| Actuarial gain/ (loss) included in profit & loss | - | - |
| Current service cost | 9.62 | 11.19 |
| Interest cost (expense) | 3.39 | 3.32 |
| Re-measurements - Due to Financial Assumptions | - | - |
| Re-measurements - Due to Experience Adjustments | (4.16) | (11.81) |
| Total benefits paid | - | 5.65 |
| Defined Benefit Obligation at the end | 63.31 | 54.47 |
| Discount Rate | 7.12% | 7.09% |
| Salary Escalation Rate | 5.00% | 5.00% |

Note : The Gratuity Benefit Ceiling has now increased from Rs 10,00,000/- to Rs. 20,00,000/-. Due to this change in the Plan benefits, the increase in Past Service Cost is calculated separately and shown here.

Change in Fair Value of Plan Assets
(Rs. in Lakhs)

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------|---------------------------|---------------------------|
| Opening Balance | 59.03 | 60.58 |
| Expected return of plan assets | 4.19 | 4.10 |
| Total benefits paid | - | (5.65) |
| Closing balance | 63.21 | 59.03 |

Weighted Average Asset Allocations at end of current period

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------|---------------------------|---------------------------|
| Equities | 0% | 0% |
| Bonds | 0% | 0% |
| Gilts | 0% | 0% |
| Insurer Managed Fund & T-Bills | 100% | 100% |
| Total | 100% | 100% |

Components of Defined Benefit Cost
(Rs. in Lakhs)

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---|---------------------------|---------------------------|
| Current Service Cost | 9.62 | 11.19 |
| Past Service Cost | (1.00) | - |
| Total Service Cost | 8.62 | 11.19 |
| Interest Expense on DBO | 3.39 | 3.32 |
| Interest (Income) on Plan Assets | (4.19) | (4.10) |
| Total Net Interest Cost | (0.80) | (0.79) |
| Reimbursement of Other Long Term Benefits | - | - |
| Defined Benefit Cost included in P & L | 7.82 | 10.41 |
| Re-measurements - Due to Financial Assumptions | (0.11) | (0.85) |
| Re-measurements - Due to Experience Adjustments | (4.05) | (10.96) |
| (Return) on Plan Assets (Excluding Interest Income) | - | - |
| Total Re-measurements in OCI | (4.16) | (11.81) |
| Total Defined Benefit Cost recognized in P&L and OCI | 0.30 | 0.30 |
| Discount Rate | 7.12% | 7.09% |
| Salary Escalation Rate | 5.00% | 5.00% |

Bifurcation of Present Value of Obligations at the end of the valuation period as per Schedule III of the Companies Act, 2013

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------|---------------------------|---------------------------|
| Current Liabilities | 28.21 | 22.97 |
| Non- current Liabilities | 35.10 | 31.50 |

Amounts recognized in the Statement of Financial Position
(Rs. in Lakhs)

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--|---------------------------|---------------------------|
| Defined Benefit Obligation | 63.31 | 54.47 |
| Fair Value of Plan Assets | 63.21 | 59.03 |
| Funded Status | 0.10 | (4.56) |
| Effect of Asset Ceiling / Onerous Liability | | |
| Net Defined Benefit Liability / (Asset) | 0.10 | (4.56) |

Net Defined Benefit Liability / (Asset) reconciliation

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---|---------------------------|---------------------------|
| Net Defined Benefit Liability / (Asset) at the beginning | (4.56) | (3.15) |
| Defined Benefit Cost included in P & L | 8.82 | 10.41 |
| Total Re-measurements included in OCI | (4.16) | (11.81) |
| Employer Contributions | - | - |
| Net Defined Benefit Liability / (Asset) at the end | 0.10 | (4.56) |

Net Defined Benefit Liability / (Asset) reconciliation

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---------------------------------------|---------------------------|---------------------------|
| Number of Employees | 161 | 139 |
| Total Monthly Salary (Rs. In Lakhs) | 15.98 | 14.80 |
| Average Monthly Salary (Rs. In Lakhs) | 0.10 | 0.11 |
| Average Past Service | 5.37 | 4.14 |
| Average Age | 37.49 | 36.73 |

b. Actuarial Assumptions

The following were the principal actuarial assumptions at the reporting date

(Expressed as weighted averages).

