usha martin®
Usha Martin Limited
2A, Shakespeare Sarani, Kolkata - 700 071, India
Phone : (00 91 33) 71006300, Fax : (00 91 33) 71006400
CIN:L31400WB1986PLC091621
Email:contact@ushamartin.co.in
Website:www.ushamartin.com

UML/SECT/

15th July 2023

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza,
Plot No.C/1, G Block,
BKC, Bandra (E) Mumbai – 400 051
[Scrip Code : USHAMART]

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
[Scrip Code : 517146]

Societe de la Bourse de
Luxembourg
35A Bouleverd Joseph II
L-1840, Luxembourg
[Scrip Code: US9173002042]

Central Depository Services (India) Limited
Marathon Futurex, A-Wing
25th Floor, N M Joshi Marg, Lower Parel
Mumbai – 400 013

National Securities Depository Ltd
Trade World, A Wing, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

Dear Sir / Madam,

Sub : Annual Report for the Financial Year 2022-23

We hereby inform you that the 37th Annual General Meeting ('AGM') of Usha Martin Limited ('the Company') will be held through video conferencing/other audio-visual means (VC/OAVM) on Thursday, 10th August 2023 at 11:30 A.M. (IST).

Pursuant to Regulation 34(1) and Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copy of Annual Report of the Company along with the Notice of the AGM for the Financial Year 2022-23 which is being sent through electronic mode to the members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants. The copy of Annual Report 2022-23 along with the Notice of AGM is also available on Company's website www.ushamartin.com.

Further, the Dividend on equity shares as recommended by the Board of Directors for the Financial Year 2022-23, if approved at the AGM, will be payable to those Members of the Company who hold shares as on the Record Date i.e., 3rd August 2023 on or after Thursday, 17th August 2023.

The schedule of events is as below :

Event	Date	Time (IST)
Cut-off date for remote e-voting	3rd August 2023	NA
Book Closure dates for AGM	4th August 2023 to 10th August 2023 (both days inclusive)	NA
Commencement of remote e-voting	7th August 2023	9:00 AM
End of remote e-voting	9th August 2023	5:00 PM
AGM	10th August 2023	11:30 AM

This is for your information and record.

Thanking you,

Yours faithfully,
For Usha Martin Limited

SHAMPA GHOSH RAY
Digitally signed by SHAMPA GHOSH RAY
Date: 2023.07.15 14:34:54 +05'30'

Shampa Ghosh Ray
Company Secretary

Encl : as above

Copy to : Registrar & Transfer Agent: Mr. Shankar Ghosh-Head-Eastern Region,
MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata - 700045

usha martin®

Unified

Unwavering

Upward

Usha Martin Limited

Annual Report 2022-23

Index

Key highlights, FY 2022-23

	Consolidated	Standalone
REVENUE (Rs. in Crore)	3267.76 (▲21.6%)	2041.71 (▲12.8%)
EBITDA (Rs. in Crore)	541.39 (▲29.2%)	328.70 (▲15.4%)
PAT (Rs. in Crore)	350.60 (▲20.3%)	213.70 (▲1.1%)
ROCE	21.1%	25.9%

To get a copy of this report online, please log on to: https://ushamartin.com/

^Y-o-y increase over the previous year

Unified. Unwavering. Upward.

At Usha Martin Limited, we embody the values of being Unified as a global business entity, Unwavering in our pursuit of excellence, and Upward in our growth trajectory. We achieve this by leveraging our core competencies, focusing on sustainable growth, expanding our presence globally, making value-accretive capital expenditures, and embracing innovation and digitalisation.

Through our commitment to research and development, we are expanding our specialty offerings across industry segments by creating new products and technologies that complement our existing portfolio.

We have embraced innovation and digitalisation to maximise automation coverage, reduce manual activity, enhance security and improve transparency. As we grow, we remain committed to sustainable growth, implementing sustainable practices throughout our value chain.

Our unwavering commitment to excellence and sustainability continue to attract global attention increasing our geographical spread in strategic markets through overseas subsidiaries.

We are on an upward growth trajectory of strategic transformation and continue to focus on a multi-faceted growth strategy to drive our performance to ensure we are able to deliver sustainable value to our stakeholders.

Corporate snapshot

Setting global benchmarks

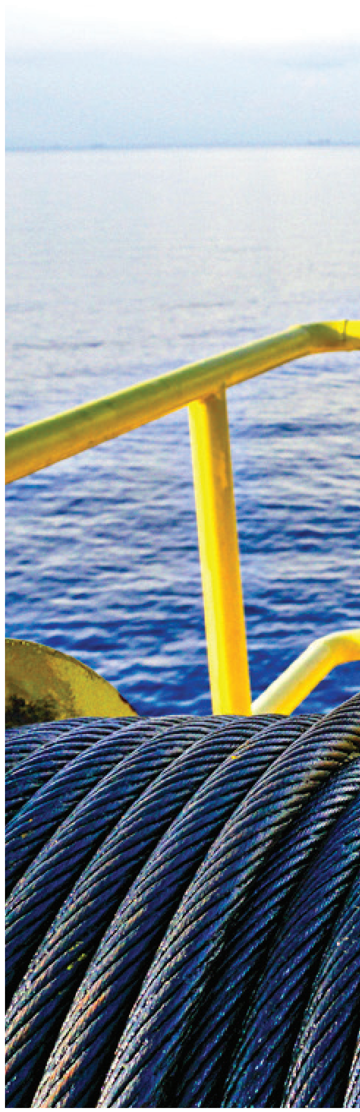
Our journey towards excellence began over six decades ago in 1960, and today, we proudly hold our place among the top global manufacturers of wire ropes. With a wide array of quality-driven products and services offered by multiple units, we have earned the trust and admiration of customers worldwide.

Our manufacturing facilities spread across India, Dubai, Thailand and the United Kingdom produce a diverse range of steel wire and wire ropes. Supported by two state-of-the-art R&D centres in Italy and India, our dedicated team of professionals strive for continuous innovation and improvement in our products and processes. Our commitment to quality is reflected in our in-house software and process optimisation, which ensures our products meet global standards.

With a strong global presence in >70 countries and international sales contributing to over half of our turnover, we have established ourselves as a leading manufacturer of steel wire ropes worldwide. Our focus on customer satisfaction is evident in our quality service and global network of 250+ group distribution centres and channel partners. We are dedicated to the concept of "Globally Local" and are committed to providing our products and services to customers worldwide.

Vision

To be the global leader of the wire rope industry by delivering a complete solution, adopting modern technology, and ensuring sustainable and inclusive growth for all of its stakeholders



Usha Martin at a glance

>60 years
INDUSTRY EXPERIENCE

6
TOTAL MANUFACTURING UNITS

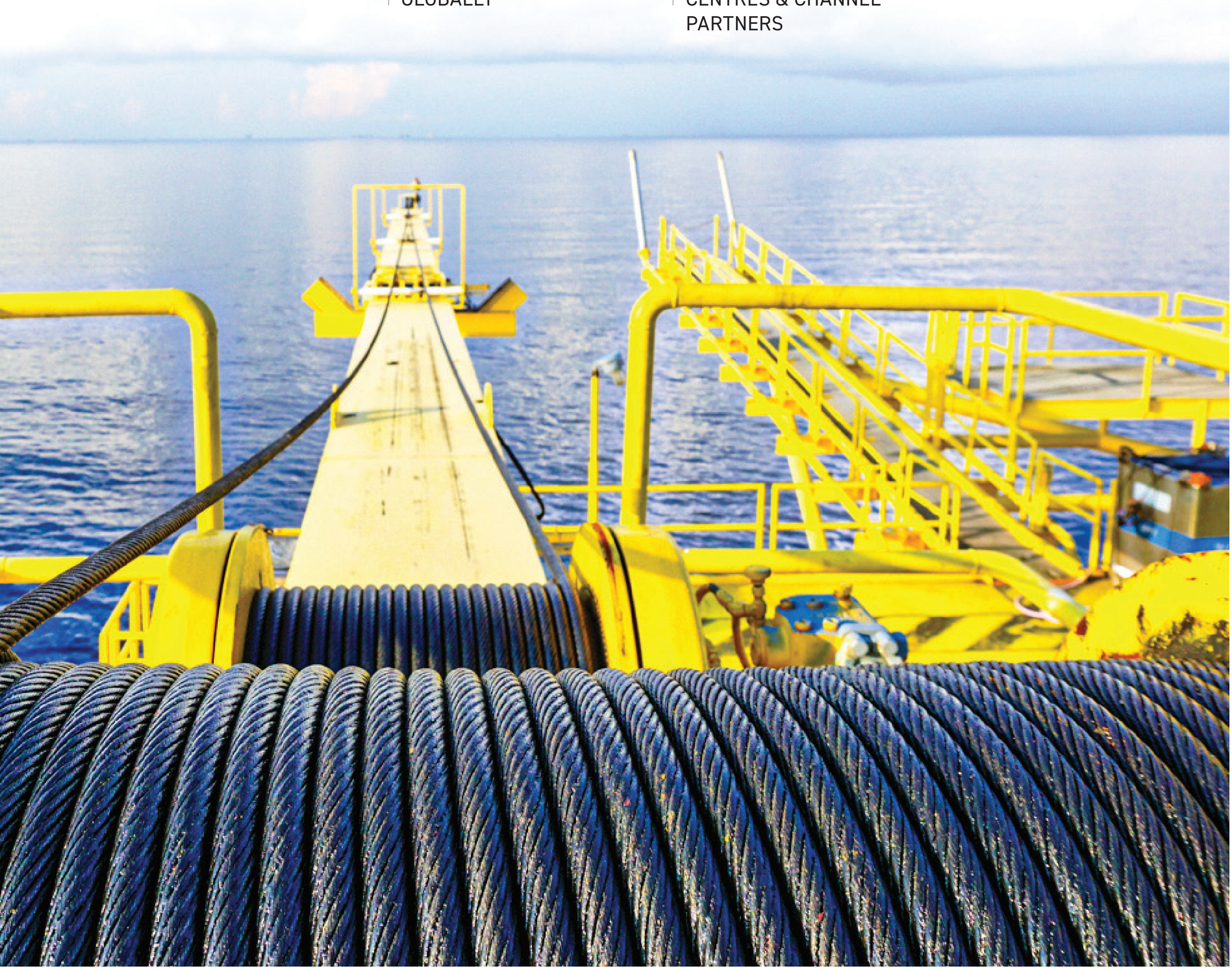
2
R&D CENTRES

6
CONTINENTS

>10,000
TOTAL CUSTOMERS

~3,100
TOTAL EMPLOYEES GLOBALLY

>250
GROUP DISTRIBUTION CENTRES & CHANNEL PARTNERS



Product portfolio

Diverse offering of products

In our bid to be a universally recognised brand globally, we have strategically expanded our presence by diversifying our product portfolio, leveraging our state-of-the-art manufacturing units and R&D capabilities.

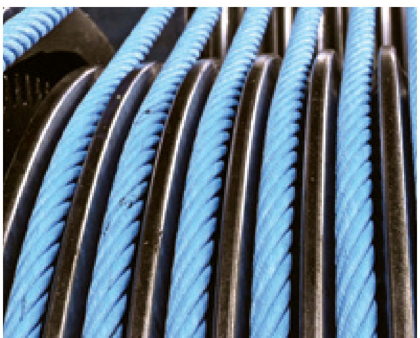
Wire Rope

Crane rope

Mining rope

Elevator rope

Oil and Offshore rope



Fishing rope

General Engineering rope


Aerial Transportation rope

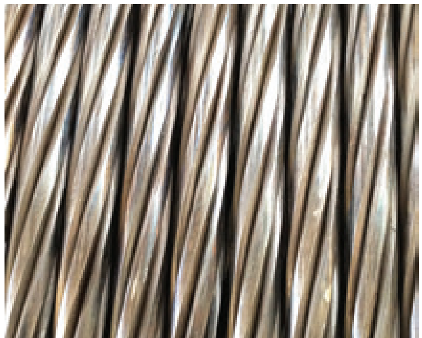

Structural rope


Conveyor cord

LRPC strands


Unbonded Polymer coated LRPC Strand


Bonded Polymer coated LRPC Strand


Compacted LRPC Strand

Wire


Spring wire

Optical Fibre Cables


Optical Fibre Cable

Prestressing

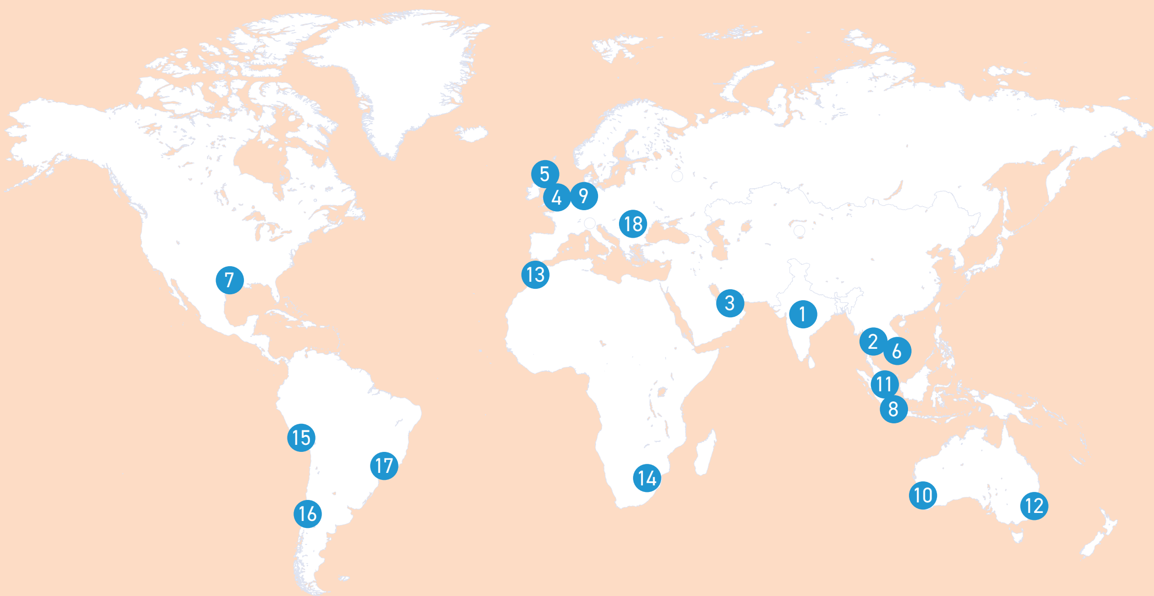

Prestressing Solutions

Presence

A globally-local organisation

When we started our operations, we had one goal: to become one of the most respected players in the industry. In line with this, we have been expanding our presence into newer geographies through our subsidiaries spread across the world.

Our global footprint

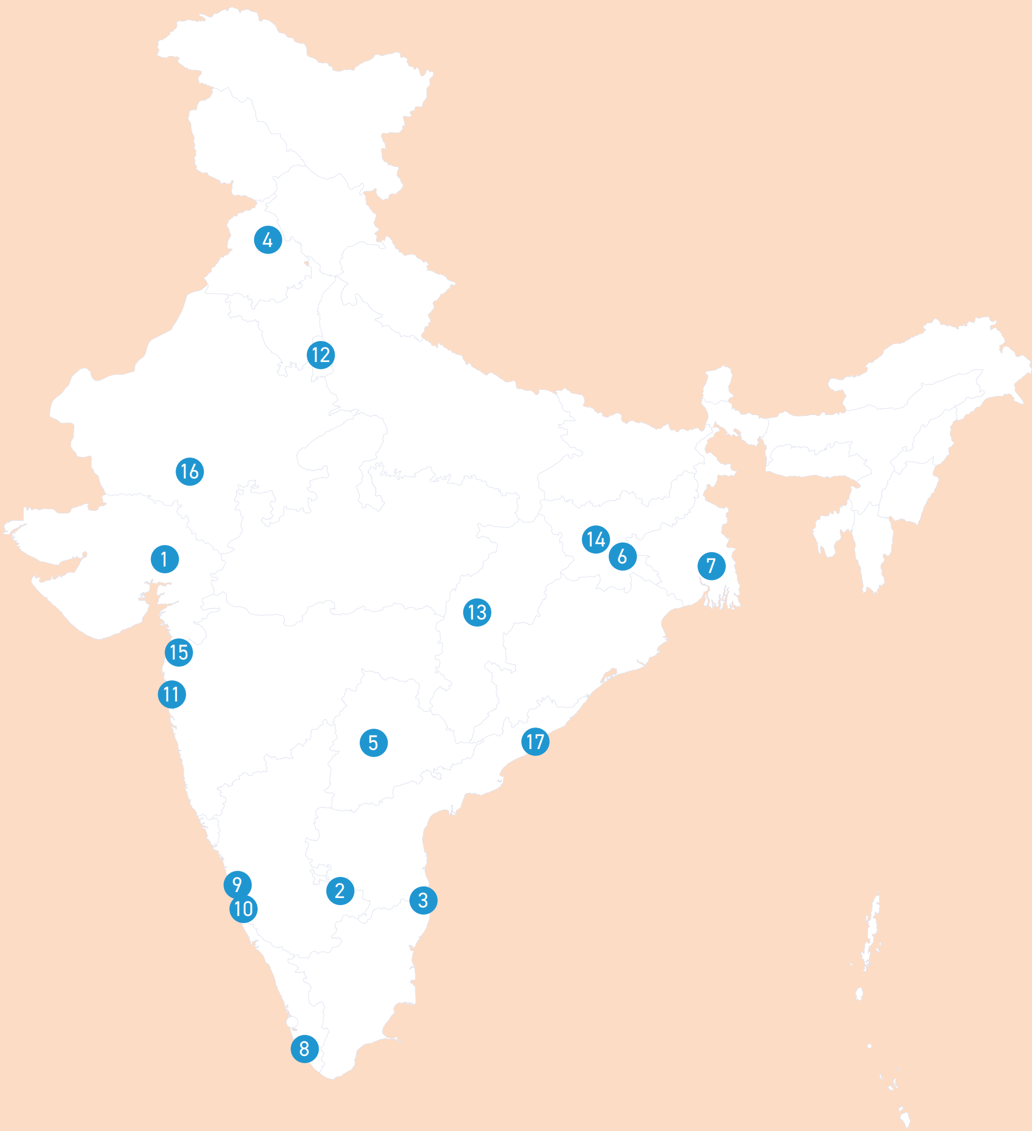


1. India
2. Bangkok, Thailand
3. Dubai, UAE
4. Nottinghamshire, UK
5. Aberdeen, UK
6. Ho Chi Minh, Vietnam
7. Houston, USA
8. Jakarta, Indonesia
9. Rotterdam, Netherlands
10. Perth, Australia
11. Singapore
12. Sydney, Australia
13. Casablanca, Morocco
14. Johannesburg, South Africa
15. Lima, Peru
16. Santiago, Chile
17. Sao Paulo, Brazil
18. Concesio City, Italy

Manufacturing Facility   Group Distribution Centre and Channel Partners   Design Centre   Corporate Office   Sales Office

KEY locations have been highlighted but the list is not exhaustive.

Our Pan India network



1. Ahmedabad
2. Bengaluru
3. Chennai
4. Hoshiarpur
5. Hyderabad
6. Jamshedpur
7. Kolkata
8. Kollam
9. Malpe
10. Mangalore
11. Mumbai
12. New Delhi
13. Raipur
14. Ranchi
15. Silvassa
16. Udaipur
17. Vizag

Manufacturing Facility | Channel Partners | Design Centre | Corporate Office | Sales Office

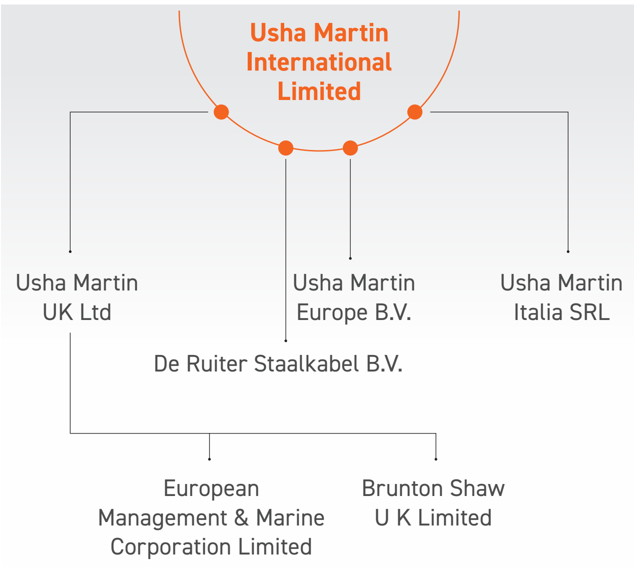
Presence

Our foreign subsidiaries

Usha Martin International Limited

With a rich history of 150 years, this subsidiary has a state-of-the art production facility situated at Worksop, United Kingdom and hi-tech service centres situated at Aberdeen in Scotland and Rotterdam in Netherlands.

This subsidiary has further step down subsidiaries to cater to the European markets.

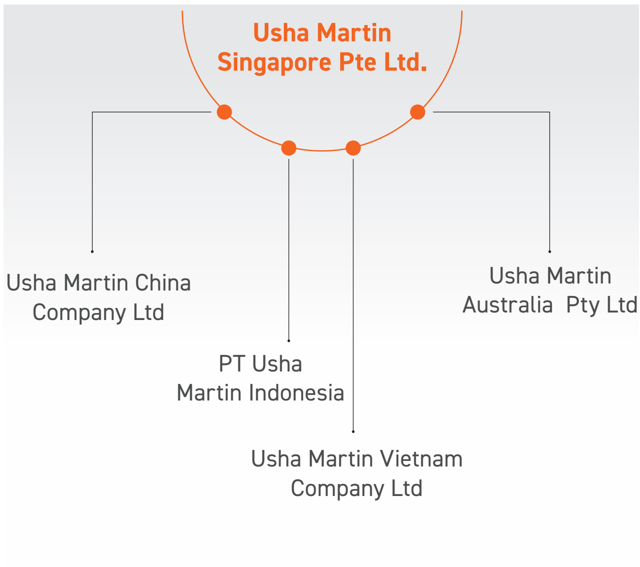


- Supplies full range of wire rope products, shackles, slings, lifting and rigging gear including marine mooring equipment and anchoring systems.
- Biggest manufacturer of bespoke rigging in Europe.
- The production facility is ISO 9001:2015 and ISO 45001:2018 certified
- The hi-tech service centre at Aberdeen provides after-sales service through a team of qualified experienced engineers.
- The unit at Netherlands offers specialty wire rope solutions and related services complying to International Standards.

Usha Martin Singapore Pte Ltd.

Set up in the year 2000 at Singapore as a networking and distribution centre of our products catering primarily to South East Asia-Pacific markets.

This subsidiary has further set up step down subsidiaries to increase market reach in South East Asia Pacific region.



- Specialises in rigging facilities – latest state of the art machinery is available for production and testing supported with spooling capacity of heavy reels upto 100 tons
- Offers a wide range of high performance steel wire rope products upto 127 mm diameter including mooring rope, crane rope, slings and accessories required in marine, offshore, oil exploration, mining and industrial applications.
- The facility at Usha Martin Singapore is certified by ISO 9001:2015 and ISO 45001:2018

Brunton Wire Ropes FZCo.

Manufacturing facility was set up at Jebel Ali Free Zone in Dubai in 2003 to cater to Eurasian region and Africa.

- This plant in Dubai, produces & supplies steel wire ropes for oil & gas, crane, general engineering, fishing, dredging, mining, and elevator applications having a very wide diameter range between 3mm and 77mm.
- The elaborate testing facilities from raw material to the final product gives the plant a qualitative edge over many competitors and thus, enjoys the confidence of many major oil giants, mining groups, elevator OEMs, and big rigging companies.
- This plant is QMS certified and additionally has Lloyds & API (American Petroleum Institute) certifications.
- The extensive inventory planning clubbed with sound logistics leverage due to its geographical position & supported by a large efficient port like Jebel Ali, has helped Brunton Wire's customers to get ropes faster in all parts of the world.

Usha Siam Steel Industries Public Company Limited

Manufacturing facility was set up in 1980 at Navanakoran Industrial Estate in Thailand catering to countries in South East Asia-Pacific region.

- Integrated manufacturing process with hot dip galvanising line and in-house wire drawing facility.
- Manufactures steel wire rope, automotive control cable, fine rope, strand and specialty wire
- Recipient of Green Industry Award from the Ministry of Industry in Thailand for recognition of the impact on the environment.

Our R&D Centre

Usha Martin Italia SRL is the Global Design Centre (GDC) situated at Italy having 40 year's experience in rope design and application engineering

Technical guidance for product development	In-depth R&D and product testing
Project management and quality assurance for critical supplies	Close co-operation with customers, universities and research institutes

Usha Martin Americas Inc

Was established in the year 1996 at Houston, State of Texas, USA as a networking and distribution centre for our products catering to Canada, United States of America, Caribbean Islands and Latin America.

Quality products are supplied to end customers in industries likes ports, mines, oil & gas, shipping, construction, marine, rope-distributors.

Our Global Growth Centre is being set up in Europe to

Strengthen presence in existing markets and tap opportunities in newer markets

Prioritise sectors where we foresee promising growth

Develop new innovative products

Managing Director's message

Unlocking potential, enhancing value

Dear Shareholders,

It gives me immense pleasure to share with you our Annual Report for FY 2022-23 – a year that has not only brought Usha Martin on the cusp of a new growth era, but has put us on a steady path to a sustainable future. We believe Usha Martin is now on a strong foundation to perform to its potential and deliver enhanced value to all stakeholders.

RAJEEV JHAWAR
Managing Director

What makes the story even more exciting is that we never lost our composure and remained focused on executing our strategy, even amidst challenging circumstances. The decision to sell off the steel business was a well-thought-out strategy that has not only deleveraged our balance sheet but has also eliminated an overhang on our profitability.

Turnaround

The divestment of the steel business reshaped our balance sheet — from a net debt to equity of 4.3x in FY19 to 0.4x in FY20. Moreover, it enabled us to transform from a commoditised business to a value-added high ROE business of specialty wire ropes, in which (a) we have the leading position in India and one of the leading positions globally and (b) we are able to grow our profitability despite the volatility in commodity prices.

Consolidation

With unwavering focus on our wire rope business, we started to use our existing resources to their full potential. We (1) strengthened our international teams and organisational structure, improving

"The decision to sell off the steel business has not only deleveraged our balance sheet but has enabled us to transform from a commoditised business to a value-added high ROCE business focused on specialty wire ropes."

synergies through closer integration of the overseas subsidiaries with the India business, (2) set up cross-functional groups for key growth segments e.g., ports, mining, elevator, oil and offshore, to increase focus on high-value products and improve our margins, (3) focused on our services business internationally to add further value to our products and increase market share.

Sustainable Growth

With a strong foundation and a focused organisation, we are poised for growth. We are well-positioned to leverage opportunities in the domestic market by capitalising on the surge in infrastructure development in India. Additionally, we have immense scope for growth internationally given our increasing competitiveness and strong end-markets.

During FY22, we embarked on a capacity expansion plan with a capital expenditure of Rs. 310 crores that is expected to come on stream within FY24. We created a Global Growth Centre in Europe to increase our geographical spread and grow our share in strategic markets in which we have limited presence.

In addition, we have been heavily investing in digitalisation and automation of our operations to increase efficiencies across the board.

At Usha Martin, we do not just want to be known as a profitable business, but also a sustainable one that works towards ensuring a better tomorrow. This is evident in the multitude of initiatives that we are taking under Environment, Social and Governance. We are committed to reducing our carbon footprint. We aspire to reduce freshwater intake by at least 50%. We are dedicated to minimising safety incidents on the shop floor and have initiated a Safety Excellence Journey in Aug'22 to achieve no reportable accidents by Mar'24. We strive to create an equal and sustainable society by empowering communities in every region we are present. The details of our ESG initiatives can be found in the ESG section of this Report.

We are confident that the successful implementation of these strategies would result in sustainable financial prudence and would take our company to the next level.

PG 14 →

Consolidated Financial performance during the year

Revenue grew to Rs. 3267.76 crore, compared to Rs. 2688.07 crore in the previous year, an increase of 21.57% over the previous year

EBITDA grew to Rs. 541.39 Crore, compared to Rs. 418.91 Crore in the previous year, an increase of 29.24% over the previous year

PBT grew to Rs. 455.38 Crore, compared to Rs. 315.10 Crore in the previous year, an increase of 44.52% over the previous year

PAT grew to Rs. 350.60 Crore, compared to Rs. 291.43 Crore in the previous year, an increase of 20.30% over the previous year

PG 12 →

On behalf of the Board of Directors, I would like to thank all our employees and stakeholders for your continued support.

Warm regards,

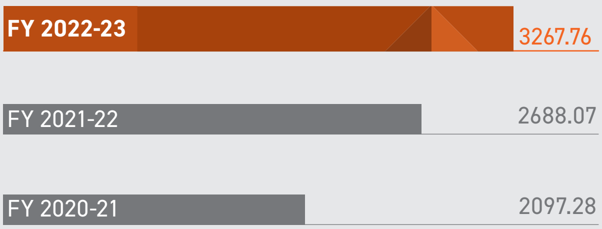
RAJEEV JHAWAR
Managing Director

Key performance indicators

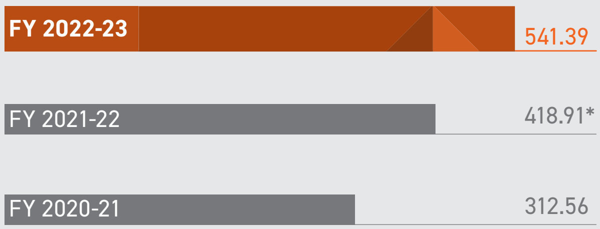
Scorecard for the year

Financial

Revenue (Rs. in Crore)

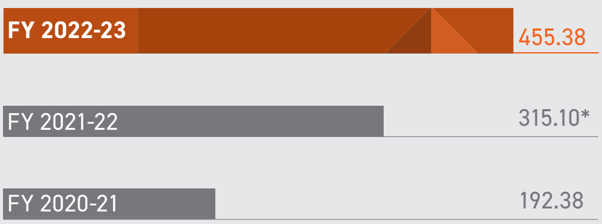


EBITDA (Continuing Business) (Rs. in Crore)



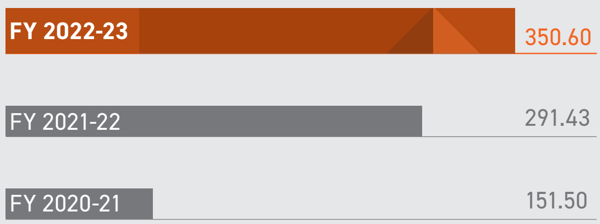
*Excluding exceptional item of Rs.31.18 Crore

Profit Before Tax (Continuing + Discontinued Business) (Rs. in Crore)

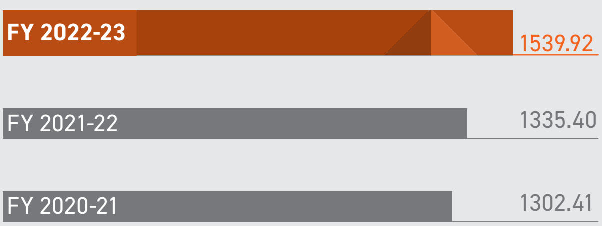


*Excluding exceptional item of Rs.31.18 Crore

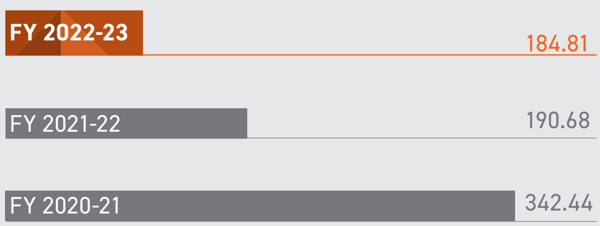
Profit After Tax (Continuing + Discontinued Business) (Rs. in Crore)



Fixed Assets – Gross Block (Rs. in Crore)



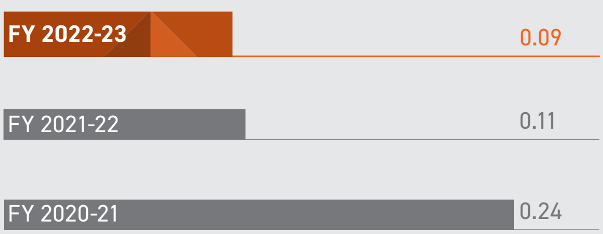
Net Debt (Rs. in Crore)



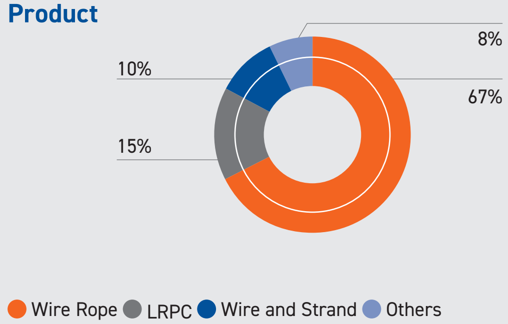
Revenue Segmentation FY23

Net Debt/Equity

(X)

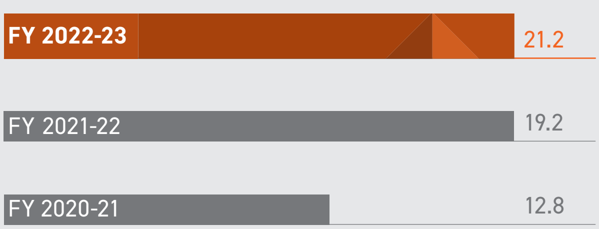


Product

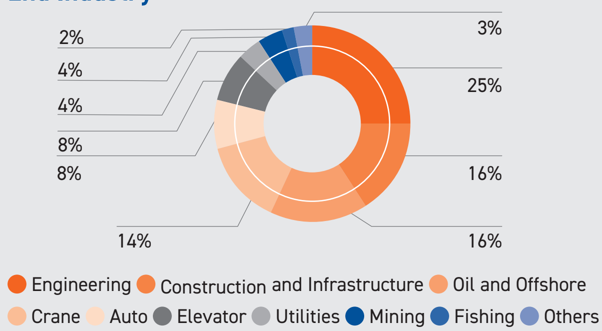


ROCE

(%)

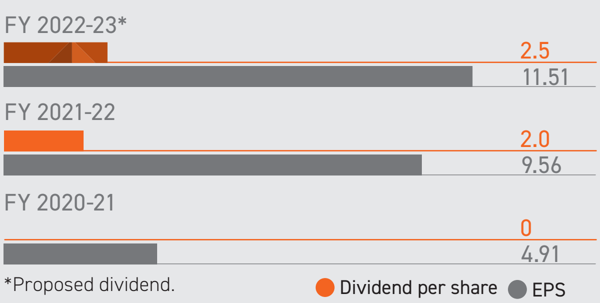


End Industry



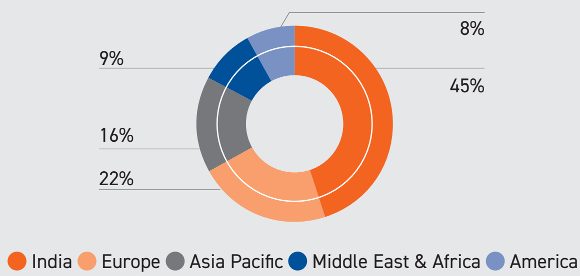
Dividend Payout

(Rs.)



*Proposed dividend.

Geography



Strategic priorities

Charting our growth story

Turnaround

Divestment of steel business resulting in:

- Sharp deleveraging
- Reshaped balance sheet

Net debt to equity improved to 0.4x in FY20 from 4.3x in FY19

Consolidation

- Renewed focus on specialty wire rope business
- Strategic initiatives to consolidate leadership

Significant earnings turnaround:

Consolidated PBT improved to Rs. 346 crore in FY22 from Rs. 149 crore* in FY20

Growth

- Value accretive capital expenditure
- Enhance specialty offerings across industry segments
- Increase geographical spread in strategic markets
- Drive sustainable growth

Target to achieve top-line CAGR of ~15% & Operating EBITDA margins of ~18% over the next 2-3 years

*PBT from continuing operations

As we move ahead, we have identified certain strategic priorities that would enable us to leverage our core competencies and capitalise on opportunities that lay ahead of us.

Strategic capital expenditure

In order to strengthen our market position, gain a competitive advantage and improve margins, one of our main focus areas would be to produce high-value products.

To support this, we planned a capex of Rs. 310 crores during FY22 and Rs. 167 crores proposed during FY24. Our objectives include expanding our capacities, modernising our existing production facilities to improve productivity and reduce the cost to serve, enhancing our R&D and testing facilities, improving our plant infrastructure, and digitalising our operations. The increased capacities would primarily focus on value-added products such as mining ropes, non-rotating ropes, compacted ropes and plasticated ropes, etc.

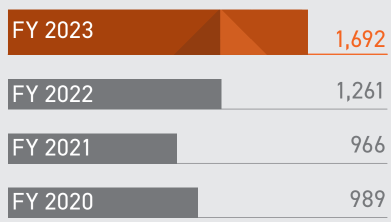
We plan to fund most of the capex through internal accruals, with about 20-25% through debt, and our focus is on achieving asset turns of 2-3x over the next two years at optimal utilisation levels.

Expanding our market segments and geographies

We have successfully expanded our business by diversifying into various geographies and sectors. This has helped us reduce our dependence on a single product or market and enabled us to sustain growth and profitability. International business have recorded a substantial growth in revenue, and made up 55% of our FY 2022-23 revenue. Revenue from international operations recorded a substantial increase of 34% in FY 2022-23 over the previous year.

Our growth is supported by both macro-economic and internal factors. Macro-economic factors, such as growth in the oil & gas and renewable energy sectors, specifically offshore wind, continue to strengthen our performance. We have also been able to take advantage of supply chain disruptions and higher cost structures faced by global competitors. Internally, we have taken several measures to support our growth, including closer integration of international businesses with Indian operations to drive growth synergies, focused cross-functional groups for key growth segments such as mining, energy, elevator, fishing, and ports, a one-stop-shop approach through a focus on services, and strengthening of our international teams and organisation structure.

Revenue from international operations* (Rs. in Crore)



*excludes intra-group sales

Strategic priorities

Leading through innovation

We have upgraded our manufacturing facilities with technology to improve operational efficiency, reduce production costs, and enhance product quality. As we move forward, we recognise that the degree of our digital transformation will differentiate us from our competitors. Digital marketing will be a key tool for future growth, enabling us to aggressively increase customer engagement, develop interest and awareness among B2B decision-makers, generate online leads, build an online reputation, and ultimately increase brand value. To achieve these goals, we're establishing highly interactive digital marketing channels and employing innovative tools and techniques.

Reimagined Usha Martin

	Wave 1 Up to Dec. 2023	Wave 2 Up to Dec. 2024	Wave 3 Up to Dec. 2025
Business Benefits	▪ Automation coverage, reduction of manual activity ▪ Transparency & Governance ▪ Security enhancement	▪ Single version of truth ▪ Data-Driven Decision Making ▪ Cost Optimisation	▪ Connected Organisation
Business Application	▪ SAP S4 Hana Phase 1 ▪ SAP Analytics Phase 1 ▪ CRM Phase 1 ▪ Digital Marketing Phase 1 ▪ Purchase Automation Tool ▪ Compliance and Litigation Management tool	▪ CRM Phase 2 ▪ SAP S4 Hana Phase 2, 3 ▪ SAP Analytics Phase 2 ▪ Digital Marketing Phase 2	▪ SAP Analytics Phase 3 ▪ SAP S4 Hana Phase 4 ▪ Group Consolidation Tool
IT Infrastructure	▪ Cloud Transformation	▪ Warehouse and Yard Management automation (RFID / Barcode)	▪ IoT Integration

Outlook (2-3 Years)

Baseline FY22

CONSOLIDATED REVENUE
~15%
(CAGR GROWTH)

OPERATING EBITDA MARGIN
~18%

NET DEBT LEVERAGE
<1 Net Debt /EBITDA

NET WORKING CAPITAL DAYS
<150 DAYS

Aligning ESG with our business goals

At Usha Martin Limited, we consider ESG to be a business approach that creates long-term stakeholder value, by managing risks and embracing opportunities, through optimisation of economic, environmental, and social bottom lines.

Environment

Business growth with a sustainable environment is the need of the hour. The nature of our processes, products services inculcate the same message. We make business decisions keeping in mind the view of long-term benefits to our planet. We strive to conserve the environment by improving our practices. We remain steadfast in our efforts to achieve ecological balance by regulating process emissions, minimising waste, and reducing energy, water, and raw material consumption.

Social

Usha Martin, as a corporate citizen, is deeply committed to social development in rural areas. We place great significance on stakeholders, considering their impact on society. Maintaining positive relationships with employees, customers, suppliers, and other stakeholders is also our priority. We address the various challenges faced by our valued partners and uphold our responsibility as a socially responsible corporation by prioritising the well-being of the community.

Governance

The Company strongly believes that effective corporate governance is a key driver in our journey of sustainable growth. We assess the quality and efficiency of a company's leadership including its diversity, independence, and compensation. We continuously aim to improve our governance processes and implement better structures to create an organisation that maximises the wealth of our stakeholders and creates a transparent and lasting relationship.

Moving towards Sustainability

Sustainability is important because we believe that the Company has a role in defining new ways of doing business that aligns economic growth with positive social and environmental impact. Polluted environments and unstable societies cannot encourage sustainable economic growth. The need of the hour is to support livelihood creation and the conservation of natural resources while enhancing the competitiveness of businesses.

Energy and carbon intensity	Sustainable supply chain	Water and waste management	Employee engagement	Community Engagement
■ Reduce GHG emissions ■ Supply products to the renewable energy sector ■ Green packaging for certain products to promote resource conservation	■ Strict adherence to supplier code of conduct and sustainability ■ Preference to inclusive suppliers, proximity suppliers	■ Strengthening water management system ■ Revamping and modernisation of water-related facilities ■ Conducting water audits to develop benchmarks for different processes. ■ Recycling of wastewater and acid	■ Providing training to employees covering aspects such as human rights, code of conduct, POSH, ethics etc. ■ Technical training to shop floor personnel ■ Organisational health & safety training for employees.	■ Investment in skill development programs for women, vulnerable groups, diverse and underserved communities ■ Mandatory volunteering hours to serve local communities ■ Providing health facilities and setting up health camps for local marginalised communities

While Sustainability is important, we as a responsible Organisation need to take care of the environment as well as the society & local community

Environment

We are continuously striving towards sustainability by reducing our impact on the environment and minimising our carbon footprint. Apart from being regulatory compliant, we are showcasing our commitment to being a good corporate citizen and contributing to a sustainable future through various initiatives and sustainable practices.

We are addressing global environmental issues viz climatic change, and global warming through continued and sustained efforts by use of alternate energy such as the use of LPG and biomass briquette as fuel, less consumption of conventional energy such as the use of energy-efficient LED bulbs and motors, establishing and expanding green footprint by focusing on greenery & greenbelt development.

Our efforts toward the conservation of natural resources

We believe that the phase of moving towards setting and achieving ESG goals would not only help us attain sustainable development but also will ensure sustained profitability for our long-term investors. We intend to take correct steps in this direction and ensure that ESG objectives are ingrained in the company's culture and embedded in company operations which goes beyond mandatory reporting mechanisms.

We are aiming to drive positive change by transforming the societies we operate in, our work environments, and the world at large. To ensure our efforts are fruitful, we will closely monitor and evaluate our progress against predetermined objectives. Among our top priorities is reducing our carbon footprint while concurrently empowering countless individuals in our communities. This will involve providing them with the necessary skills, opening doors to new growth opportunities, and ensuring their health, safety, and well-being.

ESG Approach

Air Quality Management

- Electrostatic precipitator (ESP) - We have installed ESPs that are used for air pollution control particularly for removing harmful particulate matter at power generating stations.
- Online Continuous emissions monitoring system -We have a system in place to monitor the concentration of pollutants present in emissions.
- Continuous Ambient Air Quality Monitoring System (CAAQMS) - We have installed CAAQMS at our Captive Power Plant to monitor concentration of pollutants and initiate corrective actions as required.

Effluent Management

- Water Audit conducted to identify potential water saving opportunities using the concept of 4 R's - Reduce, Reuse, Recharge and Recycle.
- Installation of water treatment plant (WTP) at riverside - water intake point (capacity 2100KLD).
- Pre-fabricated skid mounted sewage treatment plant (STP) being installed (total capacity 150KLD).
- Acid recycling and sludge management with approved recyclers.

Water Management

We aspire to reduce freshwater intake by 50% (from 2000 KLD to 1000 KLD) through

- Efficient and optimal use of Water
- Wastewater Recycling & Reuse
- Supply & Use of Clean Water

Energy Management

- We aim to:
  - Conduct energy audit at all plants
  - Install solar power unit for reduction in CO_2 emission intensity
  - Set up biogas plant
  - Furnace waste heat recovery

Green Packaging

- Value Engineering (study in packaging of conveyor cord) was undertaken which:
  - Reduced consumption of wood used in packaging by 10%
  - Reduced of CO_2 emission intensity of transportation by 33%

Social

We focus on connecting people and converting endless possibilities. Recognising the importance of social factors in creating a sustainable and successful business is of utmost importance at Usha Martin.

Incorporating social responsibility in our operations, attracting, and retaining top talent by providing good work-life balance, mental health support and wellness initiatives, building brand loyalty, and community engagement through development initiatives, and providing educational opportunities are all contributing to positive social change.

To create an equal and sustainable society by empowering poor, tribal and marginalised communities, and farmers

Engaging society to become active and supportive partners, advocating and supporting the community for sustainable development

Significant time is invested in seeking sustainable and scalable solutions for achieving inclusive growth that could eliminate discontent for future generations, considering their capabilities. The company recognises the interdependence of business and society and strives to balance the interests and needs of various societal groups. The company's vision statement emphasises the importance of safety, health, environment, and community, reflecting its commitment to being a responsible corporate citizen.

Usha Martin's philosophy centres around a market-based, bottom-up approach that integrates multi-disciplinary interventions to effectively reduce poverty. Unlike the conventional charity approach, Usha Martin's model encourages social entrepreneurship among communities by promoting effective use of resources and available capital.

ESG Approach

The company voluntarily contributes to Usha Martin Foundation, the CSR arm of Usha Martin Limited, to carry out various CSR initiatives for the upliftment and development of communities living in and around the production facility situated at Ranchi in the state of Jharkhand.

15,730

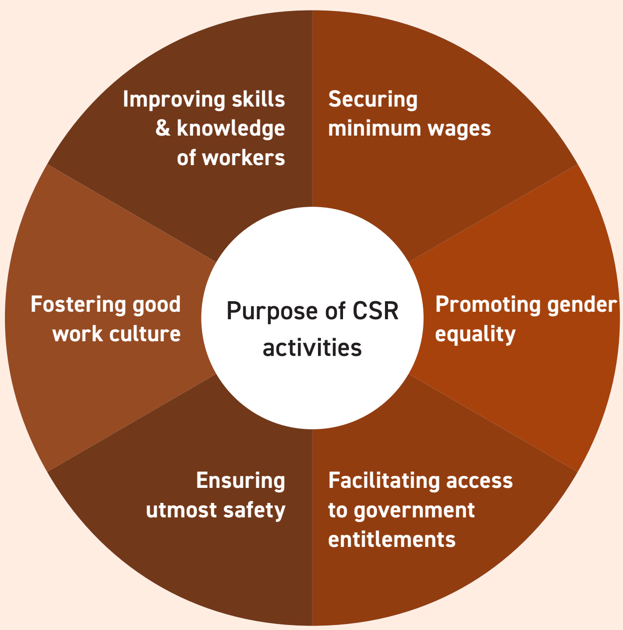
LIVES IMPACTED THROUGH CSR PROGRAMS

Rs.1.01 crore*

CSR SPENDING

*Voluntary contribution

Encouraging skill and livelihood enhancement amongst women



Promoting fishery farming

Key CSR focus areas


Health camp for marginalised group

Health & Sanitation

The company is addressing health concerns by utilising mobile health units, conducting health camps, and facilitating healthcare services in the region. Its objective is to enhance accessibility to preventive healthcare services, encourage citizen engagement in healthcare decision-making, promote the health of adolescent girls, raise awareness on health issues, and identify opportunities for reducing medical costs.


Renovation & maintenance of local school

Infrastructure Development

Support to village development through infrastructure development of activities. Activities like renovation and maintenance of local school, repairing hand pumps for availing drinking water, setting up Jal Minars, facilitating drip irrigation have been undertaken.


Promoting farming with better technique for enhancement of livelihood

Natural Resource Management

For encouraging improvement in Natural Resource Management activities like setting up of compost pits, motivation and convergence training for farmers, of new low land well, and ponds construction have been undertaken. Apart from these, we also promote social forestry, kitchen garden, and new technique for irrigation along with soil testing.


Quality education for children of local communities

Promoting Education

We operate a school for children living in and around the plant. The support provided by us has enhanced the infrastructure facilities and contributed for ensuring quality education to local communities. The visible changes have been brought through increased enrolment, reduction in school dropouts and technological advancement through computers.

Technical training workshop for empowerment of women

Skill & Livelihood Enhancement

Empowering village youth specially women through vocational training and entrepreneurial programs. Training programs are held for farming goats and ducks, mushroom cultivation & fishery development etc. SRI (Systematic Rice Intensification) is promoted and encouraged leading to increased production which in turn has yielded enhanced incomes for the households of local communities.

System of Wheat Intensification- Innovative Farming Method

Year of Launch – 2021-22
Village - Baram (JarraToli) State of Jharkhand

Problem

Lack of know-how on integrated farming, livelihood generation, functioning and adverse impact of the heavy use of chemical fertilisers. Joseph Toppo was an unknown young tribal farmer who was engaged in agriculture for a long time. The produce from the farm mostly comprises staple crops for household consumption. Deficiencies in soil nutrient and pest control were treated with chemical fertilisers and the old method of transplantation was followed.

He interacted with the team of Usha Martin Limited. He had concerns about the adverse impact of the heavy use of chemical fertilisers and pesticides on the land and produce during farming operations. Through his interactions, he was exposed to an alternative and eco-friendly method of farming when he received training on appropriate agricultural practices. He learned the System of Wheat Intensification popularly called (SWI), which is a farming methodology aimed at increasing the yield of wheat on farms. It is a low-water, labour-intensive, method that uses younger seedlings singly spaced and typically hand weeded with special tools.

Impact

- The adoption of the SWI technique had a positive impact on wheat yield
- This resulted in enhancement of Joseph's livelihood and gradual increase in his income

Key Learnings

System of Wheat Intensification holds the potential to provide a solution to the issue of low productivity of wheat thus leading to double cropping and an increase in income. Farmers can improve their yields significantly with SWI compared to their traditionally cultivated wheat fields.

Health & Safety

Safety is not a choice; it is a moral responsibility. We are committed to prioritising health & safety at the workplace to ensure employee well-being and provide our workforce with a safe, hygienic, and healthy workplace thereby leading to greater success of the business.

We are dedicated to minimising safety incidents on the shop floor for a long time. Our efforts include offering several training workshops to guarantee the lowest possible number of reportable incidents. Moreover, we have initiated a Safety Excellence Journey in Aug'22 to achieve no reportable accidents by Mar'24.

OUR MANUFACTURING FACILITY AT RANCHI IS CERTIFIED WITH

ISO 45001:2018

A GLOBALLY RECOGNISED STANDARD FOR OCCUPATIONAL HEALTH AND SAFETY MANAGEMENT SYSTEM

We believe that active participation and commitment of all employees of all levels along with contractors and outsourced workers is imperative to ensure successful implementation of our safety management system. Several safety initiatives to enhance our safety performance have been included in our safety culture transformation journey:

~87%

EMPLOYEES & WORKERS RECEIVED SAFETY TRAININGS

Safety Responsibility Matrix

Safety responsibility matrix divides the plant into smaller, manageable areas. Officers are assigned to ensure safety and 3S conditions in each of the 80 identified areas. Each area has been given a "Responsibility Board" and a "Safety Score Board" by a team including the Unit Head and Department Heads

D Vas (Demonstrate by Visiting Accident Site)

D-VAS is an employee engagement program where employees participate in root cause analysis of accident cases and provide suggestions for preventing future accidents.

Line Walk

To showcase strong management commitment towards safety, there is a Line Walk consisting of the Unit Head, Department Heads and concerned cross-functional team who conduct safety observations in a scheduled area to identify unsafe conditions/acts and provides suggestions to address them.

ESG Approach

EMPLOYEE ENGAGEMENT

Talent Acquisition	In a highly competitive talent market, we made concerted efforts to attract and retain talent.	The acquisition of talent is a vital foundation of our organisation, and we utilise various approaches such as job portals, online platforms internal referrals, external consultants and transferring employees within the company.	We build meaningful and deep engagements with students digitally as well as on campus to strengthen our employer brand and attract the best talent for the Company from various esteemed institutions.
Building a Talent Pool	The company places significant emphasis on enhancing the skills and knowledge of our workforce.	Our primary objective is to cultivate a talented pool of employees who can take on more significant responsibilities and contribute to the organisation's growth in the long run.	To achieve this goal, we recruit recent graduates from esteemed educational institutions and offer them comprehensive training, both on-the-job and off the job. This training enables them to start working in entry-level technical positions in our manufacturing plants.
Reward and Recognition	The company has implemented a robust system for acknowledging and rewarding outstanding performance.	Employees who excel in their work are given the chance to participate in cross-functional projects and receive training from renowned management institutes like XLRI (Jamshedpur) to enhance their skills.	We have created a work culture that values and appreciates the contributions of our staff, and we make sure to reward them accordingly.
People Culture	Your Company nurtures homegrown talent and provides opportunities for employees to enhance their potential for bigger and more challenging roles.	We make it a priority to keep our employees engaged and motivated by regularly involving them in group projects.	Our HR department has implemented a program called "HR aapke dwaar" which involves directly engaging with employees to gain insight into their Physical, Emotional, Financial and Social wellness and address any grievances they may have proactively.

At Usha Martin, we encourage the highest ethical standards in all our endeavours. We understand from our extensive expertise that employee behaviour directly affects our relationships with our stakeholders. To keep our employees apprised, the Company organises various trainings and awareness programs to cover various aspects of Ethics, Transparency & Accountability. The horizon of training expands to the code of conduct, human rights, POSH etc.

Workshop for employees on value engineering

Discrimination & harassment prevention

- Policy on Prevention of Sexual Harassment (POSH) to protect employees from sexual harassment as the company is committed to providing a safe and secure working environment for all employees.
- Internal Committee (IC) set up to investigate any allegations and take adequate measures.

for more details click here -

Sexual Harassment Policy

Fair remuneration

- Competitive employee compensation in relation to industry and local labour markets
- Ensuring compliance with the provisions of SEBI LODR as company is committed to foster a culture of leadership with trust

for more details click here -

Remuneration Policy

As a manufacturing business, we provide technical training to our plant personnel both in-house and through external agencies. Our focus is on reducing the number of accidents by reviewing critical risk controls, conducting on-site audits, and raising awareness through workshops such as safety observations and working at heights. We also prioritise behavioural-based safety training for all employees.

Governance

We are committed to the highest standards of business ethics and corporate governance. The philosophy of the Company on corporate governance envisages the attainment of high level of transparency, accountability, and equity in all areas of its operations and interactions with customers, shareholders, investors, employees, government authorities and lenders.

We believe that progress starts with effective governance. To achieve it, we focus on clear governance structures by outlining the roles and responsibilities of board members, ethical standards governing employee behaviour and codes of conduct and policies around conflicts of interest, transparency in operations and disclosures.

We value stakeholder engagement and are responsive to their concerns to strengthen our governance practices and position ourselves for sustainable growth. By working together with all our valued partners, we can establish the best governance practices and ensure decisions are made with transparency, accountability, and being cognizant of best interests. So, let's all move forward together to promote strong governance and change our communities for the better.

Board of Directors

- Nomination & Remuneration Committee
- Audit Committee
- Finance Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

Management Team

Usha Martin has appointed four independent directors to ensure that the company operates with transparency, accountability, and impartiality while prioritising the welfare of all stakeholders.

57%

INDEPENDENT DIRECTORS ON BOARD

20%

WOMEN'S PARTICIPATION IN KEY MANAGEMENT PERSONNEL (KMP)

Moreover, we have established a Code of Conduct for the Board of Directors and Senior Management Personnel, aimed at promoting ethical behaviour, encouraging responsible corporate citizenship, and strengthening our corporate governance practices.

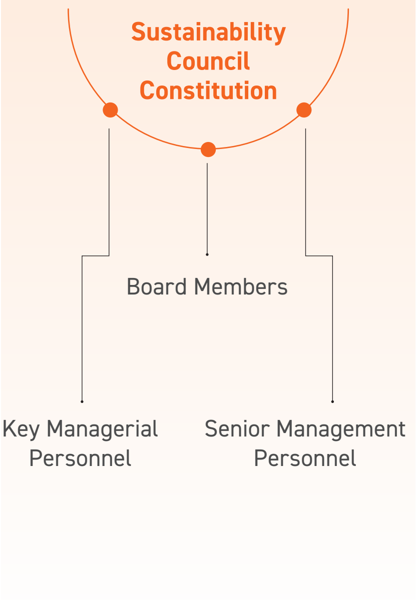
We are committed to act in utmost good faith and by the highest standards

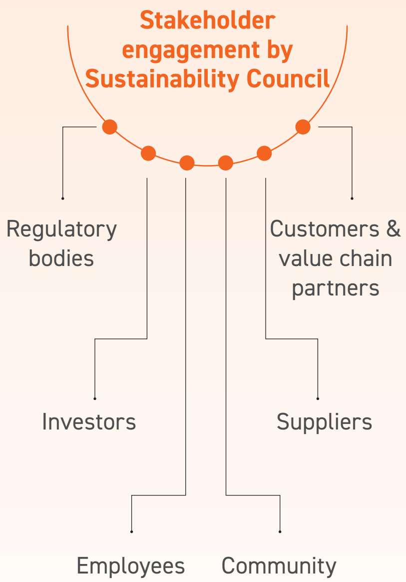
For more details refer to Code of Conduct Policy

ESG Governance Structure in place to drive transparency, accountability, and sustainability

In addition to its existing board committees, a Sustainability council has been set up by the Board, to drive and pursue sustainable development objectives throughout the Company's operations. The council reviews the company's existing sustainable goals and targets and devises a plan of action/ strategy to implement it effectively. At Usha Martin, we believe monitoring is equally important as implementation and thus regular progress evaluation is conducted to ensure that the company is on track to achieve its sustainable goals and targets.

Our council dedicated to sustainability regularly interacts with diverse stakeholders to gain insight into their concerns and take measures to address them.





Channel Partners Meet at Ranchi, Jharkhand

Initiatives towards strengthening Governance

Policies

Usha Martin upholds the trust bestowed by people by promoting good governance. To achieve this, our organisation has implemented various policies that ensure compliance and establish sound governance practices.

Anti-bribery and anti-corruption policy

Ensures compliance with legislations governing bribery and corruption globally and conduct(s) its business activities in consonance with applicable laws, and highest ethical standards and ensure(s) the prevention, and detection of fraud, bribery and corruption.

for more details click here -

ABAC policy

Vigil mechanism and whistleblower policy

Provides a framework to promote responsible and secure reporting of undesirable activities ("whistleblowing") without any fear of any kind of discrimination, harassment, victimisation or any other unfair treatment or employment practice being adopted against the whistleblower.

for more details click here -

Vigil Mechanism and Whistle Blower Policy

Related party transactions policy

Aims to ensure that all transactions with related parties are conducted at arm's length and based on fair market value. This policy helps to prevent potential conflicts of interest and promotes transparency.

for more details click here -

Related Party Transaction Policy

Supply chain management policy

Ensures that the company's operations are conducted responsibly. By working with our suppliers and partners, the company can create value for all its stakeholders while minimising the impact on the environment and society.

for more details click here -

Supply chain management policy

We also have the following policies in place:

- **Policy on determining the materiality of events:** disclose material events and ensure that such information is adequately disseminated in pursuance of the Regulations.
- **Social media policy:** to ensure that all employees use social media in a responsible, ethical, and effective way that aligns with Company's values and goals. For more such policies please refer to https://ushamartin.com/investor-relations/policies#Code-Policy

Embracing digital revolution and unlocking endless possibilities with our innovative initiatives

At Usha Martin, we are strengthening our governance framework by focusing on digital initiatives. Leveraging the capabilities of our best-in-class technologies, directed by a culture of innovation, we are saving up on time by automating various tasks. This will allow our employees to prioritise strategic and value-added tasks thereby boosting organisational growth and success.

We have established a three-year roadmap towards digitalisation bringing a paradigm shift from manual to automated procedures and processes. We expect the transition to be a seamless one which will add tremendous benefits to the organisation.

