

145, SDF V, SEEPZ, ANDHERI (E), MUMBAI-400 096. INDIA
PHONE : 2829 0244/45. FAX : 91-22-2829 2554
E-MAIL : fineline@vsnl.com • Website : www.finelineindia.com
CIN No.: L72900MH1989PLC131521

Date: August 29, 2023

To,
Market Operation-DCS-CRD
BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

Scrip code: 517264

Name of the Company: FINE-LINE CIRCUITS LIMITED

Sub: Annual General Meeting - Annual Report 2022-23

The 33rd Annual General Meeting ("AGM") of the Company is scheduled to be held on Saturday, September 23, 2023 at 02:00 pm through Video Conferencing / Other Audio Visual Means. This is in compliance with the General Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and subsequent circulars issued in this regard, the latest being December 28, 2022.

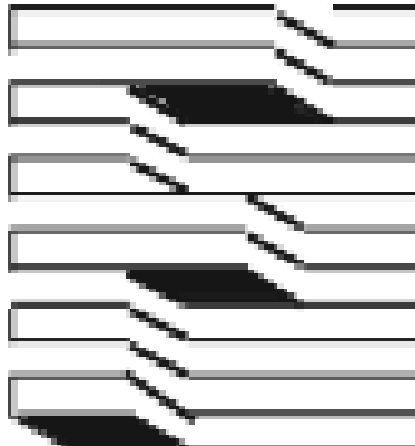
Pursuant to Regulation 30 and 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2022-23 which is being sent only through electronic mode to the Members. This is in compliance with the SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and applicable Circulars issued by Ministry of Corporate Affairs in this regard from time to time.

The Annual Report containing the Notice is also uploaded on the Company's website <https://www.finelineindia.com/AR/Annual-Report-2022-23.pdf>.

This is for your information and records.

Yours faithfully,
For FINE-LINE CIRCUITS LIMITED

Mansi Gupta
Company Secretary & Compliance Officer
ACS: 63604



FINE-LINE CIRCUITS LIMITED

Vision:-

A Globally Respected Performance Driven Growing Manufacturer.

Mission:-

A Solutions provider to the various Electronic Interconnect needs of Circuit, Material, Delivery & Volumes.

Goal:-

All types of PCBs Delivered Rapidly in small to medium volume for High Reliability Applications.

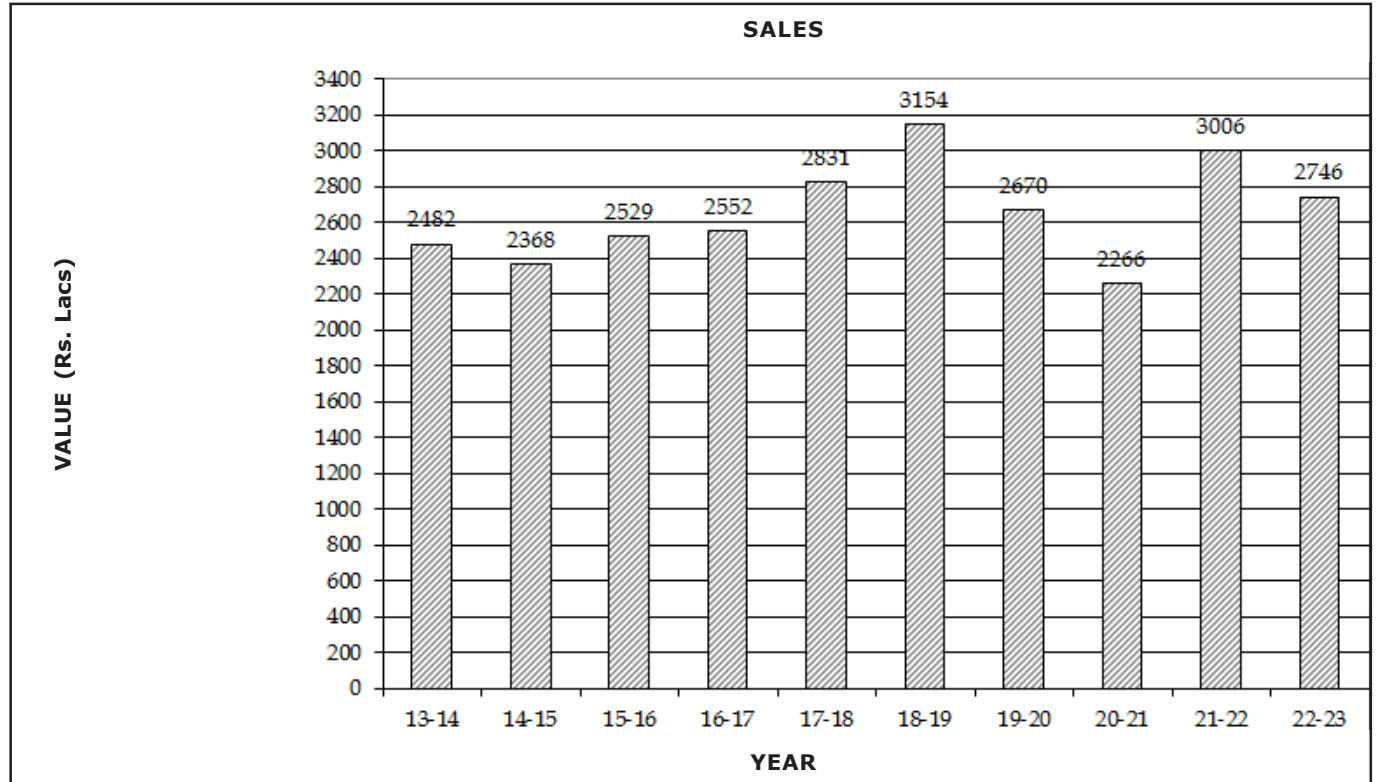
Strategy:-

On an ongoing basis the management will fulfill this vision by continuously improving the Company by making it:

Predictable Via	Sustainable Via	Profitable Via	Scalable Via
1. Listening to & responding to Customers, Suppliers & Stakeholders	1. Creating wealth & sharing it fairly with each stakeholders	1. Continuously increasing the value proposition to the customer	1. Upon reaching certain Critical Mass & Team Strength we will scale up.
2. Constant Diversification of markets in terms of Geography, Industries & Customers	2. Conducting business with integrity & professionalism & financial prudence & Social responsibility	2. Continuously improving the quantum & velocity throughput of a high variety mix with low inventory & controlled operating costs.	
3. Vigorous Employee interaction & issue resolution & Allowing everybody to work within a framework freely	3. Constant Technology growth focus & Actively Innovate on process, Capability & Product Range.	3. Constant cost reduction with special focus on Rejection reduction & Energy conservation & Water conservation.	
4. Paying attention to detail & executing efficiently	4. Constant efforts at Derisking the business & Deskilling the work.	4. Continuously increasing productivity with efficiently coordinated efforts & automation.	
5. Exceedingly strong sales team & order loading on the plant	5. Continuously generating a Talent Pipeline with good role clarity & functional competency with empowerment.	5. Continuously increasing panel capacity, panel utilization & panel size & panel complexity & panel layer count.	
6. Over communicate with Transparent information	6. International Approvals (ISO, TS, JSS)	6. Delivering Innovative & Competitive new products.	

COMPANY ASPIRATION

Our Aspiration for Fine-Line is to be a Respected, Growing, Performance driven, High Quality, Manufacturer, Exporter "Pleasing Customers 100%" Providing All types of PCBs Delivered Rapidly in small to medium volume for high Reliability Applications



AT A GLANCE (Rs. In Lakhs)

	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
SALES & EARNINGS										
Sales	2482	2368	2529	2552	2831	3154	2670	2266	3006	2746
PBDT	76	50	72	84	95	97	71	65	142	57
ASSETS & LIABILITIES										
Gross Fixed Assets	1774	1647	1687	1767	1808	1849	1857	1892	1950	1755
Net Fixed Assets	280	317	298	386	357	334	290	260	267	245
Net Current Assets	844	890	1079	990	1228	1437	1277	1169	1292	1504
REPRESENTED BY										
Net Worth	673	677	685	690	702	726	734	749	833	852
Share Capital	483	483	483	483	483	483	483	483	483	483
Reserves	190	194	202	207	219	243	251	266	350	369
Borrowings	57	140	280	309	428	648	581	403	363	632
RATIOS										
Acid Test Ratio	0.7	0.6	0.6	0.5	0.5	0.4	0.5	0.6	0.8	0.6
Total Liability to Net Worth	0.4	0.4	0.5	0.5	0.6	0.6	0.6	0.5	0.5	0.5
Sales to Net Fixed Assets	8.9	7.5	8.5	6.6	7.9	9.4	9.2	8.7	11.3	11.2

CORPORATE INFORMATION
33rd ANNUAL GENERAL MEETING (AGM)

Date : 23rd September, 2023
 Day : Saturday
 Time : 02:00 p.m.
 through Video Conferencing (VC) /
 Other Audio-Visual Means ('OAVM')

REGISTERED OFFICE
CIN :L72900MH1989PLC131521

145, SDF - V, Seepz (SEZ),
 Andheri (East),
 Mumbai - 400 096.
 Tel. # 91 22 28290244 Fax # 91 22 28292554

AUDITORS

Ratanghayara & Co.
 Chartered Accountants

REGISTRARS & SHARE TRANSFER AGENTS

M/s Universal Capital Securities Pvt. Ltd.
 (Formerly Known as Mondkar Computers Pvt. Ltd.)
 C 101, 247 Park, 1st Floor, LBS Road,
 Gandhi Nagar, Vikhroli West, Mumbai - 400 083.
 Tel : 91 22 2820 7203-05 / 4918 6178-79
 Fax: 91 22 2820 7207
 Email: ram@unisec.in / info@unisec.in

Nodal Officer :

Name: Ms. Mansi Gupta
 Designation: Company Secretary & Compliance
 Officer
 Address: Fine-Line Circuits Limited
 145, SDF-V, Seepz, Andheri(E),
 Mumbai-400096
 Telephone No: 022-28290244 / 245
 Email id: cs@finelineindia.com

BOARD OF DIRECTORS
EXECUTIVE DIRECTORS

Abhay B. Doshi (DIN - 00040644) Managing Director
 Rajiv B. Doshi (DIN - 00651098) Whole-time Director

NON - INDEPENDENT DIRECTORS

Dr. U. Nimmagadda (DIN - 00613289)
 Gautam B. Doshi (DIN - 00328854)

INDEPENDENT DIRECTORS

Prof. Juzer Vasi (DIN - 00040682)
 R. M. Premkumar (DIN - 00328942)
 Apurva R. Shah (DIN - 00004781)
 Kumudini K. Mehta (DIN - 03191065)

AUDIT COMMITTEE

Apurva R. Shah (DIN - 00004781)	Chairman
R. M. Premkumar (DIN - 00328942)	Member
Kumudini K. Mehta (DIN - 03191065)	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Kumudini K. Mehta (DIN - 03191065)	Chairman
Prof. Juzer Vasi (DIN - 00040682)	Alternative Chairman
Abhay B. Doshi (DIN - 00040644)	Member
Rajiv B. Doshi (DIN - 00651098)	Member

NOMINATION & REMUNERATION COMMITTEE

R. M. Premkumar (DIN - 00328942)	Chairman
Apurva R. Shah (DIN - 00004781)	Member
Prof. Juzer Vasi (DIN - 00040682)	Member

CHIEF FINANCIAL OFFICER COMPANY SECRETARY

Prema Radhakrishnan	Mansi Gupta
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NOTICE

Notice is hereby given that the Thirty-third Annual General Meeting of the Members of FINE-LINE CIRCUITS LIMITED will be held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') on Saturday, September 23, 2023 at 02.00 p.m. (IST) 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 March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Upendranath Nimmagadda (DIN:00613289), who retires by rotation and being eligible, offers himself for re-appointment and in that respect to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT Shri. Upendranath Nimmagadda (DIN: 00613289) who retires by rotation and being eligible, offers himself for re- appointment be and is hereby reappointed as Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the members be and is hereby accorded for continuation of Directorship of Shri. Upendranath Nimmagadda (DIN: 00613289) as a Non-Executive Non-Independent Director of the Company despite attaining the age of 75 years and more.

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

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. DKP & Associates, Chartered Accountants, Mumbai, (FRN No. 126305 W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. Ratanghayara & Co., Chartered Accountants, Mumbai, (FRN No. 117626W) to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Eight Annual General Meeting to be held in the year 2028 at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By Order of the Board

Abhay Doshi
Managing Director
DIN: 00040644

Registered Office:

145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096
CIN: L72900MH1989PLC131521
Tel: 22 2829 0244 E-mail: fineline@fineline.co.in,
Website www.finelineindia.com
Date: May 30, 2023

NOTES:

1. Pursuant to the General Circular Nos. 20/ 2020 dated 5th May 2020 read with other relevant circulars including 10/ 2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business as set out above and details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
4. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional / Corporate

Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM or vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizer.finefineindia@gmail.com with a copy marked to Company at the email address viz. cs@finefineindia.com

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 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.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-2023 will also be available on the Company's website www.finefineindia.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice and Annual Report 2022-2023 is also disseminated on the website of CDSL (agency for providing the e-Voting facility before and during the AGM) i.e. <https://www.evotingindia.com>.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. The Register of Members and the Share Transfer books of the Company will be closed from Sunday, September 17, 2023 to Saturday, September 23, 2023 both days inclusive.
10. Benefits of Dematerialization:

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides risks associated with physical certificates such as forged transfer, fake certificates, bad deliveries, loss of certificates in transit, get eliminated. Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities of listed entities can be processed only in dematerialized form. Further, pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Members can contact the Company or Company's Registrars and Transfer Agents, "Universal Capital Securities Pvt. Ltd." for assistance in this regard.

11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participants only and not to Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar & Share Transfer Agents, Universal Capital Securities Pvt. Ltd.

SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Universal Capital Securities Pvt. Ltd.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Universal Capital Securities Pvt. Ltd., the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

12. SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. In accordance with the SEBI circular, the folios wherein any one of the cited details / documents are not available, on or after 1st October 2023, shall be frozen.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.finefineindia.com. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has sent a letter to the shareholders holding shares in physical form in relation to the aforesaid. In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

13. Members who wish to inspect the relevant documents referred to in the Notice can send an email to cs@finelineindia.com up to date of this Meeting.

14. Registration of e-mail address permanently with Company/Depository Participant:

To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with Company's Registrar & Share Transfer Agents, Universal Capital Securities Pvt. Ltd., in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/ Company's RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as remote e-voting during the AGM, will be provided by CDSL.
16. The remote e-voting period before the AGM commences on Wednesday, 20th September, 2023 (9.00 a.m. IST) and ends on Friday, 22nd September, 2023 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. on Saturday, 16th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The voting rights of Members (for voting through e-voting before the AGM and during the AGM) shall be in proportion to their shares held in the paid up equity share capital of the Company as on cut-off date i.e. Saturday, 16th September, 2023.
17. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM at the AGM, who have not already cast their vote on the Resolutions through remote e-voting before the AGM and are otherwise not barred from doing so, will be eligible to exercise their right to vote on such resolutions during such proceedings of the AGM. The Members who have cast their vote by e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again on such resolutions.
18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at helpdesk evoting@cdslindia.com
19. The Chairman shall, at the AGM allow voting by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility before the AGM. The e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
20. Ms. Sarvari Shah (Membership No. FCS 9697) or failing her Mr. Mitesh Dhaliwala (Membership No. FCS 8331) of Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer's to scrutinize the remote e-voting prior to and during the AGM, in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of remote e-voting at the AGM, unblock the votes cast through e-Voting (votes cast during the AGM and votes cast through remote e-Voting before the AGM) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.finelineindia.com and on the website of CDSL www.evotingindia.com immediately after the results are declared and the same shall be communicated to BSE Limited, where the shares of the Company are listed.
23. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. on Saturday, 23rd September, 2023.
24. Instructions for attending the AGM through VC/OAVM and remote e-voting (before and during the AGM) are given below:

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

- (i) The voting period begins Wednesday, 20th September, 2023 (9.00 a.m. IST) and ends on Friday, 22nd September, 2023 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on Saturday, 16th September, 2023 may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

	e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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

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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id , mobile number at cs@finelineindia.com. The shareholders who do not wish

to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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

By Order of the Board

Abhay Doshi
Managing Director
DIN: 00040644

Registered Office:

145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096
CIN: L72900MH1989PLC131521
Tel: 22 2829 0244 E-mail: fineline@fineline.co.in,
Website www.finelineindia.com
Date: May 30, 2023

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013:****Item No. 2:**

As recommended by the Board of Directors of the Company Shri. Upendranath Nimmagadda shall retire at the ensuing Annual General Meeting of the Company and being eligible offer himself for re-appointment.

Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the listed entities to obtain approval of the shareholders by way of special resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years or more.

The Company had already passed the resolution at the 28th AGM on September 29, 2018 and at the 30th AGM on September 26, 2020 for continuation of directorship of Shri. Upendranath Nimmagadda in view of his age being more than 75 years.

However, since Shri. Upendranath Nimmagadda retires by rotation at this meeting and since he has already attained the age of 75 years, the Company is required to obtain approval of Members by way of special resolution for continuation of his directorship in the Company.

Shri. Upendranath Nimmagadda is concerned or interested in the respective resolution mentioned at Item No. 2 of the Notice relating to his own re-appointment as Non-Executive Director of the Company. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at item no. 2 of the Notice for approval of members.

Item No. 3:

M/s. Ratanghayara & Co, Chartered Accountants (Membership No. 103325 / Firm Registration No. 117626W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-third AGM to be held in the year 2023.

In view of the above, M/s. Ratanghayara & Co. can continue as Statutory Auditors of the Company only up to the conclusion of the forthcoming Annual General Meeting.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 30, 2023 proposed the appointment of M/s. DKP Associates, Chartered Accountants, Mumbai, (FRN No. 126305W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Eight Annual General Meeting to be held in the year 2028.

M/s. DKP Associates, Chartered Accountants) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

Additional information pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

Proposed fees payable to the statutory auditor(s) along with terms of appointment	<p>Rs. 1,70,000/- per annum plus applicable taxes towards audit fees, for FY 2022-23 and thereafter a remuneration, as may be mutually agreed, annually between the Board of Directors and the Statutory Auditors and as may be further approved by the Board of Directors from time to time, with power to the Board of Directors to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by any other authority under applicable laws, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.</p> <p>M/s. DKP Associates, Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Eight Annual General Meeting to be held in the year 2028, subject to the approval of members at the ensuing AGM of the Company.</p>
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed	<p>The recommendation is based on the fulfillment of the eligibility criteria prescribed under the Act read with Rules made thereunder, Listing Regulations, read with relevant Regulations / Notifications / Circulars issued thereunder, to the extent applicable to the Company. M/s. DKP Associates, Chartered Accountants has rich and varied experience in Statutory Audit, Internal Audits, Tax Audits. They also specialize in consultancy, due diligence and other services.</p>

The aforesaid appointment, if made, shall be in accordance with the provisions of Section 139 and other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 3 of the Notice.

BRIEF PARTICULARS/PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARAGRAPH 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of the Director	Shri. Upendranath Nimmagadda
DIN	00613289
Date of Birth	01 st September, 1942
Qualification	MD (a Professional Doctorate for Surgeons and Physicians)
Experience	Above 54 Years
Terms and Conditions of Re-appointment	As per Notice
Date of first appointment on the Board	10 th May, 1991
Shareholding in the Company	4,70,100 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Other Directorships # Excluding Private Limited Companies	Amara Raja Power Systems Limited Micro Energy (India) Limited Three Seasons Exim Limited
Membership/Chairman-ship of Committees of other Boards	—

For other details such as number of meetings attended during the year and remuneration drawn by the Directors, please refer to the Corporate Governance Report in the Annual Report.

By Order of the Board

Abhay Doshi
Managing Director
DIN: 00040644

Registered Office:

145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096
 CIN: L72900MH1989PLC131521
 Tel: 22 2829 0244 E-mail: fineline@fineline.co.in,
 Website www.finelineindia.com
 Date: May 30, 2023

BOARD'S REPORT

[Pursuant to Section 134(3) of the Companies Act, 2013]

To
The Members
FINE-LINE CIRCUITS LIMITED

The Directors have pleasure in presenting the Thirty Third Annual Report together with the Financial Statements for the year ended on March 31, 2023.

FINANCIAL RESULTS:

Particulars	2022-23	2021-22
Revenue from Operations	2745.92	3005.92
Other Income	10.07	8.10
Profit/ (Loss) Before Depreciation & Tax	57.03	141.56
Less: Depreciation	50.41	49.85
Profit/(Loss) Before Tax	6.62	91.71
Less: Provision for Taxation		
Current Tax	0.63	0.59
Deferred Tax	(1.19)	3.23
Short/excess provision of Income Tax	0.01	(0.08)
Profit/(Loss) After Tax	7.18	87.97
Other Comprehensive Income	11.76	(3.55)
Total Comprehensive Income for the Year	18.94	84.41
Surplus brought forward from Previous Year	368.92	349.98

OPERATIONS/ STATE OF COMPANY'S AFFAIRS

During the year under review, Sales were Rs. 2745.92 as against Rs. 3005.92 Lakhs during the corresponding previous year resulting in a profit of Rs. 7.18 Lakhs as against profit of Rs. 87.97 Lakhs for the previous year.

DIVIDEND

To conserve the resources your Directors do not recommend dividend on the equity shares of the Company for the financial year 2022-23.

TRANSFER TO GENERAL RESERVES

Rs. 368.92 Lakhs is proposed to be retained in the Profit & Loss Account of the Company.

OUTLOOK

Your Company's Outlook is Positive.

New Products and New markets have been the focus in the last few years and due to this we have added to our Product offering PCBs with new materials and surface finishes and exported to multiple new markets spread across 14 countries.

BUSINESS

RF Microwave PCBs with special materials with special surface finishes and of special designs has resulted in good business growth and continues to show promise for the future. Further the company has put in place a New Product pipeline and this will augur well in the coming years. Also your company has identified fertile new markets to penetrate which will also augur well in the coming years whilst still being well rooted in its main markets of USA, Germany and India.

We can proudly say the company has come alive after a decade of struggle and slumber and is poised to rise to a higher level of performance.

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR

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

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

4 (Four) meetings of the Board of Directors were held during the year. Details of the Meetings of the board are referred in the Corporate Governance Report, which forms part of this report.

DECLARATION FROM INDEPENDENT DIRECTORS

The Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as Independent Directors of the Company.

AUDIT COMMITTEE OF BOARD OF DIRECTORS

The Audit committee of the Board of Directors of the Company consists of the following members:

1. Shri. Apurva Shah
2. Shri. R.M. Premkumar
3. Smt. Kumudini Mehta

All the recommendations made by the Audit Committee were accepted by the Board of Directors

VIGIL MECHANISM

The Company has formulated a Whistle Blower Policy to provide a mechanism ("Vigil Mechanism") for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177 (9) of the Companies Act, 2013 and the Listing Regulations.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS

The Remuneration Policy for Directors and Senior Management and the Criteria for selection of candidates for appointment as Directors, Independent Directors, Senior Management as adopted by the Board of Directors are placed on the website of the Company (<https://www.finelineindia.com/investors-relations/policies/criteria-for-selection-of-candidates-for-senior-management-and-members-on-the-board-of-directors/>). There has been no change in the policies since the last fiscal year. We affirm that the remuneration paid to the Directors is as per the terms laid out in the remuneration policy of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they 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 of the Company for that period;
- (iii) they have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) they have prepared the Annual Accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has proper and adequate system of internal financial controls commensurate with its nature and size of business and meets the following objectives:

- Providing assurance regarding the effectiveness and efficiency of operations
- Efficient use and safeguarding of resources
- Compliance with policies, procedures and applicable laws and regulations and
- Transactions being accurately reported and recorded timely

- The Company has budgetary control system to monitor expenditures and operations against budgets on an ongoing basis.

The Internal Auditor also regularly reviews the adequacy of internal financial control system.

DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

The Company does not have any subsidiary/ joint ventures/ associates.

ANNUAL RETURN

As provided under sub Section (3) of Section 92 of the Act, the annual return is available on website – (<https://www.finelineindia.com/investors-relations/policies/annual-return/>)

AUDITORS

M/s. Ratanghayara & Co., Chartered Accountants (Membership No. 103325 / Firm Registration No. 117626W) had been appointed as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-third AGM

In view of the above, M/s. Ratanghayara & Co. can continue as Statutory Auditors of the Company only up to the conclusion of the forthcoming Annual General Meeting.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 30, 2023 proposed the appointment of M/s. DKP & Associates, Chartered Accountants, Mumbai, (FRN No. 126305W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Eight Annual General Meeting to be held in the year 2028.

The proposed Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Statutory Auditors of the Company.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the financial year 2022-23.

The Secretarial Auditors' Report is annexed as **Annexure I**.

AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT

The statutory auditors' report and secretarial auditor's report does not contain any qualifications, reservations or adverse remarks.

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

Information in accordance with Clause (m) of Sub-section (3) of Section 134 of the Act read with Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure II**.

PARTICULARS OF EMPLOYEES

Pursuant to Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of employees are annexed as **Annexure III**.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY / JUDICIAL AUTHORITY

There are no significant or material orders passed by any regulator or court that would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has framed a risk management policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

RELATED PARTY TRANSACTIONS

The Company has not entered into related party transactions as per Section 188 of the Act during the year and hence particulars of transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the Company.

EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

An Annual Evaluation of the Board's own performance, Board committees and individual Directors was carried out pursuant to the provisions of the Act in the following manner:

Sr. No.	Performance evaluation of	Performance evaluation performed by	Criteria
1.	Each Individual Directors	Nomination and Remuneration Committee	Attendance, Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and guidance provided, key performance aspects in case of executive Directors etc.
2.	Independent Directors	Entire Board of Directors excluding the Director who is being evaluated	Attendance, Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and guidance provided etc.
3.	Board, and its committees	All Directors	Board composition and structure; effectiveness of Board processes, information and functioning, fulfilment of key responsibilities, performance of specific duties and obligations, timely flow of information etc. The assessment of committees based on the terms of reference of the committees and effectiveness of the meetings.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and Redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has not received any complaint of sexual harassment during the financial year 2022-23.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the non-executive Directors of the Company had no pecuniary relationship or transactions with the Company.

MAINTENANCE OF COST RECORDS

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, corporate governance report along with auditors' certificate thereon and a management discussion and analysis are attached, which forms part of this report.

Details of the familiarization program of the independent Directors are disclosed on the website of the Company. (<https://www.fine-lineindia.com/investorsrelations/policies/familiarisation-programme-for-independent-directors/>)

Policy on dealing with related party transactions is disclosed on the website of the Company (<https://www.fine-lineindia.com/investors-relations/policies/policy-on-related-party-transactions/>)

LISTING AGREEMENT AND LISTING FEES

The Company entered into Listing Agreement with BSE Limited in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued on September 2, 2015 effective from December 1, 2015.

The Company has paid the listing fees to BSE Limited for the year 2023-24

INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended is available on our website. (<http://www.fineonlineindia.com/about-us/code-of-conduct/>)

SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT

We acknowledge our appreciation to our clientele and vendors for their invaluable support during the year.

We also place on record our deep appreciation for the contribution made by the staff and the contract workmen at all levels. Their contribution has in no small measure enabled the Company to remain competitive.

Grateful thanks are also due to SEEPZ-SEZ Authorities, for their continued support extended to the Company from time to time.

Shareholders' appreciation for the management's efforts in such competitive times, at the General Meeting of the Company will be of great fillip to strive for better performance in spite of severe competitive factors faced by the Company.

On behalf of the Board of Directors,

Place: Mumbai
Date: May 30, 2023

Abhay Doshi
Managing Director
DIN: 00040644

Rajiv Doshi
Wholetime Director
DIN: 00651098

Annexure I
FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,

The Members,

Fine-Line Circuits Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fine-Line Circuits 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, to the extent the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management 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 hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws specifically applicable to the Company namely
 - (a) Special Economic Zones Act, 2005 and the rules made thereunder.
 - (b) Standards prescribed by IPC (Institute for Printed Circuits)

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

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

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

We further report that:

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

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

Decisions at the Board Meetings were taken unanimously.

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

We further report that during the audit period no events have occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: May 30, 2023

Signature:
Shalini Bhat
Partner
FCS No: 6484 CP No: 6994
UDIN: F006484E000424541
PR No.: 1129/2021

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,
Fine-Line Circuits Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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 process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: May 30, 2023

Signature:
Shalini Bhat
Partner
FCS No: 6484 CP No: 6994
UDIN: F006484E000424541
PR No.: 1129/2021

ANNEXURE II

A. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO: [RULE 9.10(3)]

1. Conservation of energy :

Your Company has a systematic in-house energy conservation program on the lines of ISO 50000. Several measures have been taken to conserve the energy and these are being implemented satisfactorily.

2. Technology absorption :

The Company continues to use latest technologies for improving the productivity & quality of its products. The Company's operation do not require significant import of technology.

3. Research & Development :

Since last 22 years, through the pursuit of several R&D initiatives the Company has been incurring R&D expenditures on the following activities:

- Development of new products and of higher complexities and of newer materials
- Continuous improvement of existing products to better Thermal, Mechanical and Electrical reliability
- New processes, up gradation and existing production process improvement
- Redesigning of manual processes for automation and lean manufacturing.
- Better environmental compliance above the minimum statutory requirements

Research & Development was completed on the following projects :

- Thermal stability on Teflon materials
- Electrical stability on high frequency materials
- Processing of Halogen free materials
- Thin core (3 mils in dimension) processing stabilized.
- Processing of 12 mil BGAs
- Processing of oversized boards stabilized

Research & Development was initiated on the following projects:

- Production of 24 layer Multilayer PCBs
- Production of On Board / Space standards compliant PCBs
- Metal backed (Thick Copper plane/core) PCBs
- Ceramic filled with PTFE PCBs
- Various Hybrid materials PCBs
- Tighter controlled impedance tolerance (+/-8%)
- Minimum board thickness (0.30 mm)
- Minimum finished hole size 0.20 mm
- Immersion Nickel Immersion Palladium Gold surface finish
- Much improved electrical testing capabilities.
- Unbalanced Copper design PCB production

Benefits:

- Benefits derived as a result of R&D are improvement of Quality of the products and reduced operational cycle time through infusion of the latest technology.
- Upgradation of the products to higher standards
- Meeting the expectations of the demanding customers in the high reliability markets
- Import substitution
- Cost reduction

Future plan of action:

Future R&D will continue along similar lines as at present and also growth with an enhanced focus on ability to serve the demanding customers in the Medical, Defence and Aerospace and all High Reliability Markets.

Expenditure incurred on Research and Development:

Over the last 22 years in pursuit of its R&D endeavours the Company has been regularly incurring expenditure on R&D. The same is reflected in the respective accounts of Balance Sheet and Profit and Loss account. During the Financial year 2022-23 the Company has incurred Rs. 38.28 Lakhs as R&D expenditure. (Previous year Rs.15.30 Lakhs)

Foreign exchange earnings and Outgo :

The details of Foreign Exchange Earnings and Outgo (in Rs. Lacs) are as under:

Year ended 31 st March	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Foreign Exchange														
Earning	2182	2088	1474	1834	2176	2283	1920	2183	2178	2375	2230	2316	2312	1763
Outgo	1508	1390	871	1122	1427	1178	963	1060	1063	1256	1137	970	1172	690
Net Earning	674	697	603	712	749	1105	957	1122	1115	1119	1093	1347	1140	1106

On behalf of the Board of Directors,

Place: Mumbai
Date: May 30, 2023

Abhay Doshi
Managing Director
DIN: 00040644

Rajiv Doshi
Wholetime Director
DIN: 00651098

ANNEXURE III

PARTICULARS OF EMPLOYEES

A. REMUNERATION OF DIRECTORS [SECTION 197(12) AND RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio to median remuneration
Abhay B. Doshi	4.00
Rajiv B. Doshi	4.00

- (b) The percentage increase in remuneration of each Director, chief executive officer, chief financial officer, Company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/decrease in remuneration in the financial year
Executive Director: Rajiv B Doshi	2.19
Managing Director :Mr. Abhay B. Doshi	0.84
Chief Financial Officer :Mrs. Prema Radhakrishnan	4.08
Company Secretary: Ms. Mansi Gupta	10.48

- (c) The percentage increase in the median remuneration of employees in the financial year: 5%
- (d) The number of permanent employees on the rolls of Company 145 Nos.
- (e) Average percentile 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: – Average 5% increase in salaries of Employees and Nil % increase in Managerial Remuneration of Directors during F.Y. 2022-23. The increase in remuneration of managerial person is commensurate with the efforts put in by them in leading the Company to greater heights.
- f) Affirmation that the remuneration is as per the remuneration policy of the company. The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through the compensation package, the company endeavors to attract, retain, develop and motivate high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance-based variable pay. The Company affirms that the remuneration is as per remuneration policy of the Company.