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|------------------------|---------------------------|---------------------------|
| Discount Rate | 7.12% | 7.09% |
| Salary escalation rate | 5.00% | 5.00% |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

Notes:

- i. The expected return on plan assets for the year ended 31/03/2022 is as furnished by LIC.
 - ii. The entire plan assets are managed by LIC.
 - iii. The estimate of future salary increase takes into account inflation, seniority, promotion and other relevant factors.
 - iv. Discount rate is based on the prevailing market yields of Indian Government Bonds as at the Balance Sheet date for the estimated term of the obligation.
33. In the opinion of the Board, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. The balances of Sundry Debtors, Loans and advances, Deposits, some of the Sundry Creditors and Unsecured Loans are subject to confirmations, reconciliation and adjustments, if any.

34. Related Parties Disclosures

As per Ind_AS 24 issued by the Institute of Chartered Accountants of India, the Company's related parties are as under:

(Rs. in Lakhs)

| Sr. No. | Particulars | Relationship | Nature of Transaction | Current year | Previous year |
|---------|--------------|---------------|-----------------------|--------------|---------------|
| | | | | 2021-22 | 2020-21 |
| 1 | Nitin Kedia | Director- KMP | Director Remuneration | 60.00 | 49.45 |
| 2 | Nirmal Kedia | Director- KMP | Director Remuneration | 60.00 | 49.45 |
| 3 | Nipun Kedia | Director- KMP | Director Remuneration | 18.90 | 16.88 |

(Rs. in Lakhs)

| Sr. No. | Particulars | Relationship | Nature of Transaction | Current year | Previous year |
|---------|---------------------------------|----------------------------|--------------------------------------|--------------|---------------|
| | | | | 2021-22 | 2020-21 |
| 4 | S L Agarwal | Director | Director Remuneration | - | 2.29 |
| 5 | Ravi Nevatia | Director | Director Sitting Fees | 0.50 | 0.50 |
| 6 | Barkharani Nevatia | Director | Director Seating Fees | 0.50 | 0.50 |
| 7 | Suman Kedia | Relative of Director | Rent Paid | 44.15 | 44.15 |
| 8 | Suman Kedia | Relative of Director | Closing Balance of Rent Deposit paid | 14.50 | 14.50 |
| 9 | Shalini Kedia | Relative of Director | Rent Paid | 44.15 | 44.15 |
| 10 | Shalini Kedia | Relative of Director | Closing Balance of Rent Deposit paid | 14.50 | 14.50 |
| 11 | Arvind Engineering Works | Significant Control of KMP | Sale of Goods | - | 1.17 |
| 12 | Arvind Engineering Works | Significant Control of KMP | Purchase of Spares & Machinery | 20.70 | - |
| 13 | Arvind Engineering Works | Significant Control of KMP | Service Charges paid | - | 49.73 |
| 14 | Kedia Construction Co. Ltd. | Significant Control of KMP | Professional Fees paid | 26.00 | 21.00 |
| 15 | Kirti Investments Limited | Significant Control of KMP | Professional Fees paid | 16.00 | 15.00 |
| 16 | Rajshila Mercantile Pvt. Ltd | Significant Control of KMP | Professional Fees paid | 12.25 | 15.00 |
| 17 | Sanrit Software Pvt Ltd | Significant Control of KMP | Professional Fees paid | 9.80 | 13.50 |
| 18 | Goldbiz Trading (India) Pvt Ltd | Significant Control of KMP | Rent Paid | 18.00 | 17.40 |
| 19 | Goldbiz Trading (India) Pvt Ltd | Significant Control of KMP | Closing Balance of Rent Deposit paid | 38.40 | 38.40 |