The initiatives implemented so far have led to higher transparency and better governance. By improving the storage and management of large data in an easily accessible and secure manner, we ensure accurate and timely reporting. We have prioritised digital initiatives to enhance compliance requirements, leveraging software applications such as Compliance, Taxation and Litigation Management tools. These tools have automated key processes and workflows thereby enabling strict adherence to established guidelines. Our ultimate objective is to foster transparency and establish robust corporate governance.

There is a potential for security enhancement within the organisation by automating workflows. Additionally, at Usha Martin, we are taking steps to ensure that proper security protocols are followed by implementing digital solutions that comply with industry standards and best practices.

Awards and accolades

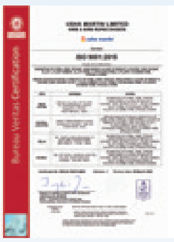
Being recognised for our efforts

Awarded second prize for the best design and concept of a stall at the 9th International Mining, Equipment, Minerals & Metals Exhibition (IMME 2022) in Kolkata.

'Star Performer' Award for export excellence at the Export Awards organised by Engineering Export Promotion Council EEPC INDIA in January 2023.

Second position in technical paper presentation contest at the "38th International Value Engineering Conference," organised by the Indian Value Engineering Society (INVEST) in Mumbai in January 2023.

Globally recognised certifications

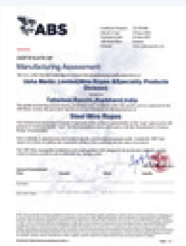


ISO 9001:2015 Quality Management Systems

ISO 14001:2015 Environmental Management Systems

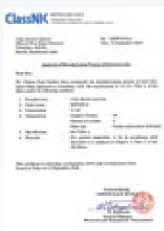
Certificate of Authority issued by American Petroleum Institute

Manufacturer Certificate issued by DNV -GL



Manufacturing Assessment issued by ABS

ISO 45001:2018 Occupational Health and Safety Management System



Japan -Approval of Manufacturing Process of Steel Wire Rope

Approved Manufacturer of Steel Wire Rope issued by Lloyd's

Report of the Board of Directors

Dear Shareholders,

The Board of Directors of Usha Martin Limited ("the Company") present the 37th Annual Report and Audited Accounts for the Financial Year ended 31st March 2023.

FINANCIAL SUMMARY / HIGHLIGHTS

(Rs. in Crore)

	Stand Alone		Consolidated	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Net Turnover	2,041.71	1,810.05	3,267.76	2,688.07
Earnings before Interest, Tax, Depreciation and Amortizations	328.70	284.82*	541.39	418.91*
Depreciation	26.51	31.40	67.48	69.75
Finance costs	14.98	31.16	30.27	42.46
Profit before Tax	287.21	253.44	443.64	337.88
Tax expenses	73.51	42.13	104.78	54.85
Share of Profit of Joint Venture	-	-	11.74	8.40
Profit after tax	213.70	211.31	350.60	291.43
Other comprehensive income / (loss) [Net of Tax]	(0.56)	1.85	47.90	(1.10)
Total comprehensive income / (loss)	**213.14**	**213.16**	**398.50**	**290.33**

Review of Operations

The turnover for the year was Rs. 3,267.76 Crore on consolidated basis and Rs. 2,041.71 Crore on standalone basis as compared to Rs. 2,688.07 Crore and Rs. 1,810.05 Crore respectively in the previous year. EBITDA was Rs. 541.39 Crore on consolidated basis as compared to Rs. 418.91* Crore in previous year and on standalone basis was Rs. 328.70 Crore as compared to Rs. 284.82* Crore in previous year.

A detailed discussion on review of operations of the Company has been included in Management Discussion and Analysis which forms part of this Report.

Dividend & Reserves

The Board of Directors at their meeting held on 27th April 2023 has recommended payment of Rs. 2.50 only (Rupees Two and Fifty paise only) [250%] (previous year Rs. 2 only [200%]) per equity share of the face value of Re.1 (Rupee One only) each as final dividend for the financial year ended 31st March 2023. The payment of final dividend is subject to the approval of shareholders at the ensuing Annual General Meeting ("AGM") of the Company.

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

The dividend recommended is in accordance with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is available under the Investor Relations section on the Company's website: https://ushamartin.com/upload/investorrelations/DividendDistributionPolicy_20220505100821.pdf.

Your Directors do not propose to carry any amount to reserves for the year under review.

Outlook and Business

While speculation of global economic slowdown, liquidity crunch due to interest rate hike to contain inflation by major economies, supply chain disruptions due to geo-political tensions is expected to continue, spending by Government of India in infrastructural and social welfare projects such as roads, railways, water and sanitation along with expected revival in auto sector will give an impetus to the demand of specialty products of the Company. With renewed focus on specialty wire-rope business and strategic initiatives to consolidate leadership, the Company is undergoing a strategic transformation. The Company is poised for sustainable growth with value accretive capital expenditure plans, enhancement of specialty offerings across industry segments, increase of geographical spread in strategic markets through overseas subsidiaries and focus on digitisation initiatives. The Company is confident in confronting the challenges of an ever-changing macro-economic environment.

Quality

Certification of conformation with respect to Quality Management System under ISO 9001:2015 and Environmental Management System under ISO 14001:2015 continues to be maintained. Certificate of Product Design Assessment ("PDA") issued by ABS, Ship/Offshore Engineering Department, Singapore is in place. Further the Company continues to have Approval of Manufacturing ("AOM") from DNV-GL, ABS & Lloyd. The organisation has a Certificate of Authority to use the

**Excluding exceptional item of Rs. 31.18 Crore.*

Report of the Board of Directors
Continued

official API Monogram issued by American Petroleum Institute, USA. The Company continues to have a number of product certifications such as BIS from Bureau of Indian Standards, Inmetro of Brazil, SONCAP of Nigeria, China Classification Society of China, NKK of Japan, Certificate of Recognition for BV Mode II scheme by Bureau Veritas, SIRIM QAS of Malaysia, SNI of Indonesia. The Mooring Line Base Design Certification conforming with Mooring Equipment Guidelines is in place. LRPC product continues to be certified by Australasian Certification Authority for Reinforcing and Structural Steels Ltd and the Company is an approved manufacturer and supplier of wire ropes to mines recognised by Directorate General of Mines Safety, Dhanbad, India. The Company is also an approved manufacturer of elevator ropes recognized by TUVSUD. The Company has also received recognition as approved manufacturer of galvanized core wire from PGCIL, India. Further the Company continues to have Certificate of Accreditation in the field of testing as per ISO 17025: 2017 by National Accreditation Board for Testing & Calibration Laboratories (NABL).

The Company is in constant pursuit of achieving Business Excellence. Concepts of Value Engineering, Kaizen Management, Fuguai Management, 5S activities, Total Productive Management (TPM), Lean Manufacturing are embraced and integrated at our production facilities along with cost reduction initiatives, process improvements and digitization. This has resulted in promoting a culture of continuous improvement in productivity, efficiency, waste elimination, and cost reduction affirmatively impacting sustainable profitability and growth of the Company. The Company has also initiated a roadmap for achieving the target of “zero harm” in plant facilities. It is believed that the continuous focus on Business Excellence will result in further strengthening the competitive edge of the Company.

Environment

Maintaining and preserving the environment has always been of outmost priority of the Company. The Company continues to focus on controlled process emission, waste minimization, optimum utilization of natural resources, minimization of carbon footprints and sustainable water management for achieving environmental sustainability and ecological balance. To achieve the objective of environmental sustainability and stability, periodic environmental monitoring, online monitoring of emission and effluent, treatment and recycling of process effluent and utilization of fly-ash are undertaken. Use of alternate energy such as LPG and biomass briquette, use of energy efficient LED bulbs and motors to ensure optimum consumption of conventional energy, establishing and expanding green foot print by focusing on greenery & greenbelt development are some of the initiatives which are being continuously carried on by the Company towards its commitment for a sustainable environment and to address the environmental issues with respect to climate change and global warming. The environmental management system at manufacturing facilities of the Company is accredited with ISO 14001:2015 certification.

Subsidiaries & Joint Ventures

The international subsidiaries of the Company provide significant synergy and support to the overall business and performance. A key joint venture formed by the Company namely Pengg Usha Martin Wires Private Limited continues to operate profitably at Ranchi in the State of Jharkhand reflected by a healthy balance sheet. During the year under review there were no entities which were incorporated or ceased to be subsidiaries, joint ventures and associates of the Company. A statement covering the performance and financial position of each of the subsidiaries, associates and joint ventures is provided separately and forms part of this Report.

Deposits

During the year under review, the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 (“the Act”) and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). As on 31st March 2023, there are no unclaimed deposits with the Company. The Company has not defaulted in repayment of deposits or payment of interest on deposits thereon in the past.

Share Capital

The paid-up Equity Share Capital as on 31st March 2023 stood at Rs.30.54 Crore. During the year under review, the Company has not issued any shares with or without differential voting rights, granted stock options or issued sweat equity shares.

The total issued and paid-up equity shares of the Company as on 31st March 2023 as per the stock exchange records stands inflated by 230 equity shares. This was caused due to an erroneous additional electronic transfer of 230 equity shares to Investor Education & Protection Fund (IEPF) under the Ministry of Corporate Affairs (MCA) by way of corporate action executed on 29th September 2020 by Central Depository Services (India) Ltd (CDSL) and Registrar & Transfer Agent (RTA) of the Company. The Company has been continuously engaging with IEPF Authority under MCA, New Delhi for necessary rectification of this entry in the records.

Significant and Material Orders Passed by Regulators or Courts or Tribunals Impacting the Going Concern Status and Company’s Operations in Future

During the year, no significant material orders were passed by any regulatory authority or court against the Company which may affect the going concern status of the Company.

The Central Bureau of Investigation (“CBI”) registered a regular case on 20th September 2016 (“FIR No. 1”) under the Indian Penal Code, 1860 (“IPC”) and the Prevention of Corruption Act, 1988 (“PC Act”) against certain individuals and the Company, wherein, inter-alia, various illegalities have been alleged qua the allocation of mine to the Company and abuse of official position by government servants. On October 2020, CBI registered another first information report ("FIR No. 2") under the PC Act read with the IPC against the Company, few officials of the Company and others, alleging influencing of the investigation in FIR No. 1 for which proceedings are pending adjudication at CBI Court, New Delhi.

The Directorate of Enforcement ("ED"), Patna passed a provisional order dated 9th August 2019 ("Provisional Order") for provisional attachment of certain immovable properties of the Company valued at approximately Rs.190 Crore pertaining to the wire rope business of the Company, situated at Ranchi in the State of Jharkhand. This order was passed in connection with sale of iron-ore fines in earlier years from the erstwhile iron-ore mines of the Company situated at West Singhbhum in the State of Jharkhand. On 10th January 2020, the Adjudicating Authority under the Prevention of Money Laundering Act, 2002 ("PMLA") issued an order confirming the Provisional Order, subsequent to which the Company filed applications for stay and appeal against the order of Adjudicating Authority, PMLA, with the Appellant Tribunal, PMLA, New Delhi. The Appellant Tribunal vide an order dated 31st January 2020 directed that status quo be maintained and presently the matter is pending adjudication before the Appellant Tribunal. ED filed a complaint followed by a supplementary complaint before the District and Sessions Judge cum Special Judge, Ranchi ("Ranchi Trial Court") which is pending adjudication at Ranchi Trial Court. Further, in connection with FIR 2, ED filed a complaint before the Special Court, New Delhi ("Special Court") under PMLA which is presently pending adjudication at Special Court.

Reference is drawn to Note 38 to the Accounts in this Annual Report and 'Emphasis of Matter' by the Auditors in their Report.

Details in Respect of Adequacy of Internal Financial Controls with Reference to the Financial Statements

Based on the framework of internal financial controls and compliance systems established and maintained by the Company (with its inherent weaknesses), work performed by the internal, statutory, cost and secretarial auditors and external consultants specially appointed for this purpose, including audit of internal financial controls over financial reporting by the statutory auditors and reviews performed by management and relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the year ended on 31st March 2023.

Directors and Key Managerial Personnel

The five-year tenure of Mr. Rajeev Jhawar (DIN: 00086164) as Managing Director of the Company expires on 18th May 2023. The Board of Directors at its Meeting held on 27th April 2023 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company and that of Central Government, as applicable, have re-appointed him as Managing Director for a further period of five years from 19th May 2023 to 18th May 2028.

The four-year tenure of Mr. Vijay Singh Bapna (DIN:02599024) expires on 26th May 2023. The Board of Directors at its Meeting held on 27th April, 2023 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, have appointed him as an Independent Director for a second term of five years from 27th May, 2023 to 26th May, 2028.

On 27th April 2023, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to approval from members of the Company, appointed (i) Mr. S K Modak (DIN: 00983527) as Whole-Time Director for a period of five years from 27th April 2023 to 26th April 2028 and (ii) Mr. Tapas Gangopadhyay (DIN: 10122397) as Non-Executive Director effective 27th April 2023.

As required under provisions of the Act and Listing Regulations, all Independent Directors of the Company have confirmed that they meet the requisite criteria of independence.

Mr. Devadip Bhowmik (DIN: 08656505) ceased to be a Director of the Company effective close of business hours of 27th April 2023.

During the year under review, there has been no other change in Key Managerial Personnel of the Company.

Directors' Responsibility Statement

Pursuant to requirements under Section 134(5) of the Act, the Board, to the best of its knowledge and belief, confirms that:

i) the applicable accounting standards have been followed in preparation of annual accounts for Financial Year ended 31st March 2023 and proper explanations have been furnished relating to material departures;

ii) accounting policies have been selected and applied consistently and prudent judgments and estimates have been made so as to give a true and fair view of state of affairs of the Company at end of financial year and of profit and loss of the Company for year under review;

iii) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the annual accounts for Financial Year ended 31st March 2023 have been prepared on a going concern basis;

v) internal financial controls are in place and that such financial controls are adequate and operating effectively;

vi) adequate systems to ensure compliance with the provisions of all applicable laws are in place and are operating effectively.

Board Evaluation

The criteria and manner for formal performance evaluation of individual Directors, the Board as a whole and the Board Committees has been formulated. Every Director evaluates the performance of other Directors (excepting himself/herself), the Board as a whole and its Committees and provides feedback to the Nomination & Remuneration Committee. The Nomination & Remuneration Committee reviews the feedback and makes relevant recommendation to the Board for final evaluation.

Nomination & Remuneration Policy

In accordance with the provisions of the Act and Listing Regulations, the Board of Directors of the Company on recommendation of the Nomination & Remuneration Committee has formulated the criteria for determination of qualification, positive attributes and independence of Directors along with remuneration of Directors, Senior Management Personnel (including Key Managerial Personnel) and other employees. The Remuneration Policy of the Company is annexed as part of this Report and is also available on the website of the Company at https://ushamartin.com/upload/investorrelations/RemunerationPolicy_20230218075609.pdf.

Vigil Mechanism and Whistle Blower Policy

The Company has a coded Vigil Mechanism and Whistle Blower Policy available at https://ushamartin.com/upload/investorrelations/DetailsofEstablishmentofVigilMechanismWhistleBlower_Policy_20211020071249.pdf. This Policy provides a framework to promote responsible and secure reporting of undesirable activities ("whistle blowing"). Through this Policy, the Company seeks to provide a mechanism to the whistleblower to disclose any misconduct, malpractice, unethical and improper practice taking place in the Company for appropriate action and reporting, without fear of any kind of discrimination, harassment, victimisation or any other unfair treatment or employment practice being adopted against the whistleblower.

Particulars of Employees & Managerial Remuneration

The required disclosure in accordance with Section 197 of the Act read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time is provided separately and forms part of this report.

CEO and CFO Certification

In accordance with the provisions of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company have submitted the relevant certificate for the year ended 31st March 2023 to the Board of Directors.

Additional Disclosures

The Company had adopted effective from 1st April 2016, the notified Indian Accounting Standards (Ind AS) and accordingly the Financial Statements (both standalone and consolidated) for the year ended 31st March 2023 have been prepared under Ind AS. In line with the requirements of applicable provisions of law, the Company has made necessary disclosures in respect of Consolidated Financial Statements, Related Party Transactions and Segmental Reporting.

Further in accordance with the recent amendments made in Rule 8(5) (xi) of Companies (Accounts) Rules, 2014 this is to confirm that as on 31st March 2023, no application or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 against the Company. Also during the year under review there was no instance of one-time settlement with banks or financial institutions and hence the differences in valuation as enumerated under Rule 8 (5) (xii) do not arise. Further this is to confirm that during the year under review there was no change in the nature of business carried on by the Company or by any of its subsidiaries.

The requisite disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been provided separately in this Annual Report.

Auditors

In accordance with the provisions of Section 139 of the Act and pursuant to shareholders approval at the 35th Annual General Meeting held on 11th August 2021, Messrs. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) had been re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company.

The Emphasis of Matter mentioned in the Auditors' Report is self-explanatory. During the year under review, the Auditors did not report any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Cost Auditors

Pursuant to Section 148 of the Act and Rules made thereunder, the Board had appointed M/s. Mani & Co., Cost Accountants for a term of one year, to conduct cost audit of the Company for the Financial Year 2022-23 and had recommended their remuneration to the shareholders which was ratified at the

Annual General Meeting held on 29th July 2022. Subsequent to the recommendation of the Audit Committee, the Board has re-appointed M/s. Mani & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year ending 31st March 2024 and their remuneration is sought to be ratified by the shareholders at the forthcoming Annual General Meeting and is included as an agenda item in the Notice convening the 37th Annual General Meeting of the Company.

Secretarial Audit and Corporate Governance Report

During the year under review, the Board of Directors had appointed M/s. A K Labh & Co. firm of Practicing Company Secretaries for conducting secretarial audit in accordance with the provisions of the Act and the Rules framed thereunder. The Secretarial Audit Report is annexed and forms part of this Report. The Company has complied with the applicable requirements of Listing Regulations (as amended) and followed the practice of getting disclosures from directors and senior management personnel relating to any material, financial and commercial transactions where they have any personal interest with a potential conflict of interest with the Company at large. A detailed Report on Corporate Governance is annexed and forms part of this Report. The Company has also complied with the Standards of Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India as applicable during the year ended 31st March 2023. Observations mentioned in the Secretarial Audit Report is self-explanatory in nature.

Business Responsibility and Sustainability Report

The Business Responsibility and Sustainability Report as stipulated in the Listing Regulations, amended from time to time, forms part of the Annual report.

Audit Committee

Members of the Audit Committee as on 31st March 2023 were Mr. Vijay Singh Bapna as Chairman, Mr. S Ravi and Mr. Rajeev Jhawar. The Company Secretary acts as the Secretary to the Audit Committee. All recommendations of the Audit Committee were duly accepted by the Board and there were no instances of any disagreement between the Committee and Board.

Corporate Social Responsibility (CSR)

The Company continues to take its role as a responsible corporate citizen very seriously and is deeply involved in sustainable development of communities in and around its areas of plant operations. The CSR policy of the Company is available on https://ushamartin.com/upload/investorrelations/CorporateSocialResponsibilityPolicy_20211020071955.pdf.

The Company's commitment to its responsibilities towards society over the years has never been confined to the requirements of any statute. As per the provisions of Section 135 of the Act, the Company need not statutorily incur any social responsibility spending owing to absence of net profits (calculated in the manner as per the provisions of the Act) over the last three financial years and hence, the Company had not made any CSR spending as required under Section 135 of the Act. However, your Company continues to contribute voluntarily to Usha Martin Foundation which carries out various initiatives for social upliftment and development of communities living in and around the production facilities. As on 31st March 2023, the CSR committee comprised of Mr. Vijay Singh Bapna as Chairman, Mrs. Ramni Nirula and Mr. D J Basu as members. The annual report on CSR activities as required under the provisions of the Act and the Rules framed thereunder is provided elsewhere and forms part of this Report.

Annual Return

In accordance with Section 92 (3) read with Rule 12 of the Companies (Management and Administration) Rules 2014 (as amended) a copy of the Annual Return of the Company is hosted on its website and can be accessed at https://ushamartin.com/investor-relations/annual-return#Annual-Return.

Number of Meetings of Board and it's Committees

The details regarding meetings of the Board and Committees have been provided in the Corporate Governance Report forming part of this Report.

Particulars of Loans, Guarantees and Investments

The particulars of loans, guarantees or investments are provided in Note 5 and 30(C) to the Financial Statements.

Particulars of Contracts or Arrangements with Related Parties

During the year under review, in compliance with the Act and Listing Regulations, all related party transactions had been placed before the Audit committee for approval. Necessary approval of the Board has also been obtained where required. Relevant disclosure has been made in Form AOC–2 pursuant to Rule 8(2) of the Companies (Accounts) Rules, 2014 (as amended) and is given as an annexure to this Report. The Related Party Transaction Policy as approved by the Board is hosted on the Company's website at https://ushamartin.com/upload/investorrelations/PolicyonMaterialityandforDealingwithRelatedParty Transactions_20220712111232.pdf

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

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 (as amended) is annexed separately and forms part of this report.

Risk Management

The Risk Management Committee of the Board of Directors of the Company is entrusted with assisting the Board in discharging its responsibilities towards management of material business risk (material business risks include but is not limited to operational, financial, sustainability, compliance, strategic, ethical, reputational, product quality, human resource, industry, legislative or regulatory and market related risks) including monitoring and reviewing of the risk management plan / policies in accordance with the provisions of Listing Regulations. The Company has a risk organisation structure which reviews risks, identifies ownership of risk, assesses the implication of such risks and the method to mitigate the same. As on 31st March 2023, the Risk Management Committee comprised of Mr. Vijay Singh Bapna as Chairman, Mrs. Ramni Nirula, Mr. R Venkatachalam, Mr. S Ravi, Mr. D J Basu and Mr. Devadip Bhowmik as Members.

Material Changes between the End of the Financial Year and Date of Report

There has been no material changes subsequent to the end of the Financial Year and the date of this report which requires to be specifically reported other than as mentioned elsewhere in this Annual Report.

Appreciation

Your directors place on record their appreciation for the valuable co-operation and support of its employees, customers, suppliers, contractors, value chain partners, shareholders, investors, government authorities, financial institutions, banks and other stakeholders.

On behalf of the Board of Directors

RAJEEV JHAWAR
Managing Director
DIN: 00086164

DHRUB JYOTI BASU
Whole Time Director
DIN: 02498037

Place: Kolkata
Date: 27th April 2023

Management Discussion & Analysis

GLOBAL ECONOMY

Globally inflation, macroeconomic volatility and geopolitical conflict continue to be areas of concern. Various efforts continue to be made to cushion the combined effects of the covid19 pandemic and war-induced rising food and energy prices and to steer new capital investment in ways that reduce dependencies on countries now deemed to be less friendly. Global inflation has been pushed higher by demand pressures, including those from the lagged effects of earlier policy support, and supply shocks, including disruptions to both global supply chains and availability of key commodities. Global growth is forecast to slow down. Tighter financing conditions, weaker growth, and elevated debt levels create significant fiscal challenges for emerging markets and developing economies.

INDUSTRY OVERVIEW AND BUSINESS OVERVIEW

India is expected to be the fastest-growing economy among the seven largest emerging markets and developing economies, despite a challenging external environment. A combination of a stable political environment and significant government investments in infrastructure is fostering a positive environment for growth in India. Though India bounced back strongly from the coronavirus pandemic, the country is grappling with the same headwinds buffeting the global economy. However, India's economy is relatively insulated from global spill-overs compared to other emerging markets. This is partly because India has a large domestic market and is relatively less exposed to international trade flows.

During the year under review the steel industry was negatively affected due to disruption of supply-chain, increase of key input materials, global liquidity crunch due to increase in rates of interest by central banks of major economies including that of India. Upward spiralling of freight costs had a negative impact on steel exporters. The Indian economy however showed remarkable resilience through these tough times due to its strong fundamentals. Development in sectors like oil & gas, port and mining have resulted in demand for the Company's specialised products such as large diameter ropes, port crane ropes and mining ropes.

With the expectation of firming up of spendings by government in infrastructure projects like roads, railways, water and sanitation along with expected revival in auto sector, demand for steel and steel products will get a boost during the next fiscal.

PERFORMANCE REVIEW

On a standalone basis, during FY 2022-23, the Company achieved gross production of Wire Ropes and Conveyor Cord of 67,557 MT against 62,145 MT in FY 2021 - 22. The gross production of Strand, Wire & LRPC was 91,853 MT in FY 2022-23 against 93,450 MT in FY 2021-22. Production of the total value added products was higher by about 2.5% in FY 2022-23 compared to that in the previous financial year.

PRODUCTION VOLUME VA PRODUCTS-STANDALONE

Qty in MT	FY 2022-23	FY 2021-22
Wire Ropes	64,428	59,802
Wire/ Strands/LRPC	91,853	93,450
Conveyor Cord	3,129	2,343

During the year, consolidated turnover of the Company stood at Rs. 3,267.76 Crore which is 21.57% higher than Rs. 2,688.07 Crore in the previous year. On standalone basis, the Company's turnover increased by 12.80% to Rs. 2,041.71 Crore in the current Financial Year from Rs. 1,810.05 Crore in the previous year.

The EBITDA achieved by the Company on consolidated basis was Rs. 541.39 Crore being 16.57% of the reported turnover, and on standalone basis at Rs. 328.70 Crore, being 16.10% of the reported turnover against Rs. 418.91 Crore and Rs. 284.82 Crore (excludes exceptional item of Rs. 31.18 Crore) respectively in previous year.

INTERNATIONAL BUSINESS

Usha Martin International Limited [UMIL]: UMIL is a wholly owned subsidiary of the Company located in United Kingdom which enjoys presence in Europe through its following wholly owned step-down subsidiaries with a production facility situated at Nottinghamshire, United Kingdom:

a) Usha Martin UK Limited

b) De Ruiter Staalkabel B.V. Netherlands

c) Usha Martin Italia

d) Usha Martin Europe B.V

The consolidated performance of UMIL during the year under review is provided herein under:

GBP in Mn

UMIL	FY 2020-21	FY 2021-22	FY 2022-23
Turnover	40.5	48.3	71.9
PAT (including OCI)	2.3	1.5	6.3

Brunton Wire Ropes FZCo [BWR]: BWR, located in United Arab Emirates is a wholly owned subsidiary of the Company wherein the Company holds 75% of the paid-up capital of BWR and balance 25% of paid-up capital is held Usha Martin Americas Inc (a wholly owned subsidiary of the Company). The production facility is located at Jebel Ali Free Zone in Dubai. The performance of BWR during the year under review is provided herein under:

USD in Mn

BWR	FY 2020-21	FY 2021-22	FY 2022-23
Turnover	20.6	29.3	36.6
PAT (including OCI)	0.6	2.2	2.6

Management Discussion & Analysis

Continued

Usha Martin Singapore Pte Limited [UMSPL]: UMSPL located at Singapore is a wholly owned subsidiary of the Company which is in business of warehousing and distribution of wire ropes in Asia Pacific region by itself and through its following step-down wholly owned subsidiaries –

a) Usha Martin Australia Pty Limited

b) Usha Martin Vietnam Company Ltd

c) PT Usha Martin Indonesia

d) Usha Martin China Company Limited

The performance of UMSPL during the year under review is provided hereinunder:-

USD in Mn

UMSPL	FY 2020-21	FY 2021-22	FY 2022-23
Turnover	24.6	35.4	38.6
PAT (including OCI)	1.6	3.2	1.2

Usha Siam Steel Industries Public Company Limited [USSIL]: USSIL is a subsidiary of the Company situated in Thailand in which the Company along with Usha Martin Singapore Pte Ltd. holds 97.98% of the equity of USSIL. The production facility is situated at Bangkok, Thailand. The performance of USSIL during the year under review is provided herein under:

THB in Mn

USSIL	FY 2020-21	FY 2021-22	FY 2022-23
Turnover	1,275.2	1,631.9	1,821.2
PAT (including OCI)	2.7	34.7	99.9

Usha Martin Americas Inc [UMAI]: UMAI is a wholly owned subsidiary of the Company situated at Houston, United States of America. The performance of UMAI during the year under review is provided herein under:

USD in Mn

UMAI	FY 2020-21	FY 2021-22	FY 2022-23
Turnover	8.0	14.8	26.2
PAT (including OCI)	0.2	1.7	3.2

DOMESTIC BUSINESS

U M Cables Limited [UMCL]: UMCL is a wholly owned Indian subsidiary of the Company, engaged in business of telecommunication cables. Its manufacturing facility is located at Silvassa, India. The performance of UMCL during the year under review is provided herein under:

Rs. in Crore

UMCL	FY 2020-21	FY 2021-22	FY 2022-23
Turnover	93.2	103.9	111.7
PAT (including OCI)	2.7	7.9	0.6

KEY FINANCIAL RATIOS

The key financial ratios of the Company for the financial year under review as compared to the previous financial year are provided herein under:

Particulars	FY 2022-23	FY 2021-22	Change %
Debtors Turnover (days)	40	47	(14.89)
Inventory Turnover (days)	99	90	10.00
Interest Coverage Ratio (times)[1]	20.2	9.1	121.98
Current Ratio (times)	2.3	2.1	9.52
Debt Equity Ratio (times)	0.2	0.2	-
Operating Profit Margin- EBIT (%)	14.8	15.7	(5.73)
Net Profit Margin (%)	10.5	11.7	(10.05)
Return On Net worth (%)[2]	21.3	25.7	(17.08)

1 Interest coverage ratio has increased due to substantial reduction in finance cost during Financial Year 2022-23.

2 The major reason for difference is due to inclusion of exceptional item in Financial Year 2021-22.

OPPORTUNITIES, THREATS, RISKS & CONCERNS

Opportunities:

- Growth in oil & gas and renewable energy sectors specifically offshore wind projects.
- Opportunities in Latin America mining sector is expected to augment exports.
- Strong activity level in shipping and container terminals
- Supply chain disruptions and higher cost structures faced by global competitors
- Revival in automotive sector and government policies for development of infrastructure projects and thrust on "Make in India" will boost demand for the Company's specialty products.

Threats, Risks & Concerns

- Slowdown of major economies might impact growth plans of the Company.
- Tightening of interest rate regimes by central banks of major economies may continue to be a deterrent factor.
- Inability to pass-off the effect of adverse movement of prices of key input materials and rising freight costs.
- Geo-political tension in Eastern Europe might adversely affect supply-chain and receivables.
- Re-emergence of Covid may dampen business and operations.

OUTLOOK

While the next fiscal starts with speculation of global economic slowdown, liquidity crunch due to interest rate hike to contain inflation by major economies and continuation of supply chain disruptions due to geo-political tensions, India as a nation seems to be more favorably placed considering its strong fundamentals. Government spending in infrastructural and social welfare projects such as roads, railways, water, and sanitation along with expected revival in the auto sector will give an impetus to the demand of specialty products of the Company. With renewed focus on specialty wire-rope business and strategic initiatives to consolidate leadership, the Company is undergoing a strategic transformation. The Company is poised for sustainable growth with value accretive capital expenditure plans, enhancement of specialty offerings across industry segments, increase of geographical spread in strategic markets through overseas subsidiaries and focus on digitization of processes.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control procedures which is commensurate with its size and nature of business in order to fairly ensure efficient usage and protection of the Company's resources, accuracy in financial reporting and due compliance of statutes and procedures. Further authorisation and approval levels for various functions exist and are mapped within SAP environment to ensure controls at source. The Company had engaged a firm of international repute to act as internal auditors of the Company. The Audit Committee of the board periodically reviews Internal Audit reports, progress in implementation of Committee's recommendations and the adequacy of internal control systems.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company appreciates that the talent management process is a key differentiating factor for attaining the overall goals of the organization. The Company continues to undertake various initiatives to nurture, generate and strengthen competencies for continuance of sustainable growth of the Company. Talent acquisition is done through multiple channels with focus on qualification, experience and leadership. The Company continues with its various HR initiatives such as job planning, job rotation, job enrichment, in-house and external training facilities for employees. There is an employee engagement culture of care, connect, coach and contribute. Fresh graduate engineers and diploma holders are recruited for creating talent pool through training and mentoring. The Company has also taken an innovative approach to talent retention through "HR Apkey Dwar" programme wherein there is a direct interaction between HR and employees to understand their aspirations, grievances and suggestions for improvement. The Industrial Relations during the year continued to be cordial and the Company has an executed long-term settlement with recognized unions covering wages and service conditions. The focus on development, upliftment and capacity building of stakeholders in surrounding villages where the production facilities are located continues with fervour. The number of employees is provided elsewhere and forms part of this Annual Report.

APPRECIATION

The Company has been getting necessary support and cooperation from all stakeholders including customers, suppliers, value chain partners, investors, authorities, lenders and employees of the Company to whom the Company expresses its sense of appreciation.

Cautionary Statement

Statements in the management discussion and analysis report describing the Company's objectives, projections, estimates 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 Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas market in which the Company operates, changes in the government regulations, tax law and other statutes and incidental factors.

Business Responsibility and Sustainability Report

The increased stakeholder activism regarding climate change, social injustices and inequalities have brought Environmental, Social and Governance (ESG) aspects to the forefront. The 2022 United Nations Climate Change Conference or Conference of the Parties of the UNFCCC (COP 27) has further garnered attention towards losses and damages from the impact of climate change. As corporates across the globe focus towards climate urgency and social inequalities, ESG mandates and considerations have also tracked momentum.

In India, the Business Responsibility and Sustainability Report (BRSR) by the Securities and Exchange Board of India (SEBI) is the first step in mandating ESG disclosures for top 1000 listed companies. At Usha Martin, we took a voluntary stance at publishing the BRSR in FY 21-22 and we continue to track and disclose our ESG performance.

We continuously rebuild and realign our practices to increase the well-being of the people and planet. In this regard, we strive to enhance our social and environmental initiatives as showcased in our BRSR.

Section A: General Disclosures

Details of the listed entity

1.	Corporate Identity Number (CIN) of the company	L31400WB1986PLC091621
2.	Name of the Listed Entity	Usha Martin Limited
3.	Year of incorporation	1986
4.	Registered office address	2A Shakespeare Sarani, Kolkata – 700071
5.	Corporate address	Usha Martin Limited, 2A Shakespeare Sarani, Kolkata – 700071
6.	E-mail	investor@ushamartin.co.in
7.	Telephone	033 - 7100 6300
8.	Website	www.ushamartin.com
9.	Financial year for which reporting is being done	April 1, 2022 to March 31, 2023 (FY 2022-23)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange of India Ltd. Societe de la Bourse de Luxembourg (For GDRs)
11.	Paid-up Capital	Rs. 304,741,780
12.	Name and Contact Details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Tapas Gangopadhyay Director Tel. No. 033 - 7100 6300 Email ID: tapas@umsingapore.com
13.	Reporting boundary	Standalone Basis

Products/ Services -

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

Sr. no.	Description of the main activity	Description of business activity	% Of turnover of the entity
1.	Manufacturing	Manufacturing of Wire Rope, Wire, Strands including locked coil.	95.22

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

Sr. no.	Product/Service NIC Code % of total Turnover contributed	Product/Service NIC Code % of total Turnover contributed	Product/Service NIC Code % of total Turnover contributed
1.	Wire Rope	3310	57.91
2.	LRPC Strand	3310	24.14
3.	Wire	3310	13.17

Operations –

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

Location	Number of plants	Number of offices	Total
National	3	6 (Kolkata, Chennai, Mumbai, Delhi, Bangalore and Hyderabad)	9
International	3	14	17

17. Markets served by the entity

a. **Number of locations:**

Locations	Number
National (No. of States)	28
International (No. of Countries)	71

b. **What is the contribution of exports as a percentage of the total turnover of the entity?**

32.66%

c. **A brief on types of customers**

The Company caters to many industries pertaining its operations in various sectors such as Construction, Elevator, Crane, Mining, Rope Way, Oil & Gas, Automobile, Fishing, Steel Plants, Power Plant, Shipping and Metro Rail.

Employees -

18. Details as at the March 31, 2023:

a. **Employees and workers (including differently abled):**

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
				Employee		
1	Permanent (D)	524	517	98.66	7	1.34
2	Other than Permanent (E)	65	62	95.38	3	4.62
3	**Total employees (D + E)**	**589**	**579**	**98.30**	**10**	**1.70**
				Workers		
4	Permanent (F)	1628	1626	99.88	2	0.12
5	Other than Permanent (G)	2434	2409	98.97	25	1.03
6	**Total Workers (F + G)**	**4062**	**4035**	**99.33**	**27**	**0.66**

b. **Differently abled Employees and workers:**

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
				Differently Abled Employees		
1	Permanent (D)	0	0	0	0	0
2	Other than Permanent (E)	0	0	0	0	0
3	**Total employees (D + E)**	**0**	**0**	**0**	**0**	**0**
				Differently Abled Workers		
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (G)	0	0	0	0	0
6	**Total Workers (F + G)**	**0**	**0**	**0**	**0**	**0**

The Company presently does not have any differently abled employees as per Rights of Person with Disabilities Act, 2016

19. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14
Key Management Personnel (KMP)	5*	1	20

*KMP includes 3 Whole Time Directors.

20. Turnover rate for permanent employees and workers

	FY 2022-23*			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	9.65	0	9.52	4.50	14.29	18.79	6.12	21.05	27.17
Permanent Workers	11.45	0	11.44	8.99	-	8.99	6.73	-	6.73

*Turnover rate is inclusive of employees who left the organization voluntarily or due to dismissal, retirement or death in service.

Holding, Subsidiary and Associate Companies (including joint ventures) -

21. Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity?* (Yes/No)
1	U M Cables Limited	Subsidiary	100	No
2	Usha Martin Power and Resources Limited	Subsidiary	100	No
3	Bharat Minex Private Limited	Subsidiary	100	No
4	Gustav Wolf Specialty Cords Limited	Subsidiary	100	No
5	Usha Martin International Limited	Subsidiary	100	No
6	Brunton Wire Ropes FZCo.	Subsidiary	100	No
7	Usha Martin Americas Inc.	Subsidiary	100	No
8	Usha Siam Steel Industries Public Company Limited	Subsidiary	97.98	No
9	Usha Martin Singapore Pte. Limited	Subsidiary	100	No
10	Usha Martin Australia Pty. Ltd.	Subsidiary	100	No
11	PT Usha Martin Indonesia	Subsidiary	100	No
12	Usha Martin Vietnam Company Limited	Subsidiary	100	No
13	Usha Martin China Company Limited	Subsidiary	100	No
14	De Ruiter Staalkabel BV Sliedrecht	Subsidiary	100	No
15	Usha Martin Italia SRL	Subsidiary	100	No
16	Usha Martin Europe B.V.	Subsidiary	100	No
17	Usha Martin UK Limited	Subsidiary	100	No
18	Brunton Shaw UK Limited	Subsidiary	100	No
19	European Management and Marine Corporation Limited	Subsidiary	100	No
20	Pengg Usha Martin Wires Private Limited	Joint Venture	40	No
21	CCL Usha Martin Stressing Systems Limited	Joint Venture	49.99	No
22	Tesac Usha Wirerope Company Limited	Joint Venture	50	No

* The subsidiary / joint venture companies define their own initiatives based on their specific content and have access to information and expertise residing with the parent company

CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes. However, the Company need not statutorily incur any CSR spending owing to absence of net profits (calculated in the manner as laid down in Section 198 of Companies Act, 2013) over the last 3 FYs. The Company carries out voluntary CSR activities through its CSR arm - Usha Martin Foundation.

(ii) Turnover (Rs. in lakhs): 2,04,170.77

(iii) Net worth (Rs. in lakhs): 1,07,971.24

Transparency and Disclosures Compliances -

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)*	FY (2022-23)			FY (2021-22)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, community members can submit a formal application to the Usha Martin Foundation, CSR wing of the Company, highlighting their grievances.	0	0	-	0	0	-
Shareholders	Yes, the Company attends shareholder grievances / correspondences expeditiously and has in place a grievance redressal mechanism. A dedicated email ID "investor@ushamartin.co.in" is available to all shareholders to share their grievances / complaints. The website of the Company also has an exclusive section for Shareholders where all information relating to the Company including exchange filings are uploaded. Further, a designated official of the Company is allocated for correspondences with the shareholders and their queries, details of which is also available on the website of the Company.	48	0	All complaints received during the year were resolved.	55	0	All complaints received during the year were resolved.
Investors (Other than shareholders)	Yes, the Company provides open communication channels to all investors to raise their queries / complaints against the Company. A designated official of the Company is allocated to look into the grievances of the investors.	0	0	-	0	0	-
Employee & Workers	Yes, the employees can raise their grievances through one-to-one meetings conducted between them and the Human Resource Team or directly share their concerns with their immediate supervisors. The company has also established a vigil mechanism and Whistleblower policy along with human rights and sexual harassment policy which operates as a formal platform for reporting complaints and grievances.	0	0	-	0	0	-
Customers	Yes, the company has integrated Customer Value Management (CVM) to address the needs of customers. The organization conducts Customer Satisfaction Feedback Survey to receive feedback regarding its products and services and gain insights regarding preferences and complaints of strategic customers.	162	21	complaints pending as at financial year end but subsequently resolved	119	20	complaints pending as at financial year end but subsequently resolved
Value Chain Partners	Company's supply chain management policy and business responsibility and sustainability policy are extended to its value chain partners which enables them to comply with Company's business practices and raise concerns/grievances if any	0	0	-	0	0	-
Others (Please specify)	-	-	-		-	-	

*The Policies of the Company can be accessed at https://ushamartin.com/investor-relations/policies#Code-Policy

24. Overview of the entity's material responsible business conduct issues

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

Sr. No.	Material issue identified	Indicate whether Risk or Opportunity	Rationale for identifying Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Occupational Health and Safety	Risk	Non-Adherence to set safe work practice and Standard Operating Procedure framed by the organization based on statutory norms and national/ international framework.	Well defined onsite & offsite emergency plan and robust occupational health and safety management system can mitigate the risk. i) Access to PPE tools wherever required for all employees and workers. ii) Training all employees and workers on Safe work practice. iii) Investigation of each case and preparation of remedial plan. iv) Ensuring elimination, substitution and engineering control in place, wherever required.	Any failure in the OHS management system may cause loss in man-days, also impact the productivity of the operations. Further, it has intangible effect by demoralizing employees and workers.
2.	Water Stewardship	Risk	Shortage of surface water during summer can lead to a loss of productivity. Additionally, poor management of wastewater can implicate legal complications.	(i) Conducting water audits to develop benchmarks for different processes. (ii) Developed a sufficient capacity of storage reservoirs for rainwater harvesting and have enhanced the water consumption using 3R's approach (Recycle, Reuse and Reduce).	Unavailability of water can affect productivity of the organization and noncompliance with regulatory norms on wastewater discharged can lead to fines and penalties.
3.	Employee Wellbeing	Risk and Opportunity	Opportunity: Enhancing employee relationship by undertaking several measures and providing several material/ non-material benefits for our employees and workers. Risk: Non-compliance with the statutory guidelines can affect business activity.	To enhance employee relationship, the organization has integrated robust mechanism to evaluate employee performance and to provide (i) skill development (ii) technical (iii) operation health & safety trainings to all its employees and workers. Ensuring fair and transparent communication with all stakeholders, as well as maintaining compliance with statutory guidelines and frameworks	By enhancing the employee relationship and fair and transparent engagement can result increase in productivity and low attrition rate. Any instance of non-compliance with statutory norms and guidelines can attract the several implications and reputational loss.
4.	Human Rights	Risk	Any instances of violation of human rights policy can lead to non-compliance with the statutory norms and can have negative implications	Developed comprehensive policies and procedures to increase Human Rights awareness amongst the employees and workers. Trainings imparted on Human rights, Code of Conduct, POSH, etc.	Instances of non-compliance can affect industrial relations and company's reputation.
5.	Energy	Opportunity	Enhancing and utilizing green energy to reduce carbon footprint of the organization.	(i) Implementing solar projects of low capacity at captive power plant. (ii) Use of alternate energy such as use of LPG and biomass briquette as fuel, less consumption of conventional energy such as use of energy efficient LED bulbs and motors, establishing and expanding green footprint by focusing on greenery & greenbelt development. (iii) Green packaging for certain products for resource conservation.	Self-reliance on sustainable and green energy.

Sr. No.	Material issue identified	Indicate whether Risk or Opportunity	Rationale for identifying Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Risk Management	Opportunity	Robust Risk Management system can identify the risk areas and accordingly, can implement the corrective actions for the same by establishing robust governance system around risk areas.	The organization has in place a Risk Management Committee (RMC) and risk management policy. Studying industry-best internal controls and systems, the Company oversees the risk management and governance process. RMC assists the Board in discharging its responsibilities towards management of material business risk (which includes operational, financial, sustainability, compliance, strategic, ethical, reputational, product quality, human resource, industry, cyber security, legislative or regulatory and market related risks) including monitoring and reviewing the risk management plan / policies.	Enhancing the risk management system of the organization can result sustainable development by identify upcoming roadblocks and implementing necessary actions to mitigate the same, eventually strengthening business activity and operations.
7.	Community Development	Opportunity	Promoting inclusive and equitable growth of communities by empowering local communities to become self-reliant, enhance employability of local youth, and livelihood opportunities.	The organization has undertaken several CSR initiatives such as developing natural resource management, organizing various health camps, spreading awareness on women empowerment, health, nutrition and sanitation. Kindly refer the Corporate Social Responsibility Section of our annual report FY 2022-23	Enhancing brand reputation as a responsible company and maintaining cordial relationship with the local bodies and communities
8.	Responsible Sourcing	Opportunity	Procuring certified raw materials and providing required guidance to suppliers in order to adhere with agreed-upon product specification standards can augment responsible and sustainable supply chain.	The organization has developed robust mechanism to assess its suppliers on QMS & OHSAS certifications. Procured material specifications are assessed in case of any deviation suppliers are asked to take necessary corrective actions.	The procurement of certified raw materials results in the production of high-quality goods and an increase in organizational productivity.
9.	Waste Management	Risk	Legal implications	(i) Robust waste management system to improve storage of hazardous waste and responsible disposal of the same in compliance with statutory requirement and regulatory norms. (ii) Acid recycling and sludge management with approved recyclers (iii) Recycle and reuse of sewage water	The organization can face penalty or severe charges in case of non-compliance with regulatory norms.
10.	Supply Chain Management	Opportunity	Maintaining all details and required information of incoming products in a sustainable manner across the supply chain.	(i) Supply chain management policy is in place to guide the Company to build a sustainable supply chain for growth and sustenance of businesses. (ii) The organization has implemented SAP to enhance traceability of products in more robust and comprehensive manner. Retaining records for a longer period of time than the holding period.	All records and required information are maintained properly, remotely accessible and available for longer period.
11.	Sustainable Product Design & Innovation (R&D)	Opportunity	Investing in development of sustainable product, technologies and solutions to enhance business sustainability.	The organization has integrated comprehensive procedure of analyzing market requirement, understanding environmental implications and conducting product awareness programs.	Analyzing market requirements and strategizing sustainable product development resulting performance development.

Business Responsibility and Sustainability Report

Continued

Section B: Management and Process Disclosures

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

P1 Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable

P2 Businesses should provide goods and services in a manner that is sustainable and safe

P3 Businesses should respect and promote the well-being of all employees, including those in their value chains

P4 Businesses should respect the interests of and be responsive towards all its stakeholders

P5 Businesses should respect and promote human rights

P6 Businesses should respect, protect, and make efforts to restore the environment

P7 Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

P8 Businesses should promote inclusive growth and equitable development

P9 Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://ushamartin.com/investor-relations/policies#Code-Policy								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trusted) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	1. ABS - Manufacturing Assessment 2. ABS - Product Design Assessment 3. ABS - Equipment Certification Report 4. American Petroleum Institute (API) Monogram Usage Authority 5. Recognition for BV Mode II Scheme - Bureau Veritas Marine & Offshore 6. China Classification Society - Works Approval 7. Nippon Kaiji Kyokai - Manufacturing process approval - HYFLEX 4 8. DCL - Product Conformity 9. DNV - GL - Approval of manufacturer 10. Lloyd - Approved manufacturer 11. NABL Accreditation 12. ISO 9001:2015 13. ISO 14001:2015 14. ISO 45001:2018 15. Certificate of Conformity (InMetro, Brazil) 16. Standards Organisation of Nigeria Conformity Assessment Program 17. Manufacturers Approval From PGCIL 18. MQP Approval Validity Extension from PGCIL 19. DGMS approval 20. ACRS AUSTRALIA - Certificate of Product Performance 21. Bureau of Indian Standards								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.					Nil				
6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.					Nil				

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

Message from Director's desk:

Dear Stakeholders,

At Usha Martin, we are committed to drive a socially relevant and environmentally conscious approach across our value chain. This year, we have navigated the challenging terrain with accelerated achievements across our business operations and heightened action towards Environment, Social and Governance (ESG) commitments. Recognizing our vision to emerge as a global leader in wire rope industry, we have established sustainable practices, innovative technologies and inclusive growth as the key facets of our journey. We are delighted to share the significant milestones that we continue to achieve throughout of journey, inclusive of obtaining ISO 45001:2018 certification (a globally recognized standard for Occupational Health and Safety Management System) for the manufacturing facility situated at Ranchi.

Our holistic approach to sustainability drives the fulfilment of our vision to augment high quality of wire ropes across the globe. This approach, in turn, typifies our business strategy and aim to boost production efficiency, enable cost-effective manufacturing processes and address the needs of our customers, employees and communities. We continuously strive to enhance employee engagement and development at the Company, address the concerns and demands of our customers and considerably take initiatives for the welfare of the communities.

In cognizance of our efforts to create long-term impact, we welcome our stakeholders to our second Business Responsibility and Sustainability Report, developed in line with NGRBC guidelines. We have also stated few restatements in information provided in our previous Business Responsibility and Sustainability Report. Through this report, we aim to showcase our sustainability initiatives as well as the efforts to address critical stakeholder concerns.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Tapas Gangopadhyay Director Usha Martin Limited Tel. No. 033 - 7100 6300 Mail ID: tapas@umsingapore.com
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Company has in place a "Sustainability Council" constituting of Whole Time Directors and Senior Executives of the Company which is responsible for the overall sustainability performance of the Company. The Council oversees planning, implementation of ESG initiatives in the Company and monitors progress under the purview of 9 principles of NGRBC and other relevant international standards/framework. The Sustainability Council is guided by its terms of reference and reports directly to the Board of Directors. Additionally, the Company also has in place the Risk Management Committee of the Board of Directors consisting of Independent Directors and Whole time Directors to periodically review sustainability related issues.

Business Responsibility and Sustainability Report
Continued

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company has in place a "Sustainability Council" comprising of Whole time Directors and Senior Executives of the Company who is responsible for implementation of sustainability strategies, develop and monitor the effectiveness of the risk management framework related to Environmental Social & Governance (ESG) matters, including risk appetite and risk policies. The Council reviews the Company's performance in implementing sustainability strategies and policy, by receiving and considering updates from the Company's businesses, and internal and external experts and advise the Board on the Company's sustainability goals and commitments and the accomplishment of such sustainability goals and commitments. The Council periodically reviews with management, the status and level of the Company's contingency planning and emergency response activities and preparedness on matters concerning sustainability and accordingly reports to the Board of Directors of the Company. Further, the Risk Management Committee (RMC) assists the Board in discharging its responsibilities towards management of material business risk (which includes operational, financial, sustainability, compliance, strategic, ethical, reputational, product quality, human resource, industry, cyber security, legislative or regulatory and market related risks) including monitoring and reviewing the risk management plan / policies. The RMC meets on a periodical basis and reviews the risk management review report which includes review of various initiatives being taken under NGRBC and advises on the corrective actions to be undertaken and processes to be put in place for effective mitigation.																	

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No	No	No	No	No	No	No	No	No

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	-	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-

SECTION C: Principle wise performance disclosure

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

Essential Indicators –

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

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%Age of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	4	The Company has embraced knowledge transfer and enhancement as a key aspect of the responsible business activity. The Company has organized various trainings and awareness programs. It covers the aspects of Principle 1 on Ethics, Transparency & Accountability, Principle 3 on promotion of wellbeing, Principle 4 on Stakeholder Responsiveness and Principle 8 on Support Inclusive Growth and Equitable Development.	100
Employees other than BOD and KMPs	22	Various trainings are undertaken for skill development for employees such as developing effective communication, upgrading knowledge on various ERP softwares, occupational health and safety, machine capacity study, team building, interpersonal skills and roleplay. Additionally, several awareness programs are conducted on work ethics, legal compliances, prevention of sexual harassment (POSH), HR practices, health and safety.	39.88
Workers	50	Programs are conducted on work ethics, safety, health and hygiene, quality system, HR practices, environment, fire drills and safety, importance of PPE tools and safety kits. Various technical trainings on product / machinery handling, usage and different processes provided to workers for operations at the shopfloor	55.22

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year.**

	Monetary				
	NGRBC Principle	Name of the Regulatory/ Enforcement agencies/ Judicial institution	Amount (In Rs.)	Brief of the Case	Has an appeal been preferred? (Yes / No)
Penalty/ Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding Fee	-	-	-	-	-

	Non-Monetary				
	NGRBC Principle	Name of the Regulatory/ Enforcement agencies/ Judicial institution	Amount (In Rs.)	Brief of the Case	Has an appeal been preferred? (Yes / No)
Imprisonment	-	-	-	-	-
Punishment	-	-	-	-	-

	Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Of the instances disclosed in above Question, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed	-	-

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

The Company has in place an Anti-Bribery and Anti-Corruption Policy which provides a framework for ensuring compliance with legislations governing bribery and corruption globally and conducts its business activities in consonance with applicable laws, highest ethical standards and ensures prevention, detection of fraud, bribery and corruption. The Policy is available on the website of the Company at https://ushamartin.com/upload/investorrelations/Anti-BriberyandAnti CorruptionPolicy_20230218080438.pdf

4. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

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

5. **Details of complaints with regard to conflict of interest:**

	FY 2022-23	FY 2021-22
Number of complaints received in relation to issues of Conflict of Interest of the directors.	0	1*
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	0

*Please refer Directors' Report and Notes to Accounts for further information.

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

   Please refer Directors' Report and Notes to Accounts for further information.

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
1 (One)	The programme focused on the 9 principles as enumerated in the NGRBC guidelines and various ESG parameters inclusive of ethical business practices, sustainable sourcing, human rights, community development, among others	83%

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

   Yes, the Company has developed a robust framework and governance mechanism to manage and combat any issues arising due to the conflict of interests. The Company seeks formal declaration from all Board Members in regard to their related parties and their directorships in other companies at the beginning of the Financial Year. The Audit Committee of the Board grants annual omnibus approval for probable related party transactions before the commencement of a financial year. During a financial year, the necessary approval of the Audit Committee as well as the Board of Directors is taken as and when required. Quarterly Related Party Statements are placed before the Audit Committee for review. Further, every half year an external agency is engaged for independently reviewing related party transactions and their report is tabled and discussed at the Audit Committee Meetings. The Company has in place a Standard Operating Procedure (SOP) for Related Party Transactions which acts as a framework for the Company in undertaking required action and obtaining the necessary approvals in an effective and efficient manner.

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

Essential indicators

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

   The Company continuously strives to integrate eco-friendly innovation and technology within its business operations. The organization prioritizes to invest in digital interventions leading to reduction in its carbon emissions. The Company has further undertaken multiple initiatives to improve its product design and processes to mitigate the environmental and social impact of the products. Some of the initiatives includes installation of shell and additional wall insulation on furnace to reduce loss of heat, using trolley for zinc and lead waste shifting to mitigate the land contamination, and have substituted core of the rope with natural fiber to enhance life cycle perspective of the product and make it eco-friendly. Additionally, the company has developed combination fishing ropes as a replacement for conventional wire ropes (bare rope with lubrication) for fishing market to cater the needs of local market and to reduce environmental impact of the product.

	FY 2022-23	FY 2021-22#	Details of improvements in environmental and social impacts
R&D	8.69%	11.10%	Development of light weight combination fishing rope for shallow water fishing, leading to positive social impacts on the fishermen
Capex	2.44%	14.56%	Equipment for energy conservation & better environmental performance

Restatement of information (Value in Lakhs converted to percentage of contribution)

2. **Does the entity have procedures in place for sustainable sourcing?**

Yes, the Company being a responsible corporate citizen tries to ensure sourcing majority of its inputs sustainably. Most of the suppliers are entities who have their own sustainability development programmes and have benchmarked processes under accredited frameworks. Of the wide spectrum of suppliers, approximately 2% account for Micro Small and Medium Enterprises (MSMEs). In order to enhance sustainability across its supply chain we try to source our materials from at least 32% of these MSMEs who are from local and neighboring districts.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) plastic (including packing) (b) e-waste (c) hazardous waste and (d) other waste.**

The Company is working in specialty steel and wire rope sector with its products being exported across the globe. The Company integrates newer technologies to enhance its market dynamics. Majority of Company's products are fabricated by steel or specialty steel, which can be recycled easily by the local vendors and have high resale value at the end of life as well. The Company has a limited range of use of recycled materials as process inputs owing to its nature of business.

However, the waste generated during the manufacturing process is safely recycled as follows:

a) Plastic waste is sold to recyclers.

b) The E-waste and recyclable hazardous waste are sold to registered recyclers and other non-saleable hazardous waste are disposed with authorized TSDF.

c) Other saleable wastes are being sold to vendors.

4) **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Extended Producers Responsibility (EPR) is applicable effective 1st April 2023. The Company is in the process of obtaining requisite EPR registration.

Leadership Indicators

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

Presently, no products are subjected to a life cycle assessment. The Company is progressing towards developing a comprehensive framework to examine the environmental and social impacts of its products across each stage of their lifecycle and incorporating mechanism to mitigate any anticipated impacts.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not Applicable.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material*	
	FY 2022-23	FY 2021-22#
Wire drawing soap	11%	14 %
Maintenance oil	2.34%	3.80%

* Data specific to Ranchi plant only

Restatement of information as only recyclable waste oils as an input material has been considered.

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

   Not Applicable

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

   Not Applicable

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

Essential Indicators

1. **Measures undertaken for Employee Wellbeing –**

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	517	517	100	517	100	0	0	517	100	0	0
Female	7	7	100	7	100	7	100	0	0	0	0
Total	**524**	**524**	**100**	**524**	**100**	**7**	**1.34**	**517**	**98.66**	**0**	**0**
Other than Permanent employees											
Male	62	1	1.61	62	100	0	0	0	0	0	0
Female	3	0	0	3	100	3	100	0	0	0	0
Total	**65**	**1**	**1.54**	**65**	**100**	**3**	**4.62**	**0**	**0**	**0**	**0**

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	1626	487	29.95	1626	100	0	0	1626	100	0	0
Female	2	0	0	2	100	2	100	0	0	0	0
Total	**1628**	**487**	**29.91**	**1628**	**100**	**2**	**0.12**	**1626**	**99.88**	**0**	**0**
Other than Permanent Workers											
Male	2409	2391	99.25	2409	100	0	0	0	0	0	0
Female	25	24	96	25	100	25	100	0	0	0	0
Total	**2434**	**2415**	**99.22**	**2434**	**100**	**25**	**1.03**	**0**	**0**	**0**	**0**

2. **Details of retirement benefits for FY 2022-23 and FY 2021-22**

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Y	100	100	Y
Gratuity	100	100	Y	100	100	Y
ESI	100	100	Y	100	100	Y
Other (Superannuation)#	92.37	0	Y	-	0	-

#Superannuation was not accounted in previous FY. It is applicable to permanent officers only as per Company policy.

3. **Accessibility of workplaces:**

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

The Company, at present does not have any differently abled employee as per the Rights of Persons with Disabilities Act, 2016 but provisions such as ramps for ease of walking and wheelchairs are in place at the premises of the Company.