II] The names of the top ten employees in terms of remuneration drawn is as under:

Name of employee	Designation	Remuneration received	Nature of employment	Qualifications	Experience	Age	Last employment	Percentage of equity shares held
Abhay B Doshi	Managing Director	2402088	Permanent	B.E., MBA	34	62	Maxtor Inc	3.44
Rajiv B Doshi	Director	2327012	Permanent	B. Com	26	56	Forshas Forgings Pvt Ltd	4.64
Milan Trivedi	Sr. GM	1037699	Permanent	DMTE	34	57	Stovec Industries Ltd	0.00
Prema Radhakrishnan	CFO	897523	Permanent	M. Com	28	54	NIL	NIL
Nikhil Kumar M	Sr. GM	872293	Permanent	DME	36	58	Grafica Display Co	NIL
Umakant Mudpe	Sr. Manager	639902	Permanent	DEE	30	54	Wellman Hindustan	0.00
Sadanand L Desai	Sr. Manager	633883	Permanent	DEE	30	53	Premier Auto mobiles Ltd	0.00
Vijay Kumar D	Sr. Manager	601536	Permanent	B.Sc	39	63	Precision Photo Fabricators	NIL
Jaison Kuriakose	Manager	592027	Permanent	B.Sc	25	54	NIL	0.00
Dattatray N Patil	Manager	541828	Permanent	B.Sc.	26	53	Nikam Diary Products	0.00

Note: The employees falling in the management cadre are being considered for the above purpose.

There are no employees who are in receipt of remuneration in aggregate of Rupees One Crore and two Lakh for the year or Rupees Eight Lakh fifty thousand per month, if employed for part of the year.

On behalf of the Board of Directors,

Place: Mumbai
Date: May 30, 2023

Abhay Doshi
Managing Director
DIN: 00040644

Rajiv Doshi
Wholetime Director
DIN: 00651098

MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

As per the provisions of the Corporate Governance under the Listing regulations, the Management Discussion and Analysis (MDA) Report form part of the Boards' Report and reflects current state of the business.

Your Company is making Printed Circuit Boards (PCBs) and has its manufacturing facilities in Seepz- SEZ, Mumbai. It continues to remain a SEZ Unit.

1) INDUSTRY STRUCTURE AND DEVELOPMENT

PCBs are basic Electronic Building Block components used in all Electrical and Electronic Products. As a SEZ Exporter, the main Competition comes from China. The product is a complex one with several aspects of technology intricacy and above all continuously increasing customer expectations.

Electronics Manufacture in India has a disability relative to China & the Government has recognized this and to boost & Support the Electronics manufacturing has formulated & announced the National Policy on Electronics having various incentives to affect the disabilities faced by Indian Electronics Manufacturer with this Electronics Manufacture is sure to grow.

Our own focus after exports to over 14 countries is now also on the domestic Market, hence we are well positioned to ride this growth phase.

2) MODERNISATION, OPPORTUNITY AND THREATS

The Company continuously updates its manufacturing processes focused towards yield, capability and capacity improvements. The improvements are on all fronts, equipment, processes / systems and personnel Training.

The opportunities are in the small to medium volume, faster delivery and with broad range of surface finishes and various laminate materials focused for the European markets.

The threats are on account of volatile exchange rate movements and rising input and overhead costs.

3) SEGMENTWISE PERFORMANCE

Printed Circuits Boards (PCBs) is the only business segment in which the Company is dealing.

4) OUTLOOK

a) BUSINESS SCENARIO

RF Microwave PCBs with special materials with special surface finishes and of special designs has resulted in good business growth and continues to show promise for the future. Further the Company has put in place a New Product pipeline and this will augur well in the coming years. Also your Company has identified fertile new markets to penetrate which will also augur well in the coming years whilst still being well rooted in its main markets of USA, Germany and India.

b) HIGH TECHNOLOGY MULTILAYER UNIT

The High Technology Multilayer Unit (HTMU) continued to progress well.

5) RISK AND CONCERNS

The financial status of the Company is stable. The cash flow is judiciously managed to get the best exchange rate gains. Slow growth in the global markets, high power cost, volatile exchange rate movements and consistently rising personnel costs are risks that the Company is facing and tackling.

6) INTERNAL CONTROL

The Company has Internal Auditors who conducts internal audit that assesses the internal control systems. The Statutory Auditors and the Audit Committee review these controls regularly. Any change in the internal control that is recommended is studied and implemented based on the Company needs and feasibility of implementation.

7) FINANCIAL PERFORMANCE

The Company rationalized the products line considering the price levels to remain competitive in the volatile Exchange Rate, Higher material and power cost scenario. The Company expects to improve on all these counts in the coming year.

8) HUMAN RESOURCE DEVELOPMENT AND BUILDING LEADERSHIP QUALITIES

The personnel of the Company are vital part of the organization. The Company continues its policy to train them in-house, provide opportunity for external training and challenges them to exert and rewards superior performance. The Company is pleased to state that this has made the 2nd level supervisory personnel to show encouraging performance and to rise up. The Company has engaged contractor's workmen for support services and follows the same policy of training and rewarding the good performers.

The number of employees of the Company as on 31st March 2023 was 145. (Previous year 143).

9) There were significant changes in the following ratios as compared to the immediately previous financial 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 therefore, including:

(a) Total debt to equity Ratio (times)	: 70.22%
(b) Debt service coverage ratio (times)	: -47.57%
(c) Return on equity Ratio (%)	: -92.34%
(d) Net Profit Ratio (%)	: -91.07%
(e) Return on capital employed (%)	: -64.14%

Reasons for change in ratios by more than 25 % as compared to the previous Year :

1. Debt Equity Ratio - Increased mainly due to increase in Debts.
2. Debt service coverage ratio - reduced mainly because of lower profit.
3. Return on Equity - reduced mainly because of lower sales and lower realisation.
4. Net Profit ratio - reduced mainly because of lower sales and lower realisation.
5. Return on Capital Employed - reduced mainly because of significant reduction in Net Profit.

10. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof: The details of return on net worth as follows:

(Rs. In Lakhs)

Particulars	Year	
	2023	2022
Return on net worth (%)	0.84	10.56

Return on net worth is computed as net profit by average net worth. Net profit has decreased to Rs. 7.18 Lakhs (2023) against Rs. 87.97 Lakhs (2022). Continuous focus on New Products, New Volumes and New Markets, good realization has enabled us to maintain Profitability.

11. FUTURE OUTLOOK

Your Company's outlook is Positive as New Products and New markets have been the focus in the last few years and due to this we have added to our Product offering PCBs with new materials and surface finishes and exported to multiple new markets spread across 14 countries.

Cautionary Statement:

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

On behalf of the Board of Directors,

Place: Mumbai
Date: May 30, 2023

Abhay Doshi
Managing Director
DIN: 00040644

Rajiv Doshi
Wholetime Director
DIN: 00651098

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy of Corporate Governance:

The Company's philosophy of Corporate Governance is to protect the long-term interest of the shareholders while respecting interest of other stakeholders and society at large. The company has set up adequate review process, internal controls and efficient management information systems.

The Company is committed to good corporate governance and transparency in its dealings and lays emphasis on integrity and regulatory compliance.

2. Board of Directors

The total strength of Board of Directors of the Company as on 31st March, 2023 was 8 (eight) including 6 (six) Non-Executive Directors, out of which 4 (four) directors were independent directors including one woman director. The Directors are eminent professionals from amongst persons from the fields of business, finance, medicine, education and industry.

Composition and category of Directors are as under:

Sr.	Name of Director	Category of Director	Attendance at Board Meetings held During the year	Attendance At last AGM (September 22, 2023)	Number of other Directorships (Other than Fine-Line Circuits Ltd.) *	Committees (Other than Fine-Line Circuits Ltd.) *	
						Member	Chairman
1	Mr. Juzer Vasi	NI	3	Absent	Nil	Nil	Nil
2	Mr. R.M Premkumar	NI	4	Present	Nil	Nil	Nil
3	Mr. U. Nimmagadda	NE	3	Present	3	Nil	Nil
4	Mr. Apurva R. Shah	NI	4	Present	2	1	3
5	Mr. Gautam. B. Doshi	NE	4	Present	Nil	Nil	Nil
6	Mr. Rajiv B. Doshi	PD & ED	4	Present	Nil	Nil	Nil
7	Mr. Abhay B. Doshi	PD & MD	4	Present	Nil	Nil	Nil
8	Ms. Kumudini Mehta	NI	4	Absent	Nil	Nil	Nil

PD = Promoter Director ED = Executive Director

NE = Non-Executive Director

NI = Non-Executive Independent Director

MD = Managing Director

*Excludes Directorship in Private Limited Companies, Foreign Companies, Section 8 Companies and Government Bodies an Alternate Directorships. Only Audit Committee and Stakeholders Relationship Committee have been considered for the Committee position.

None of the Directors on the board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or Chairman of more than five committees across all the public companies in which he or she is a Director.

Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act. All the Independent Directors comply with the requirements mentioned under Regulation 16(1) (b) of SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ("the Act").

Shri Abhay B. Doshi, Shri. Gautam B. Doshi and Shri Rajiv B. Doshi are related to each other.

The Non Executive Directors of the Company are paid sitting fees for attending meetings of the Board of Directors and Committees. Besides sitting fees non-executive Directors are not paid any other remuneration or commission. The Executive Directors are not paid sitting fees.

The following non Executive Directors hold shares in the Company as shown here under:

- i. Shri. Gautam B. Doshi (DIN:00328854) : 223100 Equity Shares
- ii. Shri. Upendranath Nimmagadda (DIN:00613289) : 470100 Equity Shares

No other Non Executive Directors hold any shares in the company.

The Company conducted a familiarization program for the Independent Directors with regards to their role, rights and responsibilities as Independent Directors. The Independent Directors are also regularly briefed on the nature of the

Manufacturing and Providing of Technical services in relation to Printed Circuit Board Industry and the Company's business model. The familiarization programs have been uploaded on the website of the company at (<http://www.fine-lineindia.com/investors-relations/policies/familiarisation-programme-for-independent-directors/>)

The names of other listed entities where Director of the Company hold directorship and its category:

Name of the Director	Other Listed Entity Directorships	Category of Directorship
Mr. Apurva R. Shah	1. Asian Star Company Limited	Independent Director
	2. Steelcast Limited	Independent Director

The Board has identified the following skills/ expertise/ competencies fundamental for the effective functioning of the Company available with the Board:

Name of the Director	Area of Skills /Expertise / Competence						
	Strategy	Finance	Leadership	Technical	HR	Governance	Regulatory
Mr. R. Premkumar	√	√	√		√	√	√
Prof. Juzer Vasi	√		√	√	√		
Dr. Upendranath Nimmagadda	√	√	√			√	
Mr. Apurva Shah	√	√			√	√	√
Mrs. Kumudini Mehta					√	√	
Mr. Gautam Doshi	√	√	√	√		√	
Mr. Rajiv Doshi	√		√		√	√	
Mr. Abhay Doshi	√	√	√	√	√	√	

Number and date of Board Meetings held

Four Board Meetings were held during the year 2022-23. The dates on which the said meetings were held are as follows:

27th May, 2022, 13th August, 2022, 12th November 2022 and 02nd February, 2023

The Company has a process to provide, inter-alia, the information to the Board as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") pertaining to Corporate Governance. The Board also periodically reviews the compliances by the Company of all applicable laws.

The Board of Directors in their meeting regularly discuss and are satisfied that the Company has plans in place for orderly succession for appointment to the Board of Directors and Senior Management.

The Company has not entered into any materially significant transactions during the year under report with Promoters, Directors, Key/Senior Management personnel, etc. other than the transactions entered into in the normal course of Company's business. Transactions with related parties are disclosed under notes forming part of the accounts.

The Company confirms that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

The Company complies with the requirement of placing minimum information before the Board of Directors as contained in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Information on Directors retiring by rotation and seeking appointment / re-appointment

Shri. Upendranath Nimmagadda (DIN:00613289),

Shri. Upendranath Nimmagadda is an US National, aged about 81 years is on the Board of the Company since 1991. He holds a MBBS degree from Andhra University and ECFMG passed in 1965. He retired as a Surgeon having over three decades of an outstanding medical career.

Code of Conduct

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The code also incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website (<https://www.fine-lineindia.com/about-us/code-of-conduct/>).

.The Board members and senior management personnel have affirmed compliance with the said code of conduct. A certificate to this effect is given by Shri. Abhay B. Doshi, Managing Director of the Company is attached to this report.

The Company has adopted a code of conduct for prevention of insider trading based on SEBI (Prohibition of Insider

Trading) Regulations, 2015. The same has been placed on the website of the Company (<https://www.fine-lineindia.com/investors-relations/policies/code-of-fair-disclosure/>) All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

3. Audit Committee

Terms of reference of the audit committee:

The roles of Audit Committee, inter alia, are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. To recommend the appointment/re-appointment/re-placement, remuneration and terms of appointment of the Statutory Auditors and the Internal Auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause(c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee;
21. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments existing as on the date or such other limit as may be prescribed.
22. Reviewing the financial statements, in particular, the investments made by the unlisted subsidiary/ies.
23. Establish a Vigil Mechanism (Whistle Blower Policy) for Directors and employees to report genuine concerns in such manner and to review the said policy and cases reported thereunder.
24. To appoint Registered Valuer and approve the terms and conditions of appointment. [Section 247(1)]
25. In respect of Cost Auditors
 - (i) Recommendation to the Board for the appointment of the Cost auditors and their remuneration and terms of appointment.
 - (ii) Review with Cost auditors about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - (iii) Approval of fees to Cost auditors for any other services rendered by them.
 - (iv) Review Cost Auditors' Report and recommend to the Board for the approval.
 - (v) Reviewing, with the management, the performance of the Cost Auditors.
26. Monitoring and reviewing cyber security inter-alia to protect unauthorized access to data centers and other computerized systems

The Audit Committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- (3) management letter/letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses;
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
- (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

The members of the Audit Committee have knowledge on financial matters and majority of them have accounting or related financial management expertise. The Chairman of the Audit Committee is an independent director.

The statutory auditors, finance personnel are invitees to the meetings of the Audit Committee. The representative from M/s. DKP & Associates, Chartered Accountants who were the Internal Auditors of the Company for the FY 2022-23 are also invitees to the meetings of the Audit Committee.

The Audit Committee reviews all the information that is required mandatorily to be reviewed by it under corporate governance.

The Chairman of the Audit Committee was present at the 32nd Annual General Meeting held on September 22, 2022.

Four meetings of the Committee on the dates mentioned below were held during the year 2022-23:

27th May, 2022, 13th August, 2022, 12th November 2022 and 02nd February, 2023

The Composition of the Audit Committee and the details of the Meetings attended are as follows:

Sr. No.	Name of Director	Category	Committee	No. of Meeting attended
1.	Mr. Apurva Shah	NI	Chairman	4
2.	Mr. R. M. Premkumar	NI	Alternate Chairman	4
3.	Ms. Kumudini Mehta	NI	Member	4

Vigil Mechanism/Whistle Blower Policy

The Board of Directors on the recommendations of the Audit Committee has approved and adopted a Whistle Blower Policy that provides a formal mechanism for all Directors and employees of the Company to approach the Chairman of the Audit Committee about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. No personnel have been denied access to the Audit Committee.