35. Unhedged foreign currency exposure

Foreign currency exposure on account of trade receivable and payable not hedged by derivative instrument are as follows

| Particulars | 2021-22 | | 2020-21 | |
|-------------------|------------------|--------------|------------------|--------------|
| | Foreign Currency | Rs. In Lakhs | Foreign Currency | Rs. In Lakhs |
| Payable | | | | |
| USD | 54,610.86 | (17.44) | Nil | Nil |
| EURO | 21,714.20 | (18.38) | Nil | Nil |
| Receivable | | | | |
| USD | - | - | 2,25,985.00 | 166.14 |

36. The Company has not received information from the suppliers regarding their status under the micro, small and medium enterprises development act, 2006. Hence, disclosure, if any, relating to amount unpaid as at the balance sheet date together with interest paid or payable as per the requirement under the said act have not been made.
37. The Company has taken premises on Leave & License. These Leave & License agreements are normally renewable on expiry. A rent expense in the Profit and Loss Account for the year includes Rental Payments towards Premises amounting to Rs. 89.80 Lakhs (Previous year Rs. 89.55 Lakhs).
38. **Financial Instruments- Fair Values**

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

(Rs. in Lakhs)

| 31st March, 2022 | Carrying amount | | | | Fair Value | | | |
|------------------------------|-----------------|----------|-------------------|-----------------|-----------------|---------------|-----------------|-----------------|
| | FVTPL | FVTOCI | Amortized Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial Assets | | | | | | | | |
| Cash and Cash Equivalent | | | 4.49 | 4.49 | | | 4.49 | 4.49 |
| Balance with Banks | | | 246.42 | 246.42 | | | 246.42 | 246.42 |
| Long term loans | | | - | - | | | - | - |
| Security Deposits | | | 110.12 | 110.12 | | 110.12 | | 110.12 |
| Investments | 1,693.01 | | | 1,693.01 | 1,693.01 | | | 1,693.01 |
| Trade and other receivables | | | 1,263.31 | 1,263.31 | | | 1,263.31 | 1,263.31 |
| Other financial assets | | | - | - | | | | - |
| Total | 1,693.01 | - | 1,624.34 | 3,317.35 | 1,693.01 | 110.12 | 1,514.22 | 3,317.35 |
| Financial liabilities | | | | | | | | |
| Trade and other payables | | | 1,315.50 | 1,315.50 | | | 1,315.50 | 1,315.50 |
| Borrowings | | | 386.35 | 386.35 | | - | 386.35 | 386.35 |
| Total | - | - | 1,701.85 | 1,701.85 | - | - | 1,701.85 | 1,701.85 |

| 31st March, 2021 | Carrying amount | | | | Fair Value | | | |
|------------------------------|-----------------|----------|-------------------|-----------------|-----------------|---------------|-----------------|-----------------|
| | FVTPL | FVTOCI | Amortized Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial Assets | | | | | | | | |
| Cash and Cash Equivalent | | | 4.54 | 4.54 | | | 4.54 | 4.54 |
| Balance with Banks | | | 39.58 | 39.58 | | | 39.58 | 39.58 |
| Long term loans | | | - | - | | - | | - |
| Security Deposits | | | 127.74 | 127.74 | | 127.74 | | 127.74 |
| Investments | 1,584.12 | | | 1,584.12 | 1,584.12 | | | 1,584.12 |
| Trade and other receivables | | | 972.05 | 972.05 | | | 972.05 | 972.05 |
| Other financial assets | | | | - | | | | - |
| Total | 1,584.12 | - | 1,143.92 | 2,728.03 | 1,584.12 | 127.74 | 1,016.18 | 2,728.03 |
| Financial liabilities | | | | | | | | |
| Trade and other payables | | | 781.49 | 781.49 | | | 781.49 | 781.49 |
| Borrowings | | | 363.92 | 363.92 | | - | 363.92 | 363.92 |
| Total | - | - | 1,145.41 | 1,145.41 | - | - | 1,145.41 | 1,145.41 |

Note :

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or Liabilities.
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair Value measurement is directly or indirectly observable.
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair Value measurement is unobservable.

39. Financial risk management objectives

The Company's corporate treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risk relating to the operation of the Company through internal risk reports which analyse exposures by degree and magnitude of risk. These risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivatives financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limit is reviewed by the management on a continuous basis. The Company does not enter into or trade financial instrument, including derivative financial instruments, for speculative purpose.