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

Yes, being a responsible employer, the Company has in place non-discrimination & equal opportunity policy and maintains strict adherence to equal employment opportunity for all its employees across its organization. This policy is accessible by all employees on the Company's intranet.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

The Company endeavors to provide safe and healthy work environment to all its employees and workers. The organization proactively provides maternity benefits for all its female employees. Zero parental leaves were availed for the current reporting year.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
Total	**-**	**-**	**-**	**-**

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

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes, the Company encourages open and transparent communication with all its employees/ workers and addresses all their concerns and grievances. Employees raise their grievances through one-to-one meetings conducted between them and the Human Resource Team or directly share their concerns with their immediate supervisors. Grievances and concerns are addressed and resolved through discussions and necessary interventions of senior management. The company has also established a vigil mechanism and whistleblower policy which operates as a formal platform for reporting complaints and grievances.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	524	0	0.00	520	0	0.00
Male	517	0	0.00	513	0	0.00
Female	7	0	0.00	7	0	0.00
Total Permanent Workers	1628	1268	77.89	1660	1322	79.64
Male	1626	1268	77.98	1658	1322	79.73
Female	2	0	0.00	2	0	0.00

8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health Safety		On Skill Upgradation		Total (D)	On Health Safety		On Skill Upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	579	455	78.6	294	50.78	572	262	45.80	145	25.35
Female	10	4	40	8	80.00	7	1	14.29	1	14.29
Total	**589**	**459**	**77.93**	**302**	**51.27**	**579**	**263**	**45.42**	**146**	**25.22**
Workers										
Male	4035	3575	88.60	2185	54.2	3683	1028	27.91	1684	45.72
Female	27	17	62.96	1	3.7	23	12	52.17	0	-
Total	**4062**	**3592**	**88.43**	**2186**	**53.82**	**3706**	**1040**	**28.06**	**1684**	**45.44**

9. Details of performance and career development reviews of employees and worker:

Benefits	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	%(D/C)
Employee						
Male	517	517	100	513	513	100
Female	7	7	100	7	7	100
Total	**524**	**524**	**100**	**520**	**520**	**100**
Workers						
Male	1626	1626	100	1658	1658	100
Female	2	2	100	2	2	100
Total	**1628**	**1628**	**100**	**1660**	**1660**	**100**

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, the Company has developed a comprehensive framework for Occupational Health and Safety (OHS). During the Financial Year 2022-23, the manufacturing facility of the Company located at Ranchi was certified with ISO 45001:2018, a globally recognized standard for Occupational Health and Safety Management System.

The Company has implemented 'Integrated Management Safety Policy' in order to provide a safe and healthy working environment for its employees. This policy was specifically developed in accordance with the guidelines provided by National & International Standards, such as ISO 9001, ISO 14001, and OHSAS 18001 for designing, manufacturing, supplying and other services. Furthermore, the Company has established a centralized safety committee which ensures alignment of all its operations with the specified policy and conducts continuous assessment across all its operations to identify hazards, manage risks, prepare investigation reports of each incident observed and take corrective actions for the same.

Additionally, the Company has undertaken several OHS programs to train and guide its employees and workers about the potential hazards across operations and educate them on safe working practices and methodologies. The Company has embarked upon 'Safety Excellence Journey' with a target of achieving zero reportable accidents by March 2024.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

As part of its OHS system, the Company periodically conducts internal as well as third-party safety audits to identify potential hazards and accordingly implements mitigation strategies for the same. A safety observation is a formal evaluation of safety practices in the workplace. Managers, Supervisors or other employees conduct safety observations in person with the goals of identifying positive and negative safety behaviors, addressing the behaviors and recording them for necessary actionable. The Company has corrective and preventative action plans based on the identified safety risks and hazards, allowing it to highlight the gap areas and create closure procedures.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has developed a standard operating procedure (SOPs) which covers a reporting system and escalation methodology in case any near-miss incidents are reported.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the Company being a responsible employer, provides access to non-occupational medical and healthcare services to all employees/ workers by providing them medical support in case of accidents. Group personal accident insurance policy and special leaves are also extended to employees and workers.

11. Details of safety related incidents.

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	10	5
Total recordable work-related injuries	Employees	0	0
	Workers	48	17
No. of fatalities	Employees	0	0
	Workers	1	1
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

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

During the Financial Year 2022-23, the manufacturing facility of the Company situated at Ranchi was certified with ISO 45001:2018, a globally recognized standard for Occupational Health and Safety Management System. During the year under review the Company had engaged the services of an internationally recognized consultant to assess the existing safety management procedures and protocols. By taking cognizance of the recommendations of the consultant, the Company has embarked upon "Safety Excellence Journey" with a target of achieving zero reportable accidents by March 2024. The Company has created a comprehensive occupational health and safety framework, as well as several other initiatives, such as incorporating safety aspects into performance management systems (PMS) and annual key result areas (KRA), which aid in evaluating the safety performance of all of its employees and workers. Furthermore, safety audits are periodically conducted internally as well as through external auditors and Corrective and Preventive Action plan are implemented based on the safety assessments. The Company has aligned all its standard operating procedures and policy framework with international standards and specifications. Additionally, it ensures strict supervision and guidance while providing work permit for the heighted and confined area.

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

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. **Assessments for the year:**

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

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

The Company ensures healthy and safe working conditions throughout its facilities and offices for all its employees. The Company engages in continuous assessment of its business activities on safety parameters and ensures that immediate corrective actions are implemented for any safety/health related risk assessed or any incident that occurred at its premises. Some of the corrective actions taken include:

- Periodic checking of all roof sheets and rectification of the same.
- Periodic checking of all lifting machines at plants.
- Minimization load to avoid unbalancing or falling of material
- Ensuring wearing of full body harness & anchoring with life-line rope or any anchorage point available for safe movement & work.
- Providing sensor to restrict the movement of crane after caution area.
- Running machines only after closing the machine guards
- Ensuring proper PPE usage and regulatory norms for operating equipments.

Leadership Indicators

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

Yes, the Company extends compensatory package to its employees and workers if they suffer any partial/permanent disablement or any adverse event occurs such as accidental death is reported across its facilities.

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

The organization has undertaken following measures to ensure deduction of statutory dues by its value chain partners:

- Reconciliation of annual balance for any type of deduction.
- Mandatory statutory details are reported while onboarding a new vendor.

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

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	0	0	-	-
Workers	1	1	-	-

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

   Yes

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

   The Company has a robust vendor assessment framework that includes requesting declarations via a vendor registration form, conducting physical and virtual audits, understanding health and safety practices during the vendor onboarding process such as certifications from the local Pollution Control Board and safety norms as required.

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100
Working Conditions	100

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

   There were no such instances in current financial year. The organization has adopted comprehensive vendor assessment framework comprising of gap identification, providing recommendations on the corrective action plan and policy upgradation for essential certifications.

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

Essential Indicators

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

   Any individual or an entity, institution, group that impacts the organization's activity is identified as a core stakeholder of the Company. The Company has developed stakeholder-centric approach in all its business activities enabling socially relevant and future oriented approach to business. The Company engages with a wide range of stakeholder categories viz. investors, customers, suppliers and employees through scheduled events and various channels.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group. (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Senior Management & KMPs	No	Emails, SMS, Physical Meetings, Online platforms	Daily	Envisioning the sectoral growth of the organization.
Employees	No	Email, SMS Physical Meetings, Online Platforms	Daily	Organization has transparent and open communication channels.
Workers	No	Safety Meetings, Notice Boards, Counselling	Daily	Organization has transparent and open communication channels.
Communities	Yes	Community Meeting, Website, CSR Events	Quarterly, Need based	Inclusive growth across the communities living in the vicinity of production facilities
Investors	No	Emails, Telephonic conversations, Online Platforms, Meetings, Website, Newspaper Advertisement	Quarterly, Need Based	Communication on financial performance, growth perspective and any material information.
Vendors and Suppliers	No	Emails, Telephonic Conversations, Meetings	Weekly, Need Based	Maintaining strong relationship with value chain partners.
Customers	Yes	Emails, Telephonic Conversations, Physical Meetings, Online Platforms Advertisements, Website	Weekly, Need Based	Understand customer requirement, alignment of business operations to such requirements.

Business Responsibility and Sustainability Report

Continued

Leadership Indicators

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

   The Company consistently focuses on building strong and meaningful relationships with a diverse range of stakeholders. The Board has constituted a Sustainability Council comprising of Directors and Senior Management of the Company. The Council interacts with various stakeholders and apprises the Board on material issues.

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

   Yes, the organization's stakeholder engagement mechanism aims to foster inclusivity, accountability, and responsibility. The organization works with its stakeholders on a myriad of issues on a regular basis, allowing the company to identify risk areas and develop to convey mitigation actions accordingly. There is an ongoing effort to incorporate stakeholder requirements into its business activities and to address its performance and progress on each material topic presented throughout the stakeholder engagement exercise.

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

   The Company prioritizes its stakeholder groups based on the influence of each stakeholder group on its business operations. The organization considers all its stakeholder group in a fair, just and non-discriminative manner and continuously strives to address stakeholder concerns and disseminate fair disclosure of information material to such groups.

Principle 5: Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. employees' workers covered (B)	% (B / A)	Total (C)	No. employees' workers covered (D)	% (D / C)
Employees						
Permanent	524	56	10.69	520	32	6.15
Other than permanent	65	0	0	59	0	0
Total Employees	**589**	**56**	**9.51**	**579**	**32**	**5.53**
Workers						
Permanent	1628	498	30.59	1660	122	7.35
Other than permanent	2434	426	17.50	2046	143	6.99
Total Workers	**4062**	**924**	**22.75**	**3706**	**265**	**7.15**

2. **Details of minimum wages paid to employees and workers:**

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wages		More than Minimum wages		Total (D)	Equal to Minimum Wages		More than Minimum wages	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E /D)	Number (F)	% (F / D)
Employees										
Permanent										
Male	517	1	0.19	516	99.81	513	1	0.19	512	99.81
Female	7	0	0	7	100	7	0	0	7	100
Other than permanent										
Male	62	0	0	62	100	59	0	0	59	100
Female	3	0	0	3	100	0	0	0	0	0

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wages		More than Minimum wages		Total (D)	Equal to Minimum Wages		More than Minimum wages	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E /D)	Number (F)	% (F / D)
Worker										
Permanent										
Male	1626	0	0	1626	100	1658	0	0	1658	100
Female	2	0	0	2	100	2	0	0	2	100
Other than permanent										
Male	2409	80	3.32	2329	96.68	2025	66	3.26	1959	96.74
Female	25	1	4	24	96	21	0	0	21	100

3. **Details of remuneration/salary/wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (in Rs.)	Number	Median remuneration/ salary/ wages of respective category (in Rs.)
Board of Directors (Body)	6	5,505,000	1	1,500,000
Key Managerial Personnel (KMP)	4*	11,042,440	1	6,083,228
Employees other than BOD and KMP	513	787,668	6	748,986
Workers	1626	390,288	2	403,242

* KMP includes 3 Whole Time Directors.

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

Yes, all complaints regarding human rights issues are taken directly to Human Resource Department or Head of the respective departments and appropriate actions are taken as per the certified standing orders of the Company. The Head of Human Resource Department of the Company is the authorized personnel responsible for implementing human right functions in the Company.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company has developed a vigil mechanism and whistleblower policy providing all its internal stakeholders with a formal platform to raise their concerns/grievances. The stakeholders can report any misconduct/ violation directly to the chairperson of the Audit Committee and appropriate actions are undertaken accordingly. Additionally, there is a Human Rights Policy in place which envisages an open channel of communication between the workforce and the HR department for redressal of those grievances which are not covered under the whistle blower policy.

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

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

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

The Company ensures strict adherence of all its business activities in compliance with the Business Responsibility and Sustainability Policy. The Company respects human rights of each employee and strives to address all concerns raised by stakeholders. If any discrimination or misconduct is observed in connection with the complainant, in such instances the employee/workers can escalate their issues to labor unions/ association representative/ Human Resource department.

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

Human rights issues are stringently addressed and mitigated throughout the organization by adhering to robust policies and grievance redressal mechanisms. The organization has a well framed BRSR policy which is extended to its value chain partners and is easily accessible on the website of the company. Additionally, we have in place a Supply chain management policy by which our business conduct principles are applicable to all our suppliers providing goods and/or services.

9. **Assessments for the year:**

	% of plants and offices that were assessed (By entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	-

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

The Company strongly adheres to human rights values and promotes them throughout its value chain and business operations. The Company reported zero instances of non-compliance with human rights issues such as child labor, forced labor, sexual harassment, among others for the current financial year. Furthermore, the Company has laid out stringent policies and procedures to combat with any adverse incidents pertaining to human rights.

Leadership Indicators

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

No such cases were reported in FY 2022-23.

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

No due diligence by any external agency was conducted in FY 2022-23.

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

The premises/plants of the Company have been made accessible to differently abled visitors by inclusion of ramps and other provisions for ease of usage.

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

No such assessments were carried out for our value chain partners in FY 2022-23.

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

Not Applicable

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

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity:**

Parameter	FY 2022-23 (GJ)*	FY 2021-22 (GJ)#
Total electricity consumption (A)	51,544.72	51,713.75
Total fuel consumption (B)	3,913,746.11	3,664,980.50
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	**3,965,290.83**	**3,716,694.25**
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.00019	0.00020
Energy intensity (optional) – the relevant metric may be selected by the entity.		

*# Electricity consumption for FY21-22 and FY22-23 is inclusive of consumption at corporate and branch offices and Hoshiarpur plant

*# Fuel consumption is inclusive of LPG used in furnace, HSD used for forklift and DG, biomass briquette used for hot water generator, coal used for electricity production at Ranchi plant, LPG and DA used in cylinders and cutting, Petrol and diesel used by company vehicles across plants and corporate offices

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

Not Applicable

3. **Provide details of the following disclosures related to water:**

Parameter	FY 2022-23	FY 2021-22
Water Withdrawn by the source (KL)		
Surface Water	7,93,985	6,99,308
Ground Water	2,23,397	2,03,735
3rd Party Water	34,539	29,943
Seawater/ desalinated water	-	-
Other sources	-	-
Total Vol of Water Withdrawn	**10,51,921**	**932,986**
Total Vol of Water Consumed (KL)*	**9,57,211**	**834,311**
Water intensity per rupee of turnover. (Water consumed/turnover)	0.00004688	0.000046093
Water intensity (optional) – the relevant metric may be selected by the entity		

* Note: The water consumption is equal to water withdrawal minus water discharged. The data represents water withdrawn at plants located at Ranchi and Hoshiarpur and water discharged at Hoshiarpur site. During the third quarter of FY 22-23, the Company installed water meters at Ranchi to monitor water discharge quantity. However, the monitoring for water discharge was initiated in the fourth quarter. Since data for only 3 months of water discharge quantity is available, the same has not been included here.

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency. We have not conducted any independent assessment/evaluation/assurance on the numbers above.

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

The Company has recognized water stress as an imminent environmental risk and has identified water stewardship as one the key material topic. During the year under review, an assessment of the existing water management system was conducted by an external consultant. Basis recommendations of such consultant, several initiatives have been put in place to minimize water consumption, reduce reliability on fresh water and optimally use water. These initiatives include waste-water recycling and reuse.

Business Responsibility and Sustainability Report

Continued

5. **Please provide details of air emissions (other than GHG emissions) by the entity:**

Parameter	Please specify unit	FY 2022-23*#	FY 2021-22*#
NOx	Mg/Nm3	137.56	172.44
SOx	Mg/Nm3	251.23	212.19
Particulate matter (PM)	Mg/Nm3	43.14	40.19
Persistent organic pollutants (POP)	-		
Volatile organic compounds (VOC)	-		
Hazardous air pollutants (HAP)	-		
Others – please specify	-		

*Data reported only specific to Ranchi plant

#Unit of measurement has been revised

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency. We have not conducted any independent assessment/evaluation/assurance on the numbers above.

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:**

Parameter	Unit	FY 22-23*	FY 21-22*
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	3,65,911.23	3,42,918.06
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	10,165.76	11,348.29
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.000018	0.000019
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

*Scope 1 and Scope 2 emissions are inclusive of Ranchi plant, Hoshiarpur plant and corporate and branch offices of the Company.

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency. We have not conducted any independent assessment/evaluation/assurance on the numbers above.

7. **Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

The Company strives to track all its energy consumption to identify opportunities for energy conservation and process optimization in its business activities. The Company has been gradually implementing several energy efficient accessories to reduce energy consumption and eventually reduce carbon footprint of the organization. As part of the ongoing focused effort on reducing greenhouse gas emissions, setting up of solar panels / projects is in the pipeline. The Hoshiarpur site of the organization has replaced its conventional furnace oil fired burners with the Propane Gas fired burners in order to reduce its greenhouse gas emissions. Additionally, the specified initiative has potential to save high monetary values by using propane gas as fuel.

8. **Provide details related to waste management by the entity:**

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	2.23	3.70#
Bio-medical waste (C)	0.05	0.05
Construction and demolition waste (D)	1150	890
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	2509.44	2256.78
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	-	-
Total (A + B + C + D + E + F + G + H)	**3661.72**	**3150.53**

Parameter	FY 2022-23	FY 2021-22
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)##		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total		**-**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)**		
Category of disposal Method		
(i) Incineration^	0.05	0.05
(ii) Landfilling	2034.25	1821.20
(iii) Other disposal operations*	1718.74	1507.85
Total	**3753.04**	**3329.10**

Note: E-waste and other saleable hazardous waste are being recycled by a third party.

^Incineration is carried out by approved third party.

*Other Disposal Operations comprises of the Hazardous Waste disposed through Pollution Board Authorized Party.

**Data reported inclusive of Waste disposed for recycling from Plant and Corporate offices

#Restatement of information: E-waste generated is inclusive of plants and corporate offices

##Zero waste recovered through recycling

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency. We have not conducted any independent assessment/evaluation/assurance on the numbers above.

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

The Company has adopted comprehensive procedures to minimize waste generated, several interventions are in planning phase to adopt practices for waste minimization, segregation, and safe disposal as per the regulatory guidelines and complying with all standards and regulatory norms.

Waste management practices are exercised at all the plants of the Company. Waste generated at the organization is categorized into Hazardous and Non-Hazardous waste, wherein the hazardous waste is sold to authorized recyclers, non-saleable hazardous waste is disposed to secured landfill, other saleable waste is sold to reputed vendors, non-saleable non carbonaceous waste is used for land levelling and carbonaceous waste is composted.

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

The organization has undertaken all required environmental clearance and necessary no objection certification (NOCs) at the time of establishment of the organization. However, none of the production facilities are located in ecologically sensitive areas.

Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If No, the reasons thereof and corrective action taken, if any.
If no, the reasons thereof and corrective action taken, if any.		
Ranchi	Production	Yes
Hoshiarpur	Production	Yes
Chennai	Plant & Regional Office	Yes
Kolkata	Head Office	Not Applicable
Delhi	Regional Office	Not Applicable
Bangalore	Sales Office	Not Applicable
Hyderabad	Sales Office	Not Applicable
Mumbai	Regional Office	Not Applicable

Business Responsibility and Sustainability Report

Continued

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

    The Company has Integrated Management System which assess all its business activities for its impact on environmental, health and safety aspects. However, the organization has been developing a mechanism to undergo environmental impact assessment for several projects that can significantly reduce carbon footprint, water consumption and energy consumption of the organization. For current financial year, the company did not require to take impact assessments for any of its projects.

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

    Yes.

Leadership Indicators

1. **Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources:**

    The energy consumed by the organization is from the non-renewable sources, such as fossil fuels and grid electricity.

2. **Provide the following details related to water discharged:**

Parameter	FY 22-23	FY 21-22#
Water discharge by destination and level of treatment (KL)		
(i) To Surface Water*		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
(ii) To Groundwater*		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
(iii) To Seawater*		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
(iv) Sent to third parties*		
- No treatment	-	
- With treatment (please specify level of treatment)	-	-
(v) Others		
- No treatment	-	
- With treatment^ (please specify level of treatment)	97,897	98,675
Total Water discharged (KL)	**97,897**	**98,675**

* Not Applicable to the Company.

^ Primary Treatment Provided

Restatement of information: The mode of discharge has been changed from groundwater to other category (primary treatment provided.)

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency. We have not conducted any independent assessment/evaluation/assurance on the numbers above.

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

    Not Applicable

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

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Assessment of Water Management System	- Water Audit conducted to identify potential water saving opportunities using the concept of 4 R's – Reduce, Reuse, Recharge and Recycle. - Installation of water treatment plant (WTP) at riverside – water intake point (capacity 2100KLD). - Pre-fabricated skid mounted sewage treatment plant (STP) being installed (total capacity 150KLD).	- Efficient and optimal use of water. - Waste-water recycling and Reuse. - Supply and use of clean water. - Reduction in fresh water consumption.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

A comprehensive onsite & offsite emergency control plan, in accordance with the requirements specified as per the Factories Act 1948 (as amended), Hazardous Waste (Management & Handling) Rules,1989 and the Environment (Protections) Rules, 1986 is in place. The Company has a mechanism to mitigate any catastrophic or hazardous situation creating emergency like situation in the plants. The Standard Operating Procedure of this specified disaster management plan has been displayed at several places inside plant premises for awareness of internal stakeholders.

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

Not Applicable.

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

None.

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

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

The Company actively takes part in several Trade and Industry Chambers/ Association to enhance its market reach, build strong peer relationship, discuss various industrial best practices and sectoral policies / regulatory decisions. This promotes a collaborative ecosystem focused on delivering sustainable value creation as well as gaining knowledge for informed decision making. The Company is an active member of 6 Trade Associations and Industry Chambers.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Steel Wire Manufacturers Association of India	National
2	Bengal Chamber of Commerce and Industry	State
3	Confederation of Indian Industry	National
4	Federation of Indian Export Organisation	National
5	Engineering Export Promotion Council of India	National
6	Camera di Commercio di Brescia (Chamber of commerce in Brescia, Italy)	International

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

   The Company adheres to policies and procedures to ensure that there are no instances of non-compliance with anti-competitive behavior throughout the organization. Zero instances of anti-competitive conduct were reported for FY 2022-2023.

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

   Not Applicable.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

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

   Not Applicable

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

   The Company is principally engaged in the businesses of:

   (a) Manufacture and sale of steel wires, strands, wire ropes, cord, related accessories, etc.

   (b) Manufacture and sale of wire drawing and allied machines

   There has been no land acquisition undertaken in recent years.

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

   The Organization has a comprehensive grievance redressal mechanism for all its stakeholders. CSR Arm of our organization Usha Martin Foundation proactively engages with all the issues shared by the community members. The concerns are discussed and addressed through the elected members of Panchayats and consequently a formal application of the concerns is submitted to the Usha Martin Foundation. Thereafter the Foundation seeks more information on the issue from the community members as well as elected members and takes various necessary mitigatory actions accordingly.

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

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	3.13%	3%
Sourced directly from within the district and neighboring districts	70.46%	80%

Leadership Indicators

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

State	Aspirational District	Amount spent (In Rs.)
Jharkhand	Ranchi	101.11 Lakhs*

* This is a voluntary spending by the Company through Usha Martin Foundation, CSR arm of the Company.

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

   No, the organization assesses all its suppliers on a merit basis.

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

   The organization provides equal opportunity to all its suppliers.

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

   Not Applicable

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

   Not Applicable

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

   Not Applicable

5. **Details of beneficiaries of CSR Projects:**

CSR Projects*	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
Maintenance of a separate dedicated medical wing within the building premises of Shalini Hospital, located at Angara, Ranchi in the State of Jharkhand for providing treatment and care to covid affected persons.	2018	74.33
Arranging and sponsoring of remedial classes to help weaker students and managing and maintaining Gurukul School	2271	95.5
Arrangement of health camps for free eye testing; and awareness programs with respect to HIV / AIDS	6497	79.46
Development of sport, infrastructural facilities for village health centres, aganwadis, Jal minars and drainage systems.	1821	70.56
Skill and Livelihood enhancement projects such as establishment of (i) sewing centres, (ii) cultivation of mushrooms and food items, (iii) livestock cultivation and rearing	3123	77.10

*Undertaken by Usha Martin Foundation – CSR arm of Usha Martin Limited.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Essential Indicators

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

   A customer centric approach has been adopted to ensure effective management of customer queries, grievances and customer satisfaction of products/services. Customer Value Management (CVM) is practiced judiciously to address the needs of the customers identified from time to time. The organization conducts Customer Satisfaction Feedback Survey to receive feedback regarding its products and services present throughout domestic and international markets yearly. The survey helps to gain insights regarding preferences and complaints of strategic customers.

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

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

*for steel wire ropes only.

The Company being a responsible organization, maintains highest standards of quality, safety and product integrity for its customers. In order to provide a seamless experience to its customers, the company endeavor to provide them with exceptional product, services and knowledge. With each of its products, the Company shares a guideline or leaflet with all its customers guiding them on safe handling and disposal mechanism, storage criterions and product applications. Additionally, the company actively conducts training sessions for its customers on safe handling and other relevant applications, to build strong relationship with customers, and to understand customer's requirement as well as to address all their queries.

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

	FY 2022-23			FY 2021-22		
	Received during the year	Pending resolution at end of year	Remark	Received during the year	Pending resolution at end of year	Remark
Data privacy	0	-	-	0	-	-
Advertising	0	-	-	0	-	-
Cyber-security	0	-	-	0	-	-
Delivery of essential services	0	-	-	0	-	-
Restrictive Trade Practices	0	-	-	0	-	-
Unfair Trade Practices	0	-	-	0	-	-
Other#	162	21*	-	119	20*	-

*Subsequently resolved.

#Data for 'Other' was not included in FY 21-22 report

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reason for Recall
Voluntary Recall	0	-
Forced Recall	0	-

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

The Company prioritizes risks associated with data privacy and cyber security of its customers. The organization has an Information Security Policy in place and has also incorporated IT security aspects in its Business Responsibility Sustainability Policy to ensure zero tolerance to non-compliances pertaining to data security of its stakeholders.

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

The Company has reported zero instances for issues pertaining to unethical advertising, cyber security and data privacy of customers, product stewardship, among others. Furthermore, the organization also conducts a yearly security audit through a third-party vendor to ensure its compliance with regulatory norms.

Leadership Indicators

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

The Company follows the principle of 'responsible marketing' and complies with all national and international law requirements. The Company proactively provides all information of its product and services to its stakeholders. The information is inclusive of responsible usage, product specifications, ingredients and impacts of the product on the environment.

Website: www.ushamartin.com

Product brochures: https://ushamartin.com/downloads#brochures

LinkedIn: https://www.linkedin.com/company/usha-martin-limited/mycompany/

Facebook: www.facebook.com/ushamartinofficial

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

Technical training on proper handling of products is provided to its customers. Additionally, the company provides guidance to customers on product knowledge, safe storage & handling along with product application through various technical documents and interactive meetings.

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

   Product storage, handling and maintenance manuals are provided to customers for handling of products and understanding the risks associated with them. Consumers are given a manual on product discard criteria so that they can understand the standards for discontinuing the product as and when needed. Training and awareness programs are conducted for customers from time to time.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes, all required information are displayed on its products label which are mandated as per industry requirements. The organization also conducts Customer Satisfaction Survey annually for its products and services in both domestic & international markets.

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

   a. Number of instances of data breaches along with impact

      None

   b. Percentage of data breaches involving personally identifiable information of customers

      None

A. COMPLIANCE OF MANDATORY REQUIREMENTS

I. Company's Philosophy on Corporate Governance

The Company is committed to the highest standards of business ethics and corporate governance. The philosophy of the Company on Corporate Governance envisages attainment of high level of transparency, accountability and equity in all areas of its operations and interactions with customers, shareholders, investors, employees, government authorities and lenders. These practices which are being followed since inception have contributed to the Company's sustained growth.

The Company's Corporate Governance philosophy has been further strengthened through various codes and policies viz. Business Responsibility and Sustainability Policy, Code of Conduct for Prevention of Insider Trading, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Vigil Mechanism Whistle Blower Policy.

II. Board of Directors

The Board of Directors of the Company as on 31st March 2023 comprised of the following Directors:

Name of Directors	Promoter/ Executive/ Non-Executive/ Independent	No. of Other* Directorships held	Name of other Listed Company in which Directorship is held & Category	Other committee positions held **		No. of Equity Shares held $	Relationship between directors
				As Chairman	As Member including Chairmanship		
Mr. Vijay Singh Bapna	Independent, Non-Executive, Chairman	3	MMP Industries Ltd. Independent Director Global Education Limited, Independent Director Lagnam Spintex Limited, Independent Director	2	4	NIL	None
Mrs. Ramni Nirula	Independent, Non-Executive	4	HEG Limited, Independent Director DCM Shriram Limited, Independent Director Kirloskar Brothers Limited, Independent Director	None	2	NIL	None
Mr. Venkatachalam Ramakrishna Iyer	Independent, Non-Executive	None	-	None	None	NIL	None
Mr. Sethurathnam Ravi	Independent, Non-Executive	8	Tourism Finance Corporation of India Limited , Independent Director, Chairman Spacenet Enterprises India Limited, Non-Executive Director, Chairman PCBL Limited, Independent Director,	3	6	NIL	None
Mr. Rajeev Jhawar	Managing Director, Promoter	2	Orient Cement Ltd., Independent Director	None	2	26,11,969	None
Mr. Dhrub Jyoti Basu	Whole Time Director, Executive	5	-	1	1	NIL	None
Mr. Devadip Bhowmik#	Whole Time Director, Executive	2	-	None	None	NIL	None

* Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 ("the Act"), have not been considered for this purpose. Listed entities have been identified from confirmations / declarations received from respective Directors and Corporate Identification Number (CIN) as available on the Ministry of Corporate Affairs' (MCA) website for companies.

** Represents Membership / Chairmanship of only two Committees vis, Audit Committee and Stakeholders' Relationship Committee of Indian Public Limited Companies–Listed and Unlisted (other than foreign companies, private companies and companies formed under Section 8 of the Act).

$ None of the Non-Executive Directors hold equity shares or any convertible instruments of the Company.

Mr. Devadip Bhowmik ceased to be the Whole Time Director of the Company from close of business hours of 27th April 2023.

All Independent Directors have confirmed their 'Independence' to the Board of the Company in accordance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ["SEBI (LODR)"]. All Independent Directors have also confirmed that their names are duly registered in the data bank of Independent Directors as maintained by the Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time. At the financial year-end, declarations have been received from Directors informing their directorship and committee positions held in other companies.

The Company imparted various familiarisation programmes for its Directors which included review of industry outlook and regulatory updates at Board, Audit Committee and Risk Committee Meetings, presentations on internal controls over financial reporting, prevention of insider trading regulations, framework for related party transactions, meeting with senior officials of the Company. Details of familiarisation programmes for Independent Directors of the Company are provided under the 'Investor' section of the Company's website at https://ushamartin.com/investor-relations/policies#Code-Policy.

As per stipulations in Para VII of the Code for Independent Directors in Schedule IV of the Act and as per SEBI (LODR), a separate meeting of the Independent Directors was held on 30th April 2022 and was attended by three (3) Independent Directors of the Company.

Directors' Attendance at Board Meetings and Annual General Meeting

Five Board Meetings were held during the year on 30th April 2022, 6th August 2022, 8th November 2022, 11th February 2023 and 17th March 2023. Annual General Meeting [AGM] was held virtually through audio-video mode on 29th July 2022 in terms of various circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) from time to time. The details of their attendance during the year is given below:-

Name of Directors	Board Meetings during the year/ tenure		Attendance at last AGM
	Held	Attended	
Mr. Vijay Singh Bapna	5	5	Yes
Mrs. Ramni Nirula	5	2	No
Mr. Venkatachalam Ramakrishna Iyer	5	5	No
Mr. Sethurathnam Ravi	5	5	No
Mr. Rajeev Jhawar	5	5	Yes
Mr. Dhrub Jyoti Basu	5	5	Yes
Mr. Devadip Bhowmik*	5	4	Yes

*Mr. Devadip Bhowmik ceased to be the Whole Time Director of the Company from close of business hours of 27th April 2023.

Code of Conduct

Pursuant to provisions of SEBI (LODR), the Board has framed a 'Code of Conduct for Board of Directors and Senior Management' ("Code of Conduct") which is available on the Company's website at https://ushamartin.com/investor-relations/policies#Code-Policy All Directors and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct as at 31st March 2023. A declaration to this effect signed by the Managing Director is annexed to this report.

III. Audit Committee

The terms of reference of the Audit Committee include the powers and roles as set out in SEBI (LODR) and Section 177 of the Act. Among others the Audit Committee reviews related party transactions; internal control systems; financial statements and investments made by unlisted subsidiaries; use and application of funds raised through issue of shares, if any; business plans; implementation of risk management systems; management discussion and analysis of financial condition and results of operations.

As per the Company's 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' (Code) framed pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Audit Committee has been authorized to implement and monitor various requirements as set out in the Code.

Four meetings of the Audit Committee were held during the year on 30th April 2022, 6th August 2022, 8th November 2022 and 11th February 2023. All the recommendations of the Audit Committee were accepted by the Board. During the year under review, there was no change in the constitution of the Committee.

Composition of the Audit Committee and attendance during the year :

Particulars			No. of Meetings during the year/ tenure	
			Held	Attended
Mr. Vijay Singh Bapna	Chairman	Independent Non-Executive	4	4
Mr. Sethurathnam Ravi	Member	Independent Non-Executive	4	4
Mr. Rajeev Jhawar	Member	Managing Director, Executive	4	4

All members of the Audit Committee are financially literate and possess strong accounting and financial management knowledge.

The Whole Time Directors, Chief Financial Officer and Business Heads of the Company attend Meetings of the Audit Committee as invitees, as and when required.

The Statutory Auditors remain present during discussion and review of quarterly results and annual financial statements as invitees to the Meetings of the Audit Committee. The Internal Auditors and Cost Auditors are invited to attend Meetings, as and when required.

The Company Secretary acts as the Secretary to the Audit Committee.

Mr. Vijay Singh Bapna, Chairman of the Audit Committee was present at the last AGM held virtually by audio-video mode on 29th July 2022.

IV. Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee include the role set out in the SEBI (LODR) and Section 178 of the Act. Among others, the Committee shall formulate criteria for determining qualifications, positive attributes and independence of a Director; recommend a Policy relating to the remuneration of Directors, Key Managerial Personnel and other employees; review and recommend to the Board all remuneration payable to the Key Managerial Personnel and Senior Management; formulate criteria for evaluation of Independent Directors and the Board; devise a Policy on Board diversity and identify persons who are qualified to become Directors as well as who may be appointed as Senior Management Personnel, use services of an external agency for identifying suitable candidates.

Two meetings of the Nomination and Remuneration Committee were held during the year on 30th April 2022 and 11th February 2023.

All Committee Members are Independent Directors including the Chairperson of the Nomination and Remuneration Committee. During the year under review, there was no change in the constitution of the Committee.

Composition of the Nomination and Remuneration Committee and attendance during the year:

Particulars			No. of Meetings during the year/ tenure	
			Held	Attended
Mrs. Ramni Nirula	Chairperson	Independent, Non-Executive	2	1
Mr. Vijay Singh Bapna	Member	Independent, Non-Executive	2	2
Mr. Venkatachalam Ramakrishna Iyer	Member	Independent, Non-Executive	2	2
Mr. Sethurathnam Ravi	Member	Independent, Non-Executive	2	2

Due to unavoidable circumstances Mrs. Ramni Nirula, Chairperson of Nomination & Remuneration Committee was unable to join the Annual General Meeting held on 29th July 2022. However, Mr. Vijay Singh Bapna, Chairman of the Company and Member of Nomination Committee was available to answer any relevant shareholder queries.

Performance Evaluation

Every Director of the Company individually evaluates performance of other Directors and submits their report to the Chairperson of Nomination & Remuneration Committee based upon parameters like attendance, participation in discussion at meetings, use of independent judgment, etc. Thereafter on such individual assessment made by the Directors, the Chairperson of Nomination & Remuneration Committee provides an overall report to the Chairman of the Board which is discussed and reviewed at a Board Meeting.

Remuneration Policy

The Company has a Remuneration Policy for Directors, Senior Management Personnel and other employees. The Remuneration Policy inter-alia covers salary, perquisites and retiral benefits payable to Executive and Non-Executive Directors, Senior Management Personnel and other employees of the Company. A copy of the same is annexed to the Directors' Report and is also available on the Company's website at https://ushamartin.com/investor-relations/policies#Code-Policy.

The break-up of remuneration paid to the Managing Director and Whole Time Directors for the Financial Year 2022-23 is given below:

(Rs. In Lakh)

Names	Mr. Rajeev Jhawar*	Mr. Dhrub Jyoti Basu**	Mr. Devadip Bhowmik***
Position	Managing Director	Whole Time Director	Whole Time Director
Period	FY 2022-23	FY 2022-23	FY 2022-23
Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	166.04	59.00	94.25
Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	27.71	1.00	2.17
Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
Others (includes PF, Gratuity, GPA, etc.)	26.86	8.10	5.56
Commission / Performance incentive#	-	15.00	23.05
Total	220.61	83.10	125.03
Service Contract	For a period from 19th May, 2013 to 18th May, 2018 which was further renewed till 18th May 2023.	For a period from 6th June, 2020 till 5th June, 2023	For a period from 15th March, 2021 till 14th March, 2026.
Notice Period	6 months from either side	3 months from either side	3 months from either side
Severance Fees	6 months' salary in lieu of notice.	3 months' salary in lieu of notice.	3 months' salary in lieu of notice.
Stock Options	None	None	None

* Mr. Rajeev Jhawar [DIN: 00086164] was re–appointed as Managing Director of the Company for a period of 5 years effective from 19th May 2018 to 18th May 2023. The remuneration paid to Mr. Jhawar was approved by the Board on 5th February 2018 and 8th February 2021 along with shareholders' approval on 18th September 2018 and 11th August 2021 covering his tenure from 19th May 2018 to 30th April 2022. Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 30th April 2022 approved a revised remuneration payable to Mr. Jhawar for an amount not exceeding Rs.6 Crore per annum for the period from 1st May 2022 to 18th May 2023 (both days inclusive). The revised remuneration payable to Mr. Jhawar for the period from 1st May 2022 to 18th May 2023 was approved by the shareholders by way of special resolution on 29th July 2022.

** Mr. Dhrub Jyoti Basu [DIN:02498037] was appointed as Whole Time Director of the Company for a period of 3 (three) years on 6th June 2020. The remuneration to be paid to Mr. Basu shall not exceed Rs.1 Crore per annum as minimum remuneration (computed with reference to the 'effective capital' of the Company and as provided under Section II of Part II of Schedule V of the Act) for the period commencing from 6th June 2020 till 5th June 2023. The said appointment and remuneration payable to Mr. Basu was approved by the shareholders with requisite majority at the 34th AGM of the Company held on 23rd September 2020.

*** Mr. Devadip Bhowmik [DIN: 08656505] was appointed as Additional Director (Whole Time) of the Company for a period of 5 (five) years w.e.f. 15th March 2021. The remuneration to be paid to Mr. Bhowmik shall not exceed Rs. 1.24 Crore per annum as minimum remuneration (computed with reference to the 'effective capital' of the Company and as provided under Section II of Part II of Schedule V of the Act) for the period commencing from 15th March 2021 till 14th March 2024. The overall limit of remuneration payable to Mr. Bhowmik shall not exceed Rs.1.24 Crore per annum as minimum remuneration (computed with reference to the 'effective capital' of the Company and as provided under Section II of Part II of Schedule V of the Act) for the period commencing from 15th March 2021 till 14th March 2024. The said appointment and remuneration payable to Mr. Bhowmik was approved by the shareholders with requisite majority at the 35th AGM held on 11th August 2021. Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 30th April 2022 approved revision in the remuneration payable to Mr. Bhowmik for an amount not exceeding Rs.1.75 Crore per annum for a period from 1st May 2022 to 30th April 2025 (both days inclusive). The approval for remuneration payable to Mr. Bhowmik for a period from 1st May 2022 to 30th April 2025 (both days inclusive) was approved by the shareholders by way of special resolution on 29th July 2022. Mr. Bhowmik ceased to be the Whole Time Director of the Company from close of business hours of 27th April 2023.

Commission/Performance Incentive relates to the Financial Year ended March 31, 2022, which was approved by the Board & Shareholders on 30th April 2022 & 29th July 2022 respectively and was paid during FY 2022-23.

Report on Corporate Governance
Continued

Mr. Dhrub Jyoti Basu was paid "minimum remuneration" (computed with reference to the 'effective capital' of the Company and as provided under Section II of Part II of Schedule V of the Act) for the Financial Year 2022-23. Mr. Rajeev Jhawar and Mr. Devadip Bhowmik were paid minimum remuneration for the Financial Year 2022-23 as per the shareholders' approval by way of special resolution obtained on 29th July 2022 and in terms of Schedule V of the Act. Further, in accordance with Schedule V of the Act, the "minimum remuneration" determined does not include the Company's 'Contribution to Provident Fund', 'Contribution to Gratuity Fund' and 'Superannuation Fund'. No stock options have been given to any of the Directors. The total remuneration paid to Executive Directors, who are promoters or members of the promoter group, during the period under review is in accordance with the criteria as prescribed under Regulation 17 of the SEBI (LODR).

The break-up of remuneration paid to each of the Non-Executive Directors for the Financial Year 2022-23 is given below:

(Rs. in Lakh)

Name of Non-Executive Directors	Sitting Fees	Commission / Remuneration*
Mr. Vijay Singh Bapna	13.25	10.00
Mr. Venkatachalam Ramakrishna Iyer	12.50	10.00
Mrs. Ramni Nirula	5.00	10.00
Mr. Sethurathnam Ravi	17.00	10.00
Total	**47.75**	**40.00**

*Commission / Remuneration was approved by the Board & Shareholders on 30th April 2022 & 29th July 2022 respectively and was paid during FY 2022-23.

In terms of the provisions of the Act, the Non-Executive Directors have been paid remuneration (on the basis of the Effective Capital) computed as per Schedule V to the Act. The remuneration of Non-Executive Directors consists of commission and sitting fees. The shareholders of the Company have approved payment of commission / remuneration to Non-Executive Directors at the 36th Annual General Meeting of the Company held on 29th July 2022.

No Non-Executive Director has been paid in excess of fifty percent of the total amount paid to all the Non-Executive Directors of the Company.

The criteria for making payments to Non-Executive Directors is available on the Company's website at https://ushamartin.com/investor-relations/policies#Code-Policy.

Apart from the above, no other pecuniary relationships (including stock options) or transactions vis-à-vis the Company exists with any Director.

V. Stakeholders' Relationship Committee

In accordance with the provisions of the Act and SEBI (LODR), the Company has a Stakeholders' Relationship Committee. The terms of reference of this Committee inter-alia includes considering and resolving grievances of stakeholders and speedy disposal of requests received from security holders and approving transfer and transmission of shares, issuance of duplicate share certificates, other documentation and activities related to shares. Mr. Sethurathnam Ravi, Non-Executive Independent Director is the Chairman of the Committee. During the year, the Committee met four times 30th April 2022, 6th August 2022, 8th November 2022 and 11th February 2023. During the year under review, there was no change in the constitution of the Committee.

Composition of the Stakeholders' Relationship Committee and attendance during the year:

Particulars			No. of Meetings during the year/ tenure	
			Held	Attended
Mr. Sethurathnam Ravi	Chairman	Independent Non-Executive	4	4
Mr. Venkatachalam Ramkrishna Iyer	Member	Independent Non-Executive	4	4
Mr. Dhrub Jyoti Basu	Member	Whole Time Director	4	4

Due to unavoidable circumstances, Mr. Sethurathnam Ravi, Chairman of the Stakeholders' Relationship Committee was unable to attend the Annual General Meeting held on 29th July 2022. However, Mr. D J Basu, Member of the Stakeholders Relationship Committee was available to answer any relevant shareholders queries.

Status of complaints of shareholders is given hereunder:

Complaints pending as on 1st April 2022	NIL
Number of complaints received during year ended 31st March 2023	48
Number of complaints attended to/resolved during the year	48
Complaints pending as on 31st March 2023	NIL

Compliance Officer : & Nodal Officer — Mrs. Shampa Ghosh Ray,
Company Secretary,
2A, Shakespeare Sarani,
Kolkata – 700 071
Phone: 033 71006300;
Fax : 033 71006400
Email : investor@ushamartin.co.in

VI. Risk Management Committee

The Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. These levels form the strategic defence cover of the Company's risk management. The Company has a robust organizational structure for managing and reporting on risks. The Risk Management Committee is constituted for overseeing risk management systems as well as risk governance. The Committee is empowered, inter alia, to review and recommend to the Board the modifications to the Risk Management Policy and update the Board regularly on risk management and governance. Through industry-best internal controls and systems, the Board oversees the risk management and governance process. The Committee assists the Board in discharging its responsibilities towards management of material business risk (material business risks include but not limited to operational, financial, sustainability, compliance, strategic, ethical, reputational, product quality, human resource, industry, cyber security, legislative or regulatory and market related risks) including monitoring and reviewing of the risk management plan / policies in accordance with the provisions of SEBI (LODR).

Mr. Vijay S Bapna, Non-Executive and Independent Director is the Chairman of the Risk Management Committee. During the year, the Committee met three times on 6th August 2022, 8th November 2022 and 11th February 2023. During the year under review, there was no change in the constitution of the Committee.

Composition of the Risk Management Committee and attendance during the year:

Particulars			No. of Meetings during the year/ tenure	
			Held	Attended
Mr. Vijay Singh Bapna	Chairman	Independent, Non-Executive	3	3
Mrs. Ramni Nirula	Member	Independent, Non-Executive	3	2
Mr. Venkatachalam Ramkrishna Iyer	Member	Independent, Non-Executive	3	3
Mr. Sethurathnam Ravi	Member	Independent, Non-Executive	3	3
Mr. Dhrub Jyoti Basu	Member	Whole Time Director, Executive	3	3
Mr. Devadip Bhowmik*	Member	Whole Time Director, Executive	3	2

*Mr. Devadip Bhowmik ceased to be Member of the Committee from close of business hours of 27th April 2023.

VII. Corporate Social Responsibility Committee

As on 31st March 2023, the Corporate Social Responsibility Committee comprised of Mr. Vijay Singh Bapna (Chairman, Independent Non-Executive Director), Mrs. Ramni Nirula (Member, Independent Non-Executive Director) and Mr. Dhrub Jyoti Basu (Member, Whole Time Director). The Committee assists the Board in discharging the responsibilities towards making the Company a responsible corporate citizen in accordance with the provisions of the Act and Rules made thereunder. During the year under review, the Committee met once on 30th April 2022 with the presence of two members. During the year under review, there was no change in the constitution of the Committee.

VIII. Finance Committee

The Finance Committee of the Board of Directors as on 31st March 2023 comprised of Mr. Sethurathnam Ravi (Independent Non-Executive Director) as Chairman, Mrs. Ramni Nirula (Independent Non-Executive Director), Mr. Rajeev Jhawar (Managing Director) and Mr. Dhrub Jyoti Basu (Whole Time Director) as Members to inter-alia assist the Board in discharging its' financial decision-making responsibilities. During the year, the Committee met twice on 6th August 2022 and 11th February 2023.

IX. General Meetings:

Date	Type	Venue	Time	No. of special resolutions
29th July 2022	AGM	Virtual Meeting through Video Conferencing / Other Audio-Visual Means. However, the deemed venue for the meeting was the Registered Office of the Company at 2A, Shakespeare Sarani, Kolkata – 700 071	11:30 A.M	2
11th August 2021	AGM		11:30 A.M	-
23rd September 2020	AGM		11:30 A.M	-

During the year under review, no resolution was passed by postal ballot. As on date of this report, the Company proposes to seek approval on three special resolutions from its members by way of postal ballot. The Postal Ballot Notice (including the explanatory statement) will be available on the Company's website at https://ushamartin.com/upload/investorrelations/POSTAL%20BALLOT%20NOTICE_20230518074447_uml-pb-notice-dt27-04-2023.pdf

X. Disclosures

- There were no materially significant related party transactions (i.e. transactions of the Company of material nature), in potential conflict with interests of the Company at large. Transactions with related parties are disclosed in Note 32 to the Accounts in Annual Report.
- There were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter relating to Capital Market during last three years.
- The Board of Directors has adopted a Vigil Mechanism and Whistle Blower Policy to provide a framework to promote responsible and secure reporting of undesirable activities. During the year under report, there was no reporting of any undesirable activity by any person. No personnel of the Company has been denied access to the Audit Committee.
- During the Financial Year 2022-23, all mandatory requirements have been complied with.
- The Company has complied with all other requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (LODR).
- Various Policies and Codes including that of material subsidiaries, vigil mechanism and related party transactions are available on the Company's website at https://ushamartin.com/investor-relations/policies#Code-Policy.
- Management Discussion and Analysis is annexed to the Directors' Report to shareholders and forms part of the Annual Report. Further, the Business Responsibility and Sustainability Report forms part of the Annual Report.
- The Company manages its corporate foreign exchange risk by defining its exposures, measuring them and defining appropriate actions to control the risk. This minimizes, to the extent possible, any adverse effect on the Company's earnings or fair values of assets and liabilities, without exposing the Company to any material risks associated with the transactions, which could be regarded as speculative. Generally forward contracts are used to cover exposures. However, other hedging techniques may also be used like Currency Swaps and Currency Options etc. in consultation with management. The Company is not engaged in commodity hedging activities.
- As per disclosures received from Senior Management Personnel, they have not entered into any material, financial or commercial transactions which may have a potential conflict with interests of the Company at large.
- The Board of Directors has confirmed that in their opinion the Independent Directors fulfill the conditions specified in SEBI (LODR) and are independent of the Management.
- During the year under review, the India Ratings and Research Pvt. Ltd. revised the Company's Outlook to 'Positive' from 'Stable' while affirming Long Term Issuer Rating and Short-Term Credit facilities rating at 'IND A' and 'IND A1' respectively.
- A certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as Director of any company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority has been obtained from a Company Secretary in Practice which forms part of this Report.
- During the year under review the Company did not raise any fund through preferential allotment or qualified institutional placement.
- During the year under review there were no instance of the Board not accepting the recommendations made to it by any of the statutory sub-committees of the Board.
- The requisite disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been provided separately in this Annual Report.
- Total fees for all services paid by the Company to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part has been disclosed in Note 27(ii) to the Accounts in Annual Report. The Statutory Auditor of the Company does not render independently any services to any subsidiaries or associates of the Company.
- There were no Loans and Advances which have been provided to firms/companies in which directors are interested. In terms of Regulation 43A of SEBI (LODR), the Company has formulated a Dividend Distribution Policy. The Policy has been hosted on the website of the Company at https://ushamartin.com/upload/investorrelations/DividendDistributionPolicy_20220505100821.pdf.

- The requirement as specified under sub-paras (2) to (10) of Part C of Schedule V of Listing Regulations have been complied with.
- In terms of SEBI (LODR), the Company identified the list of core skills / expertise / competencies as is required in the context of the Company's business (es) and sector(s) for it to function effectively and those which are actually available with the Board. The specific areas of skills / expertise / competencies of individual Board members are given hereunder:

Name of Directors	Identified Skill / Knowledge set for Directors				
	Operations Management	Finance/ Accounting/ Legal	Strategy Development	Industry Related experience	General Management
Mr. Rajeev Jhawar	✓	✓	✓	✓	✓
Mr. D J Basu	✓	×	✓	✓	✓
Mr. D Bhowmik*	✓	×	✓	✓	✓
Mr. Vijay S Bapna	✓	✓	✓	✓	✓
Mr. R Venkatachalam	✓	✓	✓	×	✓
Mrs. Ramni Nirula	✓	✓	✓	×	✓
Mr. S Ravi	×	✓	✓	✓	✓

*Mr. Devadip Bhowmik ceased to be the Whole Time Director of the Company from close of business hours of 27th April 2023.

- During the year under review, the Company has the following material subsidiaries:

Sl. No.	Name of Material Subsidiary	Date of incorporation	Place of incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditors
1.	Usha Martin UK Limited*	8th July 1998	UK	Azets Audit Services	6th July 2001
2.	Usha Siam Steel Industries Public Company Limited	22nd May 1980	Thailand	Baker Tilly Audit and Advisory Services (Thailand) Ltd.	16th July 2018

*One independent director of the Company has been appointed on the Board of Usha Martin UK Limited.

XI. Means of Communication

a) The Company regularly intimates un-audited quarterly and audited annual financial results to Stock Exchanges immediately after they are approved and taken on record by the Board. During the year, the financial results were published in leading national newspapers viz. Business Standard (all English editions) and Aaj kaal (Bengali editions).

b) Quarterly result presentations are hosted on the website of the Company and also intimated to the stock exchanges.

c) The financial results and official press releases are also posted on the Company's website www.ushamartin.com.

d) As and when presentations are made to media, analysts, institutional investors and fund managers, the same are posted on the Company's website.

e) Apart from statutory announcements, the Company shares information relating to financial performance with public and investors through press releases, social media, business newspapers and magazines as and when required.

XII. General Shareholders' Information

a) Date, time and venue of Annual General Meeting

The Thirty-seventh Annual General Meeting of the Company will be held on Thursday, 10th August, 2023 at 11:30 A.M (IST) through Video Conferencing/ Other Audio-Visual Means.

b) Financial Calendar

Financial Year ended 31st March, 2023	Meetings held on	Next Financial Year ending 31st March, 2024	Meetings to be held on or before (tentative)
First Quarter Results – June 2022	6th August 2022	First Quarter Results – June 2023	14th August 2023
Second Quarter Results – September 2022	8th November 2022	Second Quarter Results – September 2023	14th November 2023
Third Quarter Results – December 2022	11th February 2023	Third Quarter Results – December 2023	14th February 2024
Audited Results for the year ended 31st March 2023	27th April 2023	Audited Results for the year ended 31st March 2024	30th May 2024

c) Book Closure Dates

The Share Transfer Books and Register of Members will be closed from 4th August, 2023 till 10th August, 2023 (both days inclusive).

d) Dividend Payment Date

The Board of Directors at their meeting held on 27th April 2023, has recommended payment of Rs.2.50/- (Rupees Two and fifty paise only) (250%) per equity share of the face value of Re. 1 (Rupee One only) each as final dividend for the financial year ended 31st March 2023. The payment of final dividend is subject to the approval of the shareholders at the ensuing AGM of the Company. The Record date for the purpose of dividend entitlement is 3rd August, 2023. Dividend will be paid on or after 17th August, 2023. The Company shall ensure payment of Dividend within 30 days from the date of declaration of the dividend at the AGM.

e) Stock Exchange where the Company's equity shares are listed and the correspondent scrip code numbers

Sl. No.	Name of the Exchange	Scrip Code
1)	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	517146
2)	National Stock Exchange of India Ltd. Exchange Plaza, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051	USHAMART
3)	Societe de la Bourse de Luxembourg (For GDRs) 35A Bouleverd Joseph II L-1840, Luxembourg	US9173002042

The listing fees for all above mentioned stock exchanges have been duly paid for Financial Year 2022-23.

f) Stock Market Price Data

Month	BSE (Rs./Share)		NSE (Rs./Share)		Volume		Total Volume
	High Price	Low Price	High Price	Low Price	BSE	NSE	
2022							
April	164.65	125.25	164.90	125.55	33,22,754	2,72,85,699	3,06,08,453
May	157.10	105.00	157.40	104.75	26,26,028	2,22,02,488	2,48,28,516
June	125.50	99.45	125.00	99.25	14,01,016	1,34,99,062	1,49,00,078
July	152.50	118.55	152.45	118.70	35,05,832	2,66,54,096	3,01,59,928
August	158.35	132.35	158.25	132.55	24,57,365	1,89,65,240	2,14,22,605
September	149.95	117.70	150.00	117.60	16,72,421	1,35,95,132	1,52,67,553
October	142.80	115.10	142.85	115.20	15,87,164	1,22,77,879	1,38,65,043
November	145.90	125.25	146.00	125.50	13,59,819	1,38,63,888	1,52,23,707
December	181.60	130.00	180.65	130.00	46,74,728	4,63,50,813	5,10,25,541
2023							
January	209.00	173.70	209.00	173.45	52,77,587	5,73,26,737	6,26,04,324
February	194.00	164.45	194.00	166.05	17,14,745	1,64,03,814	1,81,18,559
March	221.60	174.40	221.80	174.05	16,74,952	2,28,68,165	2,45,43,117

g) Performance in comparison to broad based indices such as BSE Sensex and NSE Nifty

Month	Price at BSE (Rs./Share)	BSE Sensex	Price at NSE (Rs./Share)	NSE Nifty
2022				
April	150.90	57,060.87	151.45	17,102.55
May	117.85	55,566.41	117.15	16,584.55
June	121.85	53,018.94	121.50	15,780.25
July	145.00	57,570.25	144.95	17,158.25
August	142.05	59,537.07	142.30	17,759.30
September	122.15	57,426.92	121.90	17,094.35
October	141.10	60,746.59	141.20	18,012.20
November	131.30	63,099.65	131.45	18,758.35
December	172.05	60,840.74	172.20	18,105.30
2023				
January	185.80	59,549.90	185.80	17,662.15
February	174.60	58,962.12	175.70	17,303.95
March	214.15	58,991.52	214.50	17,359.75

h) Registrar and Transfer Agent (both for dematerialised and physical form of shares)

The contact details of the Registrar and Transfer Agent are as under:
MCS Share Transfer Agent Limited
(Unit: Usha Martin Limited)
383, Lake Gardens, 1st Floor, Kolkata - 700045
Phone : +91 33 4072 4051/52/53
Email : mcssta@rediffmail.com
Contact Person : Mr. Shankar Ghosh, Head–Eastern Region

i) Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from 1st April 2019, except in case of transmission or transposition of securities, SEBI w.e.f. 1st April 2019 had mandated transfer of securities in dematerialised form only. However, the mandate of SEBI does not prohibit the shareholders from holding the shares in physical form.

Shareholders have the option of holding shares in physical form even after 1st April 2019. However, any shareholder who is desirous of transferring shares (which are held in physical form) after 1st April 2019 can do so only after the shares are dematerialised.

In view of the above and the inherent benefits of holding shares in electronic form, the shareholders' holding shares in physical form are advised to opt for dematerialisation at the earliest. The Company Secretary has been authorised to endorse physical share transmission and transposition on behalf of the Company.

j) Distribution of Shareholding as on 31st March 2023

Range * (No. of Equity Shares)	No. of Shareholders	%	Number of Equity Shares	%
1 – 100	39,359	58.08	14,46,487	0.47
101 – 500	18,288	26.98	48,44,690	1.59
501 – 1000	4,272	6.30	34,16,480	1.12
1001 – 5000	4,107	6.06	96,75,696	3.18
5001 – 10000	669	0.99	50,64,368	1.66
10001 & above	1,075	1.59	28,02,94,289	91.98
Total#	**67,770**	**100.00**	**30,47,42,010**	**100.00**
* includes shareholding in physical form	4,415	6.51	9,08,110	0.30

The reported total number of paid – up equity shares of the Company as on 31st March 2023 stands inflated by 230 equity shares. This was caused due to an erroneous additional electronic transfer of 230 equity shares (notional) to Investor Education & Protection Fund (IEPF) under the Ministry of Corporate Affairs (MCA) by way of corporate action executed on 29th September, 2020 by Central Depository Services India Limited. (CDSL) and Registrar & Transfer Agent (RTA) of the Company. The Company has been continuously engaging with IEPF Authority under MCA, CDSL and RTA for necessary rectification / reversal of entry. Necessary action is pending with IEPF Authorities under MCA, New Delhi.

Report on Corporate Governance
Continued

k) Pattern of Shareholding as on 31st March 2023

	Category	No. of Equity Shares	% of Total Shareholding
A	Promoter Holding	12,66,07,597	41.55
B	Public Holding		
	- Mutual Fund	63,40,283	2.08
	- Alternate Investment Fund	26,100	0.00
	- Financial Institution / Banks	2,290	0.00
	- Foreign Institutional Investors / Foreign Portfolio Investors	2,84,87,150	9.35
	- Bodies Corporate	4,17,83,360	13.71
	- Individual	7,73,75,123	25.39
	- NBFC	79,000	0.03
	- IEPF	11,75,657	0.39
	Total (B)	**15,52,68,963**	**50.95**
C	GDRs@	2,28,65,450	7.50
GRAND TOTAL [A+B+C]#		**304,742,010**	**100.00**

@ As on 31st March 2023 Promoters and Promoters Group are holding 36,48,716 GDRs (representing 1,82,43,580 Equity Shares).

The reported total number of paid – up equity shares of the Company as on 31st March 2023 stands inflated by 230 equity shares. This was caused due to an erroneous additional electronic transfer of 230 equity shares (notional) to Investor Education & Protection Fund (IEPF) under the Ministry of Corporate Affairs (MCA) by way of corporate action executed on 29th September 2020 by Central Depository Services India Limited. (CDSL) and Registrar & Transfer Agent (RTA) of the Company. The Company has been continuously engaging with IEPF Authority under MCA, CDSL and RTA for necessary rectification / reversal of entry. Necessary documents in this matter have been submitted to IEPF Authorities. Necessary action is pending by IEPF Authorities under MCA, New Delhi.

l) Dematerialization of Shares

As at 31st March 2023, 99.70% of total Equity Shares of the Company were held in electronic form with NSDL/ CDSL.

The Company's Equity Shares are being traded compulsorily in dematerialized form with effect from 21st March, 2000.

The ISIN of the Company's Equity Share is INE228A01035.

m) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

As on 31st March 2023, there were 45,73,090 Global Depository Receipts (GDRs) outstanding representing 2,28,65,450 Equity Shares.

n) National Electronic Clearing Service (NECS)

The Company has extended the NECS facility to shareholders to enable them to receive dividend through electronic mode in their bank account. The Company encourages Members to avail this facility as NECS provides adequate protection against fraudulent interception and encashment of dividend warrants in transit and correspondence with the Company on revalidation /issuance of duplicate dividend warrants.

o) Bank Details for Electronic Shareholding

Members are requested to notify their Depository Participant (DP) about changes in bank details. Members are requested to furnish complete details of their bank account including MICR Code of their bank to their DP.

p) Communication to shareholders

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 read with clarification circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023. Shareholders were requested to submit Form ISR-1 for updating PAN and other KYC details with RTA of the Company and link PAN with Aadhar by 31st March 2023 to avoid freezing of their folios on or after 1st October 2023 After 31st December 2025, the frozen folios shall be referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The forms for physical shareholders are also available on the website of the Company at https://ushamartin.com/investor-relations/forms-for-physical-shareholders#Information-Holders-Physical-Shares and website of the RTA at www.mcsregistrars.com.