4. Nomination and Remuneration Committee

Terms of Reference

The role of the Nomination and Remuneration Committee inter alia are as follows:

- To lay down criteria such as qualification, positive attributes and independence for appointment of persons as Directors or in the Senior Management.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management positions, as per the criteria laid down.
- To recommend to the Board the appointment and removal of the Directors, including Independent Directors and whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To carry out evaluation of every director's performance.
- To recommend to the Board a policy relating to the remuneration for directors, including Managing Director(s) and Whole-time Director(s), Key Managerial Personnel and other employees. While formulating the policy, the committee shall ensure that:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
 - To recommend remuneration to be paid to a Director for any service rendered by him to the Company which are of a professional nature and provide an opinion, whether such Director possess the requisite qualification for the practice of such profession.
 - To recommend to the board, all remuneration, in whatever form, payable to senior management.

The Nomination and Remuneration Committee has adopted the following policies which are displayed on the website of the Company:

- Formulation of the criteria relating to the remuneration of the Directors, Key Managerial Personnel and other employees (<http://www.fine-lineindia.com/investors-relations/policies/remuneration-policy/>)
- Devising a policy on Board diversity (<http://www.fine-lineindia.com/investors-relations/policies/policy-on-board-diversity-of-the-company/>)
- Identifying persons who are qualified to become Directors and persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal (<http://www.fine-lineindia.com/investors-relations/policies/criteria-for-selection-of-candidates-for-senior-management-and-members-on-the-board-of-directors/>)
- Performance criteria for evaluation of Independent Directors and the Board is displayed on the Company's weblink: (<http://www.fine-lineindia.com/investors-relations/policies/evaluation-of-director/>)
- Overseeing the familiarization programmers for Directors (weblink – <https://www.fine-lineindia.com/investors-relations/policies/familiarisation-programme-for-independent-directors/>)

There was One meeting of this Committee held during the Financial Year 2022-23 on:-

27th May, 2022

The Composition of the Nomination and Remuneration Committee and the details of the Meetings attended are as follows:

Sr. No.	Name of Director	Category	Committee	No. of Meeting attended
1	Mr. R.M.Premkumar	NI	Chairman	1
2	Mr. Apurva R. Shah	NI	Member	1
3	Mr. Juzer Vasi	NI	Member	1

The remuneration paid to Managing Director and Executive Directors is stated here in below. The Non-Executive Directors are not drawing any remuneration. However, following sitting fees are paid to the Non-Executive Directors for attending meetings of the Board of Directors/ Committees.

(Amount in Rupees)

Name of Director	Sitting Fees	Salaries & Perquisites	Total
A. Executive Directors			
Mr. Abhay B. Doshi	NIL	2402088	2402088
Mr. Rajiv B. Doshi	NIL	2327012	2327012
Total	NIL	4729100	4729100
B. Non-Executive Directors			
Ms. Kumudini Mehta	52000	NIL	52000
Mr. Juzer Vasi	28500	NIL	28500
Mr. U. Nimmagadda	22500	NIL	22500
Mr. Gautam Doshi	30000	NIL	30000
Mr. Apurva R. Shah	50000	NIL	50000
Mr. R. M. Premkumar	50000	NIL	50000
Total	233000	NIL	233000

Salaries and perquisites include contribution to Provident Fund, Leave Travel Allowance, reimbursement of medical expenses, wherever applicable as per the rules of the Company. The services are terminable by either party by giving to the other 6 (six) calendar months' notice in writing or by payment of a sum of equivalent remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

- Sitting Fees includes payment for Board level committee meetings.

Stock Options: The members of the Company have approved the Stock Options scheme for the benefit of the persons who are in the permanent employment of the Company. The Company is yet to frame the scheme for grant of stock options.

5. Stakeholders Relationship Committee:

Terms of reference:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/notice/annual reports, transfer/transmission of shares, issue of new/duplicate certificates, general meetings etc., and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- Authorize any person to take such actions as necessary or deemed fit by the Committee for any matter.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Look into various aspects of interest of shareholders and other security holders.

The Following are the members of the Committee: -

Sr. No.	Members	Committee	No. of Meetings attended
1	Smt. Kumuduni Mehta	Chairman	3
2	Mr. Juzer Vasi	Alternate Chairman	4
3	Mr. Abhay B. Doshi	Member	4
4	Mr. Rajiv B. Doshi	Member	4

There were 4 (four) meetings of the Committee on the dates mentioned below were held during the year 2022-23:
27th May, 2022, 13th August, 2022, 12th November 2022 and 02nd February, 2023

Ms. Prema Radhakrishnan, CFO is the permanent invitee to the said committee.

Universal Capital Securities Pvt. Ltd, (Formerly Mondkar Computers Pvt. Ltd) are the Registrar and Share Transfer Agents of the Company. They generate reports, update members' records and provide data to the Committee for various statutory compliances.

Investors Services

Complaints received during the year:

Sr. No.	Particulars	2022-23	2021-22
1	Complaints received during the year	1	NIL
2	Resolved to the satisfaction of shareholders.	1	NIL
3	No. of pending complaints	NIL	NIL

There are no legal proceedings pending relating to transfer of shares.

The Shareholders' grievances are dealt by M/s. Universal Capital Securities Pvt. Ltd (Formerly Mondkar Computers Pvt. Ltd) and reported to the Committee regularly.

6. Subsidiary Companies

The company does not have any subsidiary company. The company has one branch office in USA, the financial statements of which are regularly reviewed by the Audit Committee.

7. Risk Management

The Company has adopted a risk management policy. The Board of Directors have been informed from time to time the business risks faced by the Company and the steps taken by the management to face them.

8. Independent Directors Meeting

During the year under review, the Independent Directors met on 2nd February, 2023, without the attendance of non-independent directors and members of the management, inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors; and
- 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.

All the independent Directors were present at the said meeting.

9. General Body Meetings

Details of the location and time where the last three Annual General Meetings (AGM) were held.

AGM	Year	Venue	Day & Date	Time	Special resolution, if any
32 nd	2021-22	through Video Conferencing (VC) / Other Audio-Visual Means ('OAVM')	Thursday, September 22, 2022	11:00 a.m.	No
31 st	2020-21	through Video Conferencing (VC) / Other Audio-Visual Means ('OAVM')	Friday, September 17, 2021	11:00 a.m.	Yes 1. Re-appointment of Shri Abhay Doshi (DIN: 00040644) as Managing Director of the Company.

					2. Re-appointment of Shri Rajiv Doshi (DIN: 00651098) as Executive Director of the Company. 3. Change in place of keeping Registers And Records.
30 th	2019-20	through Video Conferencing (VC) / Other Audio-Visual Means ('OAVM')	Saturday, September 26, 2020	11:00 a.m.	Yes To appoint a Director in place of Shri. Upendranath Nimmagadda (DIN:00613289), who retires by rotation and being eligible, offers himself for re-appointment

No postal ballots were used for voting in last year. At the ensuing Annual General Meeting, there is no item on the agenda that needs approval by postal ballot.

10. Means of communication

The quarterly, half-yearly and annual results are regularly submitted to the Stock Exchange in accordance with the Listing Regulations and are published in newspapers like, Business Standard, Financial Express & Mumbai Lakshdeep. In view of the cost and economy measures the quarterly results were not sent individually to the shareholders.

The results are displayed and available on Company's website: www.finelineindia.com.

There were no presentations made to the institutional investors or analysts.

11. General Shareholders Information

AGM : Date, Time and Venue : Saturday 23, 2023 at 02:00 p.m. through VC/OAVM

Financial Year : 1st April –31st March

First quarter results : Second week of August*

Second quarter results : Second week of November*

Third quarter results : Second week of February*

Annual results : Mid of May*

* tentative

Date of Book closure : Sunday, 17th September, 2023 to Saturday, 23rd September, 2023 (both days inclusive).

Dividend Payment dates(s) : The Company has not paid any interim or final dividend on the equity share capital for the financial year 2022-23.

Listing on Stock Exchanges : BSE Limited (BSE) Listing fees have been paid to the stock exchange for the financial year 2023-24 in April, 2023. The fees of the depositories for the financial year 2023-24 are also paid in the month of April, 2023.

Stock code – Physical and ISIN Number for NSDL and CDSL : 517264 on BSE; INE087E01011

Corporate Identity Number allotted by Ministry of Corporate Affairs : L72900MH1989PLC131521

Market price data: high, low during each month in last financial year

Stock Price Data during 2022-23 (BSE Table below gives the monthly highs and lows of the Company's shares on Bombay Stock Exchange (BSE))

High and Low prices of the Company's Shares on BSE with corresponding BSE Sensex April 2022 to March 2023				
Months	High (Rs.)		Low (Rs.)	
	FLCL Price	BSE Sensex	FLCL Price	BSE Sensex
Apr 22	64.15	60,845.10	46.50	56,009.07
May 22	54.95	57,184.21	43.70	52,632.48
Jun 22	55.00	56,432.65	42.50	50,921.22
Jul 22	49.45	57,619.27	37.00	52,094.25
Aug 22	56.95	60,411.20	40.00	57,367.47
Sep 22	86.90	60,676.12	40.65	56,147.23
Oct 22	78.45	60,786.70	65.65	56,683.40
Nov 22	73.00	63,303.01	56.20	60,425.47
Dec 22	65.00	63,583.07	46.55	59,754.10
Jan 23	57.50	61,343.96	45.15	58,699.20
Feb 23	57.25	61,682.25	35.50	58,795.97
Mar 23	47.42	60,498.48	34.78	57,084.91

Stock performance in comparison to BSE Sensex

: This has been shown in the table based Indices given above in comparison with BSE Sensex.

Registrars and share transfer agents

: M/s Universal Capital Securities Pvt. Ltd.
 (Formerly Mondkar Computers Pvt. Ltd)
 C 101, 247 Park, 1st Floor,
 LBS Road, Gandhi Nagar, Vikhroli West,
 Mumbai - 400 083.
 Fax: 2820 7207
 Tel : 91 22 2820 7203-05 / 4918 6178-79
 Email: info@unisec.in / ram@unisec.in

Share transfer system

: As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from 1st April 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Any Director of the Company or the Company Secretary is empowered to approve transfers.

Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

Distribution of shareholding/ shareholding pattern as on 31.03.2023

Shareholdings of Nominal Value	Shareholders		Shares Held	
	Number	%	No. of Shares	%
Upto 5000	10428	96.63	1216358	25.31
5001-10000	187	1.74	147972	3.08
10001-20000	76	0.70	111072	2.31
20001-30000	33	0.31	83794	1.74
30001-40000	12	0.11	42149	0.87
40001-50000	10	0.09	45711	0.95
50001-100000	21	0.19	146144	3.04
100001 and above	25	0.23	3014586	62.70
Total	10792	100.00	4807786	100.00

b) Categories of Shareholding as on 31st March 2023

	Category	No. of Shares Held	% Of Share holding
A	Promoter's holding		
1	Promoters		
	- Indian Promoters	1382553	28.76
	- Foreign Promoters	2,23,100	4.64
2	Person Acting in concert		
	Sub - Total	1605653	33.40
B	Non-Promoters Holding	-	-
3	Institutional Investors		
A	Mutual funds & UTI	-	-
B	Bank, Financial Institutions, Insurance Companies (Central/ State Govt. Institution/ Non- Govt. Institutions)	100	0.00
C	FIIS -	-	-
	Sub - Total	100	0
4	Others		
A	Private Corporate Bodies	25660	0.53
B	Indian Public	2420992	50.35
C	NRIs/ OCBs	550638	11.45
D	Any other shares in transit – clearing members	204743	4.26
E	Trusts	0	0
	Sub - Total	3202033	66.60
	GRAND TOTAL	4807886	100

Dematerialisation of shares and liquidity: Demat Position as on 31st March, 23:

	NSDL — 10,34,597	19.18%
	CDSL — 28,13,709	52.18%
Total Demat	38,48,306	71.36%

In Demat form the shares are tradable in the unit of one equity share giving maximum amount of flexibility and liquidity

**Outstanding GDRs/ADRs/warrants/
convertible instruments, etc.**: **NIL**

Plant Locations:

Unit 1	Unit 2
145, SDF-V, SEEPZ-SEZ ANDHERI East, MUMBAI 400096 Tel: 91-22 2 829 0244 /45 Fax: 91-22 2 829 2554 E-mail: : fineline@fineline.co.in	HIGH TECHNOLOGY MULTILAYER UNIT 148, SDF-V, SEEPZ -SEZ, ANDHERI (E), MUMBAI 400 096. Tel: 91-22 42472222 Fax: 91-22 2 829 2554. E-mail: flcindia@fineline.co.in

Address for Correspondence:

Registrar and Share Transfer Agents :

M/s Universal Capital Securities Pvt. Ltd.
(Formerly known as Mondkar computers Pvt. Ltd.)
C-101 247 Park, 1st Floor,
LBS Road, Gandhi Nagar,
Vikhroli West, Mumbai 400 083
Tel: 91-22 2820 7203-05.
Fax : 91-22 2 820 7207
Email: info@unisec.in

Registered office

Compliance Officer:
Ms. Mansi Gupta
Fine-line Circuits Limited
145, SDF-V, SEEPZ-(SEZ)
ANDHERI (E), MUMBAI - 400 096
Tel No. -022 28290244-245
e-mail: fineline@fineline.co.in

12. Other Disclosures

- a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (Weblink: <http://www.finelineindia.com/about-us/company-policies/policy-on-related-party-transactions/>). There were no materially significant related party transactions during the year that may have potential conflict with the interest of the Company.

Disclosures from directors and senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of this Annual Report.

- b) Details of non-compliance by the Company, penalties, and structures imposed on the Company by Stock Exchange(s) or the board or any other statutory authorities on any matter related to capital market during the last 3 financial years: None
- c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee

There is a Whistle Blower Policy in the Company and that no personnel have been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blowing Policy is posted on the website of the Company (weblink: <http://www.finelineindia.com/about-us/company-policies/whistle-blower-policy/>).

- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:
The Company has complied with all the mandatory requirements of corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) The Web link where policy for material subsidiaries is disclosed: (weblink: <http://www.finelineindia.com/about-us/company-policies/material-subsiidiary-policy/>).

- f) A certificate has been received from Parikh & Associates, Practising Company Secretaries, that none of the Directors on the Board of the Company has 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 statutory authority.

- g) An amount of Rs. 2,20,000/-was paid to M/s. Ratanghayara & Co., Statutory Auditors of the Company for financial year 2022-23, by the Company towards Statutory Audit, Certification, Tax audit, etc.

- h) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not received any complaints during the financial year 2022-23.

- i) Details of commodity price risk or foreign exchange risk and hedging activities – As Mentioned in Notes to Accounts
 - j) In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, the Company do not have equity shares in suspense account.
- 13. ADOPTION OF DISCRETIONARY REQUIREMENTS AS PER SCHEDULE II PART E OF THE SEBI LISTING REGULATIONS**
- The Company has moved towards a regime of financial statements with unmodified audit opinion.
- The internal auditor of the Company reports directly to the audit committee.
- 14.** The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 have been made in this corporate governance report.
- 15.** The CEO/CFO compliance certification under Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms part of this Annual Report.

DECLARATION

To,
The Members of
Fine-Line Circuits Limited

It is hereby certified and confirmed in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2023.

On behalf of the Board

Place: Mumbai
Dated: May 30, 2023

ABHAY DOSHI
MANAGING DIRECTOR
DIN: 00040644

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

**TO THE MEMBERS OF
FINE-LINE CIRCUITS LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Fine-Line Circuits Limited ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, 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 March 31, 2023.

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

For Parikh & Associates
Practising Company Secretaries

SHALINI BHAT
PARTNER
FCS: 6484 CP: 6994
UDIN: F006484E000424616
PR No.: 1129/2021

Mumbai
Date: May 30, 2023

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FINE LINE CIRCUITS LIMITED REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Fine Line Circuits Limited, ("the Company"), which comprise the Balance Sheet as at March, 31, 2023, the statement of Profit and Loss (including other comprehensive Income), the cash Flow Statement and the statement of Changes in Equity for the year then ended, and Notes to the Financial Statements, including a summary of significant Accounting Policies and other explanatory information. (hereinafter referred to as "financial statements").