Foreign Currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The Company, in accordance with its risk management policies and procedures, sometimes enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and one year.

Equity Risk

There is no material equity risk relating to the Company's equity investments which are detailed in note 4 "Investments". The Company's equity investments majorly comprises of strategic investments rather than trading purposes.

Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument that will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates related primarily to the Company's non-current debt obligation with floating interest rates. The Company's policy is generally to undertake non-current borrowing using facilities that carry floating interest rate. Moreover, the short term borrowings of the Company do not have a significant fair value or cash flow interest rate risk due to their short tenure.

40. Cash Flow sensitivity analysis for variable rate instrument

The Company does not account for any fixed - rate financial assets or financial liabilities at fair value through profit and loss, and the Company does not have any designated derivatives. Therefore, a change in interest rates at the reporting date would not affect profit and loss for any of these fixed interest bearing financial instruments.

Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Company. The Company uses its own trading records to evaluate the credit worthiness of its customers. Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The credit risk on investment in mutual funds is limited because the counter parties are reputed banks or funds sponsored by reputed bank.

Liquidity Risk Management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short term, medium term and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

All current financial liabilities are repayable within one year.

41. Disclosure under Ind AS 115- Revenue from contracts with customers

The Company is engaged into manufacturing Alloy Steel Casting in the range of static and centrifugal. There is no impact on the Company's revenue on applying Ind AS 115 from the contract with customer.

Disaggregation of revenue from contract with customers (Rs. in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|---|-----------------|-----------------|
| Revenue from contracts with customer : | | |
| 1) Sale of Products Manufacturing | | |
| India | 9,323.66 | 5,446.86 |
| Outside India | 320.54 | 749.64 |
| 2) Sale of Services | 7.20 | 0.14 |
| 3) Other operating revenue | - | - |
| Total Revenue | 9,651.41 | 6,196.65 |

Sales by performance obligations (Rs. in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|----------------------|-----------------|-----------------|
| Upon Shipment | 320.54 | 749.64 |
| Upon Delivery | 9,330.86 | 5,447.01 |
| Total Revenue | 9,651.41 | 6,196.65 |

Sales by performance obligations (Rs. in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|--|-----------------|-----------------|
| Revenue from contract with customer as per the contract price | | |
| Adjustment made to contract price on account of : | 9,737.95 | 6,285.85 |
| a) Discounts / Rebates / Incentives | | |
| b) Sales Returns / Credits / Reversals | 86.54 | 89.20 |
| Revenue from contract with customer | | |
| Other operating revenue | | |
| Revenue from Operations | 9,651.41 | 6,196.65 |

42. The transaction in Foreign Currency during the year is as under: (Rs. in Lakhs)

| Sr. | Particulars | 2021-22 | 2020-21 |
|-----|--------------------------------------|---------|---------|
| 1 | C.I.F. Value of Import | 19.77 | 22.22 |
| 2 | Expenditure in Foreign Currency | 16.01 | - |
| 3 | Earnings in Foreign Exchange-Exports | 237.11 | 359.77 |

43. Contingent Liabilities and Contingent Assets :

The Company has not recognized any Contingent Liabilities other than those specified below:

(Rs. in Lakhs)

| Sr. | Particulars | 2021-22 | 2020-21 |
|-----|---|---------|---------|
| 1 | Letter of Guarantee issued by the Bankers | 195.72 | 138.82 |
| 2 | Taxation matters for which liability, relating to issues of taxability and deductibility as disputed by the Company and provision is not made | 532.81 | 532.81 |

44. Earnings per share

| Particulars | 2021-22 | 2020-21 |
|--|-------------|-------------|
| Net Profit / (Loss) after Tax as per Profit and Loss Account | 5,19,11,591 | 3,34,62,259 |
| Number of Shares Outstanding during the year (Weighed Average) | 51,41,330 | 51,41,330 |
| Basic & Diluted Earnings per shares on Weighted average Basis (Rupees) | 10.10 | 6.51 |
| Basic & Diluted Earnings per shares on Weighted average Basis (profit after tax) | 10.10 | 6.51 |