SEBI vide its Circular No. SEBI/ HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated that Listed Companies should issue securities in demat form only while processing service requests viz. Issue of Duplicate Securities Certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of Securities Certificate; Endorsement; Sub-division/ Splitting of Securities Certificate; Consolidation of Securities Certificates/Folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the link at https://ushamartin.com/investor-relations/forms-for-physical-shareholders#Information-Holders-Physical-Shares

Members are requested to furnish their PAN to enable the Company to strengthen compliance with KYC norms and provisions of Prevention of Money Laundering Act, 2002 (as amended).

q) Plant Locations in India as on 31st March 2023

Tatisilwai, Ranchi – 835 103
Hoshiarpur, Punjab – 146 024
Sri Perumbudur, Tamil Nadu – 602 105

r) Address for Correspondence:

i) **Usha Martin Limited**

2A, Shakespeare Sarani, Kolkata 700 071
Phone: +91 33 71006300, Fax: +91 33 71006400

ii) **Person to be contacted for shareholder's queries/ complaints:**

Mrs. Shampa Ghosh Ray, Company Secretary
2A, Shakespeare Sarani, Kolkata 700 071
Phone: +91 33 71006300, Fax: +91 33 71006400
Email: investor@ushamartin.co.in

B. STATUS OF ADOPTION OF THE NON-MANDATORY REQUIREMENTS

Shareholder Rights

The Company from time to time uploads the quarterly and half – yearly financial performance on the website of the Company. However, hard copies of the same are not sent to the shareholders.

Separate Chairperson and Managing Director or the Chief Executive Officer

As on 31st March 2023, the Board is headed by a Non–Executive Independent Chairman and his position is separate from that of the Managing Director. The Chairman is not related to the Managing Director as per the term "relative" defined under Companies Act 2013.

Reporting of the Internal Auditor

The Internal Auditor of the Company reports to the Audit Committee.

Other Item

The items mentioned under Non-Mandatory Requirements of SEBI (LODR) (as amended) are being reviewed and will be implemented by the Company as and when required or deemed necessary by the Board.

Declaration

As provided under SEBI (LODR), it is hereby declared that all Board Members and Senior Management Personnel of the Company have affirmed their compliance of the Company's "Code of Conduct for Directors and Senior Management Personnel" for Financial Year ended 31st March, 2023.

Place : Kolkata
Date : 27th April, 2023

RAJEEV JHAWAR
Managing Director
DIN : 00086164

Certificate on Corporate Governance

To the Members of Usha Martin Limited

We have examined the compliance of conditions of Corporate Governance by Usha Martin Limited ("the Company") in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") for the year ended 31.03.2023.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

FOR A. K. LABH & CO.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No – 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN: F004848E000207039

Place : Kolkata
Dated : 27th April, 2023

Certificate of Non-Disqualification of Directors

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

To,
The Members of
Usha Martin Limited
2A, Shakespeare Sarani
Kolkata - 700071
West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Usha Martin Limited having CIN : L31400WB1986PLC091621 and having registered office at 2A, Shakespeare Sarani, Kolkata - 700071, West Bengal (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Sethurathnam Ravi	00009790	12.11.2021
2.	Ramni Nirula	00015330	26.07.2019
3.	Rajeev Jhawar	00086164	19.05.1998
4.	Venkatachalam Ramakrishna Iyer	02194830	12.11.2021
5.	Dhrub Jyoti Basu	02498037	06.06.2020
6.	Vijay Singh Bapna	02599024	27.05.2019
7.	Devadip Bhowmik	08656505	15.03.2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **A. K. LABH & CO.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No – 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN: F004848E000207017

Place : Kolkata
Date : 27th April, 2023

Particulars of Remuneration

INFORMATION PURSUANT TO SECTIONS 134(3)(Q) AND 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (AS AMENDED) FOR THE YEAR ENDED 31ST MARCH, 2023:

Sl No.	Requirement	Disclosure
i.	The ratio of remuneration of each Director to the median remuneration of employees of the Company for the Financial Year.	a) Mr. Vijay Singh Bapna, Non-Executive, Independent Director, Chairman – 5.87 : 1* b) Mrs. Ramni Nirula, Non-Executive, Independent Director – 3.79 : 1* c) Mr. Sethurathnam Ravi, Non-Executive, Independent Director – 6.82 : 1* d) Mr. Venkatachalam Ramakrishna Iyer, Non-Executive, Independent Director – 5.68 : 1* e) Mr. Rajeev Jhawar, Managing Director – 55.69 :1 f) Mr. Dhrub Jyoti Basu, Whole Time Director – 20.98 : 1 g) Mr. Devadip Bhowmik, Whole Time Director – 31.56 :1 * Constitutes of sitting fees paid to every Non – Executive Director for attending Board & Committee meetings in which such Director is a member and remuneration of Rs. 10 Lakh each was paid during the FY 2022 – 23 to each of the Non-Executive Independent Directors as per approval of shareholders at the 36th AGM held on 29th July, 2022. Note: while computing the median remuneration, 2,152 [as on 31st March, 2023] employees has been considered.
ii.	Percentage Increase / (Decrease) in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the Financial Year.	a) Mr. Vijay Singh Bapna, Non-Executive, Independent Director, Chairman – 63.16%@ b) Mrs. Ramni Nirula, Non-Executive, Independent Director – 17.65%@ c) Mr. Sethurathnam Ravi, Non-Executive, Independent Director – 414.29%@ d) Mr. Venkatachalam Ramakrishna Iyer, Non-Executive, Independent Director – 150.00%@ e) Mr. Rajeev Jhawar, Managing Director – 80.73% f) Mr. Dhrub Jyoti Basu, Whole Time Director – 26.26% g) Mr. Devadip Bhowmik, Whole Time Director – 39.97% h) Mr. Anirban Sanyal, Chief Financial Officer – 28.32% i) Mrs. Shampa Ghosh Ray, Company Secretary – 23.78% @ In addition to sitting fees paid to Non – Executive Directors (NED) for attending the Board and Committee Meetings in which such Director is a member, during the FY 2022 – 23 NEDs were also paid remuneration of Rs. 10 Lakh each as per the approval of shareholders at 36th AGM held on 29th July, 2022. Hence the remuneration paid to Non-Executive Independent Directors for FYs 2022-23 and 2021-22 are not comparable.
iii.	Percentage increase in the median remuneration of employees in the Financial Year	1.09%
iv.	Number of permanent employees on the rolls of the Company	2,152 [As on 31st March, 2023]
v.	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 percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage increase in salaries of employees during the last Financial Year was 7.47 % compared to 45.97 % of increase in the aggregate remuneration paid to managerial personnel (i.e MD, WTDs, CFO & CS). The remuneration of managerial personnel of the Company is decided after considering the following factors: a) Job profile, strategic roles and responsibilities; b) Comparison with industry standards; c) Operating performance of the Company; d) Adjustment towards cost of living; The shareholders had at the 36th Annual General Meeting held on 29th July, 2022 approved the revised remuneration payable to Mr. Rajeev Jhawar, Managing Director and Mr. Devadip Bhowmik, Whole time Director which was made effective from 1st May, 2022.
vi.	Affirmation that the remuneration is as per the Remuneration Policy of the Company.	Yes.

On behalf of the Board of Directors

RAJEEV JHAWAR
Managing Director
DIN: 00086164

DHRUB JYOTI BASU
Whole Time Director
DIN: 02498037

Place : Kolkata
Date : 27th April, 2023

INFORMATION PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014, AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

Name	Age (Years)	Designation/ Nature of Duties	Gross Remuneration (Rs. in Lakh)	Qualifications	Experience (Years)	Date of Commencement of Employment	Previous Employment - Designation
(A) Top ten employees in terms of remuneration drawn and having been employed throughout the financial year.							
Rajeev Jhawar	58	Managing Director	220.61	B. Com (Hons)	38	26-Nov-94	Usha Martin Industries Limited (Since Merged with the Company) - Jt. Managing Director
Devadip Bhowmik	58	Whole Time Director	125.03	Science Graduate & Electrical Engineer	32	01-Jun-19	Tata Sponge Iron Ltd (presently known as Tata Steel Long Products Ltd.) - Vice President
Anirban Sanyal	48	Chief Financial Officer	95.82	Chartered Accountant	27	15-Sep-16	Outotec India Pvt. Ltd. - Finance Controller
Dhrub Jyoti Basu	65	Whole Time Director	83.10	B.Sc (Hons), PGD Personnel Management & Industrial Relations	43	10-Apr-06	Larfarge India Ltd - Vice President (Human Resource)
S.B.N. Sharma	49	Sr. Vice President - Manufacturing	82.23	B.E (Mech), MBA	28	10-Jul-95	Not Applicable
Santanu Das	54	Asst. Vice President - Sales & Marketing	72.96	B.E (Met)	31	26-Dec-06	Adhunik Metaliks Ltd. - Deputy General Manager
Chirantan Chatterjee	53	Sr. Vice President - Sales & Marketing	65.00	B.E (Mech)	31	01-Mar-03	SKF Bearings India Ltd. - Business Engineer
Shampa Ghosh Ray	47	Vice President - Legal & Company Secretary	60.83	ACS & LLB	23	01-Jun-16	Kesoram Industries Ltd. - Lead Secretarial & Investor Services
Ghanshyam Das Lakhotia	52	General Manager - Finance & Treasury	54.34	B. Com (Hons)	29	01-Oct-94	Not Applicable
Rajesh Dutta	49	General Manager - Information Technology	53.89	B. Tech (Electronics & Communication)	26	22-Jun-20	Emami Agrotech Ltd. - Deputy General Manager (IT Infrastructure)
(B) Names of every employees who draws a remuneration of Rupees One Crore and Two Lakh per annum and has not been mentioned in (A) above.							
NIL							
(C) Employed for a part of the financial year and was in receipt of remuneration for any part of the year at a rate which in the aggregate was not less than Rs.850,000 per month.							
NIL							
(D) Employed throughout the financial year or part thereof and was in receipt of remuneration in the aggregate or at a rate which, in aggregate, is in excess of that drawn by Managing Director or Whole time Director and holds alongwith spouse and dependent children not less than two percent of equity shares of the Company.							
NIL							

Notes :

(1) Nature of employment for all employees is contractual.

(2) Gross Remuneration comprises salary, allowances, monetary value of perquisites, commission to Directors and Company's contribution to Provident and Superannuation Funds but excludes contribution to Gratuity Fund on the basis of actuarial valuation as separate figures are not available.

(3) None of the employees named above is a relative of any Director of the Company.

On behalf of the Board of Directors

Place : Kolkata
Date : 27th April, 2023

RAJEEV JHAWAR
Managing Director
DIN: 00086164

DHRUB JYOTI BASU
Wholetime Director
DIN: 02498037

Form AOC-2

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

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS' LENGTH TRANSACTIONS UNDER THIRD PROVISO THERE TO:

1) Details of contracts or arrangements or transactions not at arm's length basis – NIL

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

2) Details of material contracts or arrangement or transactions at arm's length basis – NIL

a)	Name(s) of the related party and nature of relationship	-
b)	Nature of contracts/arrangements/transactions	-
c)	Duration of the contracts/arrangements/transactions	-
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	-
e)	Date(s) of approval by the Board, if any:	-
f)	Amount paid as advances, if any:	-

On behalf of the Board of Directors

Place : Kolkata
Date : 27th April, 2023

RAJEEV JHAWAR
Managing Director
DIN: 00086164

DHRUB JYOTI BASU
Whole Time Director
DIN: 02498037

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

The Company has put in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in accordance with the requirement of the 'Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended. In accordance with the above Policy, Internal Complaints Committee has been set up to address and resolve complaints regarding sexual harassment. All employees of the Company are covered under the aforementioned Policy.

The summary of complaints received and disposed during the Financial Year 2022-23 are as under:

Number of complaints received : NIL

Number of complaints disposed : Not Applicable

Secretarial Audit Report

for the Financial Year ended 31st March, 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,
Usha Martin Limited
2A, Shakespeare Sarani
Kolkata - 700071
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Usha Martin Limited having its Registered Office at 2A, Shakespeare Sarani, Kolkata - 700071, West Bengal (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 books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors' Responsibility

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers' and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

We report that, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2023 according to the provisions of (as amended) :

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;

(iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;

(iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Act:

1. Prevention of Food Adulteration Act, 1954;
2. The Petroleum Act, 1934 and the Petroleum Rules, 2002;
3. The Explosives Act, 1884
4. The Legal Metrology Act, 2009; and
5. The Indian Boiler Act, 1923

to the extent of its applicability to the Company during the financial year ended 31.03.2023 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environmental laws, etc.

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

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018;

(iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and

(v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

We further report that :

(a) 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.

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

(d) 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:

(a) As represented by the management, the Company has taken "Directors' and Officers' Insurance Policy" and the terms and conditions of the said policy, inter alia, covers the requirements of "Special Contingency Insurance Policy" as mandated in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May 2022.

(b) The Company is in compliance with Regulations 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 and has a Structured Digital Database in place.

(c) The applications for compounding/adjudication filed by the Company under the Act in earlier years have been disposed off by the concerned adjudicating authorities during the year under report.

(d) The total issued & paid-up equity share capital of the Company as on 31st March 2023 stands inflated by 230 equity shares due to erroneous transfer of the said shares by Central Depository Services (India) Limited to Investor Education and Protection Fund through corporate action on 29.09.2020. The rectification of the same is still under process.

For A. K. LABH & CO.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secreytary
FCS : 4848 / CP No. : 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848E000206995

Place : Kolkata
Dated : 27th April, 2023

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

Pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Account) Rules, 2014:

(A) CONSERVATION OF ENERGY:

i) Steps taken or impact on conservation of energy.

a) Continuation of replacement of DC motor and drive with AC motor and drive resulted in saving of energy;

b) Replacement of conventional light by LED lights and installation of energy efficient air conditioners in place of existing air conditioners;

c) Continuation with the drive for installation of sensors for automatic switching off of electrical appliances in shop floor, toilets, rest rooms, meeting halls, offices etc.

d) Continuation with the drive for installation of IGBT UPS base inbuilt isolation transformer.

ii) Steps taken by the Company for utilising alternate sources of energy:

a) Continuation of pursuit of green building concepts by replacing opaque sheets with transparent sheet for roofing at chosen positions;

b) Continuation of use of briquette for heating of water and energy conservation.

c) Conceptualization, evaluation and preparation of roadmap for implementation of usage of solar energy.

iii) Capital investment on energy conservation equipment – Rs. 322.00 Lakh

(B) TECHNOLOGY ABSORPTION:

i) Efforts made towards technology absorption:

a) Designing and development of special preform head for manufacturing Parallel Closed Ropes.

b) Introduced compacted core LCWR, and Swaged, Double Swaged & Compacted Swaged Ropes.

c) Development of 3D Rope models for various products.

ii) Benefits derived like product improvement, cost reduction, product development or import substitution:

a) Introduction of environment friendly wire rope lubricant with VGP compliance which is suitable for marine application.

b) Enhancement of performance of products.

c) Augmentation of products ensuring unchanged quality with cost reduction.

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):

Details of technology imported	Year of import	Whether the technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place and the reasons thereof
Design of Special Nozzle for shaped wires (Half Lock Section)	2021	Yes	-
120 mm Sheathing Line for Stay Cable Strands	2022	Yes	-

iv) Expenditure incurred on Research and Development: Rs. 579.66 Lakh

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

(Rs. in Lakh)

i.	Foreign Exchange earned in terms of actual inflows during the year	68,486.44
ii.	Foreign Exchange outgo during the year in terms of actual outflows	7,685.92

On behalf of the Board of Directors

RAJEEV JHAWAR
Managing Director
DIN: 00086164

DHRUB JYOTI BASU
Whole Time Director
DIN: 02498037

Place : Kolkata
Date : 27th April, 2023

Remuneration Policy

Extracts from the Nomination and Remuneration Policy of Usha Martin Limited

The philosophy for remuneration of Directors, Senior Management Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy is aligned to this philosophy.

This Remuneration Policy has been prepared pursuant to the applicable provisions of the Act and SEBI LODR. In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law.

(i) DIRECTORS

A) Non–Executive Directors

1) Sitting Fees: Every Non-Executive Director of the Company shall be entitled to a sitting fees or such amount as may be decided by the Board for attending every Board Meeting and Committee Meeting in which such Director is a member in accordance with the provisions of the Act and SEBI LODR.

2) Commission: In case of adequate profit Non–Executive Directors shall be entitled to commission upto such percentage of the net profit calculated in the manner as prescribed and allowed under the Act. The above commission shall be apportioned in the manner as may be decided by the Board.

3) Remuneration to Non- Executive / Independent Directors: In case of inadequate profit Non-Executive / Independent Directors shall be entitled to remuneration not exceeding the limits as prescribed in the Act and Rules made thereunder.

4) Re–imbursement of travelling and hotel expenses: Non-Executive Directors shall be entitled to reimbursement of expenses on account of travelling and hotel expenses for attending Board and / or Committee Meetings and / or visit to any place on Company's business.

B) Executive Directors

Remuneration payable to Executive Directors shall be fixed from time to time by the Nomination & Remuneration Committee, Board of Directors and Shareholders within the overall ceiling mentioned under the Act.

In case of loss or inadequate profits, the Executive Directors will receive the above remuneration as minimum remuneration as envisaged in the Act.

(ii) SENIOR MANAGEMENT PERSONNEL

The remuneration of Senior Management Personnel shall generally have the following constituents:

- Basic salary
- House Rent Allowance
- Additional Allowance
- Special Allowance
- Conveyance
- Medical
- Leave Travelling Allowance
- Provident Fund
- Gratuity
- Superannuation

All senior management personnel of the Company have fixed pay and also performance pay based on individual and company performance.

Senior Management Personnel are entitled to retiral benefits like gratuity, provident fund, superannuation, etc. as per the Human Resource Policy of the Company. They are also entitled for benefits and perks as applicable as per Company's Policy.

The annual revision of the salary of senior management personnel will be based on performance as per the annual plan of the preceding year and will be prepared and recommended by Recruitment Committee consisting of atleast Managing Director, Whole-time Director/(s) and Head of Human Resources to the Nomination and Remuneration Committee of the Board of Directors of the Company.

(iii) OTHER EMPLOYEES

The Employees of the Company are divided into two categories viz. Non Officers or Workmen and Officers or Executives. The Non Officers or Workmen are unionized. The workmen of Ranchi factory are governed by a 4 year long term settlement arrangement regarding their salary and terms of employment. The workmen of Hoshiarpur factory are unionized but there is no long term settlement arrangement, however, they receive increments every year and other benefits based on the discretion of management.

This Policy covers Officers/ Executives, which is explained below –

Officers of the Company are divided into 12-13 levels and all are having Fixed Salary based on the Components viz. Basic, House Rent Allowance, Conveyance, Additional Allowance, Special Allowance, Medical Allowance, Leave Travel Allowance and the contribution to the various Statutory/Retrial Benefits. The above components consist of the total Cost to the Company of the individual Officer. The yearly increment is given based on an increment matrix linked with the appraisal points, finalized by his immediate superior and Executive Director(s) (ED) level. The yearly increments of Deputy General Manager (DGM) and above located at Plants will generally be finalised on recommendation of Plant Head based on performance and subsequently finalised by ED. Apart from the above, the Officers based in the Plants are entitled for Production Incentive. The following shall be considered for determining remuneration or revision of remuneration: -

A) Compensation Survey

To have an Officer Remuneration Survey of the Steel/ Engineering Industry and to assess the present Compensation of the Officers given by the Company falls in what percentile of the highest paid Company. This Survey should also include the Entry Compensation of Graduate Engineer Trainees, Diploma Holder Trainees etc.

B) Salary Correction

Salary corrections (if any) are to be taken up during annual increment. In this process, the high potential and high performing officers are to be brought to the range of around 75 percentile of the best paid industry to raise the exit bar. The above average performers can be brought to 50-60 percentile or as decided by the Management. The average performers and below will get normal increment, if continued in the employment of the Company.

C) Performance Pay

The General Manager and above designations are to be considered as Leadership positions in the Company. The position holders are generally departmental heads or other key position holders in commercial departments. For such leadership positions, the total salary package maybe bifurcated into fixed and variable components linked with agreed quantifiable targets and overall performance of the Company as maybe decided jointly by the Head of Human Resources, Whole Time Director(s) and Managing Director on case to case basis.

D) Rationalisation of Perquisites

Existing perquisites of the Company given to the Officers may be revisited as per the Human Resource Policy of the Company on case to case basis and to be jointly decided by the Head of Human Resources, Whole Time Director and Managing Director.

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended)]

1. Brief outline on CSR Policy of the Company:

The Company recognizes its responsibility towards meeting its social obligations and hence has been voluntarily doing CSR activities through its CSR arm, Usha Martin Foundation, in the villages in and around the manufacturing facility of the Company in the State of Jharkhand. The CSR initiatives target the rural community for development through a holistic approach emphasising on health, education, water, sanitation, women empowerment, natural resource management and income-generating activities. Subsequent to the enactment of Companies Act, 2013 ("the Act"), the Company has formally constituted a CSR Committee and adopted a CSR Policy for discharging it's social responsibilities more effectively.

For Usha Martin, CSR is the commitment of its businesses to contribute to sustainable economic development by working with civil society organizations, local community and society at large to improve their lives in ways that are good for business and development. Thus, implicit in Usha Martin's understanding of CSR is the recognition of the importance of sustainable behaviour where it consistently operates in a manner that increases the social impact to society and stakeholders concerned, and at the same time adheres to the CSR mandate as contained in the Act. The CSR activities of Usha Martin Foundation are given elsewhere in the Annual Report.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Vijay S Bapna	Independent Director	1	1
2.	Mrs. Ramni Nirula	Independent Director	1	-
3.	Mr. D J Basu	Whole Time Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: https://ushamartin.com/investor-relations/policies#Code-Policy

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8, if applicable: Not Applicable

5. a) Average net profit of the company as per section 135(5): Rs.(1,467.96) Lakh

b) Two percent of average net profit of the company as per sub-section (5) of Section 135: Rs. (29.36) Lakh.

As per the provisions of Section 135 of Companies Act, 2013, the Company need not statutorily incur any social responsibility spending owing to absence of profits over the last three years when computed in accordance with Section 198 of the Act.

c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: NIL

d) Amount required to be set-off for the financial year, if any: NIL

e) Total CSR obligation for the financial year [(b)+(c)-(d): NIL

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Not Applicable

(b) Amount spent in Administrative Overheads: Not Applicable

(c) Amount spent on Impact Assessment, if applicable.: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Not Applicable

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount	Date of transfer	Name of fund	Amount	Date of transfer
NIL					

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of Section 135	Rs. (29.36) Lakh*
ii.	Total amount spent for the Financial Year	NIL
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

* Net Loss

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
	FY-1							
	FY-2				NIL			
	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

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

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
				NIL			

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

On behalf of the Board of Directors

DHRUB JYOTI BASU
Whole Time Director
DIN: 02498037

VIJAY S BAPNA
Chairman of CSR Committee
DIN: 02599024

Place : Kolkata
Date : 27th April, 2023

Statement pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014
Statement containing sailent features of the financial statement of subsidiary/associate companies/joint ventures

Part "A" : Subsidiaries

(Rs. in Lakh)

Serial no.	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
Name of the subsidiary	UM Cables Limited	Usha Martin Power & Resources Limited	Bharat Minex Private Limited	Gustav Wolf Speciality Cords Limited	Usha Siam Steel Industries Public Company Limited	Usha Martin Americas Inc	Brunton Wolf Wire Ropes FZCO	Usha Martin Singapore Pte. Limited	Usha Martin Australia Pty Limited	P T Usha Martin Indonesia #	Usha Martin Vietnam company Limited	Usha Martin China Company Ltd	Usha Martin International Limited	De Ruiter Staalkabel BV Sliedrecht	Usha Martin Italia S.R.L.#	Usha Martin Europe B.V.	Usha Martin UK Limited	Brunton Shaw UK Limited	European Management and Marine Corporation Limited
Reporting period for the subsidiary	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23	FY 2022 - 23
Reporting Currency	INR	INR	INR	INR	THB	USD	AED	USD	A$	USD	VND	CNY	GBP	EURO	EURO	EURO	GBP	GBP	GBP
Exchange Rate as on 31st March,2023 (used for conversation C/Y Vs INR)	-	-	-	-	2.4030	82.1700	22.3744	82.1700	55.0251	82.1700	0.0035	11.9479	101.6484	89.4420	89.4420	89.4420	101.6484	101.6525	101.6525
Share Capital	1,113	5	20	15	3,436	3,287	3,401	471	110	82	221	368	6,006	16	9	16	3,913	*	*
Reserves and Surplus	1,895	(4)	(22)	303	13,497	6,104	8,850	15,575	1,671	1,918	504	(323)	4,408	10,684	632	806	30,340	-	-
Total Assets	8,578	2	36	558	35,464	12,989	19,256	33,120	5,058	2,460	1,173	1,301	3,820	16,892	966	3,048	50,629	*	*
Total Liabilities	5,570	*	38	239	18,531	3,598	7,004	17,074	3,277	459	449	1,256	581	6,192	325	2,225	16,376	-	-
Investments	-	-	-	-	3,004	1,479	-	474	3	-	-	-	7,176	-	-	-	-	-	-
Turnover (Net)	11,168	-	-	2,515	42,905	21,541	30,084	25,398	6,707	7,098	1,534	-	-	24,415	1,253	6,693	57,241	-	-
Profit/(Loss) before Taxation	69	*	0	55	3,127	3,328	2,038	1,275	(37)	143	(5)	165	(185)	2,027	112	391	5,833	-	-
Provision for Taxation	7	-	-	14	623	726	-	383	(5)	35	(0)	4	41	493	47	70	1,123	-	-
Profit/(Loss) after Taxation	62	*	0	41	2,505	2,602	2,038	892	(33)	108	(5)	161	(185)	1,534	65	320	4,709	-	-
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding	**100%**	**100%**	**100%**	**100%**	**97.98%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**

* Amount is below rounding off norm adopted by the Company

Financial information is based on Unaudited Results.

(1) Name of subsidiary which are yet to commence operations - None

(2) Name of subsidiaries which have been liquidated / sold during the year - None

(3) The annual accounts of the above subsidiary companies will be made available to the shareholders for inspection at the Annual General Meeting and also kept for inspection at the Registered Office of the Company. The same has also been hosted on the website of the Company.

Statement containing sailent features of the financial statement of subsidiary/associate companies/joint ventures

Part "B" : Associates and Joint Ventures

(Rs. in Lakh)

Sl. No	1	2	3
Name of the Associates /Joint Ventures	Pengg Usha Martin Wires Private Limited (PUMWPL)	CCL Usha Martin Stressing Systems Limited (CUMSSL)	Tesac Usha Wirerope Company Limited (TUWCL)
Latest audited Balance Sheet Date	31st March, 2023	31st March, 2023	31st March, 2023
Shares of Associate/Joint Ventures held by the company on the year end			
Number	Equity Shares - 10,800,000 *	Equity Shares - 473,195 *	Ordinary Shares - 1,249,999*#
Amount of Investment in Associates/ Joint Venture	1,081	31	3,004
Extent of Holding %	40.00%	49.99%	50.00%
Description of how there is significant influence	PUMWPL is a joint venture company, wherein the Company is holding 40% of equity in PUMWPL under a Shareholders Agreement.	CUMSSL is a joint venture Company wherein the Company is a hoding 49.99% of the equity in CUMSSL under a Shareholders Agreement.	TUMCL is a joint venture of Usha Siam Steel Industries Public Company Limited, a subsidiary of the Company.
Reason why the associate/joint venture is not consolidated	The financial statement of PUMWPL is taken into consideration for consolidation of financial statements of the extent Company's interest therein.	The financial statement of CUMSSL is taken into consideration for sonsolidation of financial statements of the extent of Company's interest therein.	The financial statement of TUWCL is taken into consideration for consolidation of financial statements of to the extent of the Company's interest therein.
Net worth attributable to Shareholding as per latest audited Balance Sheet	4,477	49	2,027
Profit / Loss for the year	2,723	4	174
Considered in Consolidation	1,089	2	87
Not Considered in Consolidation	**1,634**	**2**	**87**

* Denotes actual number of shares.

# Denotes shares held by subsidiaries of the Company.

Notes:

Name of associates or joint ventures which are yet to commence operation - **None**

Name of associates or joint ventures which have been liquidated or sold during the year - **None**

The annual accounts of the above associates/joint ventures companies will be made available to the shareholders for inspection at the Annual General Meeting and also kept for inspection at the Registered Office of the Company.

On behalf of the Board of Directors

Rajeev Jhawar
Managing Director
DIN: 00086164

Dhrub Jyoti Basu
Whole Time Director
DIN: 02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS: 16737

Place: Kolkata
Date: 27th April, 2023

Independent Auditor's Report

To the Members of Usha Martin Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Usha Martin Limited ("the Company"), which comprise the Balance sheet as at March 31 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, 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 including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

We draw attention to Note 38(a) regarding attachment of certain parcels of land at Ranchi used by the Company's wire rope business under Prevention of Money Laundering Act, 2002 (PMLA) in connection with export and domestic sale of iron ore fines in prior years aggregating Rs. 19,037 lakhs allegedly in contravention of terms of the mining lease granted to the Company for the iron ore mines. Pending final outcome of the appeal filed by the Company before the Appellate Tribunal, PMLA and the on-going proceedings before the Hon'ble Supreme Court of India, no adjustment to these standalone Ind AS financial statements in this regard have been considered necessary by the management.

Further, as explained in Note 38(b), a First Information Report (FIR) has been filed by Central Bureau of Investigation (CBI) against the Company, its Managing Director and certain Other Officers under the Prevention of Corruption Act, 1988 and the Indian Penal Code, 1860 for allegedly trying to influence ongoing CBI investigation pertaining to the proceedings mentioned in note 38(a). Pursuant to the charge sheet filed by the CBI, proceedings in this regard are on-going before the Special Judge - CBI, New Delhi. The Company has also received intimation from ED regarding summons issued to the Company to answer to a charge under the provisions of PMLA which, as informed by management pertains to the same matter. The Company intends to take such legal measures as may be considered necessary in respect of the ongoing proceedings.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition *(as described in Note 2A(d) and Note 20 of the standalone Ind AS financial statements)*	
For the year ended March 31, 2023, the Company has recognized revenue from operations of Rs. 2,04,171 lakhs. Revenue from contract with customers (hereinafter referred to as 'Revenue') is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company is entitled to in exchange for those goods or services. The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. The risk is therefore, that revenue is not recognized in accordance with Ind AS 115 'Revenue from contracts with customers', and accordingly, it was determined to be a key audit matter.	Our audit procedures included the following: • Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from contracts with customers"). • Obtained an understanding of revenue process including testing the design and operating effectiveness of controls related to revenue recognition. • Performed procedures for a sample of revenue transactions at year end to assess whether they were recognized at the correct period by corroborating terms of sales arrangement and date of revenue recognition to third party support such as bills of lading, lorry receipt etc. • Compared revenue with historical trends and where appropriate, conducted further enquiries and testing to corroborate unusual variances noted. • Assessed disclosures in financial statements in respect of revenue as specified in Ind AS 115.
Provision and Contingencies *(as described in Note 2A(n), Note 15 and Note 30C(iii) of the standalone Ind AS financial statements)*	
The Company has accrued liabilities of Rs. 1,580 lakhs as shown in Note 15 and disclosed in Note 30C(iii) contingent liabilities of Rs. 35,037 lakhs as at March 31, 2023. Claims and exposures relating to litigation have been identified as a key audit matter due to the complexities involved in these matters, timescales involved for resolution and the potential financial impact of these on the standalone Ind AS financial statements. Further, significant management judgement is involved in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed. Accordingly, it has been considered as a key audit matter.	Our audit procedures included the following: • Obtained listing of all disputes pending before various judicial or relevant tax/ regulatory authorities. • Enquired and discussed the above listing with Head of Legal and Heads of relevant Functions to assess the completeness and management position with regard to the probability of unfavorable outcome of disputes and provision recognised towards matter under disputes. • Engaged with our relevant inhouse tax specialists for taxation matters under dispute to assess management's position of outcome of significant cases and provisions recognised. Assessed the objectivity and competence of the in-house and external specialists. • Reviewed opinions obtained by the management from relevant external legal experts to assess management's position of outcome of significant matters under dispute and provisions recognized. • Assessed the relevant disclosures made within the standalone Ind AS financial statements as per the requirements of relevant accounting standards.

We have determined that there are no other key audit matters to communicate in our report.

Other Information

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

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

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

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance 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) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 with reference to financial statements 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 the Statement of 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 standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) 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 controls with reference to standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

  i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 15 and 30C(iii) to the standalone Ind AS financial statements;

  ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

  iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

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

  b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

  c) Based on such audit procedures performed 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 (a) and (b) contain any material misstatement.

  v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

  vi As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number: 055596
UDIN: 23055596BGYFRT6204
Place of Signature: Kolkata
Date: April 27, 2023

ANNEXURE 1

referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Usha Martin Limited (the "Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) The property, plant and equipment are physically verified by the management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the property, plant and equipment were physically verified by the management during the previous year and no material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) included in property, plant and equipment as reported in Note 3A, Note 4 and Note 34(i) are held in the name of the Company except for:

Description of item of property	Gross carrying value (Rs. in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in the name of the company
Freehold Land	29	Usha Beltron Limited	No	18-02-1998	The property was purchased through an agreement of sale dated 18.2.1998 by Usha Beltron Limited which is the erstwhile name of the Company.
Freehold Land	42	Usha Martin Industries Limited	No	18-01-1990	The property was purchased through an agreement of sale dated 18.01.1990 by Usha Martin Industries Limited which merged with Usha Beltron Limited. The name of Usha Beltron Limited was changed to Usha Martin Limited with effect from May 1 2003.
Freehold Land	2063	Usha Martin Black Wire Ropes Limited	No	02/05/1972 and 24/04/1974	The property was purchased through registered deeds dated 02.05.1972 & 24.04.1974 respectively by Usha Martin Black Wire Ropes Limited which merged with Usha Beltron Limited which is the erstwhile name of the Company.
Freehold Land	50	Usha Ismal Limited	No	21-04-1980	The property was purchased through registered deeds dated 21.04.1980 by Usha Ismal Limited which merged with Usha Martin Industries Limited which further merged with Usha Beltron Limited which is the erstwhile name of the Company.
Building	1	Usha Beltron Limited	No	18-02-1998	The property was purchased through an agreement of sale dated 18.2.1998 by Usha Beltron Limited which is the erstwhile name of the Company.
Building	8	Usha Martin Industries Limited	No	18-01-1990	The property was purchased through an agreement of sale dated 18.01.1990 by Usha Martin Industries Limited which had merged with Usha Beltron Limited which is the erstwhile name of the Company.
Freehold land	282	Mr. V Mishra, Mr. B Tiwary, Mr. B Lal, Mr. D Agarwal, Mr. V Kashyap, Mr. S Verma	No	Various tranches during the period 2005 - 2013	Being transferred in the name of the Company through a legal process
Building	7	Usha Ismal Limited	No	16-10-1990	The property was purchased through a registered deed dated 16-10-1990 by Usha Ismal Limited which was merged with Usha Martin Industries Limited which further merged with Usha Beltron Limited which is the erstwhile name of the Company.
Leasehold Land	8	Ranchi Industrial Area Development Authority	No	06-12-1984	Company has obtained the allotment letter in its name and execution of lease deed is in process

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Therefore, the requirements of paragraph 1(e) of the Order are not applicable and hence not commented upon.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at year end. No discrepancies of 10% or more in aggregate for each class of inventory (including inventories lying with third parties) were noticed.

(b) As disclosed in note 16(i) to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The Company do not have sanctioned working capital limits in excess of Rs. five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are not in agreement with the unaudited books of accounts of the Company and the details are as follows:

Quarter ending	Value per books of account (INR in lacs)	Value per quarterly return/ statement (INR in lacs)	Discrepancy (INR in lacs)	Remarks
JUNE 30, 2022				
Trade Receivable	28,412	27,340	1,072	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
SEPTEMBER 30, 2022				
Trade Receivable	27,955	26,805	1,150	- as above -
DECEMBER 31, 2022				
Trade Receivable	24,733	23,416	1,317	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements

* As represented by management, the Company has not yet filed the quarterly returns/statements for the quarter ended March 31, 2023 which is due for filing on 22nd May, 2023.

(iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties other than as mentioned below:

	Letter of comfort / Guarantee (INR in lacs)	Loans (INR in lacs)
AGGREGATE AMOUNT OF GUARANTEE / SECURITY PROVIDED DURING THE YEAR		
- Subsidiary		
UM Cables Limited	1,150	300
Others	791	
BALANCE OUTSTANDING AS AT BALANCE SHEET DATE IN RESPECT OF ABOVE CASES		
- Subsidiary		
UM Cables Limited	3,890	900
Others	680	

(b) During the year the terms and conditions of the loans granted and guarantees / letter of comfort provided to its wholly owned subsidiary companies and joint venture are not prejudicial to the Company's interest. The Company has not made investments, provided security and granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties during the year.

(c) The Company has granted loans during the year to its wholly owned subsidiary company where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular. The Company has not granted loans and advances in the nature of loans to firms, Limited Liability Partnerships or any other parties.

(d) There are no amounts of loans granted to its wholly owned subsidiary company which are overdue for more than ninety days. The Company has not granted loans or advances in the nature of loans to firms, Limited Liability Partnerships or any other parties.

(e) The Company had granted a loan to a subsidiary company that had fallen due during the year, which subsequent to its renewal, fallen due as at the balance sheet date. The Company had further renewed the loan to such party. The aggregate amount of such dues renewed and the percentage of the aggregate to the total loans granted during the year are as follows:

Name of Party	Aggregate amount of loans granted during the year*	Aggregate amount renewed to the same party	Percentage of the aggregate to the total loans granted during the year
U M Cables Limited	11,90,00,000	11,90,00,000	100%
U M Cables Limited	9,00,00,000	9,00,00,000	100%

* Comprises of loan renewed/extended, which is considered as new loan granted during the year for the purpose of reporting under this clause.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 185 are not applicable to loans given, investments made, guarantees and security provided by the Company. Therefore, the reporting requirements of clause (iv) of the Order are not applicable and hence not commented upon. In respect of loans and advances given, investments made and guarantees and securities given, the Company has complied with the provisions of Section 186 of the Companies Act, 2013.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Therefore, the requirement to report on clause 3(v) of the Order is not applicable and hence not commented upon.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of manufacture of wire and wire rope products and allied machinery 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) a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited with appropriate authorities.

According to the information and explanations given to us and audit procedures performed by us, no undisputed dues in respect of provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, except as follows:

Statement of arrears of statutory dues outstanding for more than six months

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Due Date	Date of Payment
Jharkhand Public Demand Recovery Act	Land revenue	170	April 2018 to September 2020	Mar 31st of respective year	Not yet paid

b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount * (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central and State Sales Tax / Value Added Tax Act	Duty of Central and State Sales Tax, Value Added Tax and Entry Tax	2,044 #	2008-09, 2009-10, 2011-12 to 2017-18	Sales Tax/Value Added Tax Appellate Tribunal
		115 #	2013-14	Deputy Excise and Taxation Commissioners (Appeal)
		3	2004-05	Joint Commissioner of Sales Tax, Mumbai
		359	2013-14 and 2015-16	Bombay High Court
		16	2003-04	Assistant Commissioner, Chennai
		11	2010-11	Additional Commissioner of Commercial Taxes
		2	2010-11	Madhya Pradesh High Court
Central Excise Act, 1944	Duty of Excise	17,723	2005-06 to 2017-18	Custom Excise and Service Tax Appellate Tribunal
		3,813	2009-10, 2012-13, 2016-17 to 2017-18	Commissioner of Central Excise (Appeals)
Finance Act, 1994	Service Tax	940	2003-04 to 2006-07, 2008-09	Custom Excise and Service Tax Appellate Tribunal
		714	2016-17, 2017-18	Commissioner Goods and Services Tax and Central Excise
		72	2004-09, 2015-16 to 2017-18	Assistant Commissioner
		50	2005-06 to 2007-08, 2013-14 to 2015-16	Joint Commissioner of Central Excise
		20	2001-02, 2016-18	Commissioner of Central Excise (Appeals)
Goods & Service Tax Act, 2017	Goods and Services Tax	317	2017-18	Additional Commissioner
		3	2017-18	Commissioner Appeals
		1,411	2018-19 and 2021-22	Deputy Commissioner
		23	2019-20	Calcutta High Court
Customs Act,1962	Duty of customs	16	1995-96 to 1996-97, 1998-99, 2000-01 and 2008-09	Deputy Commissioner of Customs
		1,040	1989-90, 1992-93 to 1993-94, 2012-13 to 2014-15	Custom Excise and Service Tax Appellate Tribunal
		73	1989-90, 1996-97, 2002-03, 2014-15, 2015-16	Assistant Commissioner of Customs
Income Tax Act, 1961	Income tax	552	Assessment Year 1998-99	Ranchi High Court
		3,224	Assessment Year 2007-08 to 2010-11	Income Tax Appellate Tribunal
		11,150	Assessment Year 2009-10 to 2020-21	Commissioner of Income Tax (Appeals)

* Net of amounts paid under protest

Includes demand received by the Company which is disputed along with other entry tax matters as explained in Note 30C(iii) of the standalone Ind AS financial statements

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Therefore, the requirement to report on clause 3(viii) of the Order is not applicable and hence not commented upon.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Therefore, the reporting requirements under clause (ix) (a) is not applicable and hence not commented upon.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, 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. Therefore, the reporting requirements under clause (ix) (f) is not applicable and hence not commented upon.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments), therefore, the reporting requirements under clause (x) (a) is not applicable and hence not commented upon.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and therefore, the reporting requirements under clause 3(x)(b) of the Order is not applicable and hence not commented upon.

(xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year. Therefore, the reporting requirements under clause (xi) (a) of the Order is not applicable and hence not commented upon.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable and hence not commented upon.

(xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Therefore, the reporting requirements under clause (xv) of the Order is not applicable and hence not commented upon.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Therefore, the reporting requirements under clause (xvi)(a) of the Order is not applicable and hence not commented upon.

(b) According to information, explanations and representations provided to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Therefore, the reporting requirements under clause (xvi)(c) of the Order is not applicable and hence not commented upon.

(d) According to information, explanations and representations provided to us, there is no Core Investment Company as a part of the Group. Therefore, the reporting requirements under clause (xvi)(d) of the Order is not applicable and hence not commented upon.

(xvii) The Company has not incurred cash losses in the current and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Therefore, the reporting requirements under clause (xviii) of the Order is not applicable and hence not commented upon.

(xix) On the basis of the financial ratios disclosed in note 42 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) and (b) of the Order is not applicable to the Company.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number: 055596
UDIN: 23055596BGYFRT6204
Place of Signature: Kolkata
Date: April 27, 2023

ANNEXURE 2

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE Ind AS FINANCIAL STATEMENTS OF USHA MARTIN LIMITED

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

We have audited the internal financial controls with reference to standalone Ind AS financial statements of Usha Martin Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone Ind AS financial statements.

Meaning of Internal Financial Controls with Reference to these Standalone Ind AS Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference to 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, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to standalone Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number: 055596
UDIN: 23055596BGYFRT6204
Place of Signature: Kolkata
Date: April 27, 2023

Standalone Balance Sheet

as at 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	Notes	As at 31st March, 2023 Amounts	As at 31st March, 2022 Amounts
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3A	38,682	37,225
(b) Capital work-in-progress	3A	13,371	3,514
(c) Intangible assets	3B	140	127
(d) Right-of-use assets	4	488	367
(e) Intangible assets under development	3B	-	55
(f) Financial assets			
(i) Investments	5(i)	15,081	15,065
(ii) Loans	5(ii)	831	1,227
(iii) Other financial assets	5(iii)	1,322	1,300
(g) Income tax assets (net)	6(i)	1,960	2,265
(h) Deferred tax asset (net)	6(ii)	-	117
(i) Other assets	7	9,942	6,862
Total non-current assets		**81,817**	**68,124**
Current assets			
(a) Inventories	8	36,746	29,636
(b) Financial assets			
(i) Trade receivables	9(i)	20,543	24,710
(ii) Cash and cash equivalents	9(ii)	5,035	9,676
(iii) Other bank balances	9(iii)	307	295
(iv) Loans	9(iv)	1,257	1,252
(v) Other financial assets	9(v)	8,809	10,654
(c) Other assets	10	6,350	5,482
Total current assets		**79,047**	**81,705**
Assets held for sale	34(i)	-	**1,290**
TOTAL		**160,864**	**151,119**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	3,054	3,054
(b) Other equity	12	104,917	89,698
Total equity		**107,971**	**92,752**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13(i)	13,054	12,104
(ii) Lease Liabilities	13(ii)	180	91
(b) Provisions	14	2,802	3,611
(c) Deferred tax liability (net)	6(ii)	231	-
(d) Other liabilities	15	1,580	3,116
Total non-current liabilities		**17,847**	**18,922**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16(i)	4,274	4,150
(ii) Trade payables			
- Total outstanding dues of micro and small enterprises	16(ii)	607	777
- Total outstanding dues of creditors other than micro and small enterprises	16(ii)	11,983	16,743
(iii) Lease liabilities	16(iii)	79	34
(iv) Other financial liabilities	16(iv)	6,260	5,017
(b) Provisions	17	713	673
(c) Income tax liabilities (net)	18	2,393	2,760
(d) Other liabilities	19	8,737	9,291
Total current liabilities		**35,046**	**39,445**
Total liabilities		**52,893**	**58,367**
TOTAL		**160,864**	**151,119**

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Standalone Statement of Profit and Loss

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	Notes	Year ended 31st March, 2023 Amounts	Year ended 31st March, 2022 Amounts
INCOME			
Revenue from operations	20	204,171	181,005
Other income	21	3,067	3,351
Total Income		**207,238**	**184,356**
EXPENSES			
Cost of materials consumed	22	122,212	107,015
Purchases of stock-in-trade		1,232	5,831
Changes in inventories of finished goods, work-in-progress, stock-in-trade and scrap/by-product	23	(458)	(1,202)
Employee benefits expense	24	13,888	12,663
Finance costs	25	1,498	3,116
Depreciation and amortisation expenses	26	2,651	3,140
Other expenses	27	37,494	31,567
Total expenses		**178,517**	**162,130**
Profit before exceptional items and tax		28,721	22,226
Exceptional items		-	3,118
Profit before tax		**28,721**	**25,344**
Tax expense	6(a)(i)		
Current tax		6,985	2,555
Deferred tax charge/(credit)		366	1,658
Total tax expense		**7,351**	**4,213**
Profit / (loss) for the year after tax (I)		**21,370**	**21,131**
Other comprehensive income/(loss)			
Re-measurement gains/(losses) on defined employee benefit plans	31	(74)	247
Income tax effect on the above		18	(62)
Total other comprehensive income / (loss) for the year, net of tax (II)		**(56)**	**185**
Total comprehensive income for the year (I+II)		**21,314**	**21,316**
Basic and diluted earnings per equity share - (Rs.) **[Nominal value per share Re. 1 each (31st March, 2022: Re. 1 each)]**	28	**7.01**	**6.94**

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Standalone Statement of Cash Flows

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	Year ended 31st March, 2023 Amounts	Year ended 31st March, 2022 Amounts
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	28,721	25,344
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expenses	2,651	3,140
(Gain)/Loss on disposal of property, plant and equipment [net of loss on disposal of property, plant and equipment of Rs. 10 lakhs (31st March, 2022: net of gain on disposal Rs. 395 lakhs)]	(16)	21
Unrealised derivative (gain)/loss [net]	(55)	79
Finance costs	1,498	3,116
Bad Debts /advances written off	3	71
(Write back of)/Allowance for credit impaired debts and advances [net of allowance for credit impaired of Rs. 348 lakhs (31st March, 2022 : net of reversal of Rs. 215 lakhs)]	(160)	101
Property, plant and equipment written off	665	32
Interest income on financial assets carried at amortised cost	(365)	(617)
Dividend income	(404)	(160)
Unrealised foreign exchange differences gain [net]	(98)	(37)
Liabilities no longer required written back	(1,087)	(871)
Investment subsidy received	-	(3,118)
Operating profit before changes in non-current / current assets and liabilities	**31,353**	**27,101**
Adjustments for:		
(Increase) / decrease in inventories	(7,110)	(4,216)
(Increase) / decrease in trade receivables	4,061	(3,124)
(Increase) / decrease in loans and advances	(31)	(20)
(Increase) / decrease in other financial assets	735	1,570
(Increase) / decrease in other assets	(400)	(580)
Increase / (decrease) in trade payables	(4,549)	(5,740)
Increase / (decrease) in provisions	(844)	38
Increase / (decrease) in other financial liabilities	(503)	(532)
Increase / (decrease) in other liabilities	(1,499)	1,224
Cash generated from operations	**21,213**	**15,721**
Direct taxes (paid)/refund (net)	(7,047)	2,768
Net cash flow from operating activities	**14,166**	**18,489**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets	(14,897)	(2,460)
Proceeds from sale of property, plant and equipment, intangible assets and assets held for sale including proceeds from sale of Steel and Bright Bar Business [refer note 34(ii)]	1,474	5,600
Loans realised from/(given to) related parties [net of loans given to related parties of Rs. 300 lakhs (31st March,2022: Net of loans realised: Nil)]	473	(525)
Interest received	321	562
(Investment)/ redemption / maturity of bank deposits (with original maturity more than 12 months)	(20)	178
Maturity of bank deposits (with original maturity more than 3 months and less than 12 months)	11	246
Investment subsidy received	-	3,118
Dividend received	404	160
Net cash flows (used in)/from investing activities	**(12,234)**	**6,879**

Standalone Statement of Cash Flows

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	Year ended 31st March, 2023 Amounts	Year ended 31st March, 2022 Amounts
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from /(repayment of) long term borrowings	4,450	(12,300)
Repayment of short term working capital borrowings	(3,376)	(893)
Interest paid	(1,552)	(2,884)
Dividend paid	(6,095)	-
Net cash flows used in financing activities	**(6,573)**	**(16,077)**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(4,641)**	**9,291**
Opening Cash and cash equivalents	**9,676**	**385**
Closing Cash and cash equivalents	**5,035**	**9,676**
Reconciliation of cash and cash equivalent as per statement of cash flows		
Balances with banks: [Refer note 9(ii)]		
On current account	124	19
Deposits with original maturity less than 3 months	4,900	9,647
Cash on hand [Refer note 9(ii)]	11	10
	5,035	**9,676**

The above statement of cash flows has been prepared under the indirect method as set out in "Indian Accounting Standard - 7" - Statement of Cash flows.

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Standalone Statement of changes in equity

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

A) Equity share capital (refer note 11)

Equity shares of Re 1 each issued, subscribed and fully paid	Number of shares	Amount
As at 31st March, 2021	**30,47,41,780**	**3,054#**
Changes in equity share capital during the year	-	-
As at 31st March, 2022	**30,47,41,780**	**3,054#**
Changes in equity share capital during the year	-	-
As at 31st March, 2023	**30,47,41,780**	**3,054#**

#including shares forfeited Rs. 7 lakhs (31st March, 2022: Rs. 7 lakhs)

B) Other equity (refer note 12)

	Reserves and surplus						
	Securities premium	Capital reserve	Capital redemption reserve	General reserves	Retained earnings	Other reserves	Total
As at 31st March, 2021	**85,584**	**369**	**2,285**	**54,575**	**(80,781)**	**6,350**	**68,382**
Profit for the year	-	-	-	-	21,131	-	21,131
Other comprehensive income/(loss) for the year	-	-	-	-	185	-	185
Total comprehensive income/(loss) for the year	**-**	**-**	**-**	**-**	**21,316**	**-**	**21,316**
Adjustments pursuant to Scheme of Capital Reduction (refer note 40)	(71,777)	(369)	(2,285)	-	80,781	(6,350)	-
As at 31st March, 2022	**13,807**	**-**	**-**	**54,575**	**21,316**	**-**	**89,698**
Profit for the year	-	-	-	-	21,370	-	21,370
Other comprehensive income/(loss) for the year	-	-	-	-	(56)	-	(56)
Total comprehensive income/(loss) for the year	**-**	**-**	**-**	**-**	**21,314**	**-**	**21,314**
Dividend (refer note 41)	-	-	-	-	6,095	-	6,095
As at 31st March, 2023	**13,807**	**-**	**-**	**54,575**	**36,535**	**-**	**104,917**

Refer note 12 for nature and purpose of reserves

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

1. Company overview

Usha Martin Limited (the 'Company') is a public limited company incorporated and domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company is engaged in the business of Wire and Wire ropes – manufacture and sale of steel wires, strands, wire ropes, cord, related accessories, wire drawing and allied machine, etc.

The equity shares of the Company are listed on two recognised stock exchanges in India and its GDRs are listed on stock exchange in Luxembourg. The registered office of the Company is located at 2A, Shakespeare Sarani, Kolkata - 700071. Company's business of wire and wire ropes caters to both domestic and international markets.

2A Significant Accounting Policies

a. Basis of preparation and compliance with Ind AS

(i) These standalone Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting Standard (Ind AS) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. The accounting policies have been applied consistently over the periods presented in the financial statements.

(ii) These financial statements were approved for issue by the Board of Directors on 27th April, 2023.

(iii) These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency. All financial information presented in Rupees has been rounded to the nearest lakhs, except where otherwise indicated.

b. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities and advance income taxes paid are classified as non-current assets and liabilities.

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

c. Basis of measurement

Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. 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:

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

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

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

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

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue from contract with customers

Revenue from contracts with customers is recognised at a point in time when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled to in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue from sale of goods is recognised at the point in time when control is transferred to the customer. Generally, control is transferred upon shipment of goods to the customer or when the goods are made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. It is measured at a consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the Government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional. Generally, the credit period varies between 30-120 days from the shipment or delivery of goods or services as the case may be.

Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 29.

The specific recognition criteria described below must also be met before revenue is recognised:

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Interest income

Interest income is included in other income in the Statement of Profit and Loss. For all financial

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

instruments, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Dividends are recognised when the Company's right to receive the payment is established which is generally when shareholders approve the dividend.

e. Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, plant and equipment which are significant to the total cost of that item of Property, plant and equipment and having different useful life are accounted separately.

Other indirect expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital work-in-progress.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Statements of Profit and Loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss, when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(i) Capital work-in-progress

Capital work-in-progress is stated at cost, net of accumulated impairment losses, if any. Assets in the course of construction are capitalized in capital work-in-progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment.

(ii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line method basis over its expected useful life (determined by the management based on technical estimates), as follows:

Particulars	Useful economic life
Buildings#	30-60 years
Plant and equipment##	10-41 years
Electrical installations	10-40 years
Water treatment and supply plant	15-30 years
Office equipment	3-5 years
Furniture and fixtures	5-10 years
Vehicles	8 years

#Roads included under buildings are depreciated considering useful life of 3-10 years

##Stores and spares, having useful life of more than one year, included under plant and equipment are depreciated considering useful life of 2-9 years

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of building, plant and equipment, electrical installation and water treatment and supply over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit derived from such cost. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

When significant spare parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

f. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost net of recoverable taxes, trade discount and rebates. Such cost includes purchase price, borrowing costs and any cost directly attributable to bringing the asset to its working condition for the intended use attributable to the intangible assets. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The Company has intangible assets with finite useful lives.

Computer softwares are amortised on straight-line method at the rates determined based on estimated useful lives which vary from 3 years to 6 years.

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Research and development costs

Research costs are expensed to the Statement of Profit and Loss as incurred. Development expenditure on an individual project are recognised as an intangible asset when the Company can demonstrate:

(i) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale

(ii) Its intention to complete and its ability and intention to use or sell the asset

(iii) How the asset will generate future economic benefits

(iv) The availability of resources to complete the asset

(v) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit and the expense is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

g. Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded to be met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets and liabilities classified as held for sale are presented separately in the Balance Sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

h. Foreign currencies

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in other currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. 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 determined. The gain or loss arising on translation of non-monetary items measured at 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 is recognised in Other Comprehensive Income (OCI) or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognised. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

i. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised either in OCI or in equity. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities 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 assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit and loss is recognised either in OCI or in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

GST paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included.

j. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Where the funds used to finance a acquisition, construction or production of an asset, form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Company during the year. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

k. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term (30-99 years).

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment, occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

l. Inventories

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

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and packing materials, Stores and spares parts and loose tools: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Work-in-progress and finished goods: Cost includes cost of direct materials and cost of conversion and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average basis.
- Stock-in-trade: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Scrap / by products are valued at net realisable value.

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

Obsolete inventories are identified and written down to net realisable value. Slow moving and defective inventories are identified and provided to net realisable value.

m. 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, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount 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. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss.

n. Provisions, contingent liabilities and contingent assets

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

o. Employee benefit schemes

(i) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Compensated absences:

Compensated absences accruing to employees and which can be carried to future periods but where there are restrictions on availment or encashment or where the availment or encashment is not expected to occur wholly in the next twelve months, the liability on account of the benefit is determined actuarially using the projected unit credit method.

(ii) Post-employment benefits

Defined contribution plan

Retirement benefits in form of superannuation is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the superannuation fund. The Company recognizes contribution payable to the superannuation scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

Defined benefit plans – Gratuity, Provident fund and long-term service award

Gratuity

The Company has a defined benefit plan (the "Gratuity Plan"). The Gratuity Plan provides for a lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service depending upon the tenure of service subject to maximum limit of 20 months' salary. Vesting occurs upon completion of five continuous years of service. Presently, the Company's gratuity plan is funded.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets, if any. This cost is included in employee benefit expense in the Statement of Profit and Loss.

The liability or asset recognised in the Balance Sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent qualified actuaries using the projected unit credit method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurements, comprising of actuarial gains and losses from changes in actuarial assumptions, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit and Loss as past service cost.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

- Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Provident fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company contributes a portion to the 'Usha Martin Employees Provident Fund Trust'. The trust invests in specific designated instruments as prescribed by the Government. The remaining portion is contributed to the Government administered pension fund. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the Government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.

Long term service award

Certain employees of the Company rendering greater than twenty years of service will receive long service award on all causes of exit as per the Company's policy. The cost of providing benefits under this plan is determined by actuarial valuation using the projected unit credit method by independent qualified actuaries at the year end.

p. Financial instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115: Revenue from contracts with customers. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Refer to the accounting policies in section (d) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a timeframe established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

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

(i) Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

(ii) Financial assets at Fair Value through Other Comprehensive Income (FVOCI) with recycling of cumulative gains and losses (debt instruments)

A 'financial asset' is classified as at the FVOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the Statement of Profit and Loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

(iii) Financial assets 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. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109: Financial Instruments.

Financial assets at FVTPL are carried in the Balance Sheet at fair value with net changes in fair value recognised in the Statement of Profit and Loss.

Dividends on listed equity investments are recognised in the Statement of Profit and Loss when the right of payment has been established.

(iv) Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32: Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to Statement of Profit and Loss. Dividends are recognised as other income in the Statement of Profit and Loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when the contractual rights to receive cash flows from the financial asset have expired or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all financial instruments not held at fair value through profit or loss in accordance with Ind AS 109: Financial Instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months from the reporting date (a 12 month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at fair value through OCI, the Company applies the low credit risk simplification. At every reporting date, the Company evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the internal credit rating of the debt instrument. In addition, the Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company's debt instruments at fair value through OCI comprise solely of quoted bonds that are graded in the top investment category (very good and good) by the good credit rating agency and, therefore, are considered to be low credit risk investments. It is the Company's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Company uses the ratings from the good credit rating agency both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings (net of directly attributable cost), payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

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

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at Fair Value through profit or loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 : Financial instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition and only if the criteria in Ind AS 109: Financial instruments are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss. The Company has designated forward exchange contracts as at fair value through profit or loss.

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

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109: Financial instruments and the amount recognised less cumulative amortisation.