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

Basis for opinion:

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

Other information

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statement and our auditors report thereon.

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

In connection with our audit of financial statement, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statement, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S AND BOARD OF DIRECTOR'S RESPONSIBILITY FOR THE 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 including other comprehensive Income, cash flows and changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards, IND AS, prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, the Board of Directors 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 the Board of Directors intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

AUDITORS' RESPONSIBILITY FOR THE AUDIT OF 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 judgement and maintain professional scepticism 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 act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial 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 misstatement 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 (Auditors Report) Order, 2020 ("the order") issued by the Central Government in terms of Section 143(11) of the Act, we give in Annexure "1" a statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books,
 - c) The Balance Sheet, the statement of Profit and Loss including other comprehensive Income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read, with Companies (Indian Accounting Standard) Rules, 2015, as amended,
 - e) On the basis of the written representations received from the Directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "2"
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us :
- (i) As explained to us, the Company does not have any pending litigations which would impact its financial position.
 - (ii) There are no foreseeable losses as required on long term contracts including derivative contracts.
 - (iii) There were no amount 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;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (v) No dividend has been declared or paid during the year by the Company.
 - (vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
3. With reference to other matters to be included in Auditors report in accordance with the requirements of Section 197(16) ;

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 Ratanghayara & Co.
Chartered Accountants
Firm Registration No. 117626W

Paresh Ratanghayara
Proprietor
Membership No. 103325
UDIN: 23103325BGXVDC3553

Mumbai.
Dated : 30th May, 2023

ANNEXURE "1" REFERRED TO IN PARAGRAPGH 1 OF THE SECTION ON "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT" OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENT OF FINE LINE CIRCUITS LIMITED:

- i. (a) (i) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment, on the basis of available information.
- (ii) The Company has maintained proper records showing full particulars of intangible assets.

- (b) As explained to us, majority of these Property, Plant and Equipment have been physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The Company does not have immovable property therefore reporting under clause 3 (1) (c) of the Order is not applicable to the Company.
- (d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year and hence reporting under clause 3 (i) (d) of the Order is not applicable to the Company.
- (e) According to the information and explanation given to us, there are no proceedings initiated and are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder and hence reporting under clause 3 (i) (e) of the Order is not applicable to the Company.
- ii. (a) As explained to us, physical verification of Inventories, excluding goods in transit, have been conducted at reasonable intervals by the management during the year. According to the information and explanation given to us, we are of the opinion that the coverage and procedure of such verification by management is appropriate and no material discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of Inventory by the Company.
- (b) According to the information and explanations given to us, during the year, in the process of migrating working capital limits from one bank to the other bank, on the basis of security of current assets, the sanction limit exceeded rupees five crores, for the intervening period. The Company has filed quarterly returns and statements with the Bank in respect of the same. The details of material differences in the quarterly statements filed by the Company with the books of accounts are as follows:

(Rs in Lakhs)

Quarter Ended	Particulars of Security Provided	Amount as per Quarterly statements filed.	Amount as per Books of Accounts	Difference
30.06.2023	Inventories	549.52	576.13	-26.61
30.09.2023	Inventories	581.28	630.30	-49.02
	Trade Receivables	503.00	450.11	52.89
	Trade Payables	269.55	300.98	-31.43
31.12.2023	Inventories	560.37	692.30	-131.93
	Trade Payables	262.75	282.21	-19.46
31.03.2023	Trade Payables	265.77	219.39	46.38

According to the information and explanations given to us, the reason for the differences are that the figures reported to the Bank does not include entries considered in the Books of accounts post submission of information to the Bank.

- iii. (a) As explained to us, during the year, the Company has not made any Investments in, not provided any guarantee or security or not guaranteed any loans or advances in the nature of loans, secured or unsecured to Companies, firms, limited Liability Partnership or any other parties and hence reporting under clause 3(iii) (a), (b), (c), (d), (e) and (f) are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loans, made Investments or provided any guarantee or security as specified under section 185 and 186 of the Companies Act 2013.
- v. According to the information and explanations given to us, the Company has not accepted any deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, clause 3 (v) of the order is not applicable.
- vi. We have broadly reviewed the Books of Accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of the Cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of the Company's products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. In respect of statutory dues:
- a) According to the records of the Company, undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of excise, Value Added Tax, Cess and other material statutory dues, as applicable to the Company, have generally been

- regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2023 for a period of more than six months from the date of becoming payable.
- b) According to the information and explanations given to us, there are no disputed aforesaid statutory dues pending as on March 31, 2023.
- viii. There are no transactions which were not recorded in the books of accounts and have been surrendered or disclosed as income during the year in tax assessment under the Income Tax Act, 1961 (43 of 1961)
- ix. (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon.
- (b) The company is not a declared wilful defaulter by any bank or financial institution or other lender;
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence reporting under clause 3 (ix) (c) of the Order is not applicable
- (d) On an overall examination of the financial statements of the Company, Funds raised on short term basis have, prima-facie, been not utilized during the year for long term purposes.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised money by way of initial public offer or further public offer including debt instruments during the year and hence reporting under clause 3 (x) (a) of the Order is not applicable to the Company
- (b) According to the information and explanations given to us and based on our examination of the books and records, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence reporting under clause 3 (x) (b) of the Order is not applicable to the Company
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no instances of fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (b) No report under sub regulation 12 of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules 2014 with the Central Government during the year.
- (c) As per the information and explanations given by the Company, no whistle blower complaint is received by the Company.
- xii. In our opinion, the Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company's transactions with its Related Party are in compliance with Section 177 and 188 of the Companies Act 2013 where applicable, and details of related party transactions have been disclosed in the Financial Statement as required by the applicable accounting standards.
- xiv. (a) According to the information and explanations provided by the management, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered reports of internal auditor for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected with its Directors and hence provisions of section 192 of the Act, are not applicable to the Company.
- xvi. (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, accordingly clause 3 (xvi) (a) of the Order is not applicable to the Company.
- (b) In our opinion, to the best of our knowledge and according to the information and explanations given to us, the Company has not conducted any Non – Banking Financial or Housing Finance activities during the year and hence reporting under clause 3 (xvi) (b), of the Order is not applicable to the Company.
- (c) In our opinion, to the best of our knowledge and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence reporting under clause 3 (xvi) (c), of the Order is not applicable to the Company.

- (d) As represented by the management, the Group does not have more than one Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016.
- xvii. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has not been any resignation of statutory auditors during the year.
- xix. According to the information and explanations given to us and on overall examination of the balance sheet and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statement, and our knowledge of the Board of Directors and management plans, in our opinion, no material uncertainty exists as on the date of audit report that Company is 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.
- xx. Based on the criteria prescribed, the Company is not covered under section 135 of the Companies Act, 2013. Therefore clause 3 (xx) (a) and (b) of the said order is not applicable to the Company.

**For Ratanghayara & Co.
Chartered Accountants
Firm Registration No. 117626W**

**Paresh Ratanghayara
Proprietor
Membership No. 103325
UDIN: 23103325BGXVDC3553**

**Mumbai.
Dated : 30th May, 2023**

"Annexure 2" To the Independent Auditor's Report of even date on the Financial Statements of FINE LINE CIRCUITS LIMITED

(Referred to in paragraph 2 (f) under report on other Legal and Regulatory requirements of our report of even date.)

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **FINE LINE CIRCUITS LIMITED** ("the Company"), as of March 31, 2023 in conjunction with our audit of the 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 with reference to the financial statement 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 (the "Guidance Note"), issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statement based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI, and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statement was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining an understanding of internal financial with reference to financial statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement,

including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide a reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on the internal financial control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Ratanghayara & Co.
Chartered Accountants
Firm Registration No. 117626W

Paresh Ratanghayara
Proprietor
Membership No. 103325
UDIN: 23103325BGXVDC3553

Mumbai.
Dated : 30th May, 2023

BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. in Lakhs)

Particulars	NOTE NO.	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
Non-Current Assets			
a. Property, Plant and Equipment	1	244.53	266.78
b. Capital work in Progress	1A	11.55	-
c. Other Intangible Assets	1B	38.48	0.31
d. Financial Assets			
i) Investments	2	-	5.00
ii) Other Financial Assets	3	29.06	26.91
e. Deferred Tax Assets (Net)	4	14.50	13.31
f. Income tax assets	5	6.03	7.34
g. Other Non Current Assets	6	1.57	-
Total Non-Current Assets		345.72	319.65
Current Assets			
a. Inventories	7	646.42	546.50
b. Financial assets			
i) Investments	8	5.00	-
ii) Trade Receivables	9	418.42	475.81
iii) Cash and Cash Equivalents	10	161.07	195.31
iv) Bank Balances other than (iii) above	11	200.00	-
c. Other Current Assets	12	72.59	74.74
Total Current Assets		1,503.50	1,292.36
TOTAL ASSETS		1,849.22	1,612.01
EQUITY AND LIABILITIES			
Equity			
a. Equity Share Capital	13	482.65	482.65
b. Other Equity	14	368.91	349.98
Total Equity		851.56	832.62
Current Liabilities			
a. Financial Liabilities			
i) Borrowings	15	631.64	362.83
ii) Trade Payable due to Micro and Small Enterprises	16	0.92	0.36
Other than Micro and Small Enterprises		218.47	300.52
b. Other Current Liabilities	17	146.63	115.67
Total Current Liabilities		997.66	779.38
Total Equity and Liabilities		1,849.22	1,612.01
Significant Accounting Policies			
Notes to Financial Statements	1 to 41		

As per our Report of even date
For Ratanghayara & Co.
Chartered Accountants
Firm Registration No. : 117626W

For and on behalf of the Board

Abhay B. Doshi
(Managing Director)
DIN : 00040644

Rajiv B. Doshi
(Executive Director)
DIN : 00651098

Paresh Ratanghayara
Proprietor
Membership No. 103325

Prema Radhakrishnan
(CFO)

Mansi Gupta
(Company Secretary)

Place : Mumbai
Date : 30th May, 2023

Place : Mumbai
Date : 30th May, 2023

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

Particulars	NOTE NO.	2022-23	2021-22
INCOME			
Revenue from Operations	18	2,745.92	3,005.92
Other Income	19	10.07	8.10
TOTAL INCOME		2,755.99	3,014.02
EXPENSES			
Cost of Materials Consumed		1,270.52	1,242.63
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	20	(51.96)	52.62
Employee Benefits Expenses	21	473.71	472.21
Finance Costs	22	44.61	42.31
Depreciation and Amortisation Expense	23	50.41	49.85
Other Expenses	24	962.08	1,062.69
TOTAL EXPENSES		2,749.37	2,922.32
Profit before taxes for the year		6.62	91.71
Tax Expenses			
Current Tax		0.63	0.59
Short / (Excess) provision for Tax for earlier Years		0.01	(0.08)
Deferred Tax		(1.19)	3.23
Profit after taxes for the year		7.18	87.97
Other Comprehensive Income			
A) Items that will not be reclassified to profit or loss			
(a) (i) Remeasurement gain (Loss) of defined benefit plans		11.76	(3.55)
(ii) Income tax relating to above		-	-
Total Other Comprehensive Income		11.76	(3.55)
Total Comprehensive Income for the year		18.94	84.41
Earning Per Equity share of Face value of ₹10/- each			
Basic and Diluted (in Rs)	25	0.15	1.83
Earning Per Equity share of Face value of ₹10/- each			
(Including Other Comprehensive Income)			
Basic and Diluted (in Rs)	25.1	0.39	1.76
Significant Accounting policies			
Notes to Financial Statements	1 to 41		

As per our Report of even date
For Ratanghayara & Co.
Chartered Accountants
Firm Registration No. : 117626W

For and on behalf of the Board
Abhay B. Doshi
(Managing Director)
DIN : 00040644

Rajiv B. Doshi
(Executive Director)
DIN : 00651098

Paresh Ratanghayara
Proprietor
Membership No. 103325

Prema Radhakrishnan
(CFO)

Mansi Gupta
(Company Secretary)

Place : Mumbai
Date : 30th May, 2023

Place : Mumbai
Date : 30th May, 2023

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	Year ended	Year ended
	31st March, 2023	31st March, 2022
	Rs.	Rs.
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before taxes and exceptional items	6.62	91.71
Adjustment for :		
Depreciation and amortization	50.41	49.85
Interest Income	(10.07)	(8.10)
Loss on sale / discard of Assets	1.48	-
Interest on Loans	44.61	42.31
Effect of exchange rate change due to revaluation	(8.15)	(5.15)
Provision for Gratuity / Leave	11.76	(3.55)
Operating profit before working capital changes	96.66	167.07
Adjustment for :		
Trade and other Receivables	63.18	(114.22)
Inventories	(99.92)	(18.92)
Trade and other Payables	(55.42)	69.56
Cash generated from operations	4.50	103.49
Taxes paid	0.69	(1.50)
NET CASH INFLOW FROM OPERATING ACTIVITIES (A)	5.19	101.99
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Property, Plant and Equipments / Intangible Assets	(79.36)	(57.25)
Amount kept in Fixed Deposit	(200.00)	-
Interest received	10.07	8.10
NET CASH USED IN INVESTING ACTIVITIES : (B)	(269.29)	(49.15)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Short Term Loans taken	434.57	126.00
Short Term Loans repaid	(165.75)	(166.38)
Interest Paid on Loans	(38.95)	(42.31)
NET CASH (USED) IN FINANCING ACTIVITIES : (C)	229.87	(82.69)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	(34.24)	(29.85)
Cash and Cash equivalents at the beginning of the year	195.31	225.15
Cash and Cash equivalents at the close of the year	161.07	195.31
(Figures in brackets are cash outflows)		

Note : The above Cashflow Statement has been prepared under the "Indirect method" as set out in Indian Accounting Standard (Ind As -7) Statement of Cashflow.

As per our Report of even date
For Ratanghayara & Co.
Chartered Accountants
Firm Registration No. : 117626W

For and on behalf of the Board

Abhay B. Doshi
(Managing Director)
DIN : 00040644

Rajiv B. Doshi
(Executive Director)
DIN : 00651098

Paresh Ratanghayara
Proprietor
Membership No. 103325

Prema Radhakrishnan
(CFO)

Mansi Gupta
(Company Secretary)

Place : Mumbai
Date : 30th May, 2023

Place : Mumbai
Date : 30th May, 2023

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakhs)

A. Equity Share Capital					
	Balance at the beginning of the reporting period ie 1st April 2022	Changes in equity share capital during the year 2022-2023	Balance at the end of reporting period i. e. 31st March 2023	Changes in equity share capital during the year 2021-2022	Balance at the end of reporting period i. e. 31st March 2022
	482.65	-	482.65	-	482.65

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income	Total
	Capital Reserve	Capital Redemption Reserve	Retained Earnings		
	Rs	Rs	Rs	Rs	Rs
As on 31st March 2022					
Balance at the beginning of the reporting period i. e. 1st April 2021	20.25	58.48	149.13	37.70	265.56
Profit for the Year			87.97		87.97
Total Comprehensive income for the year				(3.55)	(3.55)
Balance at the end of reporting period i. e. 31st March 2022	20.25	58.48	237.10	34.15	349.98
As on 31st March 2023					
Balance at the beginning of the reporting period i. e. 1st April 2022	20.25	58.48	237.10	34.15	349.98
Profit for the Year			7.18		7.18
Total Comprehensive income for the year				11.76	11.76
Balance at the end of reporting period i. e. 31st March 2023	20.25	58.48	244.28	45.91	368.91

NOTES FORMING PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ANNEXED THERETO FOR THE YEAR ENDED 31ST MARCH 2023:
A. CORPORATE INFORMATION

Fine Line Circuits Limited (the "Company") is a public limited Company domiciled and incorporated in India under the Companies Act, 1956. The registered office of the Company is situated at 145, SDF – V, SEEPZ, Andheri East, Mumbai 400096, India.