45. Other Comprehensive Income

Under Ind AS, all items of income and expenses recognized in a period should be included in profit or loss for the period, unless a standard required or permits otherwise. Items of income and expenses that are not recognized in profit or loss but are shown in statement of profit or loss as 'Other Comprehensive Income' includes re-measurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

46. KEY FINANCIAL RATIOS

| Sn | Particulars | As at 31st March 2022 | As at 31st March 2021 | Deviation | Reason for deviation (more than 25%) |
|----|---|-----------------------|-----------------------|-----------|--|
| 1 | Current ratio | 2.400 | 2.585 | -7.16% | NA |
| 2 | Debt equity ratio | 0.063 | 0.017 | 261.24% | Due to increase in Borrowings taken from Banks. |
| 3 | Debt service coverage ratio | 3.300 | 1.971 | 67.40% | Due to increase in payment of interest during the financial year as compared to previous year. |
| 4 | Return on equity ratio | 0.098 | 0.069 | 42.94% | Due to increase in profit during the financial year as compared to previous year. |
| 5 | Inventory turnover ratio | 4.640 | 2.795 | 65.99% | Due to increase in Cost of goods sold and reduction in average inventory. |
| 6 | Trade receivables turnover ratio in months (annualised) | 8.635 | 6.529 | 32.26% | More sales made during the year as compared to previous year. |

| | | | | | |
|----|----------------------------------|--------|--------|--------|--|
| 7 | Trade payables turnover ratio | 7.811 | 5.198 | 50.28% | More purchase made during the year as compared to previous year. |
| 8 | Net capital turnover ratio | 3.423 | 2.550 | 34.20% | Due to increase in sales as well as working capital. |
| 9 | Net profit ratio | 0.068 | 0.063 | 7.07% | NA |
| 10 | Return on capital employed ratio | 0.121 | 0.096 | 26.19% | Due to increase in EBIT during the year. |
| 11 | Return on investment ratio | 0.0009 | 0.0005 | 96.30% | As dividend received during the year on investment is higher than the previous year. |

Details of numerator and denominator taken for calculation of above ratio

| Sn | Particulars | Numerator Taken in above formula | Denominator Taken in above formula |
|----|----------------------------------|---|------------------------------------|
| 1 | Current ratio | Current Assets | Current Liabilities |
| 2 | Debt equity ratio | Short term debts + Long term debts | Total Shareholders' equity |
| 3 | Debt service coverage ratio | Earnings before depreciation & amortisation, interest and taxes | Debt Service |
| 4 | Return on equity ratio | Profit for the Period | Avg. Shareholders' Equity |
| 5 | Inventory turnover ratio | Cost of Goods sold | Average Inventory |
| 6 | Trade receivables turnover ratio | Net Credit Sales | Average Accounts Receivable |
| 7 | Trade payables turnover ratio | Total Purchase | Average Accounts Payable |
| 8 | Net capital turnover ratio | Net Sales | Average Working Capital |
| 9 | Net profit ratio | Net Profit After Tax | Revenue from operations |
| 10 | Return on capital employed ratio | Earnings before Interest and Taxes | Capital Employed |
| 11 | Return on investment ratio | Return/Profit/Earnings | Investment |

47. Information regard to other matter specified in Schedule III of Companies Act, 2013 is either nil or not applicable to the Company for the year.

48. Previous year figures have been regrouped/rearranged where necessary to conform to current year's classification.

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain
Partner
Membership No. 037097

Place: Mumbai
Mumbai, 28th May, 2022

For and on behalf of the Board of Directors

Nitin Kedia
Chairman & Managing Director
DIN-00050749

Muskan Jain
Company Secretary
Mem No. ACS-63380

Nirmal Kedia
Director
DIN-00050769

Murlidhar Gupta
Chief Financial Officer

NITIN

***A Kedia* ENTERPRISE**

NITIN CASTINGS LIMITED

Prestige Precinct, 3rd Floor,
Almeida Road, Panchpakhadi,
Thane (West) – 400 601