Derecognition

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

Offsetting of financial instruments

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

q. Derivative financial instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as foreign exchange contracts to hedge its exposure to movements in foreign exchange rates relating to the underlying transactions. The Company does not hold derivative financial instruments for speculation purposes. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value and the resulting profit and loss is taken to the Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

r. Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

s. Cash dividend distributions to equity holders

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders.

t. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

net profit or loss before OCI for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

u. Operating Segment

Based on the Company's internal structure and information reviewed by the Chief Operating Decision Maker (CODM) to assess the Company's financial performance, the Company is engaged solely in the business of manufacture and sale of Wire and Wire ropes,steel wires, strands, cords, related accessories, wire drawing and allied machine ,etc. Accordingly, the Company has a single operating segment, i.e., "Wire & Wire Ropes".

v. Use of estimates and critical accounting judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

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 years (refer note 29).

2B. Recent Accounting Pronouncements Standards issued but not yet effective

The key new and amended standards that are issued, but not yet effective, upto the date of issuance of the Company's financial statements are discosed below. The Company intends to adopt these new and amended standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2023 on 31st March, 2023 amending:

- Ind AS 1, 'Presentation of Financial Statements'

- This amendment requires companies to disclose their material accounting policies rather than their significant accounting policies.

- Ind AS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - This amendment has introduced a definition of 'accounting estimates' and includes guidance to help distinguish changes in accounting policies from changes in accounting estimates.

- Ind AS 12 'Income Taxes' - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The amendments clarify how companies account for deferred tax on transactions such as leases.

The same are applicable for financial statements pertaining to annual periods beginning on or after 1st April, 2023. Based on a preliminary evaluation, the Company does not expect any material impact on the financial statements resulting from the implementation of these amendments.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Non Current Assets

3A. Property, plant and equipment

Particulars	Freehold land [Refer Note V(i) below]#	Buildings [Refer Note V(ii) below]	Plant and equipment	Electrical installations	Water treatment and supply plant	Office equipment	Furniture & fixtures	Vehicles	Total	Capital work-in progress [Refer Note IV below]
Gross block										
As at 31st March, 2021	**4,551**	**11,416**	**35,695**	**1,607**	**485**	**170**	**95**	**488**	**54,507**	**3,741**
Additions	-	142	2,002	182	-	71	3	80	2,480	1,560
Disposals/adjustments	-	-	552	-	-	12	1	54	619	1,787
As at 31st March, 2022	**4,551**	**11,558**	**37,145**	**1,789**	**485**	**229**	**97**	**514**	**56,368**	**3,514**
Additions	1,131	84	2,392	873	11	85	20	118	4,714	12,950
Disposals/adjustments	-	343	865	-	-	2	-	27	1,237	3,093
As at 31st March, 2023	**5,682**	**11,299**	**38,672**	**2,662**	**496**	**312**	**117**	**605**	**59,845**	**13,371**
Accumulated depreciation										
As at 31st March, 2021	**-**	**2,734**	**13,296**	**297**	**67**	**126**	**70**	**274**	**16,864**	
Charge for the year (refer note 26)	-	582	2,150	45	11	20	4	43	2,855	
Disposals/adjustments	-	-	525	-	-	10	*	41	576	
As at 31st March, 2022	**-**	**3,316**	**14,921**	**342**	**78**	**136**	**74**	**276**	**19,143**	
Charge for the year (refer note 26)	-	450	1,972	59	13	31	4	47	2,576	
Disposals/adjustments	-	92	449	-	-	1	*	14	556	
As at 31st March, 2023	**-**	**3,674**	**16,444**	**401**	**91**	**166**	**78**	**309**	**21,163**	
Net block										
As at 31st March, 2023	**5,682**	**7,625**	**22,228**	**2,261**	**405**	**146**	**39**	**296**	**38,682**	**13,371**
As at 31st March, 2022	4,551	8,242	22,224	1,447	407	93	23	238	37,225	3,514

* Amount is below rounding off norm adopted by the Company

During the year, Company has reclassified assets held for sale amounting to Rs. 1,131 lakhs (Net of impairment of Rs. 809 lakhs) to Property, plant and equipment as the management foresees that the assets are not available for immediate sale in its present condition

I) For lien/charge against property, plant and equipment refer note 13(i), note 16(i) and note 16(ii).

II) On transition to Ind AS (i.e. 1 April 2015), the Company has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

III) Rs. 421 lakhs (31st March, 2022 : Nil) of borrowing costs has been capitalised during the year for qualifying assets under construction (Refer note 25).

IV) The capital work in progress ageing schedule for the year ended 31st March, 2023 is as follows:

As at 31st March, 2023	Amount in Capital Work in Progress for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	12,057	928	262	39	13,286
Projects temporarily suspended	-	-	-	85	85
Total					**13,371**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Capital Work in Progress (whose completion is overdue or has exceeded its cost compared to its original plan)

As at 31st March, 2023	To be completed in				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Elevator ropes project - Phase 1	105	-	-	-	105
400 KVA UPS	95	-	-	-	95
Fire Hydrant System	29	-	-	-	29
Control Relay Panel	4	-	-	-	4

The capital work in progress ageing schedule for the year ended 31st March, 2022

As at 31st March, 2022	Amount in Capital Work in Progress for a period of				
	less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Project in progress	985	1,881	89	474	3,429
Projects temporarily suspended	-	-	12	73	85
Total					**3,514**

Capital Work in Progress (whose completion is overdue or has exceeded its cost compared to its original plan)

As at 31st March, 2022

As at 31st March, 2022	To to be completed in				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Elevator ropes project - Phase 1	1,111	-	-	-	1,111
Elevator ropes project - Phase 2	829	-	-	-	829
Rotor tube	138	-	-	-	138

V) Title deeds of immovable property not held in the name of the company:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value as at 31st March, 2023	Gross carrying value as at 31st March, 2022	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
i) Freehold Land							
Property, plant and equipment	Freehold Land	2063	2063	Usha Martin Black Wire Ropes Limited	No	02-05-1972 and 24-04-1974	The property was purchased through registered deeds dated 02-05-1972 & 24-04-1974 respectively by Usha Martin Black Wire Ropes Limited which merged with Usha Beltron Limited which is the erstwhile name of the Company.
Property, plant and equipment	Freehold Land	50	50	Usha Ismal Limited	No	21-04-1980	The property was purchased through registered deeds dated 21-04-1980 by Usha Ismal Limited which merged with Usha Martin Industries Limited. Further, Usha Martin Industries Limited had merged with Usha Beltron Limited and the name of the merged entity was changed to Usha Martin Limited.
Property, plant and equipment	Freehold Land	42	42	Usha Martin Industries Limited	No	18-01-1990	The property was purchased through an agreement of sale dated 18-01-1990 by Usha Martin Industries Limited which merged with Usha Beltron Limited. The name of merged entity was changed to Usha Martin Limited with effect from 1-5-2003.
Property, plant and equipment	Freehold Land	29	29	Usha Beltron Limited	No	18-02-1998	The property was purchased through an agreement of sale dated 18-2-1998 by Usha Beltron Limited which is the erstwhile name of the Company.
Property, plant and equipment	Freehold Land	282	-	Mr. V. Mishra, Mr. B. Tiwary, Mr. B. Lal, Mr. D. Agarwal, Mr. V. Kashyap, Mr. S. Verma	No	Various tranches between 2005-2013	Being transferred in the name of the Company through a legal process

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value as at 31st March, 2023	Gross carrying value as at 31st March, 2022	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
ii) Building							
Property, plant and equipment	Building	8	8	Usha Martin Industries Limited	No	18-01-1990	The property was purchased through an agreement of sale dated 18-01-1990 by Usha Martin Industries Limited. Further, Usha Martin Industries Limited had merged with Usha Beltron Limited and the name of the merged entity was changed to Usha Martin Limited.
Property, plant and equipment	Building	7	7	Usha Ismal Limited	No	16-10-1990	The property was purchased through a registered deed dated 16-10-1990 by Usha Ismal Limited which was merged with Usha Martin Industries Limited. Further, Usha Martin Industries Limited had merged with Usha Beltron Limited and the name of the merged entity was changed to Usha Martin Limited.
Property, plant and equipment	Building	1	1	Usha Beltron Limited	No	18-02-1998	The property was purchased through an agreement of sale dated 18-02-1998 by Usha Beltron Limited which is the erstwhile name of the Company.

3B. Intangible assets

Particulars	Computer software	Intangible assets under development
Gross block		
As at 31st March, 2021	**1,791**	**40**
Additions	23	15
Disposals/adjustments	2	-
As at 31st March, 2022	**1,812**	**55**
Additions	64	-
Disposals/adjustments/capitalised	-	55
As at 31st March, 2023	**1,876**	**-**
Accumulated amortization		
As at 31st March, 2021	**1,408**	
Charge for the year (refer note 26)	279	
Disposals/adjustments	2	
As at 31st March, 2022	**1,685**	
Charge for the year (refer note 26)	51	
Disposals/adjustments	-	
As at 31st March, 2023	**1,736**	
Net block		
As at 31st March, 2023	**140**	**-**
As at 31st March, 2022	**127**	**55**

There are no Intangible assets under development as at 31st March, 2023

The Intangible assets under development ageing schedule for the year ended 31st March, 2022 are as follows:

As at 31st March, 2022	Amount in Intangible assets under development for a period of				
	less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	15	40	-	-	55
Projects temporarily suspended	-	-	-	-	-
Total	**15**	**40**	**-**	**-**	**55**

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

4. Right-of-use assets

Particulars	Land
Gross block	
As at 31st March, 2021	**308**
Additions/adjustments	79
As at 31st March, 2022	**387**
Additions/adjustments	145
Disposals/adjustments	-
As at 31st March, 2023	**532**
Accumulated amortization	
As at 31st March, 2021	**14**
Charge for the year (refer note 26)	6
As at 31st March, 2022	**20**
Charge for the year (refer note 26)	24
As at 31st March, 2023	**44**
Net block	
As at 31st March, 2023	**488**
As at 31st March, 2022	367

Lease deeds of right-of use assets not held in the name of the Company:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value as at 31st March, 2023	Gross carrying value as at 31st March, 2022	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Right-of-use assets	Leasehold Land	8	8	Ranchi Industrial Area Development Authority	No	06-12-1984	Company has obtained the allotment letter in its name and execution of lease deed is in process.

5. Financial Assets

		As at 31st March, 2023	As at 31st March, 2022
(i)	**INVESTMENTS**		
	Equity shares (unquoted)		
	(a) In subsidiary companies (at cost)		
	Usha Martin International Limited		
	59,09,388 (31st March, 2022 : 59,09,388) ordinary shares of GBP 1 each, fully paid	6,181	6,181
	Usha Siam Steel Industries Public Company Limited #		
	1,32,00,000 (31st March, 2022 : 1,32,00,000) ordinary shares of Thai Baht 10 each, fully paid	2,620	2,620
	Usha Martin Singapore Pte Limited ##		
	10,00,000 (31st March, 2022 : 10,00,000) ordinary shares of SGD 1 each, fully paid	268	268
	Brunton Wire Rope, FZCO #		
	114 (31st March, 2022 : 114) ordinary shares of AED 1,00,000 each, fully paid	1,777	1,777
	Usha Martin Americas Inc.		
	40,00,000 (31st March, 2022 : 40,00,000) shares of USD 1 each, fully paid	1,660	1,660
	Gustav Wolf Speciality Cords Limited		
	1,50,000 (31st March, 2022 : 1,50,000) equity shares of Rs. 10 each, fully paid	168	168
	UM Cables Limited ##		
	1,11,29,660 (31st March, 2022 : 1,11,29,660) equity shares of Rs. 10 each, fully paid	1,271	1,271
	Usha Martin Power and Resources Limited		
	50,000 (31st March, 2022 : 50,000) equity shares of Rs. 10 each, fully paid [Cost Rs. 5 lakhs (31st March, 2022 : Rs. 5 lakhs), net of impairment Rs. 1 lakhs (31st March, 2022 : Rs. 1 lakhs)]	4	4
	Bharat Minex Private Limited		
	2,00,000 (31st March, 2022 : 2,00,000) equity shares of Rs. 10 each, fully paid [Cost Rs. 20 lakhs (31st March, 2022 : Rs. 20 lakhs), fully impaired]	-	-
	Total	**13,949**	**13,949**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

		As at 31st March, 2023	As at 31st March, 2022
(b)	**In joint ventures (at cost)**		
	Pengg Usha Martin Wires Private Limited ##		
	1,08,00,000 (31st March, 2022 : 1,08,00,000) equity shares of Rs. 10 each, fully paid	1,080	1,080
	CCL Usha Martin Stressing System Limited		
	4,73,195 (31st March, 2022 : 4,73,195) equity shares of Rs. 10 each, fully paid [Cost Rs. 47 lakhs (31st March, 2022 : Rs. 47 lakhs), net of impairment Rs. 16 lakhs (31st March, 2022 : Rs. 16 lakhs)]	31	31
	Total	**1,111**	**1,111**
(c)	**Investment in other companies (at fair value through profit and loss)**	**As at 31st March, 2023**	**As at 31st March, 2022**
	Adityapur Toll Bridge Company Limited		
	1,00,000 (31st March, 2022: 1,00,000) equity shares of Rs. 10 each, fully paid [Cost Rs. 10 lakhs (31st March, 2022 : Rs. 10 lakhs), Net of impairment Nil (31st March, 2022 : Rs. 5 lakhs)]	10	5
	Usha Communications Technology Limited BVI		
	1,21,10,242 (31st March, 2022 : 1,21,10,242) ordinary shares of USD 0.50 each, fully paid up [Cost Rs. 28 lakhs (31st March, 2022 : Rs. 28 lakhs), fully impaired]	-	-
	UMI Special Steel Limited (in liquidation)		
	1,80,68,472 (31st March, 2022 : 1,80,68,472) equity shares of Rs. 10 each, fully paid up	*	*
	Adityapur Auto Cluster Limited		
	1,000 (31st March, 2022 : 1,000) equity shares of Rs. 1,000 each, fully paid [Cost Rs. 10 lakhs (31st March, 2022 : Rs. 10 lakhs), Net of impairment Nil (31st March, 2022 : Rs. 10 lakhs)]	10	-
	Total	**20**	**5**
Aggregate amount of unquoted investments		**15,081**	**15,065**
Aggregate amount of impairment in value of investments		**64**	**80**

The Company's stake has been pledged as per terms of loan taken by Usha Siam Steel Industries Public Company Limited and Brunton Wire Rope, FZCO (subsidiaries). Refer note 30C(i)

Refer note 30C(iv)

* Amount is below the rounding off norm adopted by the Company

		As at 31st March, 2023	As at 31st March, 2022
(ii)	**LOANS (at amortised cost)**		
	(Unsecured, considered good unless otherwise stated)		
	Loans to related parties [Refer note 32(iii)]	720	1,140
	Loans to employees	111	87
	Total	**831**	**1,227**

Loans are financial assets which generate a fixed or variable interest income for the Company. The carrying value may be affected by changes in the credit risk of the counterparties

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

		As at 31st March, 2023	As at 31st March, 2022
(iii)	**OTHER FINANCIAL ASSETS (at amortised cost unless otherwise stated)**		
	(Unsecured, considered good unless stated otherwise)		
	Advance against land-coal mines [refer note 34(i)] (at fair value through profit and loss)	153	183
	Bank deposits with more than 12 months maturity#	170	150
	Security deposits		
	Considered good	862	870
	Considered credit impaired	6	-
	Less : allowance for credit impaired	(6)	-
	Interest accrued but not due on deposits	137	97
	Export incentive receivable		
	Considered credit impaired	266	266
	Less : allowance for credit impaired	(266)	(266)
	Total	**1,322**	**1,300**

Bank deposits includes margin money of Rs. 20 lakhs (31st March, 2022: Nil)

6. Income taxes

		As at 31st March, 2023	As at 31st March, 2022
(i)	**INCOME TAX ASSETS**		
	Advance payment of income tax net of provision for tax Rs. 6,985 lakhs (31st March, 2022: Nil)	**1,960**	**2,265**
(ii)	**DEFERRED TAX ASSETS (NET)**		
	Deferred tax assets (DTA)		
	-Expenses allowable as deduction on payment basis	3,277	3,597
	Total DTA	**3,277**	**3,597**
	Deferred tax liabilities (DTL)		
	-Temporary difference between written down value of property, plant and equipment as per books of account and for tax purpose	3,490	3,462
	-Unamortised borrowing costs	18	18
	Total DTL	**3,508**	**3,480**
	Deferred tax (liabilities)/assets (net)	**(231)**	**117**

(a) Major components of income tax expense are:

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Tax charge/(credit) recognised in the Statement of Profit and Loss**		
	Current tax	6,985	2,555
	Deferred tax:		
	Relating to origination and reversal of temporary differences	366	1,658
	Tax charge reported in the Statement of Profit and Loss	**7,351**	**4,213**
(ii)	**Tax income recognised in OCI**		
	Gain/(loss) on remeasurement of defined benefit plans	18	(62)
	Total tax expense for the year [(i) - (ii)]	**7,333**	**4,275**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(b) Reconciliation of income tax expense applicable to accounting profit/(loss) before tax at enacted income tax rate to recognised income tax expense for the year:

	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit / (loss) before tax	28,721	25,344
Enacted income tax rate	25.17%	25.17%
Tax expense at enacted income tax rate	**7,228**	**6,379**
Adjustments:		
Deferred tax on unabsorbed depreciation / brought forward business losses recognised out of opening balance	-	(2,522)
Disallowable expenses/ other non-deductible differences	225	356
Non-taxable income#	(102)	-
Total	**7,351**	**4,213**

#Includes dividend income of Rs. 404 lakhs on which benefit under section 80M of the Income Tax Act, 1961 is availed.

(c) Reconciliation of deferred tax assets/(liability) (net):

	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening balance	117	1,836
Tax income/(expense) during the period recognised in the Statement of Profit or Loss	(366)	(1,658)
Tax income/(expense) during the period recognised in OCI	18	(62)
Closing Balance	**(231)**	**117**

7. Other assets

(Unsecured, considered good unless otherwise stated)

	As at 31st March, 2023	As at 31st March, 2022
Capital advances	3,535	195
Prepaid expenses	47	84
Balances with government authorities		
Excise /service tax	516	569
Sales tax /value added tax	950	1,095
Deposit for legal cases	1,940	1,965
Deposit for fuel surcharge /other electricity matter	2,954	2,954
Claims receivable		
Considered credit impaired	50	160
Less : allowance for credit impaired	(50)	(160)
Advance against coal mines	2851	2851
Less: allowance for credit impaired	(2851)	(2851)
Total	**9,942**	**6,862**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Current assets

8. Inventories

(at lower of cost and net realisable value)

	As at 31st March, 2023	As at 31st March, 2022
Raw materials (including packing materials) #	20,040	16,634
Raw materials in transit	544	650
	20,584	**17,284**
Work-in-progress	5,189	4,787
Finished goods	1,516	1,767
Finished goods in transit	2,643	2,033
	4,159	**3,800**
Stock-in-trade	299	355
Stores and spare parts	5,705	2,353
Loose tools	245	244
Scrap/by-product	565	813
Total	**36,746**	**29,636**

Including Rs. 232 lakhs held by a third party (31st March, 2022: Rs. 205 lakhs)

Note: Year end inventories are net of provisions of Rs. 1,090 lakhs (31st March, 2022 : Rs. 870 lakhs) for slow moving and non moving items.

9. Financial assets

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Trade receivables (at amortised cost)**		
	(Unsecured, considered good unless otherwise stated)		
	Trade receivables considered good	20133	24,360
	Trade receivables which have significant increase in credit risk	410	350
	Trade receivables considered credit impaired	820	689
	Less : allowance for credit impaired	(820)	(689)
		20,543	**24,710**
Of the above, trade receivables from:			
	- related parties [refer note 32 (iii)]	11,551	13,898
	-others	8,992	10,812
		20,543	**24,710**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Trade receivable ageing schedule for the year ended 31st March, 2023 and 31st March, 2022:

As at 31st March, 2023	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	18,647	1,724	27	107	28	10	20,543
(ii) Undisputed Trade Receivables – considered credit impaired	-	99	40	124	3	179	445
(iii) Disputed Trade Receivables - considered credit impaired	-	52	89	121	18	95	375
Total							**21,363**
Less: allowance for credit impaired							820
Trade Receivables as at 31st March, 2023							**20,543**

As at 31st March, 2022	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	21,117	3,519	42	21	-	11	24,710
(ii) Undisputed Trade Receivables – considered credit impaired	-	24	235	105	57	159	580
(iii) Disputed Trade Receivables - considered credit impaired	-	-	-	-	55	54	109
Total							**25,399**
Less: allowance for credit impaired							689
Trade Receivables as at 31st March, 2022							**24,710**

Note: There are no disputed trade receivables which are considered good as at 31st March, 2023 and 31st March, 2022.

(i) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Also no trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(ii) Trade receivables are generally on terms of 30 to 120 days.

(iii) For lien / charge against trade receivables, refer Note 16(i). Below is the details of trade receivables discounted with recourse available to the bank and hence not meeting de-recognition criteria.

	As at 31st March, 2023	As at 31st March, 2022
Discounted receivables	774	1,109
Associated borrowings [refer note 16(i)]	774	1,109

(iv) Refer Note 33B for information about credit risk and market risk on receivables

(v) Set out below is the movement in the allowance for credit impaired trade receivables:

	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	689	473
Additional provision for credit impaired trade receivables	131	216
Closing Balance	**820**	**689**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	As at 31st March, 2023	As at 31st March, 2022
(ii) Cash and cash equivalents		
Balances with banks:		
On current account	124	19
Deposits with original maturity less than 3 months#	4,900	9,647
Cash on hand	11	10
Total	**5,035**	**9,676**

#Short-term deposits with banks are placed for varying periods from one day to three months, depending on the cash requirements of the Company and earn interest at the respective short-term deposit rates.

	As at 31st March, 2023	As at 31st March, 2022
(iii) Other bank balances		
Deposits with original maturity for more than 3 months and up to 12 months#	284	295
Unclaimed dividends	23	-
Total	**307**	**295**

Rs. 284 lakhs (31st March, 2022 Rs. 295 lakhs) lodged with banks against letters of credit and bank guarantee

	As at 31st March, 2023	As at 31st March, 2022
(iv) Loans (at amortised cost)		
(Unsecured considered good unless otherwise stated)		
Loans to related party [refer note 32 (iii)]	1,189	1,190
Loans to employees		
Considered good	68	62
Considered credit impaired	-	8
Less: allowance for credit impaired	-	(8)
Total	**1,257**	**1,252**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	As at 31st March, 2023	As at 31st March, 2022
(v) Other financial assets		
(Unsecured considered good unless otherwise stated)		
At fair value through Profit and Loss		
Foreign exchange forward contracts not designated as hedges	56	11
At amortised cost		
Accrued interest on loan to subsidiaries [refer note 32 (iii)]	14	-
Accrued interest on deposits and others	59	69
Receivable from Tata Steel Long Products Limited [refer note 34(ii)]	8,073	9,356
Claims /advances receivable		
Considered good	316	423
Considered credit impaired	33	64
Less: allowance for credit impaired	(33)	(64)
Security deposits		
Considered good	25	41
Considered credit impaired	52	78
Less: allowance for credit impaired	(52)	(78)
Export incentive receivables		
Considered good	173	731
Considered credit impaired	-	66
Less: allowance for credit impaired	-	(66)
Balances with related parties [refer note 32 (iii)]	93	23
Total	**8,809**	**10,654**

10. Other current assets

(Unsecured, considered good unless otherwise stated)

	As at 31st March, 2023	As at 31st March, 2022
Advances to suppliers#		
Considered good	3,572	3,453
Considered credit impaired	32	40
Less: allowance for credit impaired	(32)	(40)
Balance with statutory/Government authorities		
Considered good	2,203	1,611
Considered credit impaired	604	604
Less: allowance for credit impaired	(604)	(604)
Prepaid expense	575	418
Total	**6,350**	**5,482**

#Represents the advances paid for purchase of goods that are not interest bearing.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Equity

11. Share capital

	As at 31st March, 2023	As at 31st March, 2022
Authorised		
500,000,000 (31st March, 2022 : 500,000,000) equity shares of Re. 1 each	5,000	5,000
10,000,000 (31st March, 2022 : 10,000,000) cumulative redeemable preference shares of Rs. 50 each	5,000	5,000
Total	**10,000**	**10,000**
Issued, subscribed and fully paid up		
304,741,780 (31st March, 2022 : 304,741,780) equity shares of Re. 1 each	3,047	3,047
Add: Equity shares forfeited (amount originally paid-up)	7	7
Total	**3,054**	**3,054**

(a) Reconciliation of the number of equity shares and amount outstanding as at the beginning and at the end of the year:

		As at 31st March, 2023	As at 31st March, 2022
Number of equity shares outstanding at the beginning and end of the year	Numbers	30,47,41,780	30,47,41,780
Amount of equity shares outstanding at the beginning and end of the year	Amt (Rs. in) lakhs	3,047	3,047

(b) 22,865,450 (31st March, 2022 : 22,865,450) equity shares of face value of Re 1 each are represented by Global Depository Receipts (GDRs). Each GDR represents five underlying equity shares.

(c) Rights, preference and restrictions attached to equity shares

The Company has only one class of equity shares having par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share (except in case of GDRs). The holders of GDRs do not have voting right with respect to underlying equity shares. Dividend, if proposed, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive residual assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each shareholder.

(d) Details of equity shares held by equity shareholders holding more than 5% of the aggregate equity shares in the Company:

Name of the equity shareholder	As at 31st March, 2023	As at 31st March, 2022
UMIL Share & Stock Broking Services Limited	4,00,01,236	3,98,06,236
% holding	13.13%	13.06%
Deutsche Bank Trust Company Americas #	2,28,65,450	2,28,65,450
% holding	7.50%	7.50%
Usha Martin Ventures Limited	2,00,00,088	2,00,00,088
% holding	6.56%	6.56%
Peterhouse Investments India Limited	1,96,16,529	1,96,16,529
% holding	6.44%	6.44%

As on 31st March, 2023, 45,73,090 GDRs (representing 2,28,65,450 underlying equity shares) is with Deutsche Bank Trust Company Americas (depository). Peterhouse Investments Limited holds 31,29,919 equity shares and 16,85,691 GDRs (representing 84,28,455 underlying equity shares) and Kenwyn Overseas Limited holds 1,43,64,680 equity shares and 19,63,025 GDRs (representing 98,15,125 underlying equity shares).

As on 31st March, 2022, 45,73,090 GDRs (representing 2,28,65,450 underlying equity shares) is with Deutsche Bank Trust Company Americas (depository). Peterhouse Investments Limited holds 65,79,919 equity shares and 16,85,691 GDRs (representing 84,28,455 underlying equity shares) and Kenwyn Overseas Limited holds 1,43,64,680 equity shares and 19,63,025 GDRs (representing 98,15,125 underlying equity shares).

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(e) No shares have been allotted without payment of cash or by way of bonus shares till this date.

(f) Shares held by promoters as at 31st March, 2023

Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	Akshay Goenka	37,210	0.01	-
2	Amisha Jhawar	11,83,000	0.39	0.05
3	Anupama Jhawar	-	-	-
4	Anupama Jhawar -Trustee of Anupriya Welfare Trust	-	-	-
5	Apurv Jhawar	-	-	-
6	Basant Kumar Jhawar	-	-	-
7	Brij Investments Pvt. Ltd.	61,11,823	2.01	-
8	Brij Kishore Jhawar	9,45,865	0.31	-
9	Rajeev Jhawar -Trustee of Brij Family Trust (PAC) #	13,85,328	0.45	-
10	Jhawar Venture Management Private Limited	-	-	-
11	Kenwyn Overseas Ltd. ##	2,41,79,805	7.93	-
12	Madhushree Goenka	49,460	0.02	-
13	Netural Publishing House Limited	1,34,29,052	4.41	-
14	Nidhi Rajgarhia	3,07,500	0.10	(*)
15	Peterhouse Investments India Limited	1,96,16,529	6.44	-
16	Peterhouse Investments Ltd. ###	1,15,58,374	3.79	(1.13)
17	Prajeev Investments Limited	6,27,000	0.21	-
18	Prashant Jhawar	-	-	-
19	Rajeev Jhawar	26,11,969	0.86	-
20	Shanti Devi Jhawar	2,79,243	0.09	-
21	Shreya Jhawar	10,13,500	0.33	-
22	Stuti Raghav Agarwalla	10,76,000	0.35	0.04
23	Susmita Jhawar	4,38,195	0.14	-
24	Uma Devi Jhawar	-	-	-
25	UMIL Share & Stock Broking Services Ltd.	4,00,01,236	13.13	0.07
26	Usha Martin Ventures Ltd.	2,00,00,088	6.56	-
	Total	**14,48,51,177**	**47.53**	**(0.97)**

*Figure is below rounding off norm adopted by the company

Name of trustee changed from Brij Kishore Jhawar to Rajeev Jhawar

Kenwyn Overseas Limited holds 1,43,64,680 equity shares and 19,63,025 GDRs (representing 98,15,125 underlying equity shares)

Peterhouse Investments Limited holds 31,29,919 equity shares and 16,85,691 GDRs (representing 84,28,455 underlying equity shares)

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Shares held by promoters as at 31st March, 2022

Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	Akshay Goenka	37,210	0.01	-
2	Amisha Jhawar	10,33,500	0.34	-
3	Anupama Jhawar	-	-	-
4	Anupama Jhawar -Trustee of Anupriya Welfare Trust	-	-	-
5	Apurv Jhawar	-	-	-
6	Basant Kumar Jhawar	-	-	-
7	Brij Investments Pvt. Ltd.	61,11,823	2.01	-
8	Brij Kishore Jhawar	9,45,865	0.31	-
9	Brij Kishore Jhawar -Trustee of Brij Family Trust (PAC)	13,85,328	0.45	-
10	Jhawar Venture Management Private Limited	-	-	-
11	Kenwyn Overseas Ltd.#	2,41,79,805	7.93	-
12	Madhushree Goenka	49,460	0.02	-
13	Netural Publishing House Limited	1,34,29,052	4.41	-
14	Nidhi Rajgarhia	3,10,000	0.10	(*)
15	Peterhouse Investments India Limited	1,96,16,529	6.44	-
16	Peterhouse Investments Ltd.##	1,50,08,374	4.92	(1.58)
17	Prajeev Investments Limited	6,27,000	0.21	-
18	Prashant Jhawar	-	-	-
19	Rajeev Jhawar	26,11,969	0.86	-
20	Shanti Devi Jhawar	2,79,243	0.09	-
21	Shreya Jhawar	10,13,500	0.33	-
22	Stuti Raghav Agarwalla	9,54,330	0.31	-
23	Susmita Jhawar	4,38,195	0.14	-
24	Uma Devi Jhawar	-	-	-
25	UMIL Share & Stock Broking Services Ltd.	3,98,06,236	13.06	-
26	Usha Martin Ventures Ltd.	2,00,00,088	6.56	-
	Total	**14,78,37,507**	**48.51**	**(1.59)**

* Figure is below rounding off norm adopted by the company

Kenwyn Overseas Limited holds 1,43,64,680 equity shares and 19,63,025 GDRs (representing 98,15,125 underlying equity shares)

Peterhouse Investments Limited holds 65,79,919 equity shares and 16,85,691GDRs (representing 84,28,455 underlying equity shares)

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

12. Other equity

	As at 31st March, 2023	As at 31st March, 2022
Securities premium#	13,807	13,807
(Securities premium represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013)		
Capital reserve#	-	-
(Capital reserve represents mainly state capital subsidy received from different state Governments)		
Capital redemption reserve#	-	-
(Capital redemption reserve is created on redemption of preference shares as per statutory requirement and can be utilised in accordance with the provisions of the Companies Act, 2013)		
General reserve	54,575	54,575
(Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.)		
Retained earnings#	36,535	21,316
(Retained earnings represent the cumulative profit / (loss) of the Company and effects of re-measurement of defined benefit obligations and can be utilised in accordance with the provisions of the Companies Act, 2013)		
Other reserves#	-	-
(Represent money received against equity warrants earlier forfeited and can be utilised in accordance with the provisions of the Companies Act, 2013)		
	104,917	**89,698**

#Refer note 40

Non - current liabilities

13. Financial liabilities

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Borrowings** (Secured, at amortised cost)		
	Term loans		
	- Banks (Rupee loans)#	13,054	12,104
	Total	**13,054**	**12,104**

#Net of unamortised borrowing cost of Rs. 121 lakhs (31st March, 2022 : Rs. 71 lakhs) against term loans from banks

	Term loans	Nature of security	As at 31st March, 2023	As at 31st March, 2022
	From banks			
(i)	ICICI Bank Limited [note (a) below]	A, B	4,450	-
(ii)	ICICI Bank Limited [note (b) below]	A, B, C, D	5,144	6,644
(iii)	ICICI Bank Limited [note (c) below]	A, B	3,460	5,460
	Total		**13,054**	**12,104**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Loan covenants

Bank loans contain certain debt covenants relating to net debt to EBITDA, debt service coverage ratio, fixed assets coverage ratio etc. The Company has complied with all debt covenants stipulated by the terms of bank loan during the year.

EBITDA = Profit before tax + Finance cost + Depreciation/amortization - Non operating income

Nature of security

A Secured by a first pari-passu charge by hypothecation/mortgage over all the property, plant and equipment (present and future) of the Company other than the assets exclusively charged in favour of such lenders

B Secured by a second charge on entire current assets of the Company (present and future), pari-passu with other term lenders.

C Secured by personal guarantee of Managing Director of the Company.

D Secured by pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis

Interest rate and terms of repayment

(a) Rupee term loan from a bank amounting to Rs. 4,450 lakhs is repayable in ten quarterly instalments from 1st July, 2024 to 01st October, 2026. Interest is payable on monthly basis at one-year marginal cost of fund of the bank plus 0.35% p.a.

(b) Rupee term loan from a bank amounting to Rs. 5,144 lakhs (31st March, 2022: Rs. 6,644 lakhs) is repayable in seven quarterly instalments from 30th June, 2024 to 31st December, 2025. Interest is payable on monthly basis at one-year marginal cost of fund of the bank plus 0.85% p.a.

(c) Rupee term loan from a bank amounting to Rs. 3,460 lakhs (31st March, 2022: Rs. 5,460 lakhs) is repayable in five quarterly instalments from 30th June, 2024 to 30th June, 2025. Interest is payable on monthly basis at one-year marginal cost of fund of the bank plus 0.85% p.a.

(d) Outstanding balances of loans and terms of repayment as indicated in (a) to (c) are exclusive of current maturities of such loans as disclosed in Note 16(i).

		As at 31st March, 2023	As at 31st March, 2022
13(ii)	**Lease liabilities** (at amortised cost)		
	Total lease liabilities	259	125
	Less : shown under current [refer note 16 (iii)]	79	34
	Non current lease liability	**180**	**91**
	Change in liabilities arising in financial activities#		
	Beginning of the year	125	35
	Addition	145	79
	Accretion of interest during the year	17	24
	Less: payments	28	13
	End of the year	**259**	**125**

Refer note 30A(ii)

14. Provisions

	As at 31st March, 2023	As at 31st March, 2022
-For employee benefits		
Gratuity [refer note 31(b)]	2,738	3,547
Long service award [refer note 31(b)]	64	64
Total	**2,802**	**3,611**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

15. Other liabilities

	As at 31st March, 2023	As at 31st March, 2022
Excise/service tax/goods and service tax	844	1,558
Sales tax/entry tax	736	1,558
Total	**1,580**	**3,116**

Current liabilities

16. Financial liabilities (at amortised cost)

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Borrowings**		
	Secured#		
	Working capital loans from banks / loans repayable on demand	-	3,041
	Current maturities of long-term borrowings@	3,500	-
	Unsecured		
	Indian rupee bill discounting ##	774	1,109
	Total	**4,274**	**4,150**

#Nature of security - Secured by first charge by way of hypothecation of all current assets of the Company. Further such loans from banks are also secured by charge on certain immovable properties, subject to first charge in favour of financial institutions and banks created/to be created in respect of any existing/future financial assistance/accommodation which has been/may be obtained by the Company. Further, these are secured against pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis. The loans are repayable on demand and carry interest @ 6.00% to 8.85% p.a. payable at monthly rests. Apart from securities mentioned above, working capital from a bank is secured by personal guarantee of Managing Director of the Company.

The Company has discounted trade receivables on recourse basis. Accordingly, the monies received on this account are shown as borrowings as underlying trade receivable does not meet de-recognition criteria. These bills are discounted @ 5.50% to 7.90% p.a. and are repayable within 180 days.

@ Interest rate, nature of security and terms of repayment are:

	Term loans (secured)	Nature of security	As at 31st March, 2023	As at 31st March, 2022
	From banks			
(i)	ICICI Bank Limited [note (a) below]	A, B, C, D	1,500	-
(ii)	ICICI Bank Limited [note (b) below]	A, B	2,000	-
			3,500	**-**
	Total		**3,500**	**-**
	Aggregate secured borrowings		**3,500**	**-**

Nature of security

A Secured by a first charge by hypothecation/mortgage over all the property, plant and equipment (present and future) of the Company ranking pari-passu with those of other lenders other than the assets exclusively charged in favour of other lenders.

B Secured by a second charge on entire current assets of the Company (present and future), pari-passu with other term lenders.

C Secured by personal guarantee of Managing Director of the Company.

D Secured by pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Interest rate and terms of repayment

(a) Rupee term loan from a bank amounting to Rs. 1,500 lakhs outstanding as on 31st March 2023 has been subsequently repaid.

(b) Rupee term loan from a bank amounting to Rs. 2,000 lakhs outstanding as on 31st March 2023 has been subsequently repaid.

The Company is in compliance with filing of quarterly financial follow up report with State Bank of India and ICICI Bank Limited for cash credit facility and working capital loan. The following table provides a reconciliation of statement filed with the above-mentioned banks and books of accounts :

Year ended 31st March, 2023

Name of the Bank	Quarter Ended	Particulars	Amount as per books of accounts	Amount as reported in quarterly return/ statement	Amount of Difference	Reason for material discrepancy
State Bank of India and ICICI Bank Limited	30th June, 2022	Trade Receivable	28,412	27,340	1,072	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	30th Sept, 2022	Trade Receivable	27,955	26,805	1150	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	31st Dec, 2022	Trade Receivable	24,733	23,416	1,317	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements

Year ended 31st March, 2022

Name of the Bank	Quarter Ended	Particulars	Amount as per books of accounts	Amount as reported in quarterly return/ statement	Amount of Difference	Reason for material discrepancy
State Bank of India and ICICI Bank Limited	30th June, 2021	Trade Receivable	23,401	21,340	2,061	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	30th Sept, 2021	Trade Receivable	25,078	23,588	1,490	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Name of the Bank	Quarter Ended	Particulars	Amount as per books of accounts	Amount as reported in quarterly return/ statement	Amount of Difference	Reason for material discrepancy
	30th Sept, 2021	Other Current Assets	23,366	23,738	(372)	Discrepancy is primarily on account of the details being submitted on the basis of provisional books / financial statements
State Bank of India and ICICI Bank Limited	31st Dec, 2021	Trade Receivable	28,742	27,033	1,709	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	31st March, 2022	Trade Receivable	24,710	23,600	1,110	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements

Note: The due date of filing of quarterly financial follow up report for the quarter ended 31st March, 2023 falls beyond the date of approval of these financial statements

		As at 31st March, 2023	As at 31st March, 2022
(ii)	**Trade payables** (at amortised cost)		
	Total outstanding dues of micro and small enterprises (refer note 36)	**607**	**777**
	Total outstanding dues of creditors other than micro and small enterprises	10,101	9,091
	Dues to related parties [refer note 32(iii)]	403	104
	Acceptances	1,479	7,548
		11,983	**16,743**
	Total	**12,590**	**17,520**

Trade payables are normally settled up to 365 day terms.

Acceptances represent arrangements whereby banks make direct payments to suppliers of raw materials. The banks are subsequently repaid by the Company at a later date providing working capital timing benefits. Where these arrangements are for raw materials and have a maturity of upto the credit period contracted with the suppliers, the economic substance of the transaction is considered to be operating in nature and included under "Trade payables".

Acceptances payable to banks carry interest @ 6.90% p.a. and are secured by hypothecation of all current assets of the Company. Further such acceptances are also secured by charge on certain movable & immovable properties, subject to first charge in favour of financial institutions and banks created/to be created in respect of any existing/future financial assistance/ accommodation which has been/may be obtained by the Company. Further, in respect of acceptances from a bank, these are secured against pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis. In respect of acceptances from another bank, personal guarantee of Managing Director has been given.

Refer note 33B(b) for explanations on the Company's liquidity risk management processes.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Trade payable ageing schedule for the year ended 31st March, 2023 and 31st March, 2022:

As at 31st March, 2023	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	-	562	45	-	-	-	607
Others	3,278	2,158	6,442	20	51	34	11,983
Disputed Dues-Others	-	-	-	-	-	-	-
Total							**12,590**

As at 31st March, 2022	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	-	687	90	-	-	-	777
Others	2,835	5,075	8,430	113	44	21	16,518
Disputed Dues-Others	-	-	-	-	-	225	225
Total							**17,520**

Note: There are no disputed balances payable to MSME as at 31st March, 2023 and 31st March, 2022.

	As at 31st March, 2023	As at 31st March, 2022
(iii) Lease liabilities (at amortised cost)	**79**	**34**

	As at 31st March, 2023	As at 31st March, 2022
(iv) Other financial liabilities		
At fair value through Profit and Loss		
Foreign exchange forward contracts not designated as hedges #	*	9
At amortised cost		
Interest accrued but not due on borrowings	4	3
Interest accrued on trade payables and others	164	221
Security deposits received	86	208
Unclaimed dividend ##	23	-
Liability towards project vendors	2,911	1,453
Payable relating to coal mines	1,384	1,384
Employee benefits payable	1,663	1,721
Other payables	25	18
Total	**6,260**	**5,017**

#Derivative instruments at fair value through profit and loss reflect the adverse change in fair value of those foreign exchange forward contracts that are not designated in hedge relationships. Refer note 33B for details regarding the nature and extent of risks arising from financial instruments to which the Company is exposed at the end of the reporting year.

There are no amount due for payment to the- Investor Education and Protection Fund under Section 125C of the Companies Act, 2013 as at the year end.

*Figure is below rounding off norm adopted by the company.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Changes in liabilities arising from financing activities

Particulars	As at 31st March, 2022	Cash flows	EIR adjustment	Others	As at 31st March, 2023
Non Current borrowings	12,104	4,450	*	(3,500)	13,054
Current maturities of long term borrowings	-	-	-	3,500	3,500
Working capital loans from banks / loans repayable on demand	3,041	(3,041)	-	-	-
Indian rupee bill discounting	1,109	(335)	-	-	774
Total liabilities from financing activities	**16,254**	**1,074**	*	**-**	**17,328**

Particulars	As at 31st March, 2021	Cash flows	EIR adjustment	Others	As at 31st March, 2022
Non Current borrowings	18,629	(6,750)	225	-	12,104
Current maturities of long term borrowings	5,550	(5,550)	-	-	-
Working capital loans from banks / loans repayable on demand	2,513	528	-	-	3,041
Indian rupee bill discounting	2,531	(1,421)	-	-	1,109
Total liabilities from financing activities	**29,223**	**(13,193)**	**225**	**-**	**16,254**

*Figure is below rounding off norm adopted by the company.

17. Provisions

	As at 31st March, 2023	As at 31st March, 2022
- For employee benefits		
Leave encashment	710	671
Long service award [refer note 31(b)]	3	2
Total	**713**	**673**

18. Income tax liabilities (net)

	As at 31st March, 2023	As at 31st March, 2022
Provision for income tax [net of taxes paid Rs. 1,214 lakhs (31st March, 2022 : Rs. 1214 lakhs)]	**2,393**	**2,760**

19. Other liabilities

	As at 31st March, 2023	As at 31st March, 2022
Contract liabilities #		
- Related parties [refer note 32(iii)]	62	120
- Others	3,486	3,954
Statutory dues payables ##	2,174	2,204
Advance received against sale of land	4	4
Renewable power obligation	3,011	3,009
Total	**8,737**	**9,291**

#Contract liabilities are advances received towards sale of goods or services that are short term and non-interest bearing.

##Statutory dues primarily includes payable in respect of goods and service tax (GST), tax deducted at source, etc.

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

20. Revenue from operations

	Year ended 31st March, 2023	Year ended 31st March, 2022
Sale of goods	196,404	174,546
Sale of services	708	926
Other operating revenue:		
Product scrap sales	5,444	4,312
Sale of captive power	529	449
Export incentive	1,086	772
Total	**204,171**	**181,005**

20A.Disaggregated Revenue Information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

	Year ended 31st March, 2023	Year ended 31st March, 2022
Wire and Wire ropes	203,439	180,770
Others	732	235
Total	**204,171**	**181,005**
Revenue by geographical segment		
India	138,411	125,565
Outside India	65,760	55,440
Total	**204,171**	**181,005**

20B. Timing of revenue recognition

	Year ended 31st March, 2023	Year ended 31st March, 2022
Goods transferred at a point in time	203,463	180,079
Services rendered over time	708	926
Total	**204,171**	**181,005**

20C. Contract Balances

	Year ended 31st March, 2023	Year ended 31st March, 2022
Trade receivables [refer note 9(i)]#	20,543	24,710
Contract liabilities (refer note 19)	3,548	4,074

#Net of allowance of Rs. 820 lakhs (31st March, 2022: Rs. 689 lakhs) towards credit impaired trade receivables. Trade receivables are generally on 30 to 120 days credit period and are entitled to interest @ 18% beyond that period.

Contract liabilities include advances received to deliver goods or services.

20D. Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted prices

	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue as per contracted prices	206,207	182,749
Less: discount/volume rebates	2,036	1,744
Revenue from contract with customers	**204,171**	**181,005**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

20E. The Company has recognised the following revenue-related contract liabilities and receivables from contract with customers

	Year ended 31st March, 2023	Year ended 31st March, 2022
Amounts included in contract liabilities at the beginning of the year	4,074	3,246
Less : Revenue recognised against the opening contract liability on satisfaction of performance obligations	4,074	2,330
Add: Advance received during the year	3,548	3,158
Amounts included in contract liabilities at the end of the year (refer note 19)	**3,548**	**4,074**

20F. Performance obligations

The performance obligation is satisfied upon delivery of the goods/rendering of service and payment is generally due within 30 to 120 days from delivery. Some contracts provide eligible customers with volume rebates which give rise to variable consideration subject to constraint.

	Year ended 31st March, 2023	Year ended 31st March, 2022
The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31st March, 2023 are as follows:	16,601	14,483
0-1 Month	9,268	4,383
1-3 Months	1,227	7,352
3-6 Months	4,468	1,244
More than 6 Months	1,638	1,504

All the performance obligations are expected to be recognised within one year.

21. Other income

	Year ended 31st March, 2023	Year ended 31st March, 2022
Dividend income	404	160
Miscellaneous scrap sales	418	1,168
Liabilities no longer required written back	1,087	871
Allowance for doubtful debts and advances no longer required written back	348	215
Claims received	15	48
Gain on disposal of property, plant and equipment (net of loss on disposal Rs. 10 lakhs)	16	-
Interest income on financial assets carried at amortised cost	365	617
Miscellaneous income	414	272
Total	**3,067**	**3,351**

22. Cost of materials consumed

	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening Stock of raw material (including packing materials)	17,284	14,701
Add: Purchases	125,512	109,598
	142,796	**124,299**
Less: Closing stock	20,584	17,284
Cost of materials consumed#	**122,212**	**107,015**

#Cost of materials consumed includes packing materials amounting to Rs. 4,606 lakhs (31st March, 2022: Rs. 3,831 lakhs)

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

23. Changes in inventories of finished goods, work-in-progress, stock-in-trade and scrap/by-product

		Year ended 31st March, 2023	Year ended 31st March, 2022
(A)	**Finished goods**		
	Opening stock	3,800	3,713
	Less : Closing stock	4,159	3,800
		(359)	**(87)**
(B)	**Work-in-progress**		
	Opening stock	4,787	4,231
	Less : Closing stock	5,189	4,787
		(402)	**(556)**
(C)	**Stock-in-trade**		
	Opening stock	355	244
	Less : Closing stock	299	355
		56	**(111)**
(D)	**Scrap/by-product**		
	Opening stock	812	364
	Less : Closing stock	565	812
		247	**(448)**
	Net changes in inventories [(A) + (B) + (C) + (D)]	**(458)**	**(1,202)**

24. Employee benefit expenses

	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries, wages and bonus	11,987	10,741
Contributions to provident and other funds [refer note 31(a) and 31(b)(III)]	887	883
Gratuity expense [refer note 31(b)]	468	507
Staff welfare expenses	546	532
Total	**13,888**	**12,663**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

25. Finance costs

	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest expense on financial liabilities measured at amortised cost	1,724	2,730
Interest on lease liabilities [refer note 30A(ii)]	17	24
Other borrowing costs (includes letter of credit opening and retirement charges, loan processing fees, etc.)	178	362
	1,919	**3,116**
Less: Interest capitalised	421	-
Total	**1,498**	**3,116**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

26. Depreciation and amortisation expenses

	Year ended 31st March, 2023	Year ended 31st March, 2022
Depreciation of property, plant and equipment (refer note 3A)	2,576	2,855
Amortization of intangible assets (refer note 3B)	51	279
Amortization of right-of-use assets (refer note 4)	24	6
Total	**2,651**	**3,140**

27. Other expenses

	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of stores and spare / loose tools	3,077	2,501
Operations and maintenance :		
Plant and machinery	4,206	3,397
Buildings	391	172
Power and fuel [refer note (i) below]	11,964	9,134
Freight and forwarding charges	10,499	9,796
Rent and hire charges	60	71
Rates and taxes	125	369
Insurance	408	356
Travelling and conveyance	398	180
Directors' sitting fees	88	53
Remuneration to auditors [refer note (ii) below]	58	63
Allowance for credit impaired debts and advances	187	317
Bad Debts / advances written off [net of write back of allowance for credit impaired of Rs. 46 lakhs (31st March, 2022 : Rs. 702 lakhs)	3	71
Material handling charges	254	203
Processing charges	19	2
Loss on sale of property, plant and equipment (31st March, 2022: net of gain on disposal of property, plant and equipment of Rs. 395 lakhs)	-	21
Miscellaneous expenses [refer note (iii) and (iv) below]	5,757	4,861
Total	**37,494**	**31,567**

(i) The following expenses are included in power and fuel expenses in the Statement of Profit and Loss :

	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of stores and spares / loose tools	267	223
Material handling charges	111	113
Operations and maintenance: plant and machinery	360	320
Operations and maintenance: buildings	10	11
Miscellaneous expenses	38	36
Total	**786**	**703**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(ii) Remuneration to auditors comprises of :

	Year ended 31st March, 2023	Year ended 31st March, 2022
As auditor		
For statutory audit and limited reviews	48	39
Tax audit fee	3	3
For other services	6	20
Reimbursement of expenses	1	1
Total	**58**	**63**

(iii) Research and development costs that are not eligible for capitalisation have been expensed during the year amounting to Rs. 580 lakhs (31st March, 2022 : Rs. 335 lakhs), and are recognised in miscellaneous expenses.

(iv) In view of the absence of net profits (calculated in the manner as per the provisions of Section 198 of the Companies Act, 2013) over the last three financial years, provisions of Section 135 of the Companies Act, 2013 relating to spending for Corporate Social Responsibility are not applicable to the Company.

28. Earnings per equity share (EPS)

	Year ended 31st March, 2023	Year ended 31st March, 2022
The following reflects the income and share data used in the basic and diluted EPS computations :		
Profit for the period	21,370	21,131
Weighted average number of equity shares outstanding for the purpose of basic and diluted EPS	30,47,41,780	30,47,41,780
Basic and diluted earnings per equity share (Rs.)	7.01	6.94
Nominal value per share (Re.)	1.00	1.00

There have been no other transactions involving equity shares between the reporting date and the date of authorisation of these financial statements.

29. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts and the disclosures. The Company based its assumptions and estimates on parameters available when the financial statements were prepared and these are reviewed at each Balance Sheet date.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Capital management (refer note 33D)
- Financial risk management objectives and policies (refer note 33B)
- Sensitivity analysis disclosures (refer note 31J)

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(i) Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g. construction of significant leasehold improvements or significant customisation to the leased asset).

(All amounts in Rs. lakhs unless stated otherwise)

The Company included the renewal period as part of the lease term for leases of plant and machinery with shorter non-cancellable period (i.e. three to five years). The Company typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available. The renewal periods for leases of plant and machinery with longer non-cancellable periods (i.e. 10 to 15 years) are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Property lease classification – Company as lessor

The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

(ii) Revenue from contracts with customers

The Company applied the judgement of determining method to estimate variable consideration and assessing the constraint that significantly affect the determination of the amount and timing of revenue from contracts with customers.

Certain contracts for the sale of goods include volume rebates that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on the method which better predicts the amount of consideration to which it will be entitled. In estimating the variable consideration for the sale of goods with volume rebates, the Company determined that the most likely amount method is appropriate.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur

(i) Useful economic lives of property, plant and equipment and impairment considerations

Property, plant and equipment/intangible assets are depreciated/amortised over their estimated useful life, after taking into account estimated economic residual value. Management reviews the estimated economic useful life and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortisation for future periods is revised if there are significant changes from previous estimates.

The Company also reviews its property, plant and equipment, for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable. In assessing the property, plant and equipment for impairment, factors leading to significant reduction in profits such as changes in commodity prices, the Company's business plans and changes in regulatory environment are taken into consideration.

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The carrying value of the assets of a cash generating unit (CGU) is compared with the recoverable amount of those assets, that is, the higher of fair value less costs of disposal and value in use. Recoverable value is based on the management estimates of commodity prices, market demand and supply, economic and regulatory climates, long-term plan, discount rates and other factors. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

used for extrapolation purposes. Any subsequent changes to cash flow due to changes in the above mentioned factors could impact the carrying value of the 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.

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include 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.

(ii) Taxes

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits and business developments together with future tax planning strategies.

(iii) Defined benefit plans

The cost and the present value of the defined benefit gratuity plan and long term service award are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the interest rates of Government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

(iv) Revenue recognition - estimating variable consideration for volume rebates

The Company estimates variable considerations to be included in the transaction price for the sale of goods with volume rebates. Determining whether a customer will be likely entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date. Estimates of volume rebates are sensitive to changes in circumstances and the Company's past experience regarding rebate entitlements may not be representative of customers' actual rebate entitlements in the future.

(v) Leases - estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Company estimates the IBR using observable inputs (such as market interest rates) when available.

(vi) Provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

The Company has capital commitments in relation to various capital projects which are not recognized on the Balance Sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected

(All amounts in Rs. lakhs unless stated otherwise)

as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

The timing of recognition and quantification of the liability (including litigations) requires 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.

(vii) Non-current assets held for sale

Assets and liabilities of non-current assets held for sale are measured at the lower of carrying amount and fair value less cost to sale. The determination of fair value less costs to sale include use of management estimates and assumptions. The fair value has been estimated using valuation techniques (including income and market approach) which includes unobservable inputs.

(viii) Valuation of Inventories

The Company follows suitable provisioning norms for writing down the value of slow-moving, non-moving and surplus inventory. This involves various judgements and assumptions that may differ from actual developments in the future.

30. Commitments and contingencies

A. Leases

Company as a lessee

(i) The Company as a lessee has entered into various lease contracts, which includes lease of land, office space, employee residential accommodation, guest house etc. Generally, the Company is restricted from assigning and subleasing the leased assets. There are lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in aligning with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

The Company has certain leases of office space, employee residential accommodation, guest house etc with lease terms of 12 months or less. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the net carrying amounts of right-of-use assets recognised in Balance Sheet and the movement during the year:

	Land
As at 31st March, 2021 (refer note 4)	**294**
Addition during the year	79
Less : amortisation	6
As at 31st March, 2022 (refer note 4)	**367**
Addition during the year	145
Less : amortisation	24
As at 31st March, 2023 (refer note 4)	**488**

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(ii) Set out below are the carrying amounts of lease liabilities and the movement during the year:

	As at 31st March, 2023	As at 31st March, 2022
Balance as at beginning of the year	125	35
Addition	145	79
Accretion of interest (refer note 25)	17	24
Payments	28	13
Balance as at the end of the year	**259**	**125**
Current [refer note 16(iii)]	79	34
Non-current [refer note 13(ii)]	180	91

The maturity analysis of lease liabilities is disclosed in Note 33B (b).

The effective interest rate for lease liabilities is 10.95%, with maturity between 2023-2095.

(iii) Amounts recognised in the Statement of Profit and Loss

	As at 31st March, 2023	As at 31st March, 2022
Amortisation expense of right-of-use assets (recognised in depreciation and amortization expenses)	24	6
Interest expense on lease liabilities (recognised in finance costs)	17	24
Expense relating to short-term leases (included in rent and hire charges)	60	71
Total amount recognised in Statement of Profit and Loss for the year	**101**	**101**

		As at 31st March, 2023	As at 31st March, 2022
B.	**Capital commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	5,090	304

C. Contingent liabilities

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Guarantees**		
	Loan amount outstanding against corporate guarantee as at year-end	1,729	5,497
	The Company has given corporate guarantee amounting to Rs. 8,217 lakhs (31st March, 2022: Rs. 7,579 lakhs) to banks / third parties to secure financial assistance / accommodation extended to subsidiaries.		
	The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required. [refer note 32(iii)].		
(ii)	**Bank guarantees**		
	The Company has given bank guarantees details of which are as below:		
	in favour of various parties against various contracts	680	633
	The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.		

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	As at 31st March, 2023	As at 31st March, 2022
(iii) Claims against the Company not acknowledged as debt #		
Demand for income tax matters	1,672	1,672
Demand for sales tax, entry tax ##	737	2,827
Demand for excise duty and service tax	11,692	12,627
Demand for customs duty	1,129	1,129
Demand for Goods and Service Tax	574	1,017
Demand for Land revenue	295	295
Outstanding labour disputes	34	28
Demand for fuel surcharge matter and delayed payment surcharge pending with appropriate authority	10,980	10,980
Demand for mining matter pending with High Court of Jharkhand@	2,862	2,862
Demand for compensation on account of mining and dump /infrastructure/colony established outside approved mining lease area	1,710	1,710
Demand for financial assurance amount in Escrow account	226	226
Disputed claims by parties not acknowledged as debt by the Company	3,126	3,006

Future cash outflows in respect of the above matters are determinable only on receipt of judgments/decisions pending at various forums/authorities. Based on discussions with the solicitors/favourable decisions in similar cases/legal opinions taken by the Company, the management believes that the Company has a good chance of success in above mentioned matters and hence no provision against these matters is considered necessary.

Includes demand aggregating to Rs. 697 lakhs (31st March, 2022: Rs. 697 lakhs) received by the Company towards entry tax in Punjab. Subsequent to the decision of the Hon'ble Supreme Court of India, vide order dated 11th November, 2016, upholding the rights of State Governments to impose entry tax, the Company has filed petitions before the Hon'ble High Courts of the aforesaid States and also Jharkhand on grounds that entry tax imposed by respective State legislations is discriminatory in nature. The Hon'ble West Bengal Taxation Tribunal vide order dated 25.03.2022 had specifically held that "the State Legislature is denuded of its plenary power to deal with Entry tax related matters on and from 16th September 2016 when Constitution (101st Amendment) Act 2016 came into effect, and thereby the revalidation of Entry Tax by West Bengal State Govt on Entry of Goods into Local Area cannot be sustained. Pending decisions by the Hon'ble High Court of Jharkhand, the Company's obligation, if any, towards entry tax is not ascertainable. Based on legal opinion obtained, management believes that there will be no resultant adverse impact on the Company.

@ The Company had given an undertaking to deposit Rs. 1,922 lakhs in six instalments in terms of the order of the Hon'ble High Court of Jharkhand. Against the same, the Company has deposited an amount of Rs. 1,922 lakhs upto 31st March, 2020.

(iv) Others

a) The Company has provided a Letter of Comfort to a bank that has provided credit facilities to its joint venture, Pengg Usha Martin Wires Private Limited. Such facilities have been utilised to the extent of Rs. 3,150 lakhs as at 31st March, 2023 (31st March, 2022: Rs. 3,818 lakhs) by the joint venture company. Vide the letter of comfort, the Company has provided an undertaking not to dispose off its investment in that joint venture company and to ensure that no losses are suffered by the lender concerned. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required [refer note 32(iii)].

b) The Company has provided a Letter of Comfort to a bank that has provided credit facilities to its subsidiary, UM Cables Limited. Such facilities have been utilised to the extent of Rs. 3,890 lakhs as at 31st March, 2023(31st March, 2022: Rs 3,437 lakhs) by the subsidiary company. Vide the letter of comfort, the Company has provided an undertaking not to dispose off its investment in that subsidiary company and to ensure that no losses are suffered by the lender concerned. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required [refer note 32(iii)].

c) The Company has provided a Letter of Comfort to a bank that has provided credit facilities to its subsidiary, Usha Martin Singapore Pte. Limited. Such facilities have been utilised to the extent of Rs. 4,355 lakhs as at 31st March, 2023 (31st March, 2022: Rs. 4,017 lakhs) by the subsidiary company. Vide the letter of comfort, the Company has provided an undertaking not to dispose off its investment in that subsidiary company and to ensure that no losses are suffered by the lender concerned. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required [refer note 32(iii)].