The Company is engaged mainly in manufacturing of Printed Circuit Boards. The Company has manufacturing facility at SEEPZ. The Company is listed on the Bombay Stock Exchange (BSE)

The Financial Statements were approved and authorized for issue in accordance with resolutions of Company's Board of Directors on 30th May, 2023.

B. SIGNIFICANT ACCOUNTING POLICIES
B.1 Basis for preparation of accounts :

These financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies (Indian Accounting Standards) Rules, 2015.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at the fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

Company's Financial Statements are presented in Indian Rupees, which is also its functional currency and all values are rounded off to the nearest Lakhs with two decimals, except when otherwise stated.

For the purpose of current / non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as 12 months. This is based on the nature of the products and the time between the acquisition of assets or inventories for manufacturing and their realization in cash and cash equivalents.

B.2 Summary of Significant Accounting Policies
a) Property, Plant and Equipment, depreciation and amortization:

- Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any. All costs, net of recoverable taxes, including cost of financing till commencement of commercial production are capitalized.
- Intangible assets - software are stated at cost of acquisition less accumulated amortization and accumulated impairment losses if any. Intangible assets - technical knowhow - Expenditure incurred on technical knowhow in its development phase, where it is reasonably certain that the outcome of development will be commercially exploited to yield future economic benefits to the Company, is considered as an intangible asset. Such developmental expenditure is capitalized at cost including a share of allocable expenses. Other expenditure on intangibles are not capitalised and the related expenditure is reflected in the Statement of Profit & Loss for the period in which expenditure is incurred
- Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
- Capital work in progress and Capital advances: Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.
- Depreciation on Property, Plant and Equipment is provided using written down value. Depreciation is provided based on the useful life of the Assets as prescribed in Schedule II to the Companies Act 2013.
- Intangible assets are amortised over a period of three years on straight line basis.

b) Investments

The Company has elected to recognize its investments at cost.

c) Inventories:

Inventories are stated at lower of cost and net realizable value after providing for obsolescence, if any.

Cost of inventories comprises cost of purchase and all other costs incurred in bringing the Inventories to their present location and are accounted as follows:

I. Raw Materials, Chemicals, Consumables, Spares and Tools:

Cost includes cost of purchases and all other costs incurred in bringing the inventories to their present

location and condition. Cost is determined on weighted average basis.

II. Work in Progress:

Work in Progress is valued at estimated cost, based on the stages of completion or net realizable value, whichever is lower. Cost includes raw material costs and related production overheads.

III. Finished Goods:

Finished goods are valued at cost or estimated net realizable value whichever is lower.

d) Employee Benefits:

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Post Employment Employee Benefits:

(i) Defined Contribution Plans:

(a) Provident fund:

The Company makes specified monthly contribution to statutory provident fund in accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

(ii) Defined Benefit Plans:

(a) Gratuity:

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is made based on actuarial valuation done by an independent agency of notified actuaries calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employee's services. Liability in respect of employees not covered under the group gratuity scheme, provision is made as per the payment of Gratuity Act, 1972.

(b) Leave Encashment:

Provision for leave encashment, which is a defined benefit, is made based on actuarial valuation done by an independent agency of notified actuaries by using the projected unit credit method.

Re-measurement of defined benefit plans in respect of post-employment and other long-term benefits are charged to the Other Comprehensive Income.

e) Tax Expense:

The tax expense for the period comprises current tax and deferred income tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the Other Comprehensive Income or in equity. In this case, the tax is also recognized in Other Comprehensive Income and Equity.

• **Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax Authorities, based on tax rates and laws that are enacted at the Balance Sheet date.

• **Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

f) Revenue Recognition:

- Revenue from sale of goods is recognized when the goods are dispatched to the customers, all significant

contractual obligations have been satisfied and the collection of the resulting receivable expected. The sales are stated net of returns and related taxes.

- Income from Export Incentives is recognized on submission of claims to respective agencies and there is a reasonable certainty.
- Interest Income is recognized on time proportion basis taking into account the amount outstanding and the interest rate applicable.
- Dividend Income is recognized when the Company's right to receive the amount has been established.

g) Provisions, Contingent liabilities and Contingent assets:

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 discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are not recognized, but are disclosed in the Notes. Contingent assets are neither recognized nor disclosed in the financial statements.

h) Impairment of Non-Financial Assets- Property, Plant and Equipment and Intangible Assets:

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of their value of the time value of money and risk specific to the assets.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

i) Finance costs:

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

Borrowing costs directly attributable to the acquisition and construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective assets up to the date when such assets are ready for their intended use. The borrowing cost eligible for capitalization is being netted off against any income arising on temporary investment. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

j) Foreign currency transactions and Translation:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss also recognized in Other Comprehensive Income or Statement of Profit and Loss, respectively).

In respect of Foreign Branch, all the transactions are translated at the rates prevailing at the time of transactions or that approximates the actual rate as at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates.

k) Research and Development Expenditure:

Revenue expenditure on Research and Development is charged to the Statement of Profit and Loss in the period in which it is incurred. Development costs of products are charged to the Profit and Loss Statement unless a product's technological and commercial feasibility has been established, in which case such expenditure

is capitalized.

l) Cash flow statement:

Cash flows are reported using Indirect method as set out in IND AS -7 "Statement of Cash Flows". The Cash flows from operating, Investing and financing activities of the Company are segregated based on the available information.

m) Earning per Share:

The Company presents basic and diluted earning per share ("EPS") data for its Equity Shares. Basic EPS is calculated by dividing the profit or loss attributable to the equity Shareholder of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted number of equity shares outstanding for the effect of all dilutive potential equity shares. The company has chosen to make additional disclosure of EPS calculated considering other Comprehensive Income.

n) Financial Instruments:

I) Financial Assets

1. Initial Recognition and Measurement

All Financial Assets are initially recognizes at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivable that do not contain a significant financing component are measured at transaction price.

2. Subsequent Measurement

i. Financial Assets Measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised 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.

ii. Financial Assets Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI 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.

iii. Financial Assets Measured at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

3. Impairment of Financial Assets

The Company recognizes loss allowance for expected credit losses on:

- Financial assets measured at amortised cost;

At each reporting date, the Company assesses whether financial assets carried at amortised cost has impaired and provisions are made for impairment accordingly. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

12 months expected credit losses are the portion of expected credit losses that result from default events that are possible within 12months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

When determining whether the credit risk of a financial assets has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

II) Financial Liabilities

1. Initial Recognition and Measurement

All Financial Liabilities are recognized at fair value and in case borrowings, net of directly attributable cost. Cost of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

2. Subsequent Measurement

Financial Liabilities are carried at amortized cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

III) Derecognition of Financial Instruments

The company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial Liability (or a part of a Financial Liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expired.

IV) Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future event and must be enforceable in the normal course of business.

o) Fair Value:

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- o In the principal market for the asset or liability, or
- o In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 - quoted prices for identical instruments in an active market.

Level 2 –Directly or Indirectly observable market inputs other than level 1 inputs.

Level 3 – inputs which are not based on observable market data.

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

C) KEY ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial year.

1. Depreciation/Amortisation And Useful Life of Property Plant and Equipment/ Intangible Assets

Property, Plant and Equipment / Intangible assets are depreciated/ amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/ amortization technological changes. The depreciation/ amortization for future periods is revised if there are significant changes from previous estimates.

2. Recoverability of Trade Receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include assessing the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

3. Provisions

Provisions and Liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

4. Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount is the higher asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

5. Impairment of Financial Assets

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

NOTE : 1

Property, Plant & Equipment

(Rs. In Lakhs)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2022	ADDITI- -ONS	DEDUCTI- -ONS	AS AT 31.03.2023	AS AT 01.04.2022	For the Year	DEDUCTI- -ONS	AS AT 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
Civil work - Factory Buildings	15.11	1.93	-	17.04	4.46	1.16	-	5.63	11.42	10.65
Plant and Machinery	1,702.91	26.43	139.45	1,589.88	1,468.03	41.36	134.18	1,375.21	214.67	234.88
Vehicles	33.78	-	-	33.78	24.83	2.80	-	27.63	6.16	8.96
Furniture and Fittings	28.02	0.60	-	28.62	25.50	0.68	-	26.18	2.44	2.51
Computers	25.97	-	-	25.97	23.15	1.34	-	24.49	1.48	2.82
Office Equipments	55.34	4.37	-	59.71	48.38	2.96	-	51.34	8.37	6.96
TOTAL	1,861.13	33.33	139.45	1,755.00	1,594.35	50.30	134.18	1,510.47	244.53	266.78
PREVIOUS YEAR	1,803.88	57.25	-	1,861.13	1,544.62	49.73	-	1,594.35	266.78	

NOTE : 1 PREVIOUS YEAR : 2021-22

Property, Plant & Equipment

(Rs. In Lakhs)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2021	ADDITI- -ONS	DEDUCTI- -ONS	AS AT 31.03.2022	AS AT 01.04.2021	For the Year	DEDUCTI- -ONS	AS AT 31.03.2022	AS AT 31.03.2022	AS AT 31.03.2021
Civil work - Factory Buildings	7.32	7.80	0.00	15.11	3.98	0.49	0.00	4.46	10.65	3.34
Plant and Machinery	1657.90	45.01	0.00	1702.91	1428.06	39.96	0.00	1468.03	234.88	229.84
Vehicles	33.78	0.00	0.00	33.78	20.76	4.07	0.00	24.83	8.96	13.02
Furniture and Fittings	26.64	1.38	0.00	28.02	25.07	0.44	0.00	25.50	2.51	1.57
Computers	25.52	0.45	0.00	25.97	20.79	2.37	0.00	23.15	2.82	4.74
Office Equipments	52.72	2.62	0.00	55.34	45.97	2.41	0.00	48.38	6.96	6.75
TOTAL	1803.88	57.25	0.00	1861.13	1544.62	49.73	0.00	1594.36	266.78	259.26

NOTE 1A**Capital work in Progress**

(Rs. In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Plant and Machinery	11.55	-
TOTAL	11.55	-

Note : Capital work in Progress (CWIP) - ageing Schedule as at 31.03.2023

(Rs. In Lakhs)

Particulars	Amount in CWIP for a period of				
	< 1 Year	1-2 Years	2-3 Years	>3 Years	Total
Projects in Progress	11.55	-	-	-	11.55
Total	11.55	-	-	-	11.55

Note 1B**OTHER INTANGIBLE ASSETS**

(Rs. In Lakhs)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2022	ADDITI- -ONS	DEDUCTI- -IONS	AS AT 31.03.2023	AS AT 01.04.2022	For the Year	DEDUCTI- -ONS	AS AT 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
Software	23.02	-	-	23.02	22.70	-	-	22.70	0.31	0.31
Other Intangible Assets (Technical Knowhow)	65.54	38.28	-	103.82	65.54	0.10	-	65.65	38.17	-
TOTAL	88.56	38.28	-	126.84	88.25	0.10	-	88.35	38.48	0.31
Previous Year	88.56	-	-	88.56	88.13	0.12	-	88.25	0.31	

Note 1B PREVIOUS YEAR : 2021-22**OTHER INTANGIBLE ASSETS**

(Rs. In Lakhs)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2021	ADDITI- -ONS	DEDUCTI- -IONS	AS AT 31.03.2022	AS AT 01.04.2021	For the Year	DEDUCTI- -ONS	AS AT 31.03.2022	AS AT 31.03.2022	AS AT 31.03.2021
Software	23.02	0.00	0.00	23.02	22.59	0.12	0.00	22.70	0.31	0.43
Other Intangible Assets (Technical Knowhow)	65.54	0.00	0.00	65.54	65.54	0.00	0.00	65.54	0.00	0.00
TOTAL	88.56	0.00	0.00	88.56	88.13	0.12	0.00	88.24	0.31	0.43

(Rs. In Lakhs)

NOTE	Particulars	As at 31st March, 2023	As at 31st March, 2022
	NON CURRENT ASSETS	Rs.	Rs.
2	Financial Assets		
	Investments - Non Current		
	Unquoted, fully paid up		
	NIL Equity Shares of Apna Sahakri Bank Limited of Rs 25/- Each (Previous Year 20,000 Equity Shares)	-	5.00
	TOTAL	-	5.00
	Notes :		
	Aggregate amount of unquoted investments (at cost)	-	5.00
3	NON CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS		
	(i) Deposits		
	Security Deposits	29.06	26.91
	TOTAL	29.06	26.91

(Rs. in Lakhs)

NOTE	Paticulars	As at 31st March, 2023	As at 31st March, 2022
4	Deferred Tax Assets (Net)		
	At the beginning of the year	13.31	16.54
	Less : Charge / (Credit) to the Statement of Profit & Loss	(1.19)	3.23
	TOTAL	14.50	13.31
	Component of Deferred Tax Assets		
	Deferred Tax assets in relation to:		
	Property, Plant and Equipments		
	At the beginning of the year	13.31	16.54
	Charge / (credit) to the statement of Profit and Loss	(1.19)	3.23
	At the End of the year	14.50	13.31
5	Income Tax Asset		
	Advance Payment of Taxes	6.03	7.34
	TOTAL	6.03	7.34
6	Other Non-Current Assets		
	(Unsecured, considered good)		
	Prepaid Expenses	1.57	-
	TOTAL	1.57	-
	CURRENT ASSETS		
7	INVENTORIES		
	(As valued, verified and Certified by the Management)		
	Raw Materials	344.95	248.74
	Raw Materials in Transit	11.06	77.95
	Work in Progress	33.36	22.50
	Finished Goods	74.90	33.80
	Chemicals, Consumables, Stores & Tools	161.06	111.72
	Chemicals, Consumables, Stores & Tools in Transit	17.29	51.79
	Stock of Scrap	3.80	-
	Note: Inventories have been hypothicated against bank borrowings		
	TOTAL	646.42	546.50
8	CURRENT FINANCIAL ASSETS -INVESTMENTS:		
	Unquoted, fully paid up		
	20,000 Equity Shares of Apna Sahakri Bank Limited of Rs 25/- Each (Previous Year NIL Equity Shares)	5.00	-
	TOTAL	5.00	-

(Rs. in Lakhs)

NOTE	Paticulars	As at 31st March, 2023	As at 31st March, 2022
9	CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES: (Unsecured and Considered Good)		
	Trade Receivables (Refer Note No 34)	418.42	475.81
	TOTAL	418.42	475.81
10	CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS :		
	(i) Cash on hand	3.06	3.68
	(ii) Balances with banks		
	(a) Current Accounts	156.93	71.57
	(b) Deposit with original maturity upto 12 months #	1.07	120.06
	# Includes Fixed Deposits pledged with Bank Rs. NIL (P. Y Rs 117.83 Lakhs)	158.01	191.63
	TOTAL	161.07	195.31
11	OTHER BANK BALANCES		
	Fixed deposits with Bank with original maturity of more than 3 months but remaining maturity of less than 12 months (Pledged with Bank for working capital loan)	200.00	-
	TOTAL	200.00	-
12	OTHER CURRENT ASSETS		
	Prepaid Expenses	12.58	6.33
	Advance to Suppliers	3.55	6.88
	Leave Encashment Fund (Refer Note No 20.2)	11.00	8.93
	Gratuity Fund (Refer Note No. 20.1)	21.34	19.52
	Others #	24.12	33.08
	# Includes mainly GST Refund Receivable		
	TOTAL	72.59	74.74
13	EQUITY SHARE CAPITAL		
13.1	Authorised Share Capital		
	7,500,000 Equity Shares of Rs. 10/- each	750.00	750.00
		750.00	750.00

(Rs. in Lakhs)