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

31. Post employment defined contribution plans and post employment defined benefit plans

(a) Post employment defined contribution plans

	Year ended 31st March, 2023	Year ended 31st March, 2022
Amount recognised in the Statement of Profit and Loss		
(i) Pension fund paid to the authorities	287	288
(ii) Superannuation fund - Contribution payable / paid to a Trust	172	208
Total	**459**	**496**

(b) Post employment defined benefit plans

I Gratuity plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The level of benefits provided depends on the member's length of service and salary at retirement age. The scheme is funded with an insurance company.

II Long service award

Employees of the Company rendering greater than twenty years of service will receive long service award on all causes of exit as per the Company's policy. The cost of providing benefits under this plan is determined by actuarial valuation using the projected unit credit method by independent qualified actuaries at the year end.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the Balance Sheet for the above defined benefit plans:

A. Expenses recognised in the Statement of Profit and Loss

		Year ended 31st March, 2023		Year ended 31st March, 2022	
		Gratuity	Long service award	Gratuity	Long service award
1.	Current / past service cost	267	3	270	3
2.	Net interest cost	201	5	237	5
3.	**Amount recognised in Statement of Profit and Loss (i)**	**468**	**8**	**507**	**8**
	Expenses recognised in other comprehensive income				
4.	Re-measurement (gains)/losses on defined benefit plans				
	Arising from changes in experience	132	(6)	(131)	(7)
	Arising from changes in financial assumptions	(74)	(1)	(109)	(1)
	Return on plan assets greater/(lesser) than discount rate	23	-	1	-
5.	**Total (ii)**	**81**	**(7)**	**(239)**	**(8)**
6.	**Total expense (i)+(ii)**	**549**	**1**	**268**	**-**

B. Net asset / (liability) recognised in the Balance Sheet

		Year ended 31st March, 2023		Year ended 31st March, 2022	
		Gratuity	Long service award	Gratuity	Long service award
1.	Present value of defined benefit obligation	4,919	67	4,606	66
2.	Fair value of plan assets	2,181	-	1,059	-
3.	**Net asset / (liability)**	**(2,738)**	**(67)**	**(3,547)**	**(66)**

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

C. Change in the present value of the defined benefit obligation during the year

		Year ended 31st March, 2023		Year ended 31st March, 2022	
		Gratuity	Long service award	Gratuity	Long service award
1.	Present value of defined benefit obligation at the beginning of the year	4,606	66	4,720	69
2.	Current service cost / plan amendments	267	3	270	3
3.	Interest cost	311	5	303	5
4.	Benefits paid	(323)	-	(381)	(1)
5.	Re-measurement (gains)/losses	58	(7)	(240)	(8)
6.	Acquisitions (credit)/cost	-	-	(66)	(2)
7.	**Present value of defined benefit obligation at the end of the year**	**4,919**	**67**	**4,606**	**66**

D. Change in the fair value of plan assets during the year (gratuity)

		As at 31st March, 2023	As at 31st March, 2022
1.	Plan assets at the beginning of the year	1,059	999
2.	Interest income	110	66
3.	Contribution by employer	1,358	376
4.	Actual benefits paid	(323)	(381)
5.	Return on plan assets greater/(lesser) than discount rate	(23)	(1)
6.	**Plan assets at the end of the year**	**2,181**	**1,059**

E. In 2023-24 , the Company expects to contribute Rs. 2,738 lakhs to gratuity fund.

F. The major categories of plan assets as a percentage of the fair value of total plan assets

	As at 31st March, 2023	As at 31st March, 2022
	Gratuity (funded)	
Investments with insurer	97%	97%
Cash and cash equivalent	3%	3%
Total	**100%**	**100%**

G. Actuarial assumptions

		As at 31st March, 2023		As at 31st March, 2022	
		Gratuity	Long service award	Gratuity	Long service award
1.	Discount rate	7.20%	7.20%	7%	7%
2.	Expected rate of return on plan assets	7.20%	NA	7%	NA
3.	Mortality pre retirement	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate
4.	Mortality post retirement	LIC(1996-98) Ultimate	NA	LIC (1996-98) Ultimate	NA
5.	Withdrawal rate	1%	1%	1%	1%
6.	**Rate of salary increase**	**6%**	**NA**	**6%**	**NA**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

H. The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

I. Maturity profile of the defined benefit obligation (undiscounted amount)

	As at 31st March, 2023		As at 31st March, 2022	
	Gratuity	Long service award	Gratuity	Long service award
Expected benefit payments for the year ending				
Not later than 1 year (next annual reporting period)	244	3	241	2
Later than 1 year and not later than 5 years	1,942	33	1,614	30
Later than 5 year and not later than 10 years	3,633	46	3,368	47
More than 10 years	13,783	115	12,660	120
Total expected payments	**19,602**	**197**	**17,883**	**199**
Weighted average duration of defined benefit obligation	8	7	**8**	**7**

J. Sensitivity analysis

The basis of various assumptions used in actuarial valuations and their quantitative sensitivity analysis is as shown below:

Increase/ (decrease) in defined benefit obligation	As at 31st March, 2023		As at 31st March, 2022	
	Gratuity	Long service award	Gratuity	Long service award
Discount rate				
Increase by 1%	(343)	(4)	(335)	(4)
Decrease by 1%	389	4	382	5
Expected rate of increase in compensation level of covered employees				
Increase by 1%	386	*	377	*
Decrease by 1%	(346)	*	(338)	*

* Amount is below the rounding off norm adopted by the Company

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the project unit credit method at the end of reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

K. Risk analysis

Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefit plans and management's estimation of the impact of these risks are as follows:

(i) Interest risk

A decrease in the interest rate on plan assets will increase the plan liability.

(ii) Longevity risk / Life expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

(iii) Salary growth risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

(iv) Investment risk

The Gratuity plan is funded with Life Insurance Corporation of India (LIC). The Company does not have any liberty to manage the fund provided to LIC. The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

III Provident Fund

Provident Fund contributions in respect of employees are made to Trusts administered by the Company and such Trusts invest funds following a pattern of investments prescribed by the Government. Both the employer and the employees contribute to this Fund and such contributions together with interest accumulated thereon are payable to employees at the time of their separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of services by the employee. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Company. In terms of the guidance on implementing Indian Accounting Standard 19 on Employee Benefits, a provident fund set up by the Company is treated as a defined benefit plan in view of the Company's obligation to meet interest shortfall, if any.

The Actuary has carried out actuarial valuation of plan's liabilities and interest rate guarantee obligations as at the balance sheet date using projected unit credit method and deterministic approach as outlined in the Guidance Note 29 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regard to interest rate obligation of the Company as at the Balance Sheet date. Further during the period, the Company's contribution Rs. 428 lakhs (31st March, 2022: Rs. 387 lakhs) to the Provident Fund Trust, has been expensed under "Contribution to provident and other funds". Disclosures given hereunder are restricted to the information available as per the Actuary's report.

Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:

	As at 31st March, 2023	As at 31st March, 2022
Discount Rate	7.20%	7%
Withdrawal rate	1%	1%
Expected rate of increase in compensation level of covered employees	6%	6%
In service mortality	IALM (2006-08)	IALM (2006-08)
Post retirement mortality	LIC(1996-98) Ultimate	LIC(1996-98) Ultimate
EPFO Return	8.15%	8.10%

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

32. Related party disclosures

(i) Related Parties

A Where control relationships exists

Subsidiaries	Usha Martin International Limited
	Usha Martin UK Limited @
	European Management and Marine Corporation Limited @
	Brunton Shaw UK Limited @
	De Ruiter Staalkabel B.V. @
	Usha Martin Europe B.V. @
	Usha Martin Italia S.R.L @
	Usha Martin Singapore Pte. Limited
	Usha Martin Vietnam Co. Limited @
	Usha Martin Australia Pty Limited @
	P. T. Usha Martin Indonesia @
	Usha Martin China Company Limited @
	Usha Martin Americas Inc.
	Usha Siam Steel Industries Public Company Limited
	Brunton Wire Ropes FZCO.
	U M Cables Limited
	Usha Martin Power and Resources Limited
	Bharat Minex Private Limited
	Gustav Wolf Speciality Cords Limited

Other related parties with whom the Company had transactions

(a)	Joint ventures	Pengg Usha Martin Wires Private Limited
		CCL Usha Martin Stressing Systems Limited
		Tesac Usha Wirerope Company Limited #
(b)	Substantial interest in the voting power of the entity	UMI Special Steel Limited (under liquidation)
(c)	Key managerial personnel	
		Mr. Mukesh Rambihari Rohatgi,Chairman (till 8th December, 2021)
		Mr. Vijay Singh Bapna, Director - Chairman (Chairman from 11th February, 2022)
		Mr. Venkatachalam Ramakrishna Iyer, Director (till 4th November, 2021 as Nominee Director) (appointed as an Independent Director from 12th November, 2021)
		Mrs. Ramni Nirula, Director
		Mr. Sethurathnam Ravi, Director (from 12th November, 2021)
		Mr. Rajeev Jhawar, Managing Director
		Mr. Dhrub Jyoti Basu - Whole Time Director
		Mr. Devadip Bhowmik - Whole Time Director (Ceased to be a Whole Time Director from 27th April, 2023)
		Mr. Anirban Sanyal, Chief Financial Officer
		Mrs. Shampa Ghosh Ray, Company Secretary
(d)	Others	Usha Martin Employee Provident Fund Trust

@ Represents step-down subsidiaries

Represents step-down joint venture

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(ii) Particulars of transactions

The following table provides the total amount of transactions that have been entered into with the related parties for the relevant financial period:

	Name of the related party	Year ended 31st March, 2023	Year ended 31st March, 2022
(a)	**Subsidiary Companies**		
	Sale of products and services		
	Usha Martin Americas Inc.	11,948	6,410
	Usha Martin UK Limited	15,543	12,396
	Usha Martin Vietnam Co. Limited	33	52
	Usha Martin Australia Pty Limited	450	1,623
	Usha Siam Steel Industries Public Company Limited	1,146	5,828
	Usha Martin Singapore Pte. Limited	12,101	9,131
	Brunton Wire Ropes FZCO.	13,837	12,769
	U M Cables Limited	-	18
	Gustav Wolf Speciality Cords Limited	2,401	2,206
	De Ruiter Staalkabel B.V.	2,120	752
	Usha Martin Europe B.V.	447	-
	Total	**60,026**	**51,185**
	Purchase of goods		
	Usha Martin Americas Inc.	110	-
	U M Cables Limited	-	3
	Total	**110**	**3**
	Interest income		
	Usha Siam Steel Industries Public Company Limited	60	59
	U M Cables Limited	126	100
	Total	**186**	**159**
	Brokerage and discount on sale of products		
	Gustav Wolf Speciality Cords Limited	11	9
	Total	**11**	**9**
	Reimbursement/(recoveries) of expenses (net)		
	P. T. Usha Martin Indonesia	10	-
	De Ruiter Staalkabel B.V.	(22)	-
	Brunton Wire Ropes FZCO.	4	13
	Usha Martin UK Limited	(397)	(674)
	Usha Martin Australia Pty Limited	15	-
	Usha Martin Singapore Pte. Limited	65	5
	Usha Martin Americas Inc.	-	60
	Total	**(325)**	**(596)**
	Management and other services received / (recovery)		
	Usha Martin International Limited	438	246
	Usha Martin Americas Inc.	(9)	(4)
	Usha Siam Steel Industries Public Company Limited	(54)	(37)
	Usha Martin Singapore Pte. Limited	(40)	(12)
	Brunton Wire Ropes FZCO.	(12)	9
	U M Cables Limited	(186)	(62)
	Total	**137**	**140**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Name of the related party	Year ended 31st March, 2023	Year ended 31st March, 2022
Loans/ advances given		
U M Cables Limited	300	525
Total	**300**	**525**
Recovery of Loans/ advances given		
U M Cables Limited	590	-
Usha Siam Steel Industries Public Company Limited	183	-
Total	**773**	**-**
Dividend received		
Usha Siam Steel Industries Public Company Limited	44	-

		Year ended 31st March, 2023	Year ended 31st March, 2022
(b)	**Joint Venture**		
	Sale of products and services		
	Pengg Usha Martin Wires Private Limited	983	857
	Total	**983**	**857**
	Dividend received		
	Pengg Usha Martin Wires Private Limited	360	160
	Total	**360**	**160**
	Management and other services provided / (received)		
	Pengg Usha Martin Wires Private Limited	(36)	-
	Total	**(36)**	**-**
	Reimbursement / (recovery) of expenses (net)		
	Pengg Usha Martin Wires Private Limited	(2)	(11)
	Total	**(2)**	**(11)**

		Year ended 31st March, 2023	Year ended 31st March, 2022
(c)	**Key managerial personnel**		
	Key management personnel's' remuneration #		
	Mr. Rajeev Jhawar	221	122
	Mr. Anirban Sanyal	95	75
	Mrs. Shampa Ghosh Ray	61	49
	Mr. Dhrub Jyoti Basu	83	66
	Mr. Devadip Bhowmik	125	89
	Total	**585**	**401**
	Directors' sitting fees and remuneration		
	Mrs. Ramni Nirula	15	13
	Mr. Vijay Singh Bapna	23	14
	Mr. V. Ramakrishna Iyer	23	9
	Mr. Mukesh Rambihari Rohatgi	-	12
	Mr. S. Ravi	27	5
	Total	**88**	**53**

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

		Year ended 31st March, 2023	Year ended 31st March, 2022
	Remuneration to Key management personnel:		
(ci)	**Salary, bonus and perquisities**		
	Mr. Rajeev Jhawar	194	101
	Mr. Anirban Sanyal	91	70
	Mrs. Shampa Ghosh Ray	58	46
	Mr. Dhrub Jyoti Basu	75	58
	Mr. Devadip Bhowmik	119	85
	Total	**537**	**360**
(cii)	**Contribution to provident and other funds**		
	Mr. Rajeev Jhawar	27	21
	Mr. Anirban Sanyal	4	5
	Mrs. Shampa Ghosh Ray	3	3
	Mr. Dhrub Jyoti Basu	8	8
	Mr. Devadip Bhowmik	6	4
	Total	**48**	**41**

		Year ended 31st March, 2023	Year ended 31st March, 2022
(d)	**Others**		
	Contribution to employees provident fund trust		
	Usha Martin Employees provident Fund Trust	428	387
	Total	**428**	**387**

Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel. As the future liability for gratuity and leave is provided on an actuarial basis for the Company as a whole, the amount pertaining to key management personnel is not ascertainable and therefore not included above.

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(iii) Balance outstanding at the year end

Name of the related party	As at 31st March, 2023	As at 31st March, 2022
Substantial interest in the voting power of the entity		
Investments in equity shares		
UMI Special Steel Limited	*	*
Total	*****	*****
Subsidiary Companies		
Corporate / other guarantees given		
Usha Siam Steel Industries Public Company Limited	700	3,268
Brunton Wire Ropes FZCO.	1,029	2,229
Total	**1,729**	**5,497**
Trade receivables		
Usha Martin Americas Inc.	518	777
Usha Martin UK Limited	2,500	3,593
Usha Martin Vietnam Co. Limited	-	52
Usha Martin Australia Pty Limited	393	490
Usha Siam Steel Industries Public Company Limited	104	255
Usha Martin Singapore Pte. Limited	4,989	4,302
Brunton Wire Ropes FZCO.	1,927	3,776
Gustav Wolf Speciality Cords Limited	177	593
Usha Martin Europe B.V.	322	-
De Ruiter Staalkabel B.V.	621	-
Total	**11,551**	**13,838**
Other financial assets		
Usha Siam Steel Industries Public Company Limited	21	9
Usha Martin Singapore Pte. Limited	9	3
Brunton Wire Ropes FZCO.	13	5
Usha Martin Americas Inc.	10	1
Usha Martin International Limited	16	6
U M Cables Limited	24	-
Total	**93**	**23**
Trade payables		
Usha Martin International Limited	255	60
Usha Martin Americas Inc.	121	12
Usha Martin Singapore Pte. Limited	7	-
Brunton Wire Ropes FZCO.	18	32
Usha Martin Australia Pty Limited	2	-
Total	**403**	**104**
Other liabilities		
Usha Siam Steel Industries Public Company Limited	-	2
Gustav Wolf Speciality Cords Limited	62	-
Total	**62**	**2**
Loans and advances given (long-term / short-term)		
Usha Siam Steel Industries Public Company Limited	1,009	1,140
U M Cables Limited	900	1,190
Total	**1,909**	**2,330**
Accrued interest on loan to subsidiaries		
Usha Siam Steel Industries Public Company Limited	14	-
Total	**14**	**-**

* Amount is below the rounding off norm adopted by the Company.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Name of the related party	As at 31st March, 2023	As at 31st March, 2022
Investments in equity shares		
Usha Martin International Limited	6,181	6,181
Usha Martin Americas Inc.	1,660	1,660
Usha Martin Power and Resources Limited	4	4
Usha Siam Steel Industries Public Company Limited	2,620	2,620
Usha Martin Singapore Pte. Limited	268	268
Brunton Wire Ropes FZCO.	1,777	1,777
U M Cables Limited	1,271	1,271
Gustav Wolf Speciality Cords Limited	168	168
Total	**13,949**	**13,949**
Letter of Comfort		
U M Cables Limited	3,890	3,437
Usha Martin Singapore Pte. Limited	4,355	4,017
Total	**8,245**	**7,454**
Joint venture		
Trade receivables		
Pengg Usha Martin Wires Private Limited	-	60
Total	**-**	**60**
Letter of Comfort		
Pengg Usha Martin Wires Private Limited	3,150	3,818
Total	**3,150**	**3,818**
Investments in equity shares		
Pengg Usha Martin Wires Private Limited	1,080	1,080
CCL Usha Martin Stressing Systems Limited	31	31
Total	**1,111**	**1,111**
Other liabilities		
Pengg Usha Martin Wires Private Limited	-	118
Total	**-**	**118**
Key managerial personnel		
Corporate / other guarantees given		
Mr. Rajeev Jhawar	10,473	16,864
Total	**10,473**	**16,864**
Others		
Contribution to employees provident fund trust		
Usha Martin Employees provident fund trust	124	115
Total	**124**	**115**

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions with third parties. Outstanding balances at the year-end are unsecured and settlement occurs through normal banking channels. For the year ended 31st March, 2023 and 31st March, 2022, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The Company routinely enters into transactions with these related parties in the ordinary course of business at market rates and terms.

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

33A. Fair value measurement

The following table provides the fair value hierarchy of the Company's assets and liabilities:

(a) Financial instruments by category

	As at 31st March, 2023				As at 31st March, 2022			
	Fair value through profit and loss	Amortised cost	Total carrying value	Total fair value	Fair value through profit and loss	Amortised cost	Total carrying value	Total fair value
Financial assets								
Investments	20	15,061	15,081	15,081	5	15,060	15,065	15,065
Trade receivables	-	20,543	20,543	20,543	-	24,710	24,710	24,710
Cash and cash equivalents	-	5,035	5,035	5,035	-	9,676	9,676	9,676
Other bank balances	-	307	307	307	-	295	295	295
Loans	-	2,088	2,088	2,088	-	2,479	2,479	2,479
Other financial assets including derivatives	56	10,075	10,131	10,131	11	11,943	11,954	11,954
Total financial assets	**76**	**53,109**	**53,185**	**53,185**	**16**	**64,163**	**64,179**	**64,179**
Financial liabilities								
Borrowings (including current)	-	17,328	17,328	17,328	-	16,254	16,254	16,254
Lease liabilities	-	259	259	259	-	125	125	125
Trade payables	-	12,590	12,590	12,590	-	17,520	17,520	17,520
Derivatives	*	-	*	*	9	-	9	9
Other financial liabilities	-	6,260	6,260	6,260	-	5,008	5,008	5,008
Total financial liabilities	**-**	**36,437**	**36,437**	**36,437**	**9**	**38,907**	**38,916**	**38,916**

* Amount is below the rounding off norm adopted by the Company.

The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing model, using present value calculations. The model incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. As at 31st March, 2023, the mark-to-market value of other derivative assets / liabilities positions is net of a credit valuation adjustment attributable to derivative counterparty default risk.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit and loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(b) Quantitative disclosures of fair value measurement hierarchy for assets and liabilities

Financial assets and liabilities measured at fair value at 31st March, 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Investments	-	-	20	20
Derivative financial assets	-	56	-	56
Financial liabilities				
Derivative financial liabilities	-	-	-	-

Financial assets and liabilities measured at fair value at 31st March, 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Investments	-	-	5	5
Derivative financial assets	-	11	-	11
Financial liabilities				
Derivative financial liabilities	-	9	-	9

Notes:

The Company uses the following hierarchy for determining and /or disclosing the fair value of financial instruments by valuation techniques :

Level 1 hierarchy includes financial instruments measured using quoted prices in active markets for identical assets or liabilities.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) and the fair value is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

33B. Financial risk management objectives and policies

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee (RMC) which is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and control and monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's activities expose it to market risk, liquidity risk and credit risk which are measured, monitored and managed to abide by the principles of risk management.

(a) Credit risk

Credit risk refers to the risk of financial loss that may arise from counterparty failure on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

The Company controls its own exposure to credit risk. All external customers undergo a creditworthiness check. The Company performs an on-going assessment and monitoring of the financial position and the risk of default. Based on the aforesaid checks, monitoring and historical data, the Company does not perceive any significant credit risk on trade receivables. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions.

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

In addition, as part of its cash management and credit risk function, the Company regularly evaluates the creditworthiness of financial and banking institutions where it deposits cash and performs trade finance operations. The Company primarily has banking relationships with the public sector, private and large international banks with good credit rating.

Trade Receivable aggregating Rs. 7,077 lakhs (31st March, 2022: Rs. 8,078 lakhs) from two customers, each contributes to more than 10% of outstanding trade receivables as at 31st March, 2023.

The maximum exposure to the credit risk at the reporting date is the carrying value of all financial assets amounting to Rs. 53,185 lakhs (31st March, 2022 : Rs. 64,179 lakhs) as disclosed in note 33A(a).

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The Company does not hold collateral as security. The letters of credit and other forms of credit insurance are considered integral part of trade receivables and considered in the calculation of impairment. The Company evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. Movement in the allowance for credit impaired trade receivables is given in Note 9 (i).

The details of year-end trade receivables which were past due but not impaired as at 31st March, 2023 and 31st March, 2022 is given in Note 9(i).

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Concentrations arise when a number of counterparties are engaged in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

(b) Liquidity risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on the due date. The Company has liquidity risk monitoring processes covering short-term, mid-term and long-term funding. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of committed credit facilities and loan funds. Management regularly monitors projected and actual cash flow data, analyses the repayment schedules of the existing financial assets and liabilities and performs annual detailed budgeting procedures coupled with rolling cash flow forecasts.

The contractual maturities of the Company's financial liabilities are presented below:-

31st March, 2023	Contractual cash flows				
	Less than 1 year	1-3 years	3-8 years	Above 8 years	Total
Non-derivative financial liabilities					
Borrowings#	5,558	12,885	1,625	-	20,068
Trade payables	12,590	-	-	-	12,590
Other financial liabilities	6,260	-	-	-	6,260
Lease liabilities	79	68	55	57	259
Derivative financial liabilities	-	-	-	-	-
Total	**24,487**	**12,953**	**1,680**	**57**	**39,177**

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

31st March, 2022	Contractual cash flows				
	Less than 1 year	1-3 years	3-8 years	Above 8 years	Total
Non-derivative financial liabilities					
Borrowings#	5,201	10,176	3,584	-	18,961
Trade payables	17,520	-	-	-	17,520
Other financial liabilities	5,017	-	-	-	5,017
Lease liabilities	34	9	19	63	125
Derivative financial liabilities	9	-	-	-	9
Total	**27,781**	**10,185**	**3,603**	**63**	**41,632**

#Includes non-current borrowings, current borrowings, current maturities of non-current borrowings and interest obligations.

The amount of guarantees given on behalf of subsidiaries included in note 30C(i) represents the maximum amount the Company could be forced to settle for the full guaranteed amount. Based on the expectation at the end of the reporting period, the Company considers that it is more likely that such an amount will not be payable under the arrangement.

(c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to different types of market risks. The market risk is the possibility that changes in foreign currency exchange rates, interest rates and commodity prices may affect the value of the Company's financial assets, liabilities or expected future cash flows.The fair value information presented below is based on the information available with the management as of the reporting date.

(c.1) Foreign currency exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee

A reasonably possible strengthening/weakening of the Indian Rupee against such foreign currency (converted to US Dollars) as at 31st March, 2023 and 31st March, 2022 would have affected profit and loss by the amounts shown below. This analysis assumes that all other variables remain constant and ignores any impact of forecasted sales and purchases.

	Changes in USD rate	Unhedged foreign currency receivables / (payables) (net)	Effect on profit/ (loss) before Tax	Impact on Equity
31st March, 2023	10%	8,475	848	848
	(10)%		(848)	(848)
31st March, 2022	10%	7,845	785	785
	(10)%		(785)	(785)

Derivative financial instruments

The table below analyses the derivative financial instruments into relevant maturity grouping based on the remaining maturity period.

	As at 31st March, 2023	As at 31st March, 2022
Less than 1 year		
Forward contract to cover both present and future foreign currency exposures :		
Export receivables	10,159	6,828

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(c.2) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to debt obligations. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

The exposure of the Company's financial assets and financial liabilities as at 31st March, 2023 and 31st March, 2022 to interest rate risk is as follows :

Financial Assets	Total	Floating rate financial assets	Fixed rate financial assets	Non-interest bearing financial assets
31st March, 2023	53,185	-	8,125	45,060
31st March, 2022	64,179	-	13,292	50,887

Financial liabilities	Total	Floating rate financial liabilities	Fixed rate financial liabilities	Non-interest bearing financial liabilities
31st March, 2023	36,437	18,807	259	17,371
31st March, 2022	38,916	23,802	125	14,989

If the interest rates applicable to floating rate instruments is increased/decreased by 1%, the profit before tax for the year ended 31st March, 2023 (and corresponding impact on equity) would decrease/(increase) by Rs. 188 lakhs (31st March, 2022: Rs. 238 lakhs) on an annualised basis. This assumes that the amount and mix of fixed and floating rate debt remains unchanged during the year from that in place as at year end.

(c.3) Commodity price risk

The Company's revenue is exposed to the risk of price fluctuations related to the sale of its wire & wire rope products. Market forces generally determine prices for such products sold by the Company. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of wire & wire rope products.

The Company primarily purchases its raw materials in the open market from third parties. The Company is therefore subject to fluctuations in prices of wire rods, zinc, lead, lubricants, core and other raw material inputs. The Company purchased substantially all of coal requirements from third parties in the open market during the year ended 31st March, 2023 and 31st March, 2022 respectively.

The Company does not have any commodity forward contract for Commodity hedging.

The following table details the Company's sensitivity to a 5% movement in the input price of wire rod and zinc. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit or equity where the commodity prices decrease by 5%. For a 5% increase in commodity prices, there would be a comparable impact on profit or equity, and the balances below are negative.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Impact for a 5% change on the statement of profit and loss

Particulars	Increase	Decrease
31st March, 2023		
Wire Rod	(5,106)	5,106
Zinc	(311)	311
31st March, 2022		
Wire Rod	(4,496)	4,496
Zinc	(254)	254

33 C. Derivative Financial Instruments

The Company uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. The Company does not enter into complex derivative transactions to manage the treasury risks. Treasury derivative transactions are normally in the form of forward contracts and these are subject to the Company guidelines and policies. The fair values of all derivatives are separately recorded in the balance sheet within current and non-current assets and liabilities. The use of derivatives can give rise to credit and market risk. The Company tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

33 D. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and other equity. The Company's primary capital management objectives are to ensure its ability to continue as a going concern and to optimize the cost of capital in order to enhance value to shareholders.

The Company manages its capital structure and makes adjustments to it as and when required. To maintain or adjust the capital structure, the Company may pay dividend or repay debts, raise new debt or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. No major changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2023 and 31st March, 2022 respectively. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents as follows:

The following table summarises the capital of the Company -

Particulars	31st March, 2023	31st March, 2022
Cash and cash equivalents [refer note 9 (ii)]	5,035	9,676
Other bank balances [refer note 9 (iii)]	307	295
Total cash (a)	5,342	9,971
Non - current borrowings [refer note 13(i)]	13,054	12,104
Current borrowings [refer note 16 (i)]	4,274	4,150
Total borrowings (b)	17,328	16,254
Net debt (c = b-a)	**11,986**	**6,283**
Total equity	**107,971**	**92,752**
Total capital (equity + net debt) (d)	**119,957**	**99,035**
Gearing ratio (c/d)	**10%**	**6%**

34(i) The Company was allocated two coal blocks namely, Kathautia Coal Block and Lohari Coal Block in the State of Jharkhand for captive use. Pursuant to the Hon'ble Supreme Courts' order dated 24th September, 2014 followed by promulgation of the Coal Mines (Special Provisions) Act, 2015, (CMSP Act), the allocation of all coal blocks since 1993, including the aforesaid coal blocks allocated to the Company were cancelled with effect from 24th September, 2014 in case of Lohari Coal Block and 1st April, 2015 in the case of Kathautia Coal Block.

Notes
to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Through the process of public auction as envisaged in the CMSP Act, the aforesaid Coal Blocks had been allocated to other successful bidders by the Central Government. Pursuant to conclusion of such auction, the Central Government had also issued vesting orders for Kathautia and Lohari Coal Blocks for transfer and vesting the Company's rights, title and interest in and over the land and mine infrastructure of the said coal blocks to the respective successful bidders.

As on 31st March, 2022 the Company was carrying an aggregate amount of Rs. 1,314 lakhs (net of provision/impairment charge of Rs. 3,704 lakhs) as assets held for sale/ advance against land, which consists of assets in the form of land, movable and immovable properties, advances etc. as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Assets held for sale #	-	1,131
Advances against land-coal mines under other non-current assets ##	-	-
Advances against land-coal mines under other financial assets ###	153	183
Total	**153**	**1,314**

During the year, Company has reclassified assets held for sale amounting to Rs. 1,131 lakhs [Net of impairment Rs. 809 lakhs (31st March, 2022: Rs. 809 lakhs)] to Property, plant and equipment as the management foresees that the assets is not available for immediate sale in its present condition

Net of impairment Rs. 2,851 lakhs (31st March, 2022 : Rs. 2,851 lakhs)

Net of discounting Rs. 44 lakhs (31st March, 2022 : Rs. 44 lakhs)

The Company's application before the Hon'ble, Delhi High Court for recovery of Rs. 227 lakhs (31st March, 2022: Rs. 227 lakhs) which after partial recovery and discounting stands at Rs. 153 lakhs (31st March, 2022: Rs. 183 lakhs) as at the year end. Based on its assessment which is supported by a legal opinion obtained, the management is confident of recovery of the amount. Further, the Company is also engaged in ongoing negotiations with the party to whom the aforesaid Coal Blocks were subsequently allotted for realization of compensation/investments in the mines.

After taking into consideration the reasons as stated above, management is of the opinion that the realizable value of aforesaid assets will not be less than their carrying values.

Title deeds of Assets held for sale not in the name of the Company:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value as at 31st March, 2023	Gross carrying value as at 31st March, 2022	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Assets held for sale	Freehold Land	-	282	Mr. V. Mishra, Mr. B. Tiwary, Mr. B. Lal, Mr. D. Agarwal, Mr. V. Kashyap, Mr. S. Verma	No	Various tranches between 2005-2013	Being transferred in the name of the Company through a legal process

34(ii). Discontinued operation

Pursuant to the Business Transfer Agreement dated September 22, 2018 (Novation agreement on October 24, 2018) and Supplemental Business Transfer Agreement dated April 7, 2019 and July 3, 2019 respectively with Tata Steel Long Products Limited (TSLPL) [formerly known as Tata Sponge Iron Limited], the Company had transferred its Steel and Bright Bar Business (SBB Business) as a going concern on slump sale basis during a prior year in accordance with the terms and conditions set out in those agreements. During the year, the Company has received Rs. 1,283 lakhs (for the year ended March 31, 2022: Rs. 5,418 lakhs) on transfer of certain parcels of land in the name of TSLPL. The balance amount receivable as at year ended March 31, 2023 is Rs. 8,073 lakhs in respect of certain parcels of land for which perpetual lease and license agreements had been executed by the Company in favour of TSLPL pending registration of such land in the name of TSLPL.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

35A. Disclosures pursuant to the Regulation 34(3) read with para A of Schedule V to SEBI Listing Regulations, 2015

I Loans and advances in the nature of loans to subsidiaries

	Loans to subsidiaries	As at 31st March, 2023	As at 31st March, 2022
(a)	**Usha Siam Steel Industries Public Company Limited**		
	Balance as at the year end #	1,009	1,140
	Maximum amount outstanding at any time during the year	1,170	1,189
(b)	**UM Cables Limited**		
	Balance as at the year end	900	1,190
	Maximum amount outstanding at any time during the year	1,490	1,190

The aforesaid loanees have not made any investments in the shares of the Company.

All the above loans and advances have been given for business purposes.

Loan amount above does not include interest receivable.

#No repayment schedule, fall under the category of non-current and are re-payable after more than 1 year

II As per the Company's policy, loan to employees are not considered in (I) above.

35B. Details of loans given, investments made and guarantee given covered under section 186 (4) of the Companies Act, 2013

Loans given and investments made are given under the respective heads.

Corporate guarantees given by the Company in respect of loans are stated in note 32(iii). All the said corporate guarantees have been given for business purpose.

36. Details of dues to micro and small enterprises as defined under Micro, Small and Medium Enterprise Development Act, 2006 (MSMED)

		As at 31st March, 2023	As at 31st March, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.			
(i)	Principal amount due to micro and small enterprise	607	777
(ii)	Interest due on above	-	-
(iii)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
(iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	Nil	Nil
(v)	The amount of interest accrued and remaining unpaid at the end of each accounting year	5	5
(vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	Nil	Nil

The above particulars, as applicable, have been given in respect of MSMEs to the extent they could be identified on the basis of information available with the Company.

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

37. Company information

(a) The Company has following subsidiaries and joint ventures for which the Company prepares Consolidated Financial Statements as per Ind AS 110: Consolidated Financial Statements.

	Country of incorporation	% of equity interest as on 31st March, 2023	% of equity interest as at 31st March, 2022
Information about subsidiaries			
Domestic:			
UM Cables Limited	India	100%	100%
Usha Martin Power and Resources Limited	India	100%	100%
Bharat Minex Private Limited	India	100%	100%
Gustav Wolf Speciality Cords Limited	India	100%	100%
Overseas:			
Usha Martin International Limited	United Kingdom	100%	100%
Usha Martin UK Limited @	United Kingdom	100%	100%
European Management and Marine Corporation Limited @	United Kingdom	100%	100%
Brunton Shaw UK Limited @	United Kingdom	100%	100%
De Ruiter Staalkabel B.V. @	Netherlands	100%	100%
Usha Martin Europe B.V. @	Netherlands	100%	100%
Usha Martin Italia S.R.L. @	Italy	100%	100%
Brunton Wire Ropes FZCO. (BWR)	United Arab Emirates, Dubai	100%	100%
Usha Martin Americas Inc.	United States of America	100%	100%
Usha Siam Steel Industries Public Company Limited	Thailand	97.98%	97.98%
Usha Martin Singapore Pte. Limited	Singapore	100%	100%
Usha Martin Australia Pty Limited @	Australia	100%	100%
Usha Martin Vietnam Company Limited @	Vietnam	100%	100%
PT Usha Martin Indonesia @	Indonesia	100%	100%
Usha Martin China Company Limited @	China	100%	100%
Information about joint ventures			
Pengg Usha Martin Wires Private Limited	India	40%	40%
CCL Usha Martin Stressing Systems Limited	India	49.99%	49.99%
Tesac Usha Wirerope Company Limited#	Thailand	50%	50%

@ Represents step-down subsidiaries

Represents step-down joint venture

38. (a) The Directorate of Enforcement ("ED") had issued an order dated August 9, 2019 under the provisions of Prevention of Money Laundering Act, 2002 (PMLA) to provisionally attach certain parcels of land at Ranchi, State of Jharkhand being used by the Company for its business for a period of 180 days in connection with export and domestic sale of iron ore fines in prior years aggregating Rs. 19,037 lakhs allegedly in contravention of terms of the mining lease granted to the Company for the iron ore mines situated at Ghatkuri, Jharkhand. The Hon'ble High Court of Jharkhand at Ranchi had, vide order dated February 14, 2012, held that the Company has the right to sell the iron ore including fines as per the terms of the mining lease which was in place at that point in time. The Company had paid applicable royalty and had made necessary disclosures in its returns and reports submitted to mining authorities. In response to the provisional attachment order, the Company had submitted its reply before the Adjudicating Authority (AA). Subsequently, AA had issued an order by way of which the provisional attachment was confirmed under Section 8(3) of PMLA. Thereafter, the Company filed an appeal before the Appellate Tribunal, New Delhi and successfully obtained a status quo order from the Tribunal on the confirmed attachment order which continues till the next date of hearing that is now fixed on October 12, 2023. The ED had filed a complaint before the District and Sessions Judge Cum Special Judge, Ranchi (Trial Court, Ranchi), pursuant to which summoning orders dated May 20, 2021 were issued to the Company and one of its Officers. In response to the said complaint and summons received, the Company had filed a quashing petition before the Hon'ble Jharkhand High Court and a subsequent Special leave Petition ('SLP') before the Hon'ble Supreme Court against the order of the Hon'ble Jharkhand High Court dismissing the Company's quashing petition. Vide interim order dated December 15, 2021, the Hon' ble Supreme Court had granted protection to the Company from arrest and stayed the summoning orders issued by the Trial Court, Ranchi. The Hon'ble Supreme Court vide order dated September 28, 2022, had dismissed the SLP with the directions to the Company to present all its defences "which are required to be considered and dealt with at the time of trial" before the aforesaid Trial Court, Ranchi. The ongoing operations of the Company have not been affected by the aforesaid proceedings.

Supported by a legal opinion obtained, management believes that the Company has a strong case in its favour on merit and law. Accordingly, no adjustment to these financial results in this regard have been considered necessary by the management.

(All amounts in Rs. lakhs unless stated otherwise)

(b) On October 2, 2020, Central Bureau of Investigation (CBI) had filed a First Information Report (FIR) against the Company, Its Managing Director (MD) and certain Other Officers under the Prevention of Corruption Act, 1988 and the Indian Penal Code, 1860 before the Special Judge, CBI, New Delhi (CBI Court, New Delhi) for allegedly trying to influence ongoing CBI investigation pertaining to the proceedings mentioned in 38(a) above. Vide order dated September 15, 2022, the CBI Court, New Delhi had taken cognizance of the offence based on interim charge sheet filed by the CBI against the Company, its MD and certain Other Officers and had directed the CBI to take such steps as may be necessary to complete the investigation. The Company strongly refutes the aforesaid allegations made by the CBI. Subsequent to the quarter/year end, the Company has received intimation from the Directorate of Enforcement (ED) regarding summons issued on this matter by the Special Judge, (PC Act) CBI, New Delhi, under the provisions of PMLA and the matter is scheduled to be heard on May 10, 2023. The Company has been providing information sought by the CBI and ED in this regard and intends to continue cooperating, as required by applicable laws and relevant court orders.

Supported by a legal opinion obtained, management believes that the Company has a strong case in its favour on merit and law in these matters. The Company will take such legal measures as may be considered necessary in respect of these ongoing proceedings.

39. Based on the Company's internal structure and information reviewed by the Chief Operating Decision Maker to assesses the Company's financial performance, the Company is engaged solely in the business of manufacture and sale of wire, wire ropes and allied products. Accordingly, the Company has only one operating segment, i.e., "Wire & Wire Ropes".

40. The National Company Law Tribunal (NCLT), Kolkata has vide order dated March 31, 2022 approved the Scheme of Arrangement filed by the Company in accordance with the provisions of section 230 and other applicable provisions of the Companies Act, 2013. During the year, the Company had filed the said order with the Registrar of Companies, West Bengal. In accordance with the said Scheme of Arrangement, accumulated losses/negative balance of retained earnings aggregating Rs. 80,781 lakhs have been adjusted against outstanding balances in Securities Premium Rs. 71,777 lakhs, Capital Redemption Reserve Rs. 2,285 lakhs, Capital Reserve Rs. 369 lakhs and Other Reserves Rs. 6,350 lakhs. The financial position of the Company as at March 31, 2022 reflect the said adjustments.

41. The Board of Directors of the Company have recommended a final dividend of Rs. 2.50/- per fully paid-up Equity Share of Re 1/- each for the financial year ended 31st March, 2023 (31st March, 2022: Rs. 2.00/-). The final dividend is subject to the approval of shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

42. Analytical Ratios as at 31st March, 2023 and 31st March, 2022

Ratio	Numerator	Denominator	31st March, 2023	31st March, 2022	Variance
(a) Current Ratio	Current Asset	Current Liabilities	2.26	2.07	9%
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.16	0.18	-8%
(c) Debt Service Coverage Ratio#	Earnings available for debt service	Debt Service	5.00	1.67	200%
(d) Return on Equity Ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	21.29%	25.74%	-17%
(e) Inventory turnover ratio	Cost of goods sold	Average Inventory	3.71	4.05	-9%
(f) Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	9.02	7.80	16%
(g) Trade payables turnover ratio ##	Net Credit Purchases	Average Trade Payables	10.70	6.95	54%
(h) Net capital turnover ratio	Net Sales	Working Capital	4.64	4.28	8%
(i) Net profit ratio	Net Profit	Net Sales	10.47%	11.67%	-10%
(j) Return on Capital employed@	Earnings before interest and taxes	Average Capital Employed	25.93%	27.61%	-6%

Debt Service Coverage Ratio has increased due to substantial reduction in finance cost during Financial Year 2022-23

Trade payable turnover ratio has increased due to increase in expenses in line with overall increase in activities and reduction in trade creditors to avail better commercial terms

@ Capital Employed: Networth + Borrowings excluding bill discounting (non-current and current) + Leases (non-current and current) + Deferred tax liability

Notes

to the standalone financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

43. Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(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

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

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

44. Previous year's figures have been regrouped/rearranged wherever necessary, to conform to current year's presentation.

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Independent Auditor's Report

To the Members of Usha Martin Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Usha Martin Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and joint ventures comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint ventures, the aforesaid consolidated Ind AS 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 consolidated state of affairs of the Group, its joint ventures as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group and its joint ventures 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Emphasis of Matter

We draw attention to Note 41(a) regarding attachment of certain parcels of land at Ranchi used by the Company's wire rope business under Prevention of Money Laundering Act, 2002 (PMLA) in connection with export and domestic sale of iron ore fines in prior years aggregating Rs. 19,037 lakhs allegedly in contravention of terms of the mining lease granted to the Company for the iron ore mines. Pending final outcome of the appeal filed by the Company before the Appellate Tribunal, PMLA and the on-going proceedings before the Hon'ble Supreme Court of India, no adjustment to these consolidated Ind AS financial statements in this regard have been considered necessary by the management.

Further, as explained in Note 41(b), a First Information Report (FIR) has been filed by Central Bureau of Investigation (CBI) against the Company, its Managing Director and certain Other Officers under the Prevention of Corruption Act, 1988 and the Indian Penal Code, 1860 for allegedly trying to influence ongoing CBI investigation pertaining to the proceedings mentioned in note 41(a). Pursuant to charge sheet filed by the CBI, proceedings in this regard are on-going before the Special Judge – CBI, New Delhi. The Company has also received intimation from ED regarding summons issued to the Company to answer to a charge under the provisions of PMLA which, as informed by management pertains to the same matter. The Company intends to take such legal measures as may be considered necessary in respect of the ongoing proceedings.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition *(as described in Note 2A(d) and 24 of the consolidated Ind AS financial statements)*	
For the year ended March 31, 2023, the Group has recognized revenue from operations of Rs. 3,26,776 lakhs. Revenue from contract with customers (hereinafter referred to as 'Revenue') is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group is entitled to in exchange for those goods or services. The timing of revenue recognition is relevant to the reported performance of the Group. The management considers revenue as a key measure for evaluation of performance. The risk is therefore, that revenue is not recognized in accordance with Ind AS 115 'Revenue from contracts with customers', and accordingly, it was determined to be a key audit matter.	Our audit procedures included the following: • Assessed the Group's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from contracts with customers"). • Obtained an understanding of revenue process including testing the design and operating effectiveness of controls related to revenue recognition. • Performed procedures for a sample of revenue transactions at year end to assess whether they were recognized at the correct period by corroborating terms of sales arrangement and date of revenue recognition to third party support such as bills of lading, lorry receipt etc. • Compared revenue with historical trends and where appropriate, conducted further enquiries and testing to corroborate unusual variances noted. Assessed disclosures in financial statements in respect of revenue as specified in Ind AS 115.
Provision and Contingencies *(as described in Note 2A(n), Note 19 and Note 32C(ii) of the consolidated Ind AS financial statements)*	
The Group has accrued liabilities of Rs. 1,579 lakhs as shown in Note 19 and disclosed in Note 32C(ii) contingent liabilities of Rs. 36,186 lakhs as at March 31, 2023. Claims and exposures relating to litigation have been identified as a key audit matter due to the complexities involved in these matters, timescales involved for resolution and the potential financial impact of these on the consolidated Ind AS financial statements. Further, significant management judgement is involved in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed. Accordingly, it has been considered as a key audit matter.	Our audit procedures included the following: • Obtained listing of all disputes pending before various judicial or relevant tax / regulatory authorities. • Enquired and discussed the above listing with Head of Legal and Heads of relevant Functions to assess the completeness and management position with regard to the probability of unfavourable outcome of disputes and provision recognised towards matter under disputes. • Engaged with our relevant inhouse tax specialists for taxation matters under dispute to assess management's position of outcome of significant cases and provisions recognised. Assessed the objectivity and competence of the in-house and external specialists. • Reviewed opinions obtained by the management from relevant external legal experts to assess management's position of outcome of significant matters under dispute and provisions recognized. • Assessed the relevant disclosures made within the consolidated Ind AS financial statements as per the requirements of relevant accounting standards.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including Annexures to Board's Report and Subsidiary's Performance Report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

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

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

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of the Group and of its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint ventures are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

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

responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of nineteen subsidiaries, whose financial statements include total assets of Rs. 1,85,539 lakhs as at March 31, 2023, and total revenues of Rs. 2,06,677 lakhs and net cash inflows of Rs. 4,219 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. 1,174 lakhs for the year ended March 31, 2023, as considered in the consolidated Ind AS financial statements, in respect of three joint ventures, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on the reports of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint ventures companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

   (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint ventures, none of the directors of the Group's companies and its joint ventures, incorporated in India, 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 controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary companies and joint ventures, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and joint ventures incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiaries and joint ventures incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint ventures, as noted in the 'Other matter' paragraph:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its joint ventures in its consolidated Ind AS financial statements – Refer Note 19 and 32(c) to the consolidated Ind AS financial statements;

ii. The Group and its joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and joint ventures, incorporated in India during the year ended March 31, 2023.

iv. a) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint ventures to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and joint ventures from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint ventures shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) The final dividend paid by the Holding Company and a joint venture company incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company, its subsidiaries, and joint ventures companies incorporated in India, hence reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number: 055596
UDIN: 23055596BGYFRW8716

Place of Signature: Kolkata
Date: April 27, 2023

ANNEXURE 1

referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Usha Martin Limited (the "Holding Company")

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditors of the subsidiary companies and joint ventures incorporated in India, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the subsidiary companies and joint ventures incorporated in India included in the consolidated financial statements are:

Sl. No.	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Usha Martin Power & Resources Limited	U74999WB2008PLC126847	Subsidiary	Clause xvii
2	Bharat Minex Private Limited	U13203WB2007PTC168604	Subsidiary	Clause xvii
3	Usha Martin Cables	U99999DL1987PLC028536	Subsidiary	Clause ii
4	Usha Martin Cables	U99999DL1987PLC028536	Subsidiary	Clause iii

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number: 055596
UDIN: 23055596BGYFRW8716

Place of Signature: Kolkata
Date: April 27, 2023

ANNEXURE 2

to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Usha Martin Limited

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

In conjunction with our audit of the consolidated financial statements of Usha Martin Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Opinion

In our opinion, the Group and its joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company, in so far as it relates to these four subsidiaries and two joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and joint ventures incorporated in India.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number: 055596
UDIN: 23055596BGYFRW8716

Place of Signature: Kolkata
Date: April 27, 2023

Consolidated Balance Sheet

as at 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	Notes	As at 31st March, 2023 Amounts	As at 31st March, 2022 Amounts
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	82,691	80,387
(b) Capital work-in-progress	3	13,911	3,789
(c) Investment property	4	376	373
(d) Goodwill on consolidation		5,522	5,522
(e) Other intangible assets	5	212	242
(f) Right-of-use assets	6	6,429	4,781
(g) Intangible assets under development	5	24	55
(h) Equity accounted investments	7(i)	6,568	5,635
(i) Financial assets			
(i) Investments	7(ii)	5	5
(ii) Loans	7(iii)	561	588
(iii) Other financial assets	7(iv)	2,811	2,844
(j) Income tax assets (net)	8	3,481	3,000
(k) Deferred tax assets (net)	9	1,214	1,254
(l) Other assets	10	9,942	6,862
Total non-current assets		**133,747**	**115,337**
Current assets			
(a) Inventories	11	88,993	79,743
(b) Financial assets			
(i) Trade receivables	12(i)	49,989	41,409
(ii) Cash and cash equivalents	12(ii)	15,016	15,438
(iii) Other bank balances	12(iii)	1,183	1,030
(iv) Loans	12(iv)	163	103
(v) Other financial assets	12(v)	8,879	10,848
(c) Other assets	13	10,713	9,090
Total current assets		**174,936**	**157,661**
Assets held for sale	37(i)	-	**1,290**
TOTAL		**308,683**	**274,288**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	3,054	3,054
(b) Other equity	15	200,022	166,313
Equity attributable to equity shareholders of the parent		**203,076**	**169,367**
Non-controlling interest		**431**	**363**
Total equity		**203,507**	**169,730**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	16(i)	19,729	18,854
(ii) Lease liabilities	16(ii)	5,592	4,032
(iii) Other financial liabilities	16(iii)	22	20
(b) Provisions	17	4,752	5,588
(c) Deferred tax liability (net)	18	2,585	2,461
(d) Other liabilities	19	1,579	3,116
Total non-current liabilities		**34,259**	**34,071**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20(i)	15,726	17,792
(ii) Trade payables			
- Total outstanding dues of micro and small enterprises	20(ii)	862	861
- Total outstanding dues of creditors other than micro and small enterprises	20(ii)	29,014	28,642
(iii) Lease liabilities	20(iii)	607	461
(iv) Other financial liabilities	20(iv)	8,154	7,963
(b) Provisions	21	1,136	946
(c) Income tax liabilities (net)	22	4,378	2,978
(d) Other liabilities	23	11,040	10,844
Total current liabilities		**70,917**	**70,487**
Total liabilities		**105,176**	**104,558**
TOTAL		**308,683**	**274,288**

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	Notes	Year ended 31st March, 2023 Amounts	Year ended 31st March, 2022 Amounts
INCOME			
Revenue from operations	24	326,776	268,807
Other income	25	2,806	3,524
Total Income		**329,582**	**272,331**
EXPENSES			
Cost of materials consumed		179,939	152,845
Purchases of stock-in-trade		1,992	1,628
Change in inventories of finished goods, work-in-progress, stock-in-trade and scrap/by-product		(1,298)	(5,755)
Employee benefits expense	26	37,283	33,023
Finance costs	27	3,027	4,246
Depreciation and amortisation expense	28	6,748	6,975
Other expenses	29	57,527	48,699
Total expenses		**285,218**	**241,661**
Profit before share of profit of joint ventures, exceptional item and tax		**44,364**	**30,670**
Share of profit of joint ventures, net of tax		1,174	840
Exceptional item		-	3,118
Profit before tax		**45,538**	**34,628**
Tax expenses	9(a)(i)		
(1) Current tax		10,305	3,688
(2) Adjustment of tax relating to earlier years		-	(26)
(3) Deferred tax charge/(credit)		173	1,823
Total tax expense		**10,478**	**5,485**
Profit for the year (I)		**35,060**	**29,143**
Other Comprehensive income/(loss)			
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined employee benefit plans		70	280
Income tax effect on the above		18	(67)
Items that will be reclassified to profit or loss			
Exchange differences on translation of financial statements of foreign operations		4,702	(323)
Total other comprehensive income/(loss) for the year, net of tax (II)		**4,790**	**(110)**
Total comprehensive income for the year (I+II)		**39,850**	**29,033**
Profit for the year attributable to:			
Equity shareholders of the parent		35,014	29,127
Non-controlling interest		46	16
Other comprehensive income/(loss) attributable to:			
Equity shareholders of the parent		4,790	(110)
Non-controlling interest		-	-
Total comprehensive income for the year attributable to:			
Equity shareholders of the parent		39,804	29,017
Non-controlling interest		46	16
Basic and diluted earnings per equity share [Nominal value per share Re 1 each (31st March, 2022: Re 1 each)]	30	11.51	9.56

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Consolidated Statement of Cash Flows

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	Year ended 31st March, 2023 Amounts	Year ended 31st March, 2022 Amounts
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax (including share of profit of joint ventures)	**45,538**	34,628
Adjustments for:		
Depreciation and amortisation expenses	6,748	6,975
(Gain) / loss on disposal of property, plant and equipment [net of loss on disposal of property, plant and equipment of Rs. 10 lakhs (31st March 2022 : Rs. 416 lakh)]	(121)	(92)
Share of (profit) or loss of joint ventures	(1,174)	(840)
Unrealised derivative (gain)/loss [net]	(19)	39
Finance costs	3,027	4,246
Bad Debts /advances written off	45	79
(Write back of)/allowance for credit impaired debts and advances [net of allowance for credit impaired of Rs. 329 lakhs (31st March, 2022 : net of reversal of Rs. 217 lakhs)]	(21)	259
Property, plant and equipment written off	665	34
Interest income on financial assets carried at amortised cost	(201)	(489)
Unrealised foreign exchange differences (net)	(70)	(73)
Effect of change in foreign exchange translation	1,932	(100)
Liabilities no longer required written back	(1,138)	(899)
Discounting of financial assets	84	94
Investment subsidy received	-	(3,118)
Operating profit before changes in non-current / current assets and liabilities	**55,295**	**40,743**
Adjustments for:		
(Increase) / decrease in inventories	(9,250)	(12,639)
(Increase) / decrease in trade receivables	(8,857)	(9,019)
(Increase) / decrease in loans and advances	(84)	(19)
(Increase) / decrease in other financial assets	782	1,545
(Increase) / decrease in other assets	(1,154)	(2,176)
Increase / (decrease) in trade payables	813	(5,955)
Increase / (decrease) in provisions	(576)	100
Increase / (decrease) in other financial liabilities	(1,678)	(95)
Increase / (decrease) in other liabilities	(746)	2,093
Cash generated from operations	**34,545**	**14,578**
Direct taxes (paid)/refund (net)	(9,386)	1,279
Net cash flows from operating activities	**25,159**	**15,857**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets	(18,233)	(5,112)
Proceeds from sale of property, plant and equipment, intangible assets and assets held for sale including proceeds from sale of Steel and Bright Bar Business (Refer note 37(ii))	2,025	5,751
Refund of margin money and deposit with banks	40	266
(Investment) / redemption / maturity of bank deposits (with original maturity more than 12 months)	(38)	178
(Investment) / maturity of bank deposits (with original maturity more than 3 months and less than 12 months)	(130)	911
Interest received	207	462
Dividend received from a joint venture	360	-
Investment subsidy received	-	3,118
Net cash flows (used in) / from investing activities	**(15,769)**	**5,574**

Consolidated Statement of Cash Flows

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

		Year ended 31st March, 2023 Amounts	Year ended 31st March, 2022 Amounts
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Proceeds from long term borrowings	4,992	1,212
	Repayment of long term borrowings	(193)	(12,493)
	Repayment of short term working capital borrowings	(5,990)	(959)
	Interest paid	(2,823)	(3,819)
	Dividend paid	(6,095)	-
	Net cash flows (used in) in financing activities	**(10,109)**	**(16,059)**
D.	**Effect of foreign exchange differences on cash and cash equivalents**	297	120
	Net (decrease) / increase in cash and cash equivalents (A+B+C+D)	**(422)**	**5,492**
	Opening Cash and cash equivalents	**15,438**	**9,946**
	Closing Cash and cash equivalents	**15,016**	**15,438**
	Reconciliation of cash and cash equivalents as per statement of cash flows		
	Balances with banks [refer note 12(ii)]:		
	On current account	9,910	5,736
	Deposits with original maturity less than 3 months	4,900	9,647
	Cheques/drafts on hand	159	24
	Cash on hand [refer note 12(ii)]	47	31
		15,016	**15,438**

The above statement of cash flows has been prepared under the indirect method as set out in "Indian Accounting Standard - 7" - Statement of Cash flows.

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Consolidated Statement of changes in equity

for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

A) Equity share capital (refer note 14)

	Number of shares	Amount
Equity shares of Re 1 each issued, subscribed and fully paid		
As at 31st March, 2021	**304,741,780**	**3,054***
Changes in equity share capital during the year	-	-
As at 31st March, 2022	**304,741,780**	**3,054***
Changes in equity shares capital during the year	-	-
As at 31st March, 2023	**304,741,780**	**3,054***

* including share forfeited Rs. 7 lakhs (31st March, 2022: Rs. 7 lakhs)

B) Other equity (refer note 15)

	Attributable to the equity holders of the parent									
	Reserves and surplus							Items of other compre-hensive income	Total other equity	Non-controlling interest
	Securities premium	Capital reserve	Capital redemp-tion reserve	General reserve	Legal reserve	Retained earnings	Other reserve	Foreign currency translation reserve		
As at 31st March, 2021	**85,584**	**1,112**	**6,631**	**54,439**	**265**	**(26,426)**	**6,350**	**9,341**	**1,37,296**	**357**
Profit for the year	-	-	-	-	-	29,127	-	-	29,127	16
Re-measurement gains/ (loss) on defined benefit plans, net of tax	-	-	-	-	-	213	-	-	213	-
Exchange differences on translation	-	-	-	-	-	-	-	(323)	(323)	(10)
Adjustments pursuant to Scheme of Capital Reduction (refer note 42)	(71,777)	(369)	(2,285)	-	-	80,781	(6,350)	-	-	-
As at 31st March, 2022	**13,807**	**743**	**4,346**	**54,439**	**265**	**83,695**	**-**	**9,018**	**1,66,313**	**363**
Profit for the year	-	-	-	-	-	35,014	-	-	35,014	46
Re-measurement gains/ (loss) on defined benefit plans, net of tax	-	-	-	-	-	88	-	-	88	-
Exchange differences on translation	-	-	-	-	-	-	-	4,702	4,702	22
Dividend paid (refer note 43)						(6,095)			(6,095)	
As at 31st March, 2023	**13,807**	**743**	**4,346**	**54,439**	**265**	**1,12,702**	**-**	**13,720**	**2,00,022**	**431**

Refer note 15 for nature and purpose of reserves

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar
Managing Director
DIN:00086164

Dhrub Jyoti Basu
Whole Time Director
DIN:02498037

Anirban Sanyal
Chief Financial Officer

Shampa Ghosh Ray
Company Secretary
ACS:16737

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

1. Group overview

Usha Martin Limited (the 'Company') is a public limited company incorporated and domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company and its subsidiaries and joint ventures (collectively referred as "Group") are principally engaged in the following businesses:

- Wire and Wire ropes – Manufacture and sale of steel wires, strands, wire ropes, cord, related accessories, wire drawing and allied machine, etc.

- Others – Manufacture and sale of jelly filled and optical fibre telecommunication cables

The equity shares of the Company are listed on two recognised stock exchanges in India and its GDRs are listed on stock exchange in Luxembourg. The registered office of the Company is located at 2A, Shakespeare Sarani, Kolkata - 700071. The Group caters to both domestic and international markets.

2A. Significant Accounting Policies

a(1). Basis of preparation and compliance with Ind AS

These consolidated Ind AS financial statements of the Group have been prepared in accordance with Indian Accounting Standard (Ind AS) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. The accounting policies have been applied consistently over the periods presented in the financial statements.

These financial statements were approved for issue by the Board of Directors on 27th April, 2023.

These Ind AS Financial Statements are prepared in Indian Rupee which is the Group's functional currency. All financial information presented in Rupees has been rounded to the nearest lakhs, except when otherwise indicated.

a(2). Basis of consolidation

(i) Subsidiaries

The consolidated financial statements incorporate the results of Usha Martin Limited and all its subsidiaries, being the entities that it controls. Control is evidenced where the Group has power over the investee or is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity returns.

The financial statements of subsidiaries are prepared for the same reporting year as the Parent Company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group.

For non-wholly owned subsidiaries, a share of the profit/loss for the financial year and net assets is attributed to the non-controlling interests as shown in the Consolidated Statement of Profit and Loss and Consolidated Balance Sheet.

For acquisitions of additional interests in subsidiaries, where there is no change in control, the Group recognises a reduction to the non-controlling interest of the respective subsidiary with the difference between this figure and the cash paid, inclusive of transaction fees, being recognised in equity. In addition, upon dilution of controlling interests the difference between the cash received from sale or listing of the subsidiary shares and the increase to non-controlling interest is also recognised in equity. The results of subsidiaries acquired or disposed off during the year are included in the Consolidated Statement of Profit and Loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Intra-Group balances and transactions, and any unrealized income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Unrealized losses are eliminated unless cost cannot be recovered.

(ii) Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is considered when there is contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Investments in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Group has joint ventures only.

(All amounts in Rs. lakhs unless stated otherwise)

Joint ventures

The Group accounts for its interest in joint ventures using the equity method (see below), after initially being recognised at cost in the consolidated balance sheet. Goodwill arising on the acquisition of joint ventures is included in the carrying value of investments in joint ventures.

Equity method of accounting

Under the equity method of accounting applicable for joint ventures, investments are initially recorded at the cost to the Group and then, in subsequent periods, the carrying value is adjusted to reflect the Group's share of the post-acquisition profits or losses of the investee as recognised in the Consolidated Statement of Profit and Loss, and the Group's share of other comprehensive income of the investee as recognised in the Consolidated Statement of other comprehensive income. Dividend received or receivable from joint ventures is recognised as a reduction in carrying amount of the investment.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the assets transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

If the Group's share of losses in a joint venture equals or exceeds its interests in the joint venture, the Group discontinues recognition of further losses. Additional losses are provided for, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy below.

a(3). Current versus non-current classification

The Group presents assets and liabilities in the Consolidated Balance Sheet based on current / non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities and advance income taxes paid are classified as non-current assets and liabilities.

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

b. Goodwill

Goodwill on consolidation arising on acquisition of a subsidiary represents the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed and contingent liabilities recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of profit and loss on disposal.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

c. Basis of measurement

Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. 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:

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

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

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

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

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group is entitled to in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue from sale of goods is recognised at the point in time when control is transferred to the customer. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Group has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the Group expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the Government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional. Generally, the credit period varies between 30-120 days from the shipment or delivery of goods or services as the case may be. The Group provides volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified and also accrues discounts to certain customers based on customary business practices.

Goods and service tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 31.

The specific recognition criteria described below must also be met before revenue is recognised:

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

for the earned consideration that is conditional. Contract assets are subject to impairment assessment.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Interest income

Interest income is included in other income in the Consolidated Statement of Profit and Loss. For all financial instruments, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Dividends are recognised when the Group's right to receive the payment is established which is generally when shareholders approve the dividend.

e(1). Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, plant and equipment which are significant to the total cost of that item of Property, plant and equipment and having different useful life are accounted separately.

Other indirect expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under capital work-in-progress.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Consolidated Statement of Profit and Loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Consolidated Statement of Profit and Loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss, when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(i) Capital work-in-progress

Capital work-in-progress is stated at cost, net of accumulated impairment losses, if any. Assets in the course of construction are capitalized in capital work-in-progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(ii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line method basis over its expected useful life (determined by the management based on technical estimates), as follows:

Particulars	Useful economic life
Buildings*	30-60 years
Plant and equipment**	10-41 years
Electrical installations	10-40 years
Water treatment and supply plant	15-30 years
Office equipment	3-5 years
Furniture and fixtures	5-10 years
Vehicles	8 years

*Roads included under buildings are depreciated considering useful life of 3-10 years

** Stores and spares, with useful life more than one year, included under plant and equipment are depreciated considering useful life of 2-9 years

The Group, based on technical assessment made by technical expert and management estimate, depreciates certain items of building, plant and equipment, electrical installation and water treatment and supply over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit derived from such cost. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

When significant spare parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

e(2). Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost net of recoverable taxes, trade discount and rebates. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use attributable to the intangible assets. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The Group has intangible assets with finite useful lives.

Computer softwares are amortised on straight-line method at the rates determined based on estimated useful lives which vary from 3 years to 6 years.

Trademarks are amortised on straight-line method at the rates determined based on estimated useful lives of 15 years.

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

Research and development costs

Research costs are expensed to the Consolidated Statement of Profit and Loss as incurred. Development expenditure on an individual project is recognised as an intangible asset when the Group can demonstrate:

(i) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale

(ii) Its intention to complete and its ability and intention to use or sell the asset

(All amounts in Rs. lakhs unless stated otherwise)

(iii) How the asset will generate future economic benefits

(iv) The availability of resources to complete the asset

(v) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit and the expense is recognised in the Consolidated Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

f. Investment properties

Investment properties are measured initially at cost, including transaction costs.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in Consolidated Statement of Profit and Loss as incurred.

Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in Consolidated Statement of Profit and Loss in the period of disposal.

The Group depreciates the building over estimated useful lives of 30 years. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the Group measures investment property using cost-based measurement, the fair value of investment property is disclosed in notes. Fair value are determined based on an annual evaluation performed by an accredited external independent valuer.

g. Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded to be met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets and liabilities classified as held for sale are presented separately in the Consolidated Balance Sheet.

Property, plant and equipment and other intangible assets once classified as held for sale are not depreciated or amortised.

h(1). Foreign currencies

In the financial statements of the Group, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction.

Monetary assets and liabilities denominated in other currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the Consolidated Statement of Profit and Loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at 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 is recognised in Other Comprehensive Income (OCI) or profit and loss are also recognised in OCI or profit and loss, respectively).

For the purposes of the consolidated financial statements, items in the Consolidated Statement of Profit and Loss of those operations for which the Indian Rupees is not the functional currency are translated into Indian Rupees at the average rates of exchange during the year. The related Consolidated Balance Sheet is translated into Indian rupees at the rates as at the reporting date. Exchange differences arising on translation are recognised in the other comprehensive income. On disposal of such entities, the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in Consolidated Statement of Profit and Loss.

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognised. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

h(2). Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, income is estimated on the basis of fulfilment of related obligations. Export benefits related to sale of goods are accounted on recognition of export sales.

i. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised either in other comprehensive income or in equity.

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities 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 assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit and loss is recognised either in other comprehensive income or in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

GST paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

- When receivables and payables are stated with the amount of tax included.

j. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Where the funds used to finance a acquisition, construction or production of an asset, form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Company during the year. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

k. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term (30-99 years).

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Contingent rents are recognised as revenue in the period in which they are earned.

l. Inventories

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

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and packing materials, stores and spares parts and loose tools: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Work-in-progress and finished goods: Cost includes cost of direct materials and cost of conversion and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average basis.
- Stock-in-trade: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Scrap / by products are valued at net realisable value.

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

Obsolete inventories are identified and written down to net realisable value. Slow moving and defective inventories are identified and provided to net realisable value.

m. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Consolidated Statement of Profit and Loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated Statement of Profit and Loss.

n. Provisions, contingent liabilities and contingent assets

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognized when the Group has a present obligation (legal or constructive), as a result of past events and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current

(All amounts in Rs. lakhs unless stated otherwise)

market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Consolidated Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

o. Employee benefit schemes

(i) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Compensated absences:

Compensated absences accruing to employees and which can be carried to future periods but where there are restrictions on availment or encashment or where the availment or encashment is not expected to occur wholly in the next twelve months, the liability on account of the benefit is determined actuarially using the projected unit credit method.

(ii) Post-employment benefits

Defined contribution plan

Retirement benefits in form of superannuation is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the superannuation fund. The Group recognizes contribution payable to the superannuation scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

Contribution towards Provident Fund for employees of UM Cables Limited (UMCL) are made to the regulatory authorities. Such provident fund benefit is classified as defined contribution scheme as UMCL does not carry any further obligations, apart from the contribution made on a monthly basis which is recognised as expense in the Consolidated Statement of Profit and Loss.

Defined benefit plans – gratuity, provident fund and long service award

Gratuity

The Group has a defined benefit plan (the "Gratuity Plan"). The Gratuity Plan provides for a lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service depending upon the tenure of service subject to maximum limit of 20 months' salary. Vesting occurs upon completion of five continuous years of service.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets, if any. This cost is included in employee benefit expense in the Consolidated Statement of Profit and Loss.

The liability or asset recognised in the Consolidated Balance Sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurements, comprising of actuarial gains and losses from changes in actuarial assumptions,

(All amounts in Rs. lakhs unless stated otherwise)

the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Consolidated Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to Consolidated Statement of Profit and Loss in subsequent periods. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Consolidated Statement of Profit and Loss as past service cost.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated Statement of Profit and Loss:

- Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Provident fund

Eligible employees (other than employees of UM Cables Limited) of the Group receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Group make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company contributes a portion to the 'Usha Martin Employees Provident Fund Trust'. The trust invests in specific designated instruments as prescribed by the Government. The remaining portion is contributed to the Government administered pension fund. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the Government. The Group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.

Long service award

Certain employees of the Company rendering greater than twenty years of service will receive long service award on all causes of exit as per the Company's policy. The cost of providing benefits under this plan is determined by actuarial valuation using the projected unit credit method by independent qualified actuaries at the year end.

p. Financial instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115: Revenue from contracts with customers. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Refer to the accounting policies in section (d) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a timeframe established by

(All amounts in Rs. lakhs unless stated otherwise)

regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

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

(i) Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Consolidated Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated Statement of Profit and Loss. This category generally applies to trade and other receivables.

(ii) Financial assets at fair value through other comprehensive income (FVOCI) with recycling of cumulative gains and losses (debt instruments)

A 'financial asset' is classified as at the FVOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the Consolidated Statement of Profit and Loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

(iii) Financial assets 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. Financial assets are reclassified subsequent to their recognition, if the Group changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

Financial assets at fair value through profit or loss are carried in the Consolidated Balance Sheet at fair value with net changes in fair value recognised in the Consolidated Statement of Profit and Loss.

Dividends on listed equity investments are recognised in the Consolidated Statement of Profit and Loss when the right of payment has been established.

(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32: Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the Consolidated Statement of Profit and Loss. Dividends are recognised as other income in the Consolidated Statement of Profit and Loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised when the contractual rights to receive cash flows from the financial asset have expired or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109: Financial Instruments

(All amounts in Rs. lakhs unless stated otherwise)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all financial instruments and receivables not held at fair value through profit or loss in accordance with Ind AS 109: Financial Instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months from the reporting date (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at fair value through OCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group's debt instruments at fair value through OCI comprise solely of quoted bonds that are graded in the top investment category (very good and good) by the good credit rating agency and, therefore, are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from the good credit rating agency both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings (net of directly attributable cost), payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. Fees of recurring nature are directly recognised in the Consolidated Statement of Profit and Loss as finance cost.

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

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

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities at Fair Value through profit or loss (FVTPL)

Financial liabilities at fair value through profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109: Financial instruments.

Gains or losses on liabilities held for trading are recognised in the Consolidated Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109: Financial instruments are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/losses are not subsequently

(All amounts in Rs. lakhs unless stated otherwise)

transferred to the Consolidated Statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Consolidated Statement of Profit and Loss. The Group has designated forward exchange contracts as at fair value through profit and loss.

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.

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (hereinafter referred as EIR) method. Gains and losses are recognised in Consolidated Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated Statement of Profit and Loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109: Financial instruments and the amount recognised less cumulative amortisation.

Derecognition

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

Offsetting of financial instruments

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

q. Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as foreign exchange contracts to hedge its exposure to movements in foreign exchange rates relating to the underlying transactions. The Group does not hold derivative financial instruments for speculation purposes. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value and the resulting profit or loss is taken to the Consolidated Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Consolidated Statement of Profit and Loss.

r. Cash and cash equivalents

Cash and cash equivalent in the Consolidated Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

s. Cash dividend distributions to equity holders

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders.

t. Earnings per share

Basic earnings per share is calculated by dividing the net profit and loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit and loss before OCI for the year attributable to equity shareholders and the weighted average number of

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

u. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker (CODM). Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "unallocated revenue/expenses/assets/liabilities".

v. Use of estimates and critical accounting judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

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 years. (refer note 31)

2B. Recent accounting pronouncements

Standards issued but not yet effective

The key new and amended standards that are issued, but not yet effective, upto the date of issuance of the Company's financial statements are discosed below. The Company intends to adopt these new and amended standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2023 on 31st March, 2023 amending:

- Ind AS 1, 'Presentation of Financial Statements'
- This amendment requires companies to disclose their material accounting policies rather than their significant accounting policies.

- Ind AS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - This amendment has introduced a definition of 'accounting estimates' and includes guidance to help distinguish changes in accounting policies from changes in accounting estimates.

- Ind AS 12 'Income Taxes' - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The amendments clarify how companies account for deferred tax on transactions such as leases.

The same are applicable for financial statements pertaining to annual periods beginning on or after 1st April, 2023. Based on a preliminary evaluation, the Company does not expect any material impact on the financial statements resulting from the implementation of these amendments.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Non Current Assets

3. Property, plant and equipment

Particulars	Freehold land [Refer Note (V) (i) below] #	Buildings [Refer Note (V) (ii) below]	Plant and equipment	Electrical installations	Water treatment and supply plant	Office equipment	Furniture & fixtures	Vehicles	Total	Capital work-in progress [Refer Note (IV) below]
Gross block										
As at 31st March, 2021	9,189	34,142	69,021	1,642	338	1,059	376	1,273	117,040	4,483
Additions/adjustments	-	747	4,050	182	-	198	135	319	5,631	1,930
Disposals/adjustments	-	-	716	-	-	31	-	303	1,050	2,062
Exchange difference on consolidation	(119)	(233)	(474)	(2)	-	(17)	5	(1)	(841)	(562)
As at 31st March, 2022	**9,070**	**34,656**	**71,881**	**1,822**	**338**	**1,209**	**516**	**1,288**	**120,780**	**3,789**
Additions/adjustments	1,131	230	4,291	873	11	206	69	232	7,043	14,027
Disposals/adjustments	-	355	972	-	-	160	15	77	1,579	3,936
Exchange difference on consolidation	244	1,055	1,495	(4)	-	27	32	35	2,884	31
As at 31st March, 2023	**10,445**	**35,586**	**76,695**	**2,691**	**349**	**1,282**	**602**	**1,478**	**129,128**	**13,911**
Accumulated depreciation										
As at 31st March, 2021	**-**	**6,577**	**26,843**	**296**	**68**	**613**	**267**	**684**	**35,348**	
Charge for the year (refer note 28)	-	1,295	4,286	48	11	166	43	233	6,082	
Disposals / adjustments	-	(100)	650	-	-	22	(11)	267	828	
Exchange difference on consolidation	-	(30)	(161)	(2)	-	(11)	1	(6)	**(209)**	
As at 31st March, 2022	**-**	**7,942**	**30,318**	**342**	**79**	**746**	**322**	**644**	**40,393**	
Charge for the year (refer note 28)	-	1,162	4,363	62	13	173	66	210	6,049	
Disposals / adjustments	-	121	656	-	-	156	18	64	1,015	
Exchange difference on consolidation	-	233	745	(5)	-	9	19	9	1,010	
As at 31st March, 2023	**-**	**9,216**	**34,770**	**399**	**92**	**772**	**389**	**799**	**46,437**	
Net block										
As at 31st March, 2023	**10,445**	**26,370**	**41,925**	**2,292**	**257**	**510**	**213**	**679**	**82,691**	**13,911**
As at 31st March, 2022	9,070	26,714	41,563	1,480	259	463	194	644	80,387	3,789

During the year, Company has reclassified assets held for sale amounting to Rs. 1,131 lakhs (Net of impairment of Rs. 809 lakhs) to Property, plant and equipment as the management foresees that the assets are not available for immediate sale in its present condition.

I) For lien/charge against property, plant and equipment refer note 16(i), note 20(i) and note 20(ii).

II) On transition to Ind AS (i.e. 1 April 2015), the Group has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

III) Rs. 421 lakhs (31st March, 2022 : Nil) of borrowing costs has been capitalised during the year for qualifying assets under construction (refer note 27).

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

IV) The capital work in progress ageing schedule for the year ended 31st March, 2023 is as follows:

As at 31st March, 2023	Amount in CWIP for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	12,576	928	262	39	13,805
Projects temporarily suspended	8	-	13	85	106
Total					**13,911**

Capital Work in Progress (whose completion is overdue or has exceeded its cost compared to its original plan)

As at 31st March, 2023	Projects to be completed in				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Elevator Ropes Project - Phase 1	105	-	-	-	105
400 KVA UPS	95	-	-	-	95
Fire Hydrant System	29	-	-	-	29
Control Relay Panel	4	-	-	-	4
Additional guarding	127	-	-	-	127
Wire/Strand Rewinder	12	-	-	-	12
Motor for Crane	8	-	-	-	8

The capital work in progress ageing schedule for the year ended 31st March, 2022 is as follows:

As at 31st March, 2022	Amount in CWIP for a period of				
	less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Project in progress	1,248	1,881	89	474	3,692
Projects temporarily suspended	-	-	24	73	97
Total					**3,789**

Capital Work in Progress (whose completion is overdue or has exceeded its cost compared to its original plan)

As at 31st March, 2022	Projects to be completed in				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Elevator Ropes Project - Phase 1	1,111	-	-	-	1,111
Elevator Ropes Project - Phase 2	829	-	-	-	829
Rotor Tube	138	-	-	-	138
Wire/Strand Rewinder	-	11	-	-	11

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

V) Title deeds of immovable property not held in the name of the company

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value as at 31st March, 2023	Gross carrying value as at 31st March, 2022	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
i) Freehold Land							
Property, plant and equipment	Freehold Land	2,063	2,063	Usha Martin Black Wire Ropes Limited	No	02-05-1972 and 24-04-1974	The property was purchased through registered deeds dated 02-05-1972 & 24-04-1974 respectively by Usha Martin Black Wire Ropes Limited which merged with Usha Beltron Limited which is the erstwhile name of the Company.
Property, plant and equipment	Freehold Land	50	50	Usha Ismal Limited	No	21-04-1980	The property was purchased through registered deeds dated 21-04-1980 by Usha Ismal Limited which merged with Usha Martin Industries Limited. Further Usha Martin Industries limited had merged with Usha Beltron Limited and the name of the merged entity was changed to Usha Martin Limited
Property, plant and equipment	Freehold Land	42	42	Usha Martin Industries Limited	No	18-01-1990	The property was purchased through an agreement of sale dated 18-01-1990 by Usha Martin Industries Limited which merged with Usha Beltron Limited. The name of merged entity was changed to Usha Martin Limited with effect from May 1 2003.
Property, plant and equipment	Freehold Land	29	29	Usha Beltron Limited	No	18-02-1998	The property was purchased through an agreement of sale dated 18-02-1998 by Usha Beltron Limited which is the erstwhile name of the Company.
Property, plant and equipment	Freehold Land	282	-	Mr.V. Mishra, Mr.B. Tiwary, Mr.B. Lal, Mr.D. Agarwal, Mr.V. Kashyap, Mr.S. Verma	No	Various tranches between 2005-2013	Being transferred in the name of the Company through a legal process
ii) Building							
Property, plant and equipment	Building	8	8	Usha Martin Industries Limited	No	18-01-1990	The property was purchased through an agreement of sale dated 18-01-1990 by Usha Martin Industries Limited. Further Usha Martin Industries Limited had merged with Usha Beltron Limited and the name of the merged entity was changed to Usha Martin Limited.
Property, plant and equipment	Building	7	7	Usha Ismal Limited	No	16-10-1990	The property was purchased through a registered deed dated 16-10-1990 by Usha Ismal Limited which was merged with Usha Martin Industries Limited. Further Usha Martin Industries Limited had merged with Usha Beltron Limited and the name of the merged entity was changed to Usha Martin Limited.
Property, plant and equipment	Building	1	1	Usha Beltron Limited	No	18-02-1998	The property was purchased through an agreement of sale dated 18-02-1998 by Usha Beltron Limited which is the erstwhile name of the Company.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

4. Investment property

Particulars	Building
Gross block	
As at 31st March, 2021	**926**
Disposal / adjustments	410
Exchange difference on consolidation	26
As at 31st March, 2022	**542**
Disposal / adjustments	-
Exchange difference on consolidation	46
As at 31st March, 2023	**588**
Accumulated depreciation	
As at 31st March, 2021	**221**
Disposal / adjustments	100
Charge for the year (refer note 28)	40
Exchange difference on consolidation	(192)
As at 31st March, 2022	**169**
Disposal / adjustments	-
Charge for the year (refer note 28)	28
Exchange difference on consolidation	15
As at 31st March, 2023	**212**
Net block	
As at 31st March, 2023	**376**
As at 31st March, 2022	**373**

a) Information regarding income and expenditure of investment property

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Rental income derived from investment property	127	186
Direct operating expenses (including repairs and maintenance) arising from investment property generating rental income	9	12
Profit arising from investment property before depreciation and indirect expenses	117	174
Less : depreciation	28	40
Profit arising from investment property before indirect expenses	89	134

b) Information regarding investment property

The Group's investment property consist of a commercial building in Singapore of Usha Martin Singapore Pte. Limited, which is leased to third party. The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

c) Fair valuation of investment property

The valuation is based on valuations performed by an independent valuer in accordance with the valuation standards and practice guidelines issued by the Singapore Institute of Surveyors and Valuers.The fair value of the investment property amounting to Rs. 1,387 lakhs (31st March, 2022: Rs. 1,325 lakhs) was derived using the recent sales of similar properties in the comparable locations. The valuer has adopted the Comparison method and Income Approach method for arriving at the market value of the investment property. Since the valuation is based on valuation techniques which maximise the use of observable market data, the Group has classified the same under level 2.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

5. Other intangible assets

Particulars	Computer Software	Trademarks	Total intangible assets	Intangible Assets under development
Gross block				
As at 31st March, 2021	**2,218**	**189**	**2,407**	**40**
Additions	25	*	25	15
Disposals/ adjustments	15	-	15	-
Exchange difference on consolidation	8	7	15	-
As at 31st March, 2022	**2,236**	**196**	**2,432**	**55**
Additions	65	*	65	23
Disposals/ adjustments/capitalised	-	-	-	(55)
Exchange difference on consolidation	21	16	37	1
As at 31st March, 2023	**2,322**	**212**	**2,534**	**24**
Accumulated depreciation				
As at 31st March, 2021	**1,706**	**114**	**1,820**	
Charge for the year (refer note 28)	355	14	369	
Disposals/ adjustments	10	-	10	
Exchange difference on consolidation	6	5	11	
As at 31st March, 2022	**2,057**	**133**	**2,190**	
Charge for the year (refer note 28)	87	15	102	
Disposals/ adjustments	-	-	-	
Exchange difference on consolidation	20	10	30	
As at 31st March, 2023	**2,164**	**158**	**2,322**	
Net block				
At 31st March, 2023	**158**	**54**	**212**	**24**
At 31st March, 2022	**179**	**63**	**242**	**55**

The Intangible asset under development ageing schedule for the year ended 31st March, 2023 and 31st March, 2022 is as follows:

As at 31st March, 2023	Amount in Intangibles under development for a period of				
	less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Project in progress	24	-	-	-	24
Projects temporarily suspended	-	-	-	-	-
Total					**24**

As at 31st March, 2022	Amount in Intangibles under development for a period of				
	less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	15	40	-	-	55
Projects temporarily suspended	-	-	-	-	-
Total					**55**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

6. Right-of-use assets

Particulars	Land	Building #	Plant & Equipment ##	Office Equipment	Vehicle @	Total
Gross block						
As at 31st March, 2021	**3,853**	**840**	**39**	**6**	**607**	**5,345**
Additions/adjustments	296	149	-	-	150	595
Disposals/adjustments	-	-	14	3	32	49
Exchange difference on consolidation	10	19	(1)	*	23	51
As at 31st March, 2022	**4,159**	**1,008**	**24**	**3**	**748**	**5,942**
Additions/adjustments	1,640	27	-	6	463	2,136
Disposals/adjustments	272	-	24	-	210	506
Exchange difference on consolidation	186	(21)	-	*	70	235
As at 31st March, 2023	**5,713**	**1,014**	**-**	**9**	**1,071**	**7,807**
Accumulated amortization/ depreciation						
As at 31st March, 2021	**438**	**101**	**17**	**1**	**122**	**679**
Charge for the year (refer note 28)	168	185	5	1	125	484
Disposals/adjustments	-	-	8	(1)	16	23
Exchange difference on consolidation	9	9	*	*	6	24
As at 31st March, 2022	**615**	**295**	**14**	*****	**237**	**1,161**
Charge for the year (refer note 28)	229	169	-	1	170	569
Disposals/adjustments	-	-	14	-	112	126
Exchange difference on consolidation	(239)	(7)	*	(1)	21	(226)
As at 31st March, 2023	**605**	**457**	**-**	**-**	**316**	**1,378**
Net block						
At 31st March, 2023	**5,108**	**557**	**-**	**9**	**755**	**6,429**
At 31st March, 2022	**3,544**	**713**	**10**	**3**	**511**	**4,781**

Lease deeds of right-of-use assets not held in the name of the Company:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value as at 31st March, 2023	Gross carrying value as at 31st March, 2022	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Right-of-use assets	Leasehold Land	8	8	Ranchi Industrial Area Development Authority	No	06-12-1984	Company has obtained the allotment letter in its name and execution of lease deed is in process

Represents office space taken on lease

Represents equipments such as forklift, hydra etc taken on lease

@ Represents vehicles taken on lease

*Amount is below rounding off norm adopted by the Group

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

7(i). Equity accounted investments

	As at 31st March, 2023	As at 31st March, 2022
Equity Shares (Unquoted)		
In joint ventures (at cost)		
Pengg Usha Martin Wires Private Limited #		
10,800,000 (31st March, 2022 : 10,800,000) equity shares of Rs.10 each, fully paid	4,492	3,748
CCL Usha Martin Stressing System Limited		
473,195 (31st March, 2022 : 473,195) equity shares of Rs.10 each, fully paid	49	47
Tesac Usha Wires Pvt Limited (Joint Venture of Usha Siam Steel Industries Public Company Limited, a subsidiary of the Company)		
1,250,000 (31st March, 2022 : 1,250,000) equity shares of THB.100 each, fully paid	2,027	1,840
Total	**6,568**	**5,635**
Aggregate amount of unquoted investments	**6,568**	**5,635**

Refer note 32C(iii)

Financial assets

7(ii). Investments

	As at 31st March, 2023	As at 31st March, 2022
Equity Shares (Unquoted)		
Investment in other companies (at cost)	5	5
Total	**5**	**5**
Aggregate amount of unquoted investments	**5**	**5**
Aggregate amount of impairment in value of investments	**43**	**43**

7(iii). Loans

	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good unless otherwise stated)		
Loans to employees	111	87
Loan to others #	450	501
Total	**561**	**588**

#Represents interest bearing loan to a body corporate carrying interest @15% p.a. [net of impairment loss of Rs. 322 lakhs (31st March, 2022: 271 lakhs).

Loans are financial assets which generate a fixed or variable interest income for the Group. The carrying value may be affected by changes in the credit risk of the counterparties.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

7(iv). Other financial assets (at amortised cost unless otherwise stated)

	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good unless otherwise stated)		
Bank deposits with more than 12 months maturity	189	150
Security deposits		
Considered good	862	870
Considered credit impaired	6	-
Less : allowance for credit impaired	(6)	-
Export incentive receivable		
Considered credit impaired	266	266
Less : allowance for credit impaired	(266)	(266)
Margin money #	1,182	1,223
Interest accrued but not due on deposits	425	418
Advance against land-coal mines [(refer note 37(i)] (at fair value through profit and loss)	153	183
Total	**2,811**	**2,844**

Earmarked as margin money against issuance of letter of guarantee

8. Income tax assets (net)

	As at 31st March, 2023	As at 31st March, 2022
Advance payment of income tax [net of provision for tax Rs. 6,985 lakhs (31st March, 2022 : Nil)]	3,481	3,000

9. Deferred tax assets (net)

	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Assets (DTA)		
- expenses allowable as deduction on payment basis	-	3,417
- carry forward business losses	1,397	1,412
Total	**1,397**	**4,829**
Deferred tax liabilities (DTL)		
- temporary difference between written down value of property, plant and equipment as per books of account and for tax purpose	183	3,557
- unamortised borrowing costs	-	18
Total	**183**	**3,575**
Deferred tax assets (net)	**1,214**	**1,254**

Deferred tax assets and liabilities have been offset where they arise in the same legal entity and taxing jurisdiction but not otherwise.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(a) Major components of income tax expense are:

		Year ended 31st March, 2023	Year ended 31st March, 2022
(i)	**Tax charge/(credit) recognised in the Statement of Profit and Loss**		
	Current income tax:		
	Current income tax charge	10,305	3,688
	Adjustments in respect of current income tax of previous year	-	(26)
	Deferred tax:		
	Relating to origination and reversal of temporary differences	173	1,823
	Tax charge reported in the Statement of Profit and Loss	**10,478**	**5,485**
(ii)	**Tax charge/(credit) recognised in OCI**		
	Gain/(loss) on remeasurement of defined benefit plans	18	(67)
	Total tax expense for the year [(i) - (ii)]	**10,460**	**5,552**

(b) Reconciliation of income tax expense applicable to accounting profits / (loss) before tax at enacted income tax rate to recognised income tax expense for the year :

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit / (loss) before tax (including share of profit of joint ventures)	45,538	34,628
Enacted income tax rate	25.17%	25.17%
Tax expense at enacted income tax rate	**11,462**	**8,716**
Adjustments:		
Deferred tax on unabsorbed depreciation and brought forward business losses recognised out of opening balance	85	(2,885)
Effect of tax rate differences of subsidiaries operating in other jurisdictions	(1,420)	(728)
Tax on dividend received	(102)	-
Adjustment of tax relating to earlier periods	63	(26)
Disallowable expenses / other non - deductible differences	457	433
Other differences	-	(25)
Exempt income	(67)	-
Total	**10,478**	**5,485**

(c) Reconciliation of deferred tax assets/(liabilities) (net):

	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening deferred tax assets (net) balance	1,254	2,890
Opening deferred tax liabilities (net) balance	(2,461)	(2,287)
Deferred tax charge/(credit) during the year recognised in Statement of Profit and Loss and OCI	155	1,890
Exchange difference	(9)	80
Closing balance of deferred tax assets/(liabilities) (net)	**(1,371)**	**(1,207)**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

10. Other assets

(Unsecured, considered good unless otherwise stated)

	As at 31st March, 2023	As at 31st March, 2022
Capital advances	3,535	195
Prepaid expenses	47	84
Balances with government authorities		
Excise / service tax	516	569
Sales tax / value added tax	950	1,095
Deposit for legal cases	1,940	1,965
Deposit for fuel surcharge / other electricity matter	2,954	2,954
Claims receivable		
Considered credit impaired	50	160
Less : allowance for credit impaired	(50)	(160)
Advance against coal mines	2,851	2,851
Less: allowance for credit impaired	(2,851)	(2,851)
Total	**9,942**	**6,862**

Current assets

11. Inventories

(at lower of cost and net realisable value)

	As at 31st March, 2023	As at 31st March, 2022
Raw materials (including packing materials) #	29,090	26,397
Raw materials in transit	6,178	6,544
	35,268	**32,941**
Work-in-progress	12,743	10,754
Finished goods	29,426	26,785
Finished goods in transit	3,947	5,000
	33,373	**31,785**
Stock-in-trade	299	355
Stores and spare parts	6,256	2,773
Loose tools	246	245
Scrap/by-product	808	890
Total	**88,993**	**79,743**

Including Rs. 232 lakhs held by a third party (31st March, 2022: Rs. 205 lakhs)

Note: Year end inventories are net of Rs. 3,842 lakhs (31st March, 2022: Rs. 3,670 lakhs) towards write-downs to net realisable value and provision for slow moving.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

12. Financial assets

	As at 31st March, 2023	As at 31st March, 2022
(i) Trade receivables (at amortised cost)		
(Unsecured, considered good unless otherwise stated)		
Trade receivables considered good	47,593	41,132
Trade receivables which have significant increase in credit risk	2,393	277
Trade receivables considered credit impaired	1,459	1,367
Less: allowance for credit impaired	(1,459)	(1,367)
Total	**49,989**	**41,409**

Trade receivable ageing schedule for the year ended 31st March, 2023 and 31st March, 2022:

As at 31st March, 2023	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	31,877	17,657	139	103	38	23	49,837
(ii) Undisputed Trade Receivables - considered credit impaired	-	410	177	199	3	295	1,084
(iii) Disputed Trade Receivables - considered good	-	-	152	-	-	-	152
(iv) Disputed Trade Receivables - considered credit impaired	-	52	89	121	18	95	375
Total							**51,448**
Less: allowance for credit impaired							1,459
Trade Receivables as at 31st March, 2023							**49,989**

As at 31st March, 2022	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	31,800	9,212	236	64	46	51	41,409
(ii) Undisputed Trade Receivables – considered credit impaired	-	317	297	207	72	356	1,249
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered credit impaired	-	-	-	-	54	64	118
Total							**42,776**
Less: allowance for credit impaired							1,367
Trade Receivables as at 31st March, 2022							**41,409**

(i) No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Also, no trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(ii) Trade receivables are generally on terms of 30 to 120 days.

(iii) For lien / charge against trade receivables, refer Note 20(i). Below is the details of trade receivables discounted with recourse available to the bank and hence not meeting de-recognition criteria :

	As at 31st March, 2023	As at 31st March, 2022
Discounted receivables	774	1,109
Associated borrowings [refer note 20(i)]	774	1,109

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(iv) Refer Note 36B for information about credit risk and market risk on receivables

(v) Set out below is the movement in the allowance for credit impaired trade receivables:

	As at 31st March, 2023	As at 31st March, 2022
As at 1st April	1,367	998
Additional provision for credit impaired trade receivables	92	369
As at 31st March	**1,459**	**1,367**

	As at 31st March, 2023	As at 31st March, 2022
(ii) Cash and cash equivalents		
Balances with banks		
On current account	9,910	5,736
Deposits with original maturity less than 3 months #	4,900	9,647
Cheques/drafts on hand	159	24
Cash on hand	47	31
Total	**15,016**	**15,438**

#Short-term deposits with banks are placed for varying periods from one day to three months, depending on the cash requirements of the Group, and earn interest at the respective short-term deposit rates.

	As at 31st March, 2023	As at 31st March, 2022
(iii) Other bank balances		
Deposits with original maturity for more than 3 months but up to 12 months #	1,183	1,030
Total	**1,183**	**1,030**

Rs. 284 lakhs (31st March, 2022: Rs. 295 lakhs) lodged with bank against letters of credit and bank guarantee.

	As at 31st March, 2023	As at 31st March, 2022
(iv) Loans (at amortised cost)		
(Unsecured considered good unless otherwise stated)		
Loans to employees		
Considered good	163	103
Considered credit impaired	-	8
Less: allowance for credit impaired	-	(8)
Total	**163**	**103**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

	As at 31st March, 2023	As at 31st March, 2022
(v) Other financial assets		
(Unsecured considered good unless otherwise stated)		
At fair value through profit and loss		
Foreign exchange forward contracts (not designated as hedges)	56	42
At amortised cost		
Consideration receivable from Tata Steel Long Products Limited for transfer of business [refer note 37(ii)]	8,073	9,356
Accrued interest on deposits and others	61	74
Claims /advances receivable		
Considered good	317	423
Considered credit impaired	33	64
Less: allowance for credit impaired	(33)	(64)
Security deposits		
Considered good	170	190
Considered credit impaired	52	78
Less: allowance for credit impaired	(52)	(78)
Export incentive receivables		
Considered good	202	763
Considered credit impaired	-	66
Less: allowance for credit impaired	-	(66)
Total	**8,879**	**10,848**

13. Other assets

(Unsecured, considered good unless otherwise stated)

	As at 31st March, 2023	As at 31st March, 2022
Advances to suppliers #		
Considered good	5,025	4,670
Considered credit impaired	32	40
Less: allowance for credit impaired	(32)	(40)
Balance with statutory/government authorities		
Considered good	4,676	3,498
Considered credit impaired	604	604
Less: allowance for credit impaired	(604)	(604)
Prepaid expense	1,000	897
Other assets	12	25
Total	**10,713**	**9,090**

Represents advances paid for purchase of goods that are not interest bearing.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Equity

14. Share capital

	As at 31st March, 2023	As at 31st March, 2022
Authorised		
500,000,000 (31st March, 2022 : 500,000,000) equity shares of Re. 1 each	5,000	5,000
10,000,000 (31st March, 2022 : 10,000,000) cumulative redeemable preference shares of Rs. 50 each	5,000	5,000
Total	**10,000**	**10,000**
Issued, subscribed and fully paid up		
304,741,780 (31st March, 2022 : 304,741,780) equity shares of Re. 1 each	3,047	3,047
Add: Equity shares forfeited (amount originally paid-up)	7	7
Total	**3,054**	**3,054**

(a) Reconciliation of the number of equity shares and amount outstanding as at the beginning and at the end of the year :

		As at 31st March, 2023	As at 31st March, 2022
Number of equity shares outstanding at the beginning and end of the year	(Numbers)	304,741,780	304,741,780
Amount of equity shares outstanding at the beginning and end of the year	(Amt in Rs. lakhs)	3,047	3,047

(b) 22,865,450 (31st March, 2022: 22,865,450) equity shares of face value of Re 1 each are represented by Global Depository Receipts (GDRs). Each GDR represents five underlying equity shares.

(c) Rights, preference and restrictions attached to equity shares

The Company has only one class of equity shares having par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share (except in case of GDRs). The holders of GDRs do not have voting right with respect to underlying equity shares. Dividend, if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive residual assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each shareholder.

(d) Details of equity shares held by equity shareholders holding more than 5% of the aggregate equty shares in the Holding Company:

Name of the equity shareholder		As at 31st March, 2023	As at 31st March, 2022
UMIL Share & Stock Broking Services Limited	(Numbers)	40,001,236	39,806,236
% holding		13.13%	13.06%
Deutsche Bank Trust Company Americas #	(Numbers)	22,865,450	22,865,450
% holding		7.50%	7.50%
Usha Martin Ventures Limited	(Numbers)	20,000,088	20,000,088
% holding		6.56%	6.56%
Peterhouse Investments India Limited	(Numbers)	19,616,529	19,616,529
% holding		6.44%	6.44%

As on 31st March, 2023, 4,573,090 GDRs (representing 22,865,450 underlying equity shares) is with Deutsche Bank Trust Company Americas (depository). Peterhouse Investments Limited holds 3,129,919 equity shares and 1,685,691 GDRs (representing 8,428,455 underlying equity shares) and Kenwyn Overseas Limited holds 14,364,680 equity shares and 1,963,025 GDRs (representing 9,815,125 underlying equity shares).

As on 31st March, 2022, 4,573,090 GDRs (representing 22,865,450 underlying equity shares) is with Deutsche Bank Trust Company Americas (depository). Peterhouse Investments Limited holds 6,579,919 equity shares and 1,685,691 GDRs (representing 8,428,455 underlying equity shares) and Kenwyn Overseas Limited holds 14,364,680 equity shares and 1,963,025 GDRs (representing 9,815,125 underlying equity shares).

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(e) No shares have been allotted without payment of cash or by way of bonus shares till this date

(f) Shares held by promoters of Holding Company as at 31st March, 2023

Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	Akshay Goenka	37,210	0.01	-
2	Amisha Jhawar	11,83,000	0.39	0.05
3	Anupama Jhawar	-	-	-
4	Anupama Jhawar -Trustee of Anupriya Welfare Trust	-	-	-
5	Apurv Jhawar	-	-	-
6	Basant Kumar Jhawar	-	-	-
7	Brij Investments Pvt. Ltd.	61,11,823	2.01	-
8	Brij Kishore Jhawar	9,45,865	0.31	-
9	Rajeev Jhawar -Trustee of Brij Family Trust (PAC) #	13,85,328	0.45	-
10	Jhawar Venture Management Private Limited	-	-	-
11	Kenwyn Overseas Ltd. ##	2,41,79,805	7.93	-
12	Madhushree Goenka	49,460	0.02	-
13	Netural Publishing House Limited	1,34,29,052	4.41	-
14	Nidhi Rajgarhia	3,07,500	0.10	(*)
15	Peterhouse Investments India Limited	1,96,16,529	6.44	-
16	Peterhouse Investments Ltd. ###	1,15,58,374	3.79	(1.13)
17	Prajeev Investments Limited	6,27,000	0.21	-
18	Prashant Jhawar	-	-	-
19	Rajeev Jhawar	26,11,969	0.86	-
20	Shanti Devi Jhawar	2,79,243	0.09	-
21	Shreya Jhawar	10,13,500	0.33	-
22	Stuti Raghav Agarwalla	10,76,000	0.35	0.04
23	Susmita Jhawar	4,38,195	0.14	-
24	Uma Devi Jhawar	-	-	-
25	UMIL Share & Stock Broking Services Ltd.	4,00,01,236	13.13	0.07
26	Usha Martin Ventures Ltd.	2,00,00,088	6.56	-
	Total	**14,48,51,177**	**47.53**	**(0.97)**

* Figure is below rounding off norm adopted by the company

Name of trustee changed from Brij Kishore Jhawar to Rajeev Jhawar

Kenwyn Overseas Limited holds 14,364,680 equity shares and 1,963,025 GDRs (representing 9,815,125 underlying equity shares).

Peterhouse Investments Limited holds 3,129,919 equity shares and 1,685,691 GDRs (representing 8,428,455 underlying equity shares)

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Shares held by promoters of Holding Company as at 31st March, 2022

Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	Akshay Goenka	37,210	0.01	-
2	Amisha Jhawar	10,33,500	0.34	-
3	Anupama Jhawar	-	-	-
4	Anupama Jhawar -Trustee of Anupriya Welfare Trust	-	-	-
5	Apurv Jhawar	-	-	-
6	Basant Kumar Jhawar	-	-	-
7	Brij Investments Pvt. Ltd.	61,11,823	2.01	-
8	Brij Kishore Jhawar	9,45,865	0.31	-
9	Brij Kishore Jhawar -Trustee of Brij Family Trust (PAC)	13,85,328	0.45	-
10	Jhawar Venture Management Private Limited	-	-	-
11	Kenwyn Overseas Ltd.#	2,41,79,805	7.93	-
12	Madhushree Goenka	49,460	0.02	-
13	Netural Publishing House Limited	1,34,29,052	4.41	-
14	Nidhi Rajgarhia	3,10,000	0.10	(*)
15	Peterhouse Investments India Limited	1,96,16,529	6.44	-
16	Peterhouse Investments Ltd.##	1,50,08,374	4.92	(1.58)
17	Prajeev Investments Limited	6,27,000	0.21	-
18	Prashant Jhawar	-	-	-
19	Rajeev Jhawar	26,11,969	0.86	-
20	Shanti Devi Jhawar	2,79,243	0.09	-
21	Shreya Jhawar	10,13,500	0.33	-
22	Stuti Raghav Agarwalla	9,54,330	0.31	-
23	Susmita Jhawar	4,38,195	0.14	-
24	Uma Devi Jhawar	-	-	-
25	UMIL Share & Stock Broking Services Ltd.	3,98,06,236	13.06	-
26	Usha Martin Ventures Ltd.	2,00,00,088	6.56	-
	Total	**14,78,37,507**	**48.51**	**(1.59)**

* Figure is below rounding off norm adopted by the company

Kenwyn Overseas Limited holds 14,364,680 equity shares and 1,963,025 GDRs (representing 9,815,125 underlying equity shares).

Peterhouse Investments Limited holds 6,579,919 equity shares and 1,685,691 GDRs (representing 8,428,455 underlying equity shares)

15. Other equity

	As at 31st March, 2023	As at 31st March, 2022
Securities premium #	13,807	13,807
(Securities premium represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013)		
Capital reserve #	743	743
(Capital reserve represents mainly state capital subsidy received from different state Governments)		
Capital redemption reserve #	4,346	4,346
(Capital redemption reserve is created on redemption of preference shares as per statutory requirement and can be utilised in accordance with the provisions of the Companies Act, 2013)		
General reserve	54,439	54,439
(Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.)		

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

15. Other equity (Contd.)

	As at 31st March, 2023	As at 31st March, 2022
Legal reserve	265	265
(Represents statutory amount set aside as per Limited Public Company Act, Thailand and can be utilised in accordance with the provisions of the said Act)		
Retained earnings #	1,12,702	83,695
(Retained earnings represent the cumulative profit / (loss) of the Group and effects of re-measurement of defined benefit obligations and can be utilised in accordance with the provisions of the Companies Act, 2013)		
Foreign currency translation reserve	13,720	9,018
(This reserve contains accumulated balance of foreign exchange differences from translation of the financial statements of the Group's foreign operations arising at the time of consolidation of such entities. Such foreign exchange differences are recognised in OCI. Exchange differences previously recognised in this reserve are reclassified to profit and loss on disposal of foreign operations)		
Other reserves #	-	-
(Represent money received against equity warrants earlier forfeited and can be utilised in accordance with the provisions of the Companies Act, 2013)		
Total	**200,022**	**166,313**

Refer note 42

Non - current liabilities

16. Financial liabilities

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Borrowings** (Secured-at amortised cost)		
	Term loans		
	- Banks (Rupee loans)	13,054	12,104
	- Banks / Financial Institution (Foreign currency loans)	6,675	6,750
	Total #	**19,729**	**18,854**

#Net of unamortised borrowing cost of Rs. 121 lakhs (31st March, 2022 : Rs. 71 lakhs) against term loans from banks.

	Term loans (secured)	Nature of security	As at 31st March, 2023	As at 31st March, 2022
	From banks			
(i)	ICICI Bank Limited [note (a) below]	A, B	4,450	-
(ii)	ICICI Bank Limited [note (b) below]	A, B, C, D	5,144	6,644
(iii)	ICICI Bank Limited [note (c) below]	A, B	3,460	5,460
	Total		**13,054**	**12,104**
	From banks/financial institution (Foreign currency loans)			
(iv)	Rabo Bank [note (d) below]	E	2,045	2,105
(v)	Acura Financial Services [note (e) below]	F	5	9
(vi)	ICICI Bank Limited [note (f) below]	G	3,944	4,017
(vii)	Export-Import Bank of Thailand [note (g) below]	H	601	570
(viii)	Export-Import Bank of Thailand [note (h) below]	I	80	49
	Total		**6,675**	**6,750**
	Total		**19,729**	**18,854**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Loan covenants

Bank loans contain certain debt covenants relating to net debt to EBITDA, debt service coverage ratio, fixed assets coverage ratio etc. The Company has complied with all debt covenants stipulated by the terms of bank loan during the year.

EBITDA = Profit before tax + Finance Cost+Depreciation/Amortisation-Non-Operating Income

Nature of security

A Secured by a first pari-passu charge by hypothecation/mortgage over all the property, plant and equipment (present and future) of the Company other than the assets exclusively charged in favour of such lenders

B Secured by a second charge on entire current assets of the Company (present and future), pari-passu with other term lenders.

C Secured by personal guarantee of Managing Director of the Company.

D Secured by pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis.

E Secured by a first pari-passu charge by mortgage over land and other immovable properties (present and future) of De Ruiter Staalkabel B.V., subsidiary of Usha Martin International Limited.

F Secured against assets procured from proceeds of borrowings.

G Secured by a portion of land, buildings and structures, plant and machinery and equipment of Usha Martin Singapore Pte. Limited.

H Secured by Thai Credit Guarantee Corporation under a credit guarantee scheme according to emergency decree on the provision of assistance and rehabilitation of business operators impacted by the spread of the Covid-19 pandemic.

I Secured against assets procured from proceeds of borrowings.

Interest rate and terms of repayment

(a) Rupee term loan from a bank amounting to Rs. 4,450 lakhs is repayable in ten quarterly instalments from 1st July, 2024 to 01st October, 2026. Interest is payable on monthly basis at one-year marginal cost of fund of the bank plus 0.35% p.a.

(b) Rupee term loan from a bank amounting to Rs. 5,144 lakhs (31st March, 2022: Rs. 6,644 lakhs) is repayable in seven quarterly instalments from 30th June, 2024 to 31st December, 2025. Interest is payable on monthly basis at one-year marginal cost of fund of the bank plus 0.85% p.a.

(c) Rupee term loan from a bank amounting to Rs. 3,460 lakhs (31st March, 2022: Rs. 5,460 lakhs) is repayable in five quarterly instalments from 30th June, 2024 to 30th June, 2025. Interest is payable on monthly basis at one-year marginal cost of fund of the bank plus 0.85% p.a.

(d) Foreign currency term loan from a bank amounting to Rs. 2,045 lakhs (31st March, 2022 : Rs. 2,105 lakhs) is repayable in one hundred and twenty two monthly instalments upto 31st May, 2034. Interest is payable on monthly basis at three month EURIBOR plus 2.1% p.a.

(e) Foreign currency loan from bank amounting to Rs. 5 lakhs (31st March, 2022 : Rs. 9 lakhs) is repayable in thirteen monthly instalments upto 30th April, 2025. Interest is payable on monthly basis at 5.54% p.a.

(f) Foreign currency term loan from a bank amounting to Rs. 3,944 lakhs is repayable in eight half-yearly instalments from 30th April, 2024 to 31st October, 2027. Interest is payable on half yearly basis at six months SOFR rate plus 3.50% p.a.

(g) Foreign currency term loan from a bank amounting to Rs. 601 lakhs is repayable in May, 2026. Interest on the loan will be paid at i) 2% till May-2023 ii) 4% between June, 2023 to May, 2024 iii) 6% beween June 2024 to May 2026.

(h) Foreign currency term loan from a bank amounting to Rs. 80 lakhs (31st March, 2022 : Rs. 49 lakhs) is repayable in thirteen monthly instalments from 30th April, 2024 to 30th April, 2025.

(i) Outstanding balances of loans and terms of repayment as indicated in (a) to (h) above are exclusive of current maturities of such loans as disclosed in Note 20(i).

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

		As at 31st March, 2023	As at 31st March, 2022
(ii)	**Lease liabilities** (at amortised cost)	**5,592**	**4,032**
	Total lease liabilities	6,199	4,493
	Less : shown under current [refer note 20 (iii)]	607	461
	Non current lease liability	**5,592**	**4,032**
	Change in liabilities arising from financial activities		
	Beginning of the year	4,493	4,321
	Addition	2,136	595
	Accretion of interest during the year	258	229
	Less: payments	862	677
	Exchange difference on consolidation	174	25
	End of the year	**6,199**	**4,493**

	As at 31st March, 2023	As at 31st March, 2022
(iii) Other financial liabilities	**22**	**20**

17. Provisions

	As at 31st March, 2023	As at 31st March, 2022
-For employee benefits		
Gratuity [refer note 33(b)]	3,785	4,565
Leave encashment	77	86
Long service award [refer note 33(b)]	91	116
Retirement compensation [refer note 33(b)]	799	821
Total	**4,752**	**5,588**

18. Deferred tax liabilities (net)

	As at 31st March, 2023	As at 31st March, 2022
Deferred tax assets (DTA)		
On expenses allowable against taxable income in future years	3,921	222
Others	17	302
Total DTA	**3,938**	**524**
Deferred tax liabilities (DTL)		
Arising out of temporary difference in depreciable assets	6,505	2,985
On unamortised borrowing cost	18	-
Total DTL	**6,523**	**2,985**
Deferred tax liabilities (net)	**2,585**	**2,461**

Deferred tax assets and liabilities have been offset where they arise in the same legal entity and taxing jurisdiction but not otherwise.

At 31st March, 2023, a deferred tax liability of Rs. 19,890 lakhs (31st March, 2022: Rs. 15,526 lakhs) in respect of temporary differences related to undistributed profit in subsidiaries has not been recognised because the Group is in a position to control the timing of reversal of the temporary difference and it is probable that such difference will not reverse in the foreseeable future.

Refer note 9 for reconciliation in respect of income tax expense applicable to accounting profits / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

19. Other liabilities

	As at 31st March, 2023	As at 31st March, 2022
Excise/service tax/goods and service tax	843	1,558
Sales tax/entry tax	736	1,558
Total	**1,579**	**3,116**

Current liabilities

20. Financial liabilities (at amortised cost)

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Borrowings**		
	Secured ^		
	Loans repayable on demand	916	582
	Working capital loans from banks #	8,111	10,369
	Buyer's credit including acceptance from banks	1,734	5,517
	Current maturities of long -term borrowings @	4,191	215
	Unsecured		
	Bill discounting ##	774	1,109
	Total	**15,726**	**17,792**

^ Nature of security

Secured by first charge by way of hypothecation of all current assets of the Company. Further such loans from banks are also secured by charge on certain immovable properties, subject to first charge in favour of financial institutions and banks created/to be created in respect of any existing/future financial assistance/accommodation which has been/may be obtained by the Company. Further, these are secured against pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis. The loans are repayable on demand and carry interest @ 6.00% to 8.85% p.a. payable at monthly rests. Apart from securities mentioned above, working capital from a bank is secured by personal guarantee of Managing Director of the Company.

Working capital loans from banks by a subsidiary company, Usha Siam Steel Industries Public Company Limited, covers promissory notes, packing credits and trust receipts. Working capital loans bears interest at the rate referenced to minimum overdraft rate per annum. Promissory notes bear interest at minimum lending rate per annum. Liabilities under trust receipt agreements carry interest at 4.00% per annum. The loan is secured by the mortgage of a portion of the Company's land, building and structures and property, plant and equipment. Further, savings deposits and fixed deposits have been pledged as collaterals against such credit facilities.

The Company has discounted trade receivables on recourse basis. Accordingly, the monies received on this account are shown as borrowings as underlying trade receivable does not meet de-recognition criteria. These bills are discounted @ 5.50% to 7.90% p.a. and are repayable within 180 days.

Note: The Company has provided a Letter of Comfort to a bank that has provided credit facilities to its subsidiaries namely UM Cables Limited and Usha Martin Singapore Pte. Limited. Vide the letter of comfort, the Company has provided an undertaking not to dispose off its investments in the subsidiary companies and to ensure that no losses are suffered by the lender concerned. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

Notes
to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

@ Interest rate, nature of security and terms of repayment are:

	Term loans (secured)	Nature of security	As at 31st March, 2023	As at 31st March, 2022
	From banks (Rupee loans)			
(i)	ICICI Bank Limited [note (a) below]	A, B, C, D	1,500	-
(ii)	ICICI Bank Limited [note (b) below]	A, B	2,000	-
			3,500	**-**
	From banks (Foreign currency loans)			
(iii)	Rabo Bank [note (c) below]	E	201	189
(iv)	Acura Financial Services [note (d) below]	F	5	4
(v)	Export-Import Bank of Thailand [note (e) below]	F	74	22
(vi)	ICICI Bank [note (f) below]		411	-
			691	**215**
	Total		**4,191**	**215**
	Aggregate secured borrowings		**4,191**	**215**

Nature of security

A Secured by a first charge by hypothecation/mortgage over all the property, plant and equipment (present and future) of the Company ranking pari-passu with those of other lenders other than the assets exclusively charged in favour of such lenders.

B Secured by a second charge on entire current assets of the Company (present and future), pari-passu with other term lenders.

C Secured by personal guarantee of Managing Director of the Company.

D Secured by pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis.

E Secured by a first pari-passu charge by mortgage over land and other immovable properties (present and future) of Usha Martin Singapore Pte. Limited.

F Secured against assets procured from proceeds of borrowings.

Interest rate and terms of repayment

(a) Rupee term loan from a bank amounting to Rs. 1,500 lakhs outstanding as on 31st March, 2023 has been subsequently repaid.

(b) Rupee term loan from a bank amounting to Rs. 2,000 lakhs outstanding as on 31st March, 2023 has been subsequently repaid.

(c) Foreign currency term loan from a bank amounting to Rs. 201 lakhs (31st March, 2022: Rs. 189 lakhs) is repayable in twelve monthly instalments from 1st April, 2023 to 31st March, 2024. Interest was payable on monthly basis at three month EURIBOR plus 2.1% p.a.

(d) Foreign currency loan from bank amounting to Rs. 5 lakhs (31st March, 2022: Rs. 4 lakhs) is repayable in twelve instalments upto 31st March, 2024. Interest is payable on monthly basis at 5.54% p.a.

(e) Foreign currency term loan from a bank amounting to Rs. 74 lakhs (31st March, 2022: Rs. 22 lakhs) is repayable in twelve monthly instalments from 30th April, 2023 to 30th Mar, 2024.

(f) Foreign currency term loan from a bank amounting to Rs. 411 lakhs (31st March, 2022: Nil) is repayable in two half yearly instalments on 30th April, 2023 and 31st October, 2023. Interest is payable on half yearly basis at six months SOFR rate plus 3.50% p.a.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

The Company is in compliance with filing of quarterly financial follow up report with State Bank of India and ICICI Bank Limited for cash credit facility and working capital loan. The following table provides a reconciliation of statement filed with the above-mentioned banks and books of accounts:

Year ended 31st March, 2023

Name of the Bank	Quarter Ended	Particulars	Amount as per books of accounts	Amount as reported in quarterly return/ statement	Amount of Difference	Reason for material discrepancy
State Bank of India and ICICI Bank Limited	30th June, 2022	Trade Receivable	28,412	27,340	1,072	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	30th Sept, 2022	Trade Receivable	27,955	26,805	1150	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	31st Dec, 2022	Trade Receivable	24,733	23,416	1,317	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements

Year ended 31st March, 2022

Name of the Bank	Quarter Ended	Particulars	Amount as per books of accounts	Amount as reported in quarterly return/ statement	Amount of Difference	Reason for material discrepancy
State Bank of India and ICICI Bank Limited	30th June, 2022	Trade Receivable	23,401	21,340	2,061	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	30th Sept, 2021	Trade Receivable	25,078	23,588	1,490	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
		Other Current Assets	23,366	23,738	(372)	Discrepancy is primarily on account of the details being submitted on the basis of provisional books / financial statements

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Name of the Bank	Quarter Ended	Particulars	Amount as per books of accounts	Amount as reported in quarterly return/ statement	Amount of Difference	Reason for material discrepancy
State Bank of India and ICICI Bank Limited	31st Dec, 2021	Trade Receivable	28,742	27,033	1,709	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements
State Bank of India and ICICI Bank Limited	31st March, 2022	Trade Receivable	24,710	23,600	1,110	Bills discounted with recourse have been reclassified as borrowings in the books of account as per generally accepted accounting principles in India whereas the same have been netted off while submitting the return to bank against trade receivable in the quarterly returns / statements

Note: The due date of filing of quarterly financial follow up report for the quarter ended 31st March, 2023 falls beyond the date of approval of these financial statements.

		As at 31st March, 2023	As at 31st March, 2022
(ii)	**Trade payables (at amortised cost)**		
	Total outstanding dues of micro and small enterprises (refer note 39)	**862**	**861**
	Total outstanding dues of creditors other than micro and small enterprises	25,071	19,083
	Acceptances	3,943	9,559
		29,014	**28,642**
	Total	**29,876**	**29,503**

Trade payables are non-interest bearing and are normally settled up to 365 day terms.

Acceptances represent arrangements whereby banks make direct payments to suppliers of raw materials. The banks are subsequently repaid by the Company at a later date providing working capital timing benefits. Where these arrangements are for raw materials and have a maturity of upto the credit period contracted with the suppliers, the economic substance of the transaction is considered to be operating in nature and included under "Trade payables".

Acceptances payable to banks carry interest @ 6.90% p.a. and are secured by hypothecation of all current assets of the Company. Further such acceptances are also secured by charge on certain movable & immovable properties, subject to first charge in favour of financial institutions and banks created/to be created in respect of any existing/future financial assistance/ accommodation which has been/may be obtained by the Company. Further, in respect of acceptances from a bank, these are secured against pledge of promoter's holding to the extent of 26% equity in the Company on pari-passu basis. In respect of acceptances from another bank, personal guarantee of Managing Director has been given.

Refer note 36B(b) for explanations on the Group's liquidity risk management processes.