NOTE Particulars	As at 31st March, 2023	As at 31st March, 2022
13.2 Issued, Subscribed and Paid up		
4,807,786 (4,807,786) equity shares of Rs. 10/- each fully called up	480.78	480.78
Add : Forfeited shares (Amount originally paid up on 37,400 (37,400) Equity Shares)	1.87	1.87
TOTAL	482.65	482.65
13.3 Reconciliation of number and value of Shares outstanding at the beginning and end of the year :		
	Number of Shares	Amount
Outstanding as at 31st March, 2022	48,07,786	480.78
Shares issued during the Year	-	-
Outstanding as at 31st March 2023	48,07,786	480.78
Outstanding as at 31st March, 2021	48,07,786	480.78
Shares issued during the Year	-	-
Outstanding as at 31st March 2022	48,07,786	480.78
13.4 The details of Shareholders holding more than 5% shares:		
1 Name of the Shareholder : Bhagwandas T. Doshi	No. of Shares	% of holding
1 Equity Holding as at 31st March, 2023	6,08,624	12.66%
2 Equity Holding as at 31st March, 2022	6,08,624	12.66%
2 Name of the Shareholder : Usharani U Nimmagada (Deceased)	No. of Shares	% of Holding
1 Equity Holding as at 31st March, 2023	-	0.00%
2 Equity Holding as at 31st March, 2022	4,70,100	9.78%
3 Name of the Shareholder : Upendranath Nimmagada	No. of Shares	% of Holding
1 Equity Holding as at 31st March, 2023	4,70,100	9.78%
2 Equity Holding as at 31st March, 2022	-	0.00%
4 Name of the Shareholder : Kapurwala Properties P Ltd	No. of Shares	% of Holding
1 Equity Holding as at 31st March, 2023	3,02,229	6.29%
2 Equity Holding as at 31st March, 2022	3,02,229	6.29%
13.5 There were no shares issued pursuant to contracts without payment being received in cash, by way of bonus issue and no shares were bought back in the period of five years immediately preceding the date at which the Balance Sheet is prepared.		
13.6 The Company has only one class of Shares referred to as Equity Shares having a par value of Rs 10/-. Each holder of Equity Shares is entitled to one vote per Share.		
13.7 Details of Promoters Shareholding percentage in the Company is as below:		

	Sr No.	Name of Promoter	As at 31st March, 2023		% Change during the Year
			No of Shares	% of issued Share Capital	
	1	Abhay Bhagwandas Doshi	1,65,600	3.44%	0.00%
	2	Bhagwandas Trikamdas Doshi	6,08,624	12.66%	0.00%
	3	Rajiv Bhangwndas Doshi	2,23,100	4.64%	0.00%
	4	Vibha Abhay Doshi	83,000	1.73%	0.00%
	5	Kapurwala Properties Private Limited	3,02,229	6.29%	0.00%
	6	Gautam Bhangwndas Doshi	2,23,100	4.64%	0.00%
					(Rs. in Lakhs)
NOTE		Paticulars		As at 31st March, 2023	As at 31st March, 2022
14		Other Equity			
		Capital Reserve			
		As per last Balance sheet		20.25	20.25
		Capital Redemption Reserve			
		As per last Balance sheet		58.48	58.48
		Retained Earnings			
		As per last Balance sheet		237.10	149.13
		Add : Profit for the year as per statement of Profit and Loss		7.18	87.97
				244.28	237.10
		Less: Appropriations		-	-
		Balance at the end of the Year		244.28	237.10
		Other Comprehensive Income (OCI)			
		As per Last Balnce sheet		34.15	37.70
		Add : Movement in OCI (Net) during the year		11.76	(3.55)
		Balance at the end of the Year		45.91	34.15
		TOTAL		368.91	349.98
		Nature and purpose of Each Reserve :			
		1. Capital Reserve is on account of Surplus on buyback of Equity shares in Past.			
		2. Capital Redemption reserve is on account of Equity shares bought back in Past.			
15		CURRENT FINANCIAL LIABILITIES - BORROWINGS			
		Secured, at Amortised cost			
		Working Capital Loans from Bank		467.64	322.83
		Unsecured - Rupee Loan			
		Inter Corporate Loans		164.00	40.00
		(Refer note no. 30)			
		TOTAL		631.64	362.83

15.1	<p>Working Capital Loan from Bank, aggregating to Rs. 467.64 Lakhs, Rate of interest rate is repo rate plus spread @ 3 %.</p> <p>The said loan is secured by :</p> <p>(a) Security : Charge on the whole of movable properties, Current Asset and Receivables of the Company.</p> <p>(b) Pledge of Rs. 200.00 Lakhs of Fixed deposit of the Company with Bank.</p> <p>(c) Personal guarantee of the two Directors of the Company.</p> <p>Previous Year :</p> <p>Working Capital Loan from Bank, aggregating to Rs. 322.83 Lakhs @ 10.00%, is secured by:</p> <p>(a) Collateral Security : Hypothecation of all Stocks of the Company.</p> <p>(b) Pledge of Rs.117.83 Lakhs of Fixed deposit of the Company with Bank.</p> <p>(c) Pledge of Rs. 5.00 Lakhs of Fixed deposit of Third Party with Bank.</p> <p>(d) Shares of Rs. 5.00 Lakhs of Apna Sahakari Bank Ltd.</p> <p>(e) Personal guarantee of the two Directors of the Company.</p>		
NOTE	Paticulars	As at 31st March, 2023	As at 31st March, 2022
16	<p>CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES:</p> <p>Due to Micro and Small Enterprises *</p> <p>Due to Others</p> <p>(Refer Note No 35)</p> <p>TOTAL</p>	<p>0.92</p> <p>218.47</p> <p>219.39</p>	<p>0.36</p> <p>300.52</p> <p>300.88</p>
<p>Details of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 : ('MSMED ACT')</p>			
<p>To comply with the requirement of the Micro, Small and Medium Enterprises Development Act, 2006, the Company requested its Suppliers to confirm whether they are covered as Micro, Small or Medium Enterprises under the Said Act. Based on the communication received from such Suppliers, confirming their coverage as such enterprises, the Company has recognised them for necessary treatment as provided under the Act, from the date of receipt of such confirmations, and are disclosed in the note below;</p>			
Paticulars		As at 31st March, 2023	As at 31st March, 2022
<p>The Principal amount and Interest due thereon remaining unpaid to any supplier at the end of each accounting year:</p>			
<p>- Principal amount outstanding (whether due or not to Micro and Small Enterprises)</p>		0.92	0.36
<p>- Interest due there on</p>		-	-
<p>The amount of Interest paid by the Company in terms of Section 16 of the MSMED Act</p>		-	-
<p>The amount of payment made to the Supplier beyond the appointed day during the year</p>		-	-
<p>Amount of Interest due and payable on delayed payments</p>		-	-
<p>Amount of Interest accrued and remaining unpaid as at the year end</p>		-	-
<p>The amount of further interest due and payable even in the succeeding year.</p>		-	-
<p>The above particulars, as applicable, have been given in respect of MSEs to the extent they could be identified on the basis of the information available with the company.</p>			

(Rs. in Lakhs)

NOTE	Paticulars	As at 31st March, 2023	As at 31st March, 2022
17	OTHER CURRENT LIABILITIES		
	Advances From Customers	2.55	1.83
	Creditors for Capital Goods	2.09	1.91
	Creditors for Expenses and Others	139.14	108.76
	Statutory Liabilities	2.86	3.17
	TOTAL	146.63	115.67
NOTE NO	PARTICULARS	2022-23	2021-22
18	Revenue from Operations		
	(a) Sale of Products		
	Sale of Printed Circuit Boards	2,744.89	3,002.57
	(b) Other Operating Income		
	Export Incentives	1.03	3.35
	TOTAL	2,745.92	3,005.92
19	OTHER INCOME:		
	Interest Income	10.07	8.10
	TOTAL	10.07	8.10
20	CHANGES IN INVENTORIES OF FINISHED GOODS:		
	Inventories - at Close		
	Finished Goods	74.90	33.80
	Work-in-progress	33.36	22.50
	Total	108.26	56.30
	Inventories - at Commencement		
	Finished Goods	33.80	35.48
	Work-in-progress	22.50	73.44
	Total	56.30	108.92
	TOTAL	(51.96)	52.62
21	EMPLOYEE BENEFITS EXPENSE:		
	(a) Salaries and Wages	417.63	417.73
	(b) Contribution to Provident Fund and other Funds	16.22	15.74
	(c) Staff Welfare Expenses	39.87	38.74
	TOTAL	473.72	472.21
21.1	As per Indian Accountig Standards Ind AS 19 "Employee benefits", the disclosures are as under :		
	Defined Contribution Plan :		
	Contribution to defined contribution plan recognised as expenses for the year is as under:		

(Rs. in Lakhs)

NOTE NO	PARTICULARS	2022-23	2021-22
	Employers contribution to Provident Fund Rs 15.18 Lakhs (Previous Year Rs. 14.27 Lakhs) Defined Benefit Plan : The employees Gratuity Fund Scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation. The obligation for Leave encashment is recognised in the same manner as Gratuity. Gratuity Liability (Funded)		
1.	Assumptions Discount Rate Salary Escalation Present value of Defined Benefit Obligation	7.15% 4.00%	6.60% 4.00%
	Defined Benefit obligation at the beginning of the year Interest Cost Current Service cost Benefits Paid Actuarial (gain) / Loss on obligations Defined Benefit of obligation as at end of the year	83.92 5.20 4.54 (3.14) (4.07) 86.44	67.67 3.92 3.90 (0.69) 9.11 83.92
2.	Reconciliation of opening and closing balances of fair value of plan assets Fair value of plan assets at beginning of the year Return on plan assets other than Interest Interest Income Contributions by Employer Benefits paid Fair value of plan assets at End of the year	103.43 0.77 6.72 - (3.14) 107.78	96.48 1.25 5.81 0.57 (0.69) 103.43
3.	Amounts recognised in the Balance Sheet Present value of obligations as at the end of the year Fair value of plan assets as at the end of the year Funded status Net Assets recognised in balance sheet	86.44 107.78 21.34 21.34	83.92 103.43 19.52 19.52
4.	Expenses Recognised in statement of Profit and Loss Accounts Current Service cost Net Interest cost Expenses recognised in statement of Profit & Loss Actuarial (Gain) / Losses on obligation for the period Return on Plan Assets Excluding Interest Income Net (Income) / Expense for the period recognised in OCI	4.54 (1.52) 3.01 (4.07) (0.77) (4.84)	3.90 (1.89) 2.01 9.11 (1.25) 7.86
21.2	LEAVE ENCASHMENT (FUNDED) Assumptions : Discount rate Salary Escalation	7.15% 4.00%	6.60% 4.00%

	Particulars	2022-23	2021-22
1.	Present value of Defined Benefit Obligation		
	Defined Benefit obligation at the beginning of the year	15.17	14.40
	Interest Cost	0.94	0.85
	Current Service cost	5.66	4.25
	Benefits Paid	(2.20)	-
	Acturial (gain) / Loss on obligations	(6.91)	(4.34)
	Defined Benefit of obligation as at end of the year	12.65	15.17
2.	Reconciliation of opening and closing balances of fair value of plan assets		
	Fair value of plan assets at beginning of the year	24.10	22.46
	Return on Plan Assets excluding Interest Income	-	(0.04)
	Interest Income	1.52	1.48
	Contributions by Employer	0.23	0.20
	Benefits Paid	(2.20)	-
	Fair value of plan assets at End of the year	23.65	24.10
3.	Amounts recognised in the Balance Sheet		
	Present value of obligations as at the end of the year	12.65	15.17
	Fair value of plan assets as at the end of the year	23.65	24.10
	Funded status	11.00	8.93
	Net Assets recognised in balance sheet	11.00	8.93
4.	Expenses Recognised in statement of Profit and Loss Accounts		
	Current Service cost	5.66	4.25
	Net Interest	(0.58)	(0.63)
	Expenses recognised in statement of Profit & Loss	5.08	3.63
	Acturial (Gain) / Losses on obligation for the period	(6.91)	(4.34)
	Return on Plan Assets Excluding Interest Income	-	0.04
	Net (Income) / Expense for the period recognised in OCI	(6.92)	(4.30)
22	FINANCE COST:		
	Interest on Term Loans and Working Capital Loans	31.33	27.23
	Interest on other Loans	13.28	15.08
	TOTAL	44.61	42.31
23	Depreciation and Amortisation Expenses:		
	Depreciation and Amortisation Expenses	50.41	49.85
	TOTAL	50.41	49.85

(Rs. in Lakhs)

24	OTHER EXPENSES:	2022-23		2021-22	
	(a) Manufacturing Expenses				
	Chemicals, Consumables and Stores consumed	392.27		548.79	
	Power, Fuel and Water	192.27		180.14	
	Repairs & Maintenance	37.91		49.47	
	Job work charges	0.05		2.42	
			622.50		780.82
	(b) Administrative Expenses				
	Rent Expenses	64.42		60.17	
	Rates and Taxes	1.86		1.78	
	Insurance Charges	3.16		3.27	
	Auditors' Remuneration :				
	Audit Fees	1.70		1.70	
	Tax Audit	0.50		0.50	
	Certification Fees	0.05		0.05	
	Vehicle Expenses	9.99		8.03	
	Travelling & Conveyance	37.40		3.30	
	Legal and Professional Charges	16.63		17.63	
	Postage and Telegram	8.33		9.38	
	Printing and Stationery	10.68		9.94	
	Directors Sitting Fees	2.33		1.57	
	Security and Other Services	11.11		11.10	
	Sundry Expenses	16.76		26.64	
	Loss on sale / discarding of assets	1.48		-	
	Bank Charges	10.78		5.86	
			197.18		160.90
	Exchange Difference (Net)		(48.74)		(36.08)
	(c) Selling and Distribution Expenses				
	Freight Outward	165.91		130.56	
	Sales Promotion Expenses	13.12		8.90	
	Clearing Charges	4.59		7.75	
	Commission on Sale	7.53		9.69	
	Compensation to Customers	-		0.16	
			191.14		157.06
	TOTAL		962.08		1,062.69
24.1	Details of Materials consumed :		2022-23		2021-22
	Laminates		1,174.20		1,153.17
	Others		96.32		89.45
	TOTAL		1,270.52		1,242.63
24.2	Value of Imports on CIF Basis :				
	Raw Materials		1,450.07		1,393.98
	Consumables and Stores and Spares		188.66		169.53
	Capital Goods		0.41		28.43

(Rs. in Lakhs)

		2022-23	2021-22
24.3	Expenditure in Foreign Currencies :		
	Foreign Travel Expenses	2.30	-
	Exhibition Expenses	-	2.82
	Foreign Branch Expenses	46.08	25.44
24.4	Earning in Foreign Exchange		
	F.O.B. Value of Exports	1,878.45	1,958.17
25	EARNING PER SHARE:		
	a. Net Profit after tax		
	Profit attributable to Equity Shareholders	7.18	87.97
	b. Weighted average number of Equity Shares	48.08	48.08
	c. Nominal value of Equity Shares	10.00	10.00
	d. Earning per Share (Basic and diluted)	0.15	1.83
25.1	EARNING PER SHARE: (Including Other Comprehensive Income)		
	a. Net profit after tax Including Other Comprehensive Income	18.94	84.41
	b. Weighted average number of Equity Shares	48.08	48.08
	c. Nominal value of Equity Shares	10.00	10.00
	d. Earning per Share (Basic and diluted)	0.39	1.76
26	Foreign Currency exposure that are not hedged by Derivative instruments or forward contracts as at March, 31, 2023 amount to Rs. 494.15 Lakhs (Previous Year Rs. 469.22 Lakhs)		
27	Segment Information The Company has only one primary segment viz: "Printed Circuit Board". The Company has only one major secondary segment viz : Exports out of India. Hence no additional disclosure is required under IND AS 108.		
28	The net amount of foreign exchange difference Credited to the statement of Profit & Loss is Rs. 48.74 Lakhs (Previous Year Rs. 36.08 Lakhs)		
29	Contingent Liabilities :	2022-23	2021-22
	In respect of :		
	(i) Bonds executed in favour of President of India in respect of Custom Duty on Import of Machinery and Raw Materials	1,943.84	1,272.36
	(ii) Bank Guarantees furnished.	16.81	16.50

(Rs. in Lakhs)