	Outstanding for following periods from due date of payment						
As at 31st March, 2023	**Unbilled**	**Not due**	**Less than 1 year**	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	**Total**
MSME	-	811	51	-	-	-	862
Others	3,907	15,355	9,652	14	54	32	29,014
Disputed Dues-Others	-	-	-	-	-	-	-
Total							**29,876**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

As at 31st March, 2022	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	-	754	107	-	-	-	861
Others	3,683	14,910	9,596	163	50	15	28,417
Disputed Dues-Others	-	-	-	-	-	225	225
Total							**29,503**

Note: There are no disputed balances payable to MSME as at 31st March, 2023 and 31st March, 2022

	As at 31st March, 2023	As at 31st March, 2022
(iii) Lease liabilities (at amortised cost)	**607**	**461**

	As at 31st March, 2023	As at 31st March, 2022
(iv) Other financial liabilities		
At fair value through Profit and Loss		
Foreign exchange forward contracts (not designated as hedges) #	4	9
At amortised cost		
Interest accrued but not due on borrowings	183	86
Interest accrued on trade payables and others	183	239
Unclaimed dividends ##	22	-
Security deposits received	513	210
Liability towards project vendors	2,950	1,468
Payable relating to coal mines	1,384	1,384
Employees benefits payable	2,884	2,195
Other payables	31	2,372
Total	**8,154**	**7,963**

Derivative contracts at fair value through profit and loss reflect the adverse change in fair value of those foreign exchange forward contracts that are not designated in hedge relationships. Refer note 36B(c1) for details regarding the nature and extent of risks arising from financial instruments to which the Group is exposed at the end of the reporting year.

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125C of the Companies Act, 2013 as at the year end.

21. Provisions

	As at 31st March, 2023	As at 31st March, 2022
- For employee benefits		
Gratuity [refer note 33(b)]	99	87
Leave encashment	868	825
Long service award [refer note 33(b)]	3	2
Retirement compensation [refer note 33(b)]	166	32
Total	**1,136**	**946**

22. Income tax liabilities (net)

	As at 31st March, 2023	As at 31st March, 2022
Provision for income tax [net of taxes paid Rs. 1,214 lakhs (31st March, 2022: Rs. 1,214 lakhs)]	**4,378**	**2,978**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

23. Other liabilities

	As at 31st March, 2023	As at 31st March, 2022
Contract liabilities#	5,490	4,857
Statutory tax payables##	2,535	2,974
Advance received against sale of land	4	4
Renewable power obligation	3,011	3,009
Total	**11,040**	**10,844**

#Contract liabilities are advances received towards sale of goods or services that are short term and non-interest bearing.

Statutory dues primarily includes payable in respect of goods and service tax (GST), excise duty, royalties, tax deducted at source etc.

Changes in liabilities arising from financing activities

Particulars	1st April, 2022	Cash flows	EIR adjustment	Others#	As at 31st March, 2023
Non Current borrowings	18,854	5,066	-	(4,191)	19,729
Current maturities of long term borrowings	215	(215)	-	4,191	4,191
Loans repayable on demand	582	334	-	-	916
Working capital loans from banks	10,369	(2,258)	-	-	8,111
Buyer's credit including acceptances from banks	5,517	(3,783)	-	-	1,734
Indian rupee bill discounting	1,109	(335)	-	-	774
Total liabilities from financing activities	**36,646**	**(1,191)**	**-**	**-**	**35,455**

Particulars	1st April, 2021	Cash flows	EIR adjustment	Others#	As at 31st March, 2022
Non Current borrowings	23,739	(4,895)	225	(215)	18,854
Current maturities of long term borrowings	6,365	(6,365)	-	215	215
Loans repayable on demand	839	(257)	-	-	582
Working capital loans from banks	11,621	(1,252)	-	-	10,369
Buyer's credit including acceptances from banks	3,566	1,951	-	-	5,517
Indian rupee bill discounting	2,531	(1,422)	-	-	1,109
Total liabilities from financing activities	**48,661**	**(12,240)**	**225**	**-**	**36,646**

includes the effect of reclassification of non-current portion of borrowings

24. Revenue from operations

	Year ended 31st March, 2023	Year ended 31st March, 2022
Sale of goods	313,980	257,191
Sale of services	4,756	5,187
Other operating revenue:		
Product scrap sales	6,399	5,184
Sale of captive power	529	449
Export incentive	1,112	796
Total	**326,776**	**268,807**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

24A.Disaggregated Revenue Information

	Year ended 31st March, 2023	Year ended 31st March, 2022
Set out below is the disaggregation of the Group's revenue from contracts with customers:		
Wire and Wire ropes	315,608	258,412
Others	11,168	10,395
Total	**326,776**	**268,807**
For reconciliation of the revenue from operations with the amounts disclosed in the segment information, refer note 35		
Revenue by geographical segment		
India	150,353	132,183
Outside India	176,423	136,624
Total	**326,776**	**268,807**

24B. Timing of revenue recognition

	Year ended 31st March, 2023	Year ended 31st March, 2022
Goods transferred at a point in time	322,020	263,620
Services rendered over time	4,756	5,187
Total	**326,776**	**268,807**

24C. Contract Balances

	Year ended 31st March, 2023	Year ended 31st March, 2022
Trade receivables [refer note 12(i)] #	49,989	41,409
Contract liabilities (refer note 23)	5,490	4,857

#Net of allowance of Rs. 1,459 lakhs (31st March, 2022: Rs.1,367 lakhs) towards credit impaired trade receivables. Trade receivables are generally on 30 to 120 days credit period and are entitled to interest @ 18% beyond that period.

Contract liabilities include advances received to deliver goods or services.

24D. Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted prices

	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue as per contracted prices	328,760	270,725
Less: Discount/volume rebates	1,984	1,918
Revenue from contract with customers	**326,776**	**268,807**

24E.The Company has recognised the following revenue-related contract liabilities and receivables from contract with customers

	Year ended 31st March, 2023	Year ended 31st March, 2022
Amounts included in contract liabilities at the beginning of the year	4,857	3,501
Less: Revenue recognised against the opening contract liability on satisfaction of performance obligations	4,855	2,578
Add: Advance received during the year	5,488	3,931
Exchange difference	*	3
Amounts included in contract liabilities at the end of the year (refer note 23)	**5,490**	**4,857**

* Amount is below rounding off norms adopted by the Group

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

24F. Performance obligations

The performance obligation is satisfied upon delivery of the goods/rendering of service and payment is generally due within 120 days from delivery. Some contracts provide eligible customers with volume rebates which give rise to variable consideration subject to constraint.

	Year ended 31st March, 2023	Year ended 31st March, 2022
The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31st March, 2023 are, as follows:	**51,671**	**31,095**
0-1 Month	18,162	14,128
1-3 Months	17,803	7,032
3-6 Months	10,175	4,173
More than 6 months	5,532	5,762

All the performance obligations are expected to be recognised within one year.

25. Other income

	Year ended 31st March, 2023	Year ended 31st March, 2022
Miscellaneous scrap sales	434	1,179
Liabilities no longer required written back	1,138	899
Allowance for credit impaired debts and advances no longer required written back	351	217
Claims received	17	74
Gain on disposal of property, plant and equipment [net of loss on disposal of property, plant and equipment of Rs. 10 lakhs (31st March 2022 : Rs. 416 lakh)]	121	92
Rent received	144	200
Interest income on financial assets carried at amortised cost	201	489
Miscellaneous income	400	374
Total	**2,806**	**3,524**

26. Employee benefit expenses

	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries, wages and bonus	34,301	30,166
Contributions to provident and other funds [refer note 33(a) and 33(b)(V)]	1,644	1,557
Gratuity expense [refer note 33(b)]	585	612
Staff welfare expenses	753	688
Total	**37,283**	**33,023**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

27. Finance costs

	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest expense on financial liabilities measured at amortised cost	2,975	3,608
Interest on lease liabilities	258	229
Other borrowing costs (includes letter of credit opening and retirement charges, loan processing fees)	215	409
	3,448	**4,246**
Less: Interest capitalised	421	-
Total	**3,027**	**4,246**

28. Depreciation and amortisation expenses

	Year ended 31st March, 2023	Year ended 31st March, 2022
Depreciation of property, plant and equipment (refer note 3)	6,049	6,082
Depreciation on investment properties (refer note 4)	28	40
Amortization of intangible assets (refer note 5)	102	369
Amortization of right-of-use assets (refer note 6)	569	484
Total	**6,748**	**6,975**

29. Other expenses

	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of stores and spare / loose tools	4,788	4,083
Operations and maintenance :		
Plant and machinery	4,888	4,009
Buildings	564	348
Power and fuel [refer note (i) below]	16,396	12,580
Freight and forwarding charges	17,078	16,342
Rent and hire charges	736	555
Rates and taxes	566	807
Insurance	1,123	877
Travelling and conveyance	1,219	437
Directors' sitting fees	88	53
Remuneration to auditors [refer note (ii) below]	340	302
Allowance for credit impaired debts and advances	329	476
Bad Debts / advances written off [net of write back of allowance for credit impaired of Rs. 46 lakhs (31st March, 2022: Rs. 702 lakhs)]	45	79
Material handling charges	505	457
Processing charges	19	2
Consultants and professional fees	1,417	2,190
Miscellaneous expenses [refer note (iii) below]	7,426	5,102
Total	**57,527**	**48,699**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(i) The following expenses are included in power and fuel expenses in the Statement of Profit and Loss :

	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of stores and spares / loose tools	267	223
Material handling charges	111	113
Operations and maintenance: plant and machinery	360	320
Operations and maintenance: buildings	10	11
Miscellaneous expenses	38	36
Total	**786**	**703**

(ii) Remuneration to auditors comprises of :

	Year ended 31st March, 2023	Year ended 31st March, 2022
As auditor		
Statutory audit and limited reviews	259	209
Tax audit fee	24	14
Other matters	48	77
Reimbursement expenses	9	2
Total	**340**	**302**

(iii) Research and development costs that are not eligible for capitalisation have been expensed during the year amounting to Rs. 580 lakhs (31st March, 2022 : Rs. 335 lakhs), and they are recognised in miscellaneous expenses.

(iv) In view of the absence of net profits (calculated in the manner as per the provisions of Section 198 of the Companies Act, 2013) over the last three financial years, provisions of Section 135 of the Companies Act, 2013 relating to spending for Corporate Social Responsibility are not applicable to the Holding Company.

30. Earnings per equity share (EPS)

	Year ended 31st March, 2023	Year ended 31st March, 2022
The following reflects the income and share data used in the basic and diluted EPS computations:		
Profit for the period	35,060	29,143
Weighted average number of equity shares for the year	304,741,780	304,741,780
Basic and diluted earnings per equity share (Rs.)	11.51	9.56
Nominal value per share (Re.)	1	1

There have been no other transactions involving equity shares between the reporting date and the date of authorisation of these financial statements.

31. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts and the disclosures. The Group based its assumptions and estimates on parameters available when the financial statements were prepared and these are reviewed at each Balance Sheet date.

Other disclosures relating to the Group's exposure to risks and uncertainties include:

- Capital management (refer note 36 D)
- Financial risk management objectives and policies (refer note 36B)
- Sensitivity analysis disclosures (refer note 33J)

(All amounts in Rs. lakhs unless stated otherwise)

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(i) Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group included the renewal period as part of the lease term for leases of plant and machinery with shorter non-cancellable period (i.e., three to five years). The Group typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available. The renewal periods for leases of plant and machinery with longer non-cancellable periods (i.e., 10 to 15 years) are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Property lease classification – Group as lessor

The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

(ii) Revenue from contracts with customers

The Group applied the judgement of determining method to estimate variable consideration and assessing the constraint that significantly affect the determination of the amount and timing of revenue from contracts with customers.

Certain contracts for the sale of goods include volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled. In estimating the variable consideration for the sale of goods with volume rebates, the Group determined that the most likely amount method is appropriate.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Useful economic lives of property, plant and equipment and impairment considerations

Property, plant and equipment are depreciated over their useful economic lives. Management reviews the useful economic lives at least once a year and any changes could affect the depreciation rates prospectively and hence the carrying values of assets . The Group also reviews its property, plant and equipment, for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable. In assessing the property, plant and equipment for impairment, factors leading to significant reduction in profits such as changes in commodity prices, the Group's business plans and changes in regulatory environment are taken into consideration.

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The carrying value of the assets of a cash generating unit (CGU) is compared with the recoverable amount of those assets, that is, the higher of fair value less costs of disposal and value in use. Recoverable value is based on the management estimates of commodity prices, market demand and supply, economic and regulatory climates, long-term plan, discount rates and other factors. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. Any subsequent changes to cash flow due to changes in the above mentioned factors could impact the carrying value of the assets.

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

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include 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.

(ii) Taxes

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits and business developments together with future tax planning strategies.

(iii) Defined benefit plans

The cost and the present value of the defined benefit gratuity plan and long term service award are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the interest rates of Government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

(iv) Revenue recognition - estimating variable consideration for volume rebates

The Group estimates variable considerations to be included in the transaction price for the sale of goods with volume rebates. Determining whether a customer will be likely entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date. Estimates of volume rebates are sensitive to changes in circumstances and the Group's past experience regarding rebate entitlements may not be representative of customers' actual rebate entitlements in the future.

(v) Leases - estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Group estimates the IBR using observable inputs (such as market interest rates) when available.

(vii) Provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

The Group has capital commitments in relation to various capital projects which are not recognized on the Balance Sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

The timing of recognition and quantification of the liability (including litigations) requires 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.

(vii) Non-current assets held for sale

Assets and liabilities of non-current assets held for sale are measured at the lower of carrying amount and fair value less cost to sale. The determination of fair value less costs to sale include use of management estimates and assumptions. The fair value has been estimated using valuation techniques (including income and market approach) which includes unobservable inputs.

(viii) Valuation of inventories

The Group follows suitable provisioning norms for writing down the value of slow-moving, non-moving and surplus inventory. This involves various judgements and assumptions that may differ from actual developments in the future.

32. Commitments and contingencies

A. Leases

Company as a lessee

(i) The Group as a lessee has entered into various lease contracts, which includes lease of land, office space, employee residential accommodation, equipments such as forklift, hydra etc, vehicles, guest house etc. Generally, the Group is restricted from assigning and subleasing the leased assets. There are lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in aligning with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

The Group has certain leases of office space, employee residential accommodation, guest house etc with lease terms of 12 months or less. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Set out below are the net carrying amounts of right-of-use assets recognised in Consolidated Balance Sheet and the movement during the year:

Particulars	Land	Building #	Plant & Equipment ##	Office Equipment ###	Vehicle @	Total
As at 31st March, 2021	**3,415**	**739**	**22**	**5**	**485**	**4,666**
Addition during the year	296	149	-	-	150	595
Adjustment/disposal	-	-	(6)	(2)	(16)	(23)
Exchange difference on consolidation	1	10	(1)	*	17	27
Less : amortisation	168	185	5	1	125	484
As at 31st March, 2022	**3,544**	**713**	**10**	**3**	**511**	**4,781**
Addition during the year	1,640	27	-	6	463	2,136
Adjustment/disposal	(272)	-	(10)	-	(98)	(380)
Exchange difference on consolidation	425	(14)	-	1	49	461
Less : amortisation	229	169	-	1	170	569
As at 31st March, 2023 (refer note 6)	**5,108**	**557**	**-**	**9**	**755**	**6,429**

Represents office space taken on lease

Represents equipments such as forklift, hydra etc taken on lease

@ Represents vehicles purchased on lease

* Amount is below rounding off norms adopted by the Group

(ii) Set out below are the carrying amounts of lease liabilities and the movement during the year:

	As at 31st March, 2023	As at 31st March, 2022
Balance as at beginning of the year	4,493	4,321
Addition	2,136	595
Accretion of interest (refer note 27)	258	229
Less : payments	862	677
Exchange difference on consolidation	174	25
Balance as at the end of the year	**6,199**	**4,493**
Current [refer note 20(iii)]	607	461
Non-current[refer note 16(ii)]	5,592	4,032

The maturity analysis of lease liabilities is disclosed in Note 36B (b).

(iii) Amounts recognised in the Statement of Profit and Loss

	As at 31st March, 2023	As at 31st March, 2022
Amortisation expense of right-of-use assets (recognised in depreciation and amortization expenses)	569	484
Interest expense on lease liabilities (recognised in finance costs)	258	229
Expense relating to short-term leases (included in rent and hire charges)	736	639
Total amount recognised in Statement of Profit and Loss for the year	**1,563**	**1,352**

B. Capital commitments

	As at 31st March, 2023	As at 31st March, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	5,390	896

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

C. Contingent liabilities

		As at 31st March, 2023	As at 31st March, 2022
(i)	**Bank guarantees**		
	The Group has given bank guarantees details of which are as below:	2,020	2,140
	In favour of various parties against various contracts The Group has assessed that it is only possible, but not probable, that outflow of economic resources will be required.		
(ii)	**Claims against the Group not acknowledged as debt * ##**		
	Demand for income tax matters	1,715	1,744
	Demand for sales tax, entry tax and electricity duty **	737	2,827
	Demand for excise duty and service tax	12,321	13,256
	Demand for customs duty	1,606	1,620
	Demand for Goods and Service Tax	574	1,017
	Demand for land revenue	295	295
	Outstanding labour disputes	34	28
	Demand for fuel surcharge matter and delayed payment surcharge pending with appropriate authority	10,980	10,980
	Demand for mining matter pending with appropriate authority @	2,862	2,862
	Demand for compensation on account of mining and dump /infrastructure/colony established outside approved mining lease area	1,710	1,710
	Demand for financial assurance amount in Escrow account	226	226
	Disputed claims by parties not acknowledged as debt by the Company	3,126	3,006

* Future cash outflows in respect of the above matters are determinable only on receipt of judgments/decisions pending at various forums/authorities. Based on discussions with the solicitors/favourable decisions in similar cases/legal opinions taken by the Group, the management believes that the Group has a good chance of success in above mentioned matters and hence no provision against these matters are considered necessary.

** Includes demand aggregating to Rs. 697 lakhs (31st March, 2022 : Rs. 697 lakhs) received by the Company towards entry tax in Punjab. Subsequent to the decision of the Hon'ble Supreme Court of India, vide order dated 11th November, 2016, upholding the rights of State Governments to impose entry tax, the Company has filed petitions before the Hon'ble High Courts of the aforesaid States and also Jharkhand on grounds that entry tax imposed by respective State legislations is discriminatory in nature. The Hon'ble West Bengal Taxation Tribunal vide order dated 25.03.2022 had specifically held that "the State Legislature is denuded of its plenary power to deal with Entry tax related matters on and from 16th September 2016 when Constitution (101st Amendment) Act 2016 came into effect, and thereby the revalidation of Entry Tax by West Bengal State Govt on Entry of Goods into Local Area cannot be sustained. Pending decisions by the Hon'ble High Court of Jharkhand, the Company's obligation, if any, towards entry tax is not ascertainable. Based on legal opinion obtained, management believes that there will be no resultant adverse impact on the Company

@ The Company had given an undertaking to deposit Rs. 1,922 lakhs in terms of the order of the Hon'ble High Court of Jharkand. Against the same, the Company had deposited Rs. 1,922 lakhs upto 31st March, 2020.

Pending necessary clarification, the Company has complied with order of the Hon'ble Supreme Court of India regarding applicability of Employees' Provident Funds & Miscellaneous Provisions Act, 1952 to certain fixed elements of remuneration paid/payable to employees with effect from the date of such order, i.e., February 28, 2019 and has deposited such statutory dues with appropriate authorities. Any additional provision in respect of earlier periods will be recognised as and when further clarifications will be available.

(iii) Others

The Company has provided a Letter of Comfort to a bank that has provided credit facilities to its joint venture, Pengg Usha Martin Wires Private Limited. Such facilities have been utilised to the extent of Rs. 3,150 lakhs as at 31st March, 2023 (Rs. 3,818 lakhs as at 31st March, 2022) by the joint venture company. Vide the letter of comfort, the Company has provided an undertaking not to dispose off its investment in that joint venture company and to ensure that no losses are suffered by the lender concerned. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

33. Post employment defined contribution plans and post employment defined benefit plans

(a) Post employment defined contribution plans

	Year ended 31st March, 2023	Year ended 31st March, 2022
Amount recognised in the Statement of Profit and Loss		
(i) Provident fund paid to the authorities *	192	165
(ii) Pension fund paid to the authorities	789	749
(iii) Superannuation fund - Contribution payable / paid to a Trust	235	256
Total	**1,216**	**1,170**

* Contribution towards provident fund for certain employees is made to the regulatory authorities. Such provident fund benefit is classified as defined contribution scheme as the Group does not carry any further obligations, apart from the contribution made on a monthly basis which is recognised as expense in the Consolidated Statement of Profit and Loss, as indicated above

(b) Post employment defined benefit plans

I Gratuity plan

The Company and UM Cables Limited, an Indian subsidiary of the Group, have a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

II Gratuity plan (unfunded)

Brunton Wire Ropes FZCO. Limited, an overseas subsidiary of the Group, provides for gratuity, a defined benefit retirement plan, covering its eligible employees. Pursuant to the plan, gratuity benefit equivalent to eligible salary for specified number of days for each year of completed service is paid to respective employees upon retirement, death or cessation of service. Vesting generally occurs upon completion of five years of service.

III Long term service award (unfunded)

Certain employees of the Company rendering greater than twenty years of service will receive long service award on all causes of exit as per the Company's policy. The cost of providing benefits under this plan is determined by actuarial valuation using the projected unit credit method by independent qualified actuaries at the year end.

IV Retirement compensation (unfunded)

Usha Siam Steel Industries Company Limited, an overseas subsidiary of the Group, provides for retirement compensation, a defined benefit plan, covering its employees. Pursuant to the plan, retirement compensation is paid to employees based on last drawn salary and length of service upon retirement, death or resignation. Vesting occurs upon completion of 120 days of service.

The following tables summarise the components of net benefit expense recognised in the Consolidated Statement of Profit and Loss and the funded status and amounts recognised in the Consolidated Balance Sheet for the above defined benefit plans:

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

A. Expenses recognised in the Statement of Profit and Loss

		Year ended 31st March, 2023				Year ended 31st March, 2022			
		Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)
1.	Current / past service cost	281	74	3	198	285	66	3	119
2.	Net interest cost	200	30	5	20	237	24	5	22
3.	**Amount recognised in Statement of Profit and Loss (i)**	**481**	**104**	**8**	**218**	**522**	**90**	**8**	**141**
	Expenses recognised in other comprehensive income								
4.	Remeasurement (gains)/ losses on defined benefit plans								
	Arising from changes in experience	134	(13)	(6)	-	(144)	11	(7)	-
	Arising from changes in financial assumptions	(76)	(131)	(1)	-	(115)	(26)	(1)	-
	Return on plan assets greater/(lesser) than discount rate	23	-	-	-	1	-	-	-
5.	**Total (ii)**	**81**	**(144)**	**(7)**	**-**	**(258)**	**(16)**	**(8)**	**-**
6.	**Total expense (i)+(ii)**	**562**	**(40)**	**1**	**218**	**264**	**74**	**-**	**141**

B. Net asset / (liability) recognised in the Balance Sheet

		Year ended 31st March, 2023		Year ended 31st March, 2022	
		Gratuity (funded)	Long service award (unfunded)	Gratuity (funded)	Long service award (unfunded)
1.	Present value of defined benefit obligation	5,149	67	4,815	66
2.	Fair value of plan assets	2,411	-	1,278	-
3.	**Net asset / (liability)#**	**(2,738)**	**(67)**	**(3,537)**	**66**

#Net of Rs. 11 lakhs plan assets of a subsidiary as at 31st March, 2022

C. Change in the present value of the defined benefit obligation during the year

		Year ended 31st March, 2023				Year ended 31st March, 2022			
		Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)
1.	**Present value of defined benefit obligation at the beginning of the year**	4,815	788	66	853	4,924	690	69	1,002
2.	Current service cost / plan amendments	281	74	3	198	285	66	3	119
3.	Interest cost	325	30	5	20	316	23	5	22
4.	Benefits paid	(330)	(15)	(7)	(144)	(385)	(5)	(1)	(256)
5.	Remeasurement (gains)/ losses	58	(144)	-	38	(259)	(16)	(8)	-

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

		Year ended 31st March, 2023				Year ended 31st March, 2022			
		Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)
6.	Exchange differences on foreign plans	-	64	-	-	-	30	-	(34)
7.	Acquisition (credit)/cost	-	-	-	-	(66)	-	(2)	-
8.	**Present value of defined benefit obligation at the end of the year**	**5,149**	**797***	**67#**	**965**	**4,815**	**788***	**66#**	**853**

* Excludes liability for gratuity amounting to Rs. 349 lakhs (31st March, 2022 : Rs. 316 lakhs) of Usha Martin Singapore Pte Limited, a subsidiary of the Company. The liability has been provided on actual basis for the unfunded gratuity plan.

Excludes liability for long service award amounting to Rs. 27 lakhs (31st March, 2022 : Rs. 52 lakhs) of Usha Martin Singapore Pte Limited, a subsidiary of the Company. The liability has been provided on actual basis for the unfunded long term service award.

D. Change in the fair value of plan assets during the year (gratuity)

		As at 31st March, 2023	As at 31st March, 2022
1.	Plan assets at the beginning of the year	1,278	1,184
2.	Interest income	125	79
3.	Contributions by employer	1,361	401
4.	Actual benefits paid	(330)	(385)
5.	Return on plan assets greater/(lesser) than discount rate	(23)	(1)
6.	**Plan assets at the end of the year**	**2,411**	**1,278**

E. In 2023-24, the Group expects to contribute Rs. 2,738 lakhs to gratuity fund.

F. The major categories of plan assets as a percentage of the fair value of total plan assets (gratuity)

	As at 31st March, 2023	As at 31st March, 2022
Investments with insurer	97%	97%
Cash and cash equivalent	3%	3%
Total	**100%**	**100%**

G. Actuarial assumptions

		As at 31st March, 2023				As at 31st March, 2022			
		Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (Unfunded)	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)
1.	Discount rate	7.20%	5.10%	7.20%	2.07%	7.00% / 7.10%	3.57%	7.00%	2.07%
2.	Expected rate of return on plan assets	7.20%	NA	NA	NA	7.00% / 7.10%	NA	NA	NA
3.	Mortality pre retirement	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate	100% of the Male and Female Thai Mortality Ordinary Tables of 2008	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate	100% of the Male and Female Thai Mortality Ordinary Tables of 2008
4.	Mortality post retirement	LIC (1996-98) Ultimate	LIC (1996-98) Ultimate	NA	TMO 2008	LIC (1996-98) Ultimate	LIC (1996-98) Ultimate	NA	TMO 2008
5.	Withdrawal rate	1%	1%	1%	0%-49%	1%	1%	1%	0%-49%
6.	Rate of salary increases	6% / 7%	6% / 7%	NA	1%	6% / 7%	6% / 7%	NA	1%

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

H. The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Group's policy for plan assets management.

I. Maturity profile of the defined benefit obligation (undiscounted amount)

	As at 31st March, 2023				As at 31st March, 2022			
	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)
Expected benefit payments for the year ending:								
Not later than 1 year (next annual reporting period)	250	95	3	120	245	88	2	113
Later than 1 year and not later than 5 years	2,014	166	33	547	1,641	153	30	519
Later than 5 year and not later than 10 years	3,808	367	46	627	3,553	339	47	595
More than 10 years	13,783	-	115	1,472	12,660	-	120	1,396
Total expected payments	**19,855**	**628**	**197**	**2,766**	**18,099**	**580**	**199**	**2,622**
Weighted average duration of defined benefit obligation	**9**	**9**	**7**	**7**	**9**	**9**	**7**	**7**

J. Sensitivity analysis

The basis of various assumptions used in actuarial valuations and their quantitative sensitivity analysis is as shown below:

Increase/ (decrease) in defined benefit obligation	As at 31st March, 2023				As at 31st March, 2022			
	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)	Gratuity (funded)	Gratuity (unfunded)	Long service award (unfunded)	Retirement compensation (unfunded)
Discount rate								
Increase by 0.5% / 1%	(362)	(89)	(4)	(41)	(353)	(82)	(4)	(42)
Decrease by 0.5% / 1%	410	106	4	45	403	98	5	46
Expected rate of increase in compensation level of covered employees								
Increase by 0.5% / 1%	406	-	*	74	397	-	*	68
Decrease by 0.5% / 1%	(364)	-	*	(68)	(356)	-	*	(63)

* Amount is below the rounding off norm adopted by the Group.

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the Consolidated Balance Sheet.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

K. Risk analysis

Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefit plans and management's estimation of the impact of these risks are as follows:

(i) Interest risk

A decrease in the interest rate on plan assets will increase the plan liability.

(ii) Longevity risk/Life expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

(iii) Salary growth risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

(iv) Investment risk

The Gratuity plan is funded with Life Insurance Corporation of India (LIC). The Company does not have any liberty to manage the fund provided to LIC. The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

V Provident Fund

Provident fund contributions in respect of employees [other than those covered in (a) above] are made to Trusts administered by the Company and such Trusts invest funds following a pattern of investments prescribed by the Government. Both the employer and the employees contribute to this fund and such contributions together with interest accumulated thereon are payable to employees at the time of their separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of services by the employee. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Company. In terms of the guidance on implementing Indian Accounting Standard 19 on Employee Benefits, a provident fund set up by the Company is treated as a defined benefit plan in view of the Company's obligation to meet interest shortfall, if any.

The Actuary has carried out actuarial valuation of plan's liabilities and interest rate guarantee obligations as at the balance sheet date using projected unit credit method and deterministic approach as outlined in the Guidance Note 29 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regard to interest rate obligation of the Company as at the Balance Sheet date. Further during the period, the Company's contribution Rs. 428 lakhs (31st March, 2022: Rs. 387 lakhs) to the Provident Fund Trust, has been expensed under "Contribution to Provident and Other Funds". Disclosures given hereunder are restricted to the information available as per the Actuary's report.

Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:

	As at 31st March, 2023	As at 31st March, 2022
Discount Rate	7.2%	7.0%
Withdrawal Rate	1.0%	1.0%
Expected rate of increase in compensation level of covered employees	6.0%	6.0%
In service mortality	IALM (2006-08)	IALM (2006-08)
Post retirement mortality	LIC(1996-98) Ultimate	LIC(1996-98) Ultimate
EPFO Return	8.15%	8.10%

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

34. Related party disclosures

(i) Related Parties

(A) Related Parties with whom the Company had transactions

(a) Joint ventures	Pengg Usha Martin Wires Private Limited CCL Usha Martin Stressing Systems Limited Tesac Usha Wirerope Company Limited *
(b) Substantial interest in the voting power of the entity	UMI Special Steel Limited (UMISSL) (under liquidation)
(c) Key managerial personnel	Mr. Mukesh Rambihari Rohatgi,Chairman (till 8th December 2021) Mr. Vijay Singh Bapna, Director - Chairman (Chairman from 11th February 2022) Mr. Venkatachalam Ramakrishna Iyer, Director (till 4th November, 2021 as Nominee Director) [appointed as an Independent Director from 12th November, 2021) Mrs. Ramni Nirula, Director Mr. Sethurathnam Ravi, Director (from 12th November, 2021) Mr. Rajeev Jhawar, Managing Director Mr. Dhrub Jyoti Basu - Whole Time Director Mr. Devadip Bhowmik - Whole Time Director (Ceased to be a Whole Time Director from 27th April, 2023) Mr. Anirban Sanyal, Chief Financial Officer Mrs. Shampa Ghosh Ray, Company Secretary
(d) Others	Usha Martin Employee Provident Fund Trust Joh Pengg Austria AG (Holding Company of Pengg Usha Martin Wires Private Limited)

* Represents step-down joint venture

ii Particulars of transactions

The following table provides the total amount of transactions that have been entered into with the related parties for the relevant financial period:

	Name of the related party	Year ended 31st March, 2023	Year ended 31st March, 2022
(a)	**Key managerial personnel**		
	Key management personnel's' remuneration #		
	Mr. Rajeev Jhawar	221	122
	Mr. Anirban Sanyal	95	75
	Ms. Shampa Ghosh Ray	61	49
	Mr. Dhrub Jyoti Basu	83	66
	Mr. Devadip Bhowmik	125	89
	Total	**585**	**401**
	Directors' sitting fees and remuneration		
	Mrs. Ramni Nirula	15	13
	Mr. Vijay Singh Bapna	23	14
	Mr. V. Ramakrishna Iyer	23	9
	Mr. Mukesh Rambihari Rohatgi	-	12
	Mr. S. Ravi	27	5
	Total	**88**	**53**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

		Year ended 31st March, 2023	Year ended 31st March, 2022
	Remuneration to Key management personnel:		
(a.i)	**Salary, bonus and perquisities**		
	Mr. Rajeev Jhawar	194	101
	Mr. Anirban Sanyal	91	70
	Ms. Shampa Ghosh Ray	58	46
	Mr. Dhrub Jyoti Basu	75	58
	Mr. Devadip Bhowmik	119	85
	Total	**537**	**360**
(a.ii)	**Contribution to provident and other funds**		
	Mr. Rajeev Jhawar	27	21
	Mr. Anirban Sanyal	4	5
	Ms. Shampa Ghosh Ray	3	3
	Mr. Dhrub Jyoti Basu	8	8
	Mr. Devadip Bhowmik	6	4
	Total	**48**	**41**

		Year ended 31st March, 2023	Year ended 31st March, 2022
(b)	**Others**		
	Sale of products and services		
	Joh Pengg Austria AG	43	40
	Purchases		
	Joh Pengg Austria AG	79	70
	Dividend received		
	Joh Pengg Austria AG	540	240
	Contribution to employees provident fund trust		
	Usha Martin Employees provident Fund Trust	428	387

Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel. As the future liability for gratuity and leave is provided on an actuarial basis for the Company as a whole, the amount pertaining to key management personnel is not ascertainable and therefore not included above.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(iii) Balance outstanding at the year end

	Name of the related party	As at 31st March, 2023	As at 31st March, 2022
(a)	**Substantial interest in the voting power of the entity**		
	Investments in equity shares		
	UMI Special Steel Limited	*	*
	Total	*	*
(b)	**Key managerial personnel**		
	Corporate/other guarantees given		
	Mr. Rajeev Jhawar	10,473	16,864
	Total	**10,473**	**16,864**
(c)	**Others**		
	Trade receivables		
	Joh Pengg Austria AG	45	39
	Total	**45**	**39**
	Advances		
	Joh Pengg Austria AG	-	1
	Total	-	**1**
	Investments in equity shares		
	Joh Pengg Austria AG	1,620	1,620
	Total	**1,620**	**1,620**
	Contribution to employees provident fund trust		
	Usha Martin Employees provident Fund Trust	124	115
	Total	**124**	**115**

*Amount is below the rounding off norm adopted by the Group.

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. For the year ended 31st March, 2023 and 31st March, 2022, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The Group routinely enters into transactions with these related parties in the ordinary course of business at market rates and terms.

35. Segment information

Based on evaluation of the Group's business performance by the Chief Operating Decision Maker (CODM), the Group's businesses are organised in the following reportable segments :

- The wire and wire ropes segment which manufactures and sells steel wires, strands, wire ropes, cord, related accessories, wire drawing and allied machine, etc.
- Others include manufacturing and selling of jelly filled and optical fibre telecommunication cables

The Group's financing (including finance costs and finance income) and income taxes are managed on a Group level and are not allocated to operating segments.

The CODM monitors the operating results of the business segment for the purpose of making decisions about resource allocation and performance assessment.

The following table presents revenue and profit information and certain asset information regarding the Group's business segment as at and for the year ended 31st March, 2023 and 31st March, 2022.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

I Business Segment Analysis

Year ended 31st March, 2023 and 31st March, 2022

	Business segments		Total
	Wire and wire ropes	Others	
Segment Revenue			
External revenue	**3,15,608**	**11,168**	**3,26,776**
	2,58,412	10,395	2,68,807
Segment results before exceptional items, finance cost and tax expenses	**51,243**	**506**	**51,749**
	37,676	970	38,646
Depreciation and amortisation expense	**6,467**	**117**	**6,584**
	6,566	142	6,708
Depreciation and amortisation expense-Unallocated			**164**
			267
Total depreciation and amortisation expense			**6,748**
			6,975
Total assets-segments	**2,71,103**	**8,839**	**2,79,942**
	2,31,783	8,359	2,40,142
Total assets-unallocated			**28,741**
			34,146
Total assets			**3,08,683**
			2,74,288
Total liabilities-segments	**49,177**	**3,540**	**52,717**
	48,156	3,322	51,478
Total liabilities-unallocated			**52,459**
			53,080
Total liabilities			**1,05,176**
			1,04,558
Reconciliation to profit for the year :			
Segment profit before exceptional items, finance cost and tax expenses	**51,243**	**506**	**51,749**
	37,676	970	38,646
Less : Finance costs			**3,027**
			4,246
Less : Other unallocated expenses net of unallocated income			**4,358**
			3,730
Profit before exceptional item and tax for the year			**44,364**
			30,670
Exceptional item (refer note 42)			**-**
			3,118
Profit before tax and share of profit of joint ventures for the year			**44,364**
			33,788
Total Profit before tax and share of profit of joint ventures			**44,364**
			33,788

Note: Figures in bold type relate to 31st March, 2023 and normal type relate to 31st March, 2022.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

II Geographical segment analysis

The revenue information below is based on the locations of the customers. The following table provides an analysis of Group's sales by region in which the customer is located, irrespective of the origin of the goods

	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue by geographical segment		
India	150,353	1,32,183
Outside India	176,423	1,36,624
Total revenue from operations as per Statement of Profit and Loss	**326,776**	**2,68,807**

Details of non-current assets (property, plant and equipment, capital work-in-progress, investment property, goodwill on consolidation, other intangible assets, intangible assets under development and right-of-use assets) based on geographical area is as below:

	As at 31st March, 2023	As at 31st March, 2022
India	56,854	45,463
Outside India	52,312	49,686
Total	**109,166**	**95,149**

	Year ended 31st March, 2023	Year ended 31st March, 2022
Segment capital expenditure		
India	13,385	2,349
Outside India	2,415	2,061
Total	**15,800**	**4,410**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

36A. Fair value measurement

The following table provides the fair value hierarchy of the Group's assets and liabilities :

(a) Financial instruments by category

	As at 31st March, 2023				As at 31st March, 2022			
	Fair value through profit and loss	Amortised cost	Total carrying value	Total fair value	Fair value through profit and loss	Amortised cost	Total carrying value	Total fair value
Financial assets								
Investments	5	-	5	5	5	-	5	5
Trade receivables	-	49,989	49,989	49,989	-	41,409	41,409	41,409
Cash and cash equivalents	-	15,016	15,016	15,016	-	15,438	15,438	15,438
Other bank balances	-	1,183	1,183	1,183	-	1,030	1,030	1,030
Loans	-	724	724	724	-	691	691	691
Other financial assets including derivatives	56	11,634	11,690	11,690	42	13,650	13,692	13,692
Total financial assets	**61**	**78,546**	**78,607**	**78,607**	**47**	**72,218**	**72,265**	**72,265**
Financial liabilities								
Borrowings (including current maturities)	-	35,455	35,455	35,455	-	36,646	36,646	36,646
Lease liabilities	-	6,199	6,199	6,199	-	4,493	4,493	4,493
Trade payables	-	29,876	29,876	29,876	-	29,503	29,503	29,503
Derivatives	4	-	4	4	9	-	9	9
Other financial liabilities	-	8,172	8,172	8,172	-	7,974	7,974	7,974
Total financial liabilities	**4**	**79,702**	**79,706**	**79,706**	**9**	**78,616**	**78,625**	**78,625**

The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing model, using present value calculations. The model incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. As at 31st March, 2023, the mark-to-market value of other derivative assets / liabilities positions is net of a credit valuation adjustment attributable to derivative counterparty default risk.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit and loss. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

(b) Fair value measurement hierarchy for assets and liabilities

Financial assets and liabilities measured at fair value at 31st March, 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Investments	-	-	5	5
Derivative financial assets not designated as hedges	-	56	-	56
Financial liabilities				
Derivative financial liabilities not designated as hedges	-	4	-	4

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Financial assets and liabilities measured at fair value at 31st March, 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Investments	-	-	5	5
Derivative financial assets not designated as hedges	-	42	-	42
Financial liabilities				
Derivative financial liabilities not designated as hedges	-	9	-	9

Notes:

The Group uses the following hierarchy for determining and /or disclosing the fair value of financial instruments by valuation techniques:

Level 1 hierarchy includes financial instruments measured using quoted prices in active markets for identical assets or liabilities.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) and the fair value is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

36B. Financial risk management

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee (RMC) which is responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and control and monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's activities expose it to market risk, liquidity risk and credit risk which are measured, monitored and managed to abide by the principles of risk management.

(a) Credit risk

Credit risk refers to the risk of financial loss that may arise from counterparty failure on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

The Group controls its own exposure to credit risk. All external customers undergo a creditworthiness check. The Group performs an on-going assessment and monitoring of the financial position and the risk of default. Based on the aforesaid checks, monitoring and historical data, the Group does not perceive any significant credit risk on trade receivables. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions. In addition, as part of its cash management and credit risk function, the Group regularly evaluates the creditworthiness of financial and banking institutions where it deposits cash and performs trade finance operations. The Group primarily has banking relationships with the public sector, private and large international banks with good credit rating.

In addition, as part of its cash management and credit risk function, the Group regularly evaluates the creditworthiness of financial and banking institutions where it deposits cash and performs trade finance operations. The Group primarily has banking relationships with the public sector, private and large international banks with good credit rating.

The Group's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding trade receivables as at 31st March, 2023 and 31st March, 2022 respectively.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

The maximum exposure to the credit risk at the reporting date is the carrying value of all financial assets amounting to Rs. 78,607 lakhs (31st March, 2022 : Rs. 72,265 lakhs) as disclosed in note 36A(a).

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The Group does not hold collateral as security. The letters of credit and other forms of credit insurance are considered integral part of trade receivables and considered in the calculation of impairment. The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. Movement in the allowance for credit impaired trade receivables is given in Note 12 (i).

The details of year-end trade receivables which were past due but not impaired as at 31st March, 2023 and 31st March, 2022 is given in note 12(i)

Credit risk from balances with banks is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Board of Directors of the respective Companies on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Concentrations arise when a number of counterparties are engaged in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

(b) Liquidity risk

Liquidity risk arises from the Group's inability to meet its cash flow commitments on the due date. The Group has liquidity risk monitoring processes covering short-term, mid-term and long-term funding. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of committed credit facilities and loan funds. Management regularly monitors projected and actual cash flow data, analyses the repayment schedules of the existing financial assets and liabilities and performs annual detailed budgeting procedures coupled with rolling cash flow forecasts.

The contractual maturities of the Group's financial liabilities are presented below:-

31st March, 2023	Contractual cash flows				
	Less than 1 year	1-3 years	3-8 years	Above 8 years	Total
Non-derivative financial liabilities					
Borrowings (including current maturities)*	17,457	15,728	6,002	690	39,877
Trade payables	29,876	-	-	-	29,876
Other financial liabilities	8,172	-	-	-	8,172
Lease liabilities	607	1,204	2,013	2,375	6,199
Derivative financial liabilities	4	-	-	-	4
Total	**56,116**	**16,932**	**8,015**	**3,065**	**84,128**

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

31st March, 2022	Contractual cash flows				
	Less than 1 year	1-3 years	3-8 years	Above 8 years	Total
Non-derivative financial liabilities					
Borrowings (including current maturities)*	19,034	12,106	8,278	813	40,231
Trade payables	29,503	-	-	-	29,503
Other financial liabilities	7,974	-	-	-	7,974
Lease liabilities	461	817	941	2,274	4,493
Derivative financial liabilities	9	-	-	-	9
Total	**56,981**	**12,923**	**9,219**	**3,087**	**82,210**

* Includes non-current borrowings, current borrowings, current maturities of non-current borrowings and interest obligations.

The amount of guarantees given on behalf of subsidiaries represents the maximum amount the Group could be forced to settle for the full guaranteed amount. Based on the expectation at the end of the reporting period, the Group considers that it is more likely that such an amount will not be payable under the arrangement.

(c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group is exposed to different types of market risks. The market risk is the possibility that changes in foreign currency exchange rates, interest rates and commodity prices may affect the value of the Group's financial assets, liabilities or expected future cash flows.

The fair value information presented below is based on the information available with the management as of the reporting date.

(c.1) Foreign currency exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

A reasonably possible strengthening /weakening of the Indian Rupee against such foreign currency (converted to US Dollars) as at 31st March, 2023 and 31st March, 2022 would have affected profit and loss by the amounts shown below. This analysis assumes that all other variables remain constant and ignores any impact of forecasted sales and purchases.

	Changes in USD rate	Unhedged foreign currency receivables / (payables) (net)	Effect on profit/ (loss) before Tax	Impact on Equity
31st March, 2023	10%	23,224	2,322	2,322
	(10)%		(2,322)	(2,322)
31st March, 2022	10%	9,673	967	967
	(10)%		(967)	(967)

Derivative financial instruments

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining maturity period.

	As at 31st March, 2023	As at 31st March, 2022
Less than 1 year		
Forward contract to cover both present and future foreign currency exposures :		
Import payables	2,179	5,160
Export receivables	16,752	13,348

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

(c.2) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Group's cash flows as well as costs. The Group is subject to variable interest rates on some of its interest bearing liabilities. The Group's interest rate exposure is mainly related to debt obligations. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

The exposure of the Group's financial assets and financial liabilities as at 31st March, 2023 and 31st March, 2022 to interest rate risk is as follows :

Financial Assets	Total	Floating rate financial assets	Fixed rate financial assets	Non-interest bearing financial assets
31st March, 2023	78,607	-	7,584	71,023
31st March, 2022	72,265	-	12,197	60,068

Financial liabilities	Total	Floating rate financial liabilities	Fixed rate financial liabilities	Non-interest bearing financial liabilities
31st March, 2023	79,706	39,398	6,199	34,109
31st March, 2022	78,625	46,206	4,493	27,926

If the interest rates applicable to floating rate instruments is increased/decreased by 1%, the profit before tax for the year ended 31st March, 2023 would decrease/increase by Rs. 394 lakhs (31st March, 2022: Rs. 462 lakhs) on an annualised basis. This assumes that the amount and mix of fixed and floating rate debt remains unchanged during the year from that in place as at year end.

(c.3) Commodity price risk

The Group's revenue is exposed to the risk of price fluctuations related to the sale of its wire & wire rope products. Market forces generally determine prices for such products sold by the Group. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Group earns from the sale of wire & wire rope products.

The Group primarily purchases its raw materials in the open market from third parties. The Group is therefore subject to fluctuations in prices of wire rods, zinc, lead, lubricants, core and other raw material inputs. The Group purchased substantially all of coal requirements from third parties in the open market during the year ended 31st March, 2023 and 31st March, 2022 respectively .

The Group does not have any commodity forward contract for Commodity hedging.

The following table details the Group's sensitivity to a 5% movement in the input price of wire rod and zinc. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit or equity where the commodity prices decrease by 5%. For a 5% increase in commodity prices, there would be a comparable impact on profit or equity, and the balances below are negative.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Impact for a 5% change on the Consolidated Statement of Profit and Loss

Particulars	Increase	Decrease
31st March, 2023		
Wire Rod	(5,106)	5,106
Zinc	(311)	311
31st March, 2022		
Wire Rod	(4,496)	4,496
Zinc	(254)	254

36 C. Derivative Financial Instruments

The Group uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. The Group does not acquire or issue derivative financial instruments for trading or speculative purposes. The Group does not enter into complex derivative transactions to manage the treasury risks. Treasury derivative transactions are normally in the form of forward contracts and these are subject to the Group guidelines and policies. The fair values of all derivatives are separately recorded in the balance sheet within current and non-current assets and liabilities. The use of derivatives can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

36 D. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and other equity. The Group's primary capital management objectives are to ensure its ability to continue as a going concern and to optimize the cost of capital in order to enhance value to shareholders.

The Group manages its capital structure and makes adjustments to it as and when required. To maintain or adjust the capital structure, the Group may pay dividend or repay debts, raise new debt or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. No major changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2023 and 31st March, 2022 respectively. The Group includes within net debt, total borrowings less total cash as follows:

The following table summarises the capital of the Group -

Particulars	31st March, 2023	31st March, 2022
Cash and cash equivalents [refer note 12 (ii)]	15,016	15,438
Other bank balances [refer note 12 (iii)]	1,183	1,030
Total cash (a)	**16,199**	**16,468**
Non - current borrowings [refer note 16(i)]	19,729	18,854
Current borrowings [refer note 20 (i)]	15,726	17,792
Total borrowings (b)	**35,455**	**36,646**
Net debt (c = b-a)	19,256	20,178
Total equity	203,076	169,367
Total capital (equity + net debt) (d)	**222,332**	**189,545**
Gearing ratio (c/d)	**9%**	**11%**

37(i) The Company was allocated two coal blocks namely, Kathautia Coal Block and Lohari Coal Block in the State of Jharkhand for captive use. Pursuant to the Hon'ble Supreme Courts' order dated 24th September, 2014 followed by promulgation of the Coal Mines (Special Provisions) Act, 2015, (CMSP Act), the allocation of all coal blocks since 1993, including the aforesaid coal blocks allocated to the Company were cancelled with effect from 24th September, 2014 in case of Lohari Coal Block and 1st April, 2015 in the case of Kathautia Coal Block.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Through the process of public auction as envisaged in the CMSP Act, the aforesaid Coal Blocks had been allocated to other successful bidders by the Central Government. Pursuant to conclusion of such auction, the Central Government had also issued vesting orders for Kathautia and Lohari Coal Blocks for transfer and vesting the Company's rights, title and interest in and over the land and mine infrastructure of the said coal blocks to the respective successful bidders.

At the year-end, the Company is carrying an aggregate amount of Rs. 153 lakhs (net of provision/impairment charge of Rs. 3,704 lakhs)) as assets held for sale/ advance against land, which consists of assets in the form of land, movable and immovable properties, advances etc. as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Assets held for sale #	-	1,131
Advances against land-coal mines under other non-current assets ##	-	-
Advances against land-coal mines under other financial assets ###	153	183
Total	**153**	**1,314**

#During the year, Company has reclassified assets held for sale amounting to Rs. 1,131 lakhs [Net of impairment Rs. 809 lakhs (31st March, 2022 : Rs. 809 lakhs) to Property, plant and equipment as the management foresee that the assets is not available for immediate sale in its present condition.

##Net of impairment Rs. 2,851 lakhs (31st March, 2022: Rs. 2,851 lakhs)

###Net of discounting Rs. 44 lakhs (31st March, 2022: Rs. 44 lakhs)

The Company's application before the Hon'ble, Delhi High Court for recovery of Rs. 227 lakhs (31st March, 2022: Rs. 227 lakhs) which after partial recovery and discounting stands at Rs. 153 lakhs (31st March, 2022: Rs. 183 lakhs) as at the year end. Based on its assessment which is supported by a legal opinion obtained, the management is confident of recovery of the amount. Further, the Company is also engaged in ongoing negotiations with the party to whom the aforesaid Coal Blocks were subsequently allotted for realization of compensation/investments in the mines.

After taking into consideration the reasons as stated above, management is of the opinion that the realizable value of aforesaid assets will not be less than their carrying values.

Title deeds of Assets held for sale not in the name of the Company:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value as at 31st March, 2023	Gross carrying value as at 31st March, 2022	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Assets held for sale	Freehold Land	-	282	Mr. V. Mishra, Mr. B. Tiwary, Mr. B. Lal, Mr. D. Agarwal, Mr. V. Kashyap, Mr. S. Verma	No	Various tranches between 2005-2013	Being transferred in the name of the Company through a legal process

37(ii). Discontinued operation

Pursuant to the Business Transfer Agreement dated September 22, 2018 (Novation agreement on October 24, 2018) and Supplemental Business Transfer Agreement dated April 7, 2019 and July 3, 2019 respectively with Tata Steel Long Products Limited (TSLPL) [formerly known as Tata Sponge Iron Limited], the Company had transferred its Steel and Bright Bar Business (SBB Business) as a going concern on slump sale basis during a prior year in accordance with the terms and conditions set out in those agreements. During the year, the Company has received Rs. 1,283 lakhs (for the year ended March 31, 2022: Rs. 5,418 lakhs) on transfer of certain parcels of land in the name of TSLPL. The balance amount receivable as at year ended March 31, 2023 is Rs. 8,073 lakhs in respect of certain parcels of land for which perpetual lease and license agreements had been executed by the Company in favour of TSLPL pending registration of such land in the name of TSLPL.

Notes
to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

38. Group information

(a) The Group consists of parent company, Usha Martin Limited, incorporated in India and a number of subsidiaries and joint ventures held directly and indirectly by the Group which operate and are incorporated around the world. Following are the details of shareholdings in the subsidiaries and joint ventures.

	Principal place of business	% of equity interest as on 31st March, 2023	% of equity interest as at 31st March, 2022
Information about subsidiaries			
Domestic:			
UM Cables Limited	India	100%	100%
Usha Martin Power and Resources Limited	India	100%	100%
Bharat Minex Private Limited	India	100%	100%
Gustav Wolf Speciality Cords Limited	India	100%	100%
Overseas:			
Usha Martin International Limited (UMIL)	United Kingdom	100%	100%
Subsidiaries of UMIL			
Usha Martin UK Limited @	United Kingdom	100%	100%
European Management and Marine Corporation Limited @	United Kingdom	100%	100%
Brunton Shaw UK Limited @	United Kingdom	100%	100%
De Ruiter Staalkabel B.V. @	Netherlands	100%	100%
Usha Martin Europe B.V. @	Netherlands	100%	100%
Usha Martin Italia S.R.L. @	Italy	100%	100%
Brunton Wire Ropes FZCO. (BWR) [formerly known as Brunton Wolf Wire ropes FZCO (BWWR)]	United Arab Emirates, Dubai	100%	100%
Usha Martin Americas Inc.	United States of America	100%	100%
Usha Siam Steel Industries Public Company Limited	Thailand	97.98%	97.98%
Usha Martin Singapore Pte. Limited (UMSPL)	Singapore	100%	100%
Subsidiaries of UMSPL			
Usha Martin Australia Pty Limited @	Australia	100%	100%
Usha Martin Vietnam Company Limited @	Vietnam	100%	100%
PT Usha Martin Indonesia @	Indonesia	100%	100%
Usha Martin China Company Limited @	China	100%	100%
Information about joint ventures			
Pengg Usha Martin Wires Private Limited	India	40%	40%
CCL Usha Martin Stressing Systems Limited	India	49.99%	49.99%
Tesac Usha Wirerope Company Limited #	Thailand	50%	50%

@ Represents step-down subsidiaries

Represents step-down joint venture

(b) Non - controlling interests

The non-controlling interests of the Group relate to the following:

Non - controlling interests	Principal place of business	% of ownership interest as on 31st March, 2023	% of ownership interest as on 31st March, 2022
Usha Siam Steel Industries Public Company Limited	Thailand	2.02%	2.02%

(c) Interest in joint ventures

Set out below are the joint ventures of the group as at 31st March, 2023. The country of incorporation or registration is also their principal place of business and the proportion of ownership interest is the same as the proportion of voting rights held.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Joint ventures	Principal place of business	% of equity interest as on 31st March, 2023	% of equity interest as on 31st March, 2022
Pengg Usha Martin Wires Private Limited	India	40%	40%
CCL Usha Martin Stressing Systems Limited	India	49.99%	49.99%
Tesac Usha Wirerope Company Limited#	Thailand	50%	50%

#Represents step-down joint venture

The table below shows summarised financial information of joint venture of the Group, Pengg Usha Martin Wires Private Limited, that is material to the Group. In the opinion of the management, other joint ventures are not material to the Group.

Particulars	As at 31st March, 2023	As at 31st March, 2022
Non-current assets	7,541	7,174
Current assets	10,305	8,180
Non-current liabilities	1,940	2,796
Current liabilities	4,713	3,188
Equity attributable to owners of the Company	11,193	9,369

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue	20,415	17,335
Expenses	17,692	13,990
Profit/(loss) after tax	**2,723**	**2,388**
Other comprehensive income during the year	-	26
Total comprehensive income during the year	**2,723**	**2,414**

39. Details of dues to micro and small enterprises as defined under Micro, Small and Medium Enterprise Development Act, 2006 (MSMED)

		As at 31st March, 2023	As at 31st March, 2022
	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
(i)	Principal amount due to micro and small enterprise	862	861
(ii)	Interest due on above	-	-
(iii)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
(iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	Nil	Nil
(v)	The amount of interest accrued and remaining unpaid at the end of each accounting year	5	5
(vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	Nil	Nil

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

The above particulars, as applicable, have been given in respect of MSMEs to the extent they could be identified on the basis of information available with the Group.

Name of the entity in the group	Net assets (total assets less total liabilities)		Share in profit or (loss)		Share in Other comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Parent								
Usha Martin Limited	**53.06**	**107,971**	**60.95**	**21,370**	**(1.15)**	**(55)**	**53.48**	**21,315**
	54.65	92,752	72.50	21,131	(168.18)	185	73.40	21,316
Subsidiaries								
Indian								
UM Cables Limited	**1.48**	**3,008**	**0.18**	**62**	**(0.01)**	**(1)**	**0.15**	**62**
	1.74	2,947	2.65	772	(12.73)	14	2.72	786
Usha Martin Power and Resources Limited	*****	**1**	*****	*****	**-**	**-**	*****	*****
	*	2	*	*	-	-	*	*
Bharat Minex Private Limited	**-**	**(2)**	*****	*****	**-**	**-**	*****	**-**
	-	(2)	*	(1)	-	-	*	(1)
Gustav Wolf Speciality Cords Limited	**0.16**	**318**	**0.12**	**41**	**-**	**-**	**0.10**	**41**
	0.16	277	0.06	17	-	-	0.06	17
Foreign								
Usha Martin International Limited ##	**25.23**	**51,342**	**17.42**	**6,109**	**-**	**-**	**15.33**	**6,109**
	25.65	43,530	5.23	1,523	-	-	5.25	1,523
Usha Martin Singapore Pte Limited ##	**6.64**	**13,509**	**3.26**	**1,143**	**-**	**-**	**2.87**	**1,143**
	6.83	11,590	8.44	2,459	-	-	8.47	2,459
Usha Siam Steel Industries Public Company Limited	**9.82**	**19,981**	**6.26**	**2,193**	**-**	**-**	**5.50**	**2,193**
	9.85	16,724	2.60	757	-	-	2.61	757
Usha Martin Americas Inc	**4.61**	**9,391**	**7.28**	**2,551**	**-**	**-**	**6.40**	**2,551**
	3.69	6,262	4.35	1,267	-	-	4.36	1,267
Brunton Wire Ropes FZCO	**5.97**	**12,143**	**5.64**	**1,977**	**3.02**	**145**	**5.32**	**2,122**
	5.42	9,204	5.43	1,582	(13.64)	15	5.50	1,597
Non-controlling interests in all subsidiaries	**(0.21)**	**(431)**	**0.13**	**46**	**-**	**-**	**0.12**	**46**
	(0.21)	(363)	0.05	16	-	-	0.06	16
Joint ventures								
(Investment as per equity method)								
Indian								
Pengg Usha Martin Wires Private Limited	**2.20**	**4,477**	**3.11**	**1,090**	**-**	**-**	**2.74**	**1,090**
	2.21	3,748	2.77	806	-	-	2.78	806
CCL Usha Martin Stressing Systems Limited	**0.02**	**50**	**0.01**	**2**	**-**	**-**	**-**	**2**
	0.03	47	0.01	2	-	-	0.01	2
Foreign								
Tesac Usha Wirerope Company Limited #	**1.00**	**2,027**	**0.24**	**82**	**-**	**-**	**0.21**	**82**
	1.08	1,840	0.11	32	-	-	0.11	32

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

Name of the entity in the group	Net assets (total assets less total liabilities)		Share in profit or (loss)		Share in Other comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Elimination / adjustment due to consolidation	**(9.96)**	**(20,279)**	**(4.58)**	**(1,605)**	**98.14**	**4,701**	**7.77**	**3,094**
	(11.10)	(18,828)	(4.20)	(1,220)	294.55	(324)	(5.33)	(1,544)
Total	**100.00**	**2,03,507**	**100.00**	**35,060**	**100.00**	**4,790**	**100.00**	**39,850**
	100.00	169,730	100.00	29,143	100.00	(110)	100.00	29,033

* Amount is below the rounding off norm adopted by the Group.

\# Represents step-down joint venture

\## Financial information is inclusive of its subsidiaries

Figures in normal type relate to previous year 2021-22

41. (a) The Directorate of Enforcement ("ED") had issued an order dated August 9, 2019 under the provisions of Prevention of Money Laundering Act, 2002 (PMLA) to provisionally attach certain parcels of land at Ranchi, State of Jharkhand being used by the Company for its business for a period of 180 days in connection with export and domestic sale of iron ore fines in prior years aggregating Rs. 19,037 lakhs allegedly in contravention of terms of the mining lease granted to the Company for the iron ore mines situated at Ghatkuri, Jharkhand. The Hon'ble High Court of Jharkhand at Ranchi had, vide order dated February 14, 2012, held that the Company has the right to sell the iron ore including fines as per the terms of the mining lease which was in place at that point in time. The Company had paid applicable royalty and had made necessary disclosures in