30	Related Party Disclosures: (As certified by the management)			
	Name of the Related Party			
	A - Key Management Personnel	Nature of relationship		
	1. Abhay B. Doshi	Managing Director		
	2. Rajiv B. Doshi	Executive Director		
	3. Prema Radhakrishnan	Chief Financial Officer		
	4. Mansi Gupta (w. e. f. 15.11.2021)	Company Secretary		
	5. Indrajeet Panday (Till 05.11.2021)	Company Secretary		
	B - Relatives of Key Management Personnel			
	1. Gautam B. Doshi	Director		
	C - Parties where control exists	Entity in which Key Management		
	1. Kapurwala Properties Private Limited	Personnel have control.		
	Name of Related Party	Nature of Transaction	For the Year 2022-23 Rs.	For the Year 2021-22 Rs.
	A - Key Management Personnel:			
	1. Abhay B. Doshi	Remuneration	24.02	23.82
		Loan taken	63.00	32.00
		Loan repaid	63.00	32.00
		Loan Outstanding	NIL	NIL
		Interest on Loan	1.09	1.48
	2. Rajiv. B. Doshi	Remuneration	23.27	22.77
		Loan taken	17.75	45.00
		Loan repaid	17.75	45.00
		Loan Outstanding	NIL	NIL
		Interest on Loan	0.45	2.87
	3. Prema Radhakrishnan	Salaries	8.98	8.62
	4. Mansi Gupta	Salaries	1.63	0.62
	5. Indrajeet Panday	Salaries	0.00	0.99
	B. Relatives of Key Management Personnel :			
	1. Gautam B. Doshi	Loan taken	80.00	30.00
		Loan repaid	80.00	30.00
		Loan Outstanding	NIL	NIL
		Interest on Loan	1.94	1.88
	C. Parties where control exists :			
	1. Kapurwala Properties Pvt. Ltd	Loan taken	185.00	19.00
		Loan repaid	61.00	52.00
		Loan Outstanding	164.00	40.00
		Interest on Loan	9.79	6.42

31	Key Financial Ratios :	Formulae	As at 31.03.2023	As at 31.03.2022	% Variance
(a)	Current Ratio (times)	Current Assets Current Liabilities	1.51	1.66	-9.12%
(b)	Total debt to equity Ratio (times)	Total Debts Shareholders Equity	0.74	0.44	70.22%
(c)	Debt service coverage ratio (times)	Earning before Interest, Tax, depreciation and Amortisation Debt Service	2.28	4.35	-47.57%
(d)	Return on equity Ratio (%)	Profit after Tax Average Shareholders Equity	0.85%	11.13%	-92.34%
(e)	Inventory Turnover ratio (times)	Cost of Goods sold Average Inventory (FG + WIP)	20.21	21.69	-6.81%
(f)	Trade Receivable turnover ratio (times)	Revenue Average Trade Receivable	6.14	7.62	-19.45%
(g)	Trade Payable turnover ratio (times)	Cost of material Consumed Average Trade Payable	6.39	6.84	-6.59%
(h)	Net working capital turnover ratio (times)	Revenue Working Capital	5.43	5.86	-7.36%
(i)	Net Profit Ratio (%)	Profit after Tax Revenue	0.26	2.93	-91.07%
(j)	Return on capital employed (%)	Profit before Interest and Tax Average Capital Employed	6.08	16.96	-64.14%
(k)	Return on Investments (%)	Income on Investments Cost of Investments	0.00	0.00	0.00%

Reasons for change in ratios by more than 25 % as compared to the previous Year :

1. Debt Equity Ratio - Increased mainly due to increase in Debts.
2. Debt service coverage ratio - reduced mainly because of lower profit.
3. Return on Equity - reduced mainly because of lower sales and lower realisation.
4. Net Profit ratio - reduced mainly because of lower sales and lower realisation.
5. Return on Capital Employed - reduced mainly because of significant reduction in Net Profit.

(All amounts are in INR lakhs unless otherwise stated)

32 Financial Risk Management

The Company's principal financial liabilities comprise of borrowings, trade and other payable. The main purpose of financial liabilities is to manage finance for the Company's operations. The Company has loan and other receivables, trade and other receivable and cash and short term deposits that arise directly from its operations. The Company's activities exposes it to variety of financial risk as follows:

- i Market Risk
- ii Credit Risk
- iii Liquidity Risk
- i Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risks: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2023 and March 31, 2022

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including interest rates.

Foreign Currency Risk

The Following table shows foreign currency exposures (unhedged) in USD, EURO, GBP and CHF on financial instruments at the end of the reporting period.

Receivables	FC in Lakhs		Rs. in Lakhs	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
US\$	2.43	3.28	197.35	245.73
Euro	0.99	0.82	86.93	68.42
GBP	0.07	0.11	7.42	10.42
CHF	0.15	0.15	13.46	12.02

Payables	FC in Lakhs		Rs. in Lakhs	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
US\$	2.28	1.72	189.00	131.85
Euro	-	-	-	0.17
CHF	-	0.01	-	0.60

Sensitivity analysis of 1% change in exchange rate at the end of reporting period net of hedges

The Company is mainly exposed to change in exchange rate for US\$ and Euro. The below table demonstrates the sensitivity to a 1 % increase or decrease in US\$ / Euro against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure as at the reporting date.

Foreign currency	Change in Rate	Effect on profit after tax		Effect on total equity	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
US\$	1%	0.08	1.14	0.08	1.14
US\$	-1%	(0.08)	(1.14)	(0.08)	(1.14)
Euro	1%	0.87	0.68	0.87	0.68
Euro	-1%	(0.87)	(0.68)	(0.87)	(0.68)

a Interest rate risk and sensitivity

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. The risk is planned to be managed by having a portfolio mix of floating and fixed rate debt. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. With all other variables held constant, the following table demonstrates the impact of borrowing cost on floating rate portion of loans and borrowings and loans on which interest rate swaps are taken.

Interest rate exposure table

Particulars	As At 31st March 2023	As At 31st March 2022
Loans		
Short Term Loans	631.64	362.83

Interest Rate Sensitivity

Interest Rate Sensitivity	Increase / decrease in Basis Points	Effect on profit before tax	Effect on total equity
For the year ended 31st March 2023	+50	-3.16	-3.16
INR Borrowing	-50	3.16	3.16
For the year ended 31st March 2022			
INR Borrowing	+50	-1.81	-1.81
	-50	1.81	1.81

b Commodity price risk and sensitivity

The Company is exposed to the movement in price of key raw materials in domestic and international markets. The Company has in place policies to manage exposure to fluctuations in the prices of the key raw materials used in operations. The Company enter into contracts for procurement of material, most of the transactions are short term fixed price contract and a few transactions are long term fixed price contracts.

c Financial instruments and cash deposits

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations.

d Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

ii Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investment. 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 Company's maximum exposure to credit risk as at 31st March, 2023 and 31st March, 2022 is the carrying value of each class of financial assets.

a Trade and Other Receivables

Customer credit risk for printed circuits board sales is managed by entering into sale agreements in the case of sale of finished units, sale agreements are executed only upon / against full payment thereby substantially eliminating the Company's credit risk in this respect.

Impairment

Expected credit loss assessment for customers as at 31st March 2023 and 31st March 2022:

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30

days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk. In view of the above, the Company believes that no provision is required as per expected credit loss method.

iii Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The Company is required to maintain ratios (including total debt to EBITDA / net worth, EBITDA to gross interest, debt service coverage ratio and secured coverage ratio) as mentioned in the loan agreements at specified levels. In the event of failure to meet any of these ratios these loans become callable at the option of lenders.

The Company's overall risk management programmed focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

Risk management is carried out by the treasury department under policies approved by the Board of Directors. The treasury team identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The Board lays down principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, and credit risk and investment of excess liquidity.

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

As at 31st March 2023

Particulars	< 1 year	1 to 5 years	> 5 years	Total	Carrying Amount
Borrowings	631.64	0.00	0.00	631.64	631.64
Trade payable	219.39	0.00	0.00	219.39	219.39

As at 31st March 2022

Particulars	< 1 year	1 to 5 years	> 5 years	Total	Carrying Amount
Borrowings	362.83	0.00	0.00	362.83	362.83
Trade payable	300.88	0.00	0.00	300.88	300.88

33 Financial Instruments

(Rs. in Lakhs)

Fair Values and Risk Management**Fair value measurement Hierarchy:**

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	Carrying Amount	Level 1 Amount	Level 2	Level 3	Carrying	Level 1	Level 2	Level 3
Valuation								
Financial Assets								
Investment*								
At amortised cost								
Trade Receivables	418.42	-	-	-	475.81	-	-	-
Cash and Bank Balances	161.07	-	-	-	195.31	-	-	-
Other Financial Assets - Non Current	29.06	-	-	-	26.91	-	-	-
Total :	608.55	-	-	-	698.03	-	-	-
Financials Liabilities								
At amortised cost								
Borrowings	631.64	-	-	-	362.83	-	-	-
Trade payables	219.39	-	-	-	300.88	-	-	-
Total :	851.03	-	-	-	663.71	-	-	-

* Excludes Financial Assets measured at cost

Fair value hierarchy

The fair value of financial instruments as disclosed above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as under:

Level 1 : Quoted prices for identical instruments in an active market;

Level 2 : Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3 : Inputs which are not based on observable market data.

As at 31 March 2023	Outstanding for following periods from due date of payment						
	Ageing Schedule of accounts Receivables :	Not Due	Less than 6 months	6 month - 1 Year	1 -2 Years	2 - 3 Years	More than 3 Years
i) Undisputed Trade receivable considered good	313.63	94.67	4.16	5.29	0.34	0.33	418.42
ii) Undisputed Trade receivable which have significant increase in credit risk							
iii) Undisputed Trade receivable credit impared							
iv) Disputed Trade Receivable considered good							
v) Disputed Trade receivable which have significant increase in credit risk							
vi) Disputed Trade receivable credit impared							

(Rs. in Lakhs)

As at 31 March 2022	Outstanding for following periods from due date of payment						
Ageing Schedule of accounts Receivables :	Not Due	Less than 6 months	6 month - 1 Year	1 -2 Years	2 - 3 Years	More than 3 Years	Total
i) Undisputed Trade receivable considered good	377.13	93.23	1.72	3.31	0.09	0.33	475.81
ii) Undisputed Trade receivable which have significant increase in credit risk							
iii) Undisputed Trade receivable credit impaired							
iv) Disputed Trade Receivable considered good							
v) Disputed Trade receivable which have significant increase in credit risk							
vi) Disputed Trade receivable credit impaired							

As at 31 March 2023	Outstanding for following periods from due date of payment					
Ageing Schedule of accounts payables :	Not Due	<1 Year	1 Year- 2 Years	2 Years- 3 Years	More than 3 Years	Total
i) MSME	0.92	-	-	-	-	0.92
ii) Others	209.12	2.95	6.23	-	0.17	218.47
iii) Disputed dues- MSME						
iv) Disputed dues- Others						

As at 31 March 2022	Outstanding for following periods from due date of payment					
Ageing Schedule of accounts payables :	Not Due	<1 Year	1 Year- 2 Years	2 Years- 3 Years	More than 3 Years	Total
i) MSME	0.36	-	-	-	-	0.36
ii) Others	273.76	26.60	0.00	0.16	-	300.52
iii) Disputed dues- MSME						
iv) Disputed dues- Others						

36 Income Tax:

As at 31.03.2023 **As at 31.03.2022**

A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarised below :

Enacted Income Tax Rate	25.17%	26.00%
Profit before taxes	6.62	91.71
Current Tax on Profit before Tax at enacted rates	1.67	23.84
Tax effect of the amounts not deductible/(taxable) in calculating taxable income		
Set off of brought forward losses	2.23	20.02
Tax arising out of foreign branch	0.63	0.59
Current Tax Provisions	0.63	0.59
Decremental / (Incremental) Deferred Tax Asset	(1.19)	3.23
Total Income Tax Expense	(0.57)	3.82
Effective Tax Rate	-8.57%	4.17%

Note: During the year, the Company has decided to exercise option permitted under Section 115BAA of the Income-Tax Act. Provision for Current Tax and Deferred Tax has been re-measured accordingly and the impact of the same is given in the Current Year.

(Rs. in Lakhs)

- 37** The Company has filed quarterly returns / statements with Bank in lieu of sanctioned working capital facilities. Material differences between the statements filed by the Company and the books of accounts are as follows:

Name of the Banks: ICICI Bank Limited

Aggregate Working Capital Limit Sanctioned : Rs. 495 Lakhs

Quarter ended	Amount as per Monthly Statement / return	Amount as per Books of Accounts	Difference	Reason for Difference
A. 30.06.2022				
Inventories	549.52	576.13	(26.61)	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank
B. 30.09.2022				
Inventories	581.28	630.30	(49.02)	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank
Trade Receivables	503.00	450.11	52.89	
Trade Payables	269.55	300.98	(31.43)	
C. 31.12.2022				
Inventories	560.37	692.30	(131.93)	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank
Trade Payables	262.75	282.21	(19.46)	
D. 31.03.2023				
Trade Payables	265.77	219.39	46.38	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank

Previous Year F.Y. - 2021-22**Name of the Bank: Apna Sahakari Bank Limited****Aggregate Working Capital Limit Sanctioned : Rs. 425 Lakhs**

Quarter ended	Amount as per Monthly Statement / return	Amount as per Books of Accounts	Difference	Reason for Difference
A. 30.06.2021				
Inventories	355.94	438.64	(82.70)	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank
Trade Receivables	591.56	548.00	43.56	
Trade Payables	206.37	257.42	(51.05)	
B. 30.09.2021				
Inventories	500.68	553.82	(53.14)	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank
Trade Receivables	442.46	454.16	(11.70)	
Trade Payables	326.99	287.83	39.16	
C. 31.12.2021				
Inventories	465.69	476.85	(11.16)	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank
Trade Receivables	411.64	443.10	(31.46)	
Trade Payables	229.54	292.34	(62.80)	
D. 31.03.2022				
Inventories	460.47	546.50	(86.03)	Figures reported to the bank does not include entries considered in the Books of Accounts post submission of information to the bank
Trade Receivables	510.94	475.81	35.13	
Trade Payables	209.95	300.88	(90.93)	

38 Additional Regulatory Information as required per Schedule III**i) Details of Benami Property Held**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) Wilful Defaulter

The Company has not been declared Wilful Defaulter by any Bank, Financial Institution, Government or any Government Authority.

iii) Relationship with Struck-off Companies

The Company has no transactions with any company which has been struck off under Companies Act, 2013 or Companies Act, 1956.

iv) Compliance with Number of Layers of Companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

v) Compliance with Approved Scheme(s) of Arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact in the current or previous financial year.

vi) Utilisation of Borrowed Funds and Share Premium

(I) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities ('Intermediaries') with the understanding whether recorded in writing or otherwise that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or
- b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(II) The Company has not received any fund from any person(s) or entity(ies), including foreign entities ('Funding Party') with the understanding (whether recorded in writing or otherwise) that the Company shall :

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(ix) Valuation of Property, Plant and Equipment, Right-of-use Assets, Investment Properties and Intangible Assets

The Company has not revalued its Property, Plant and Equipment, Right-of-use Assets, Investment Properties or Intangible Assets during the current or previous year.

39 Registration of Charges

In respect of working capital loan taken by the Company during the year from ICICI Bank, the registration of charges, creating charge on the whole of movable properties, Current Assets and Receivables, both present and future, which was due to be registered with ROC - Mumbai by 18.06.2022, was registered on 19.09.2022, and was delayed by 93 days. As per the management, the delay is because of administrative issues.

40 Approval of Financial Statements:

The Financial Statementst were approved for issue by the Board of Directors on 30th May, 2023

41 Previous year's figures have been regrouped / re-arranged / recast wherever necessary.

**As per our Report of even date
For Ratanghayara & Co.
Chartered Accountants
Firm Registration No. : 117626W**

**Paresh Ratanghayara
Proprietor
Membership No. 103325**

**Place : Mumbai
Date : 30th May, 2023**

For and on behalf of the Board

**Abhay B. Doshi
(Managing Director)
DIN : 00040644**

**Prema Radhakrishnan
(CFO)**

**Place : Mumbai
Date : 30th May, 2023**

**Rajiv B. Doshi
(Executive Director)
DIN : 00651098**

**Mansi Gupta
(Company Secretary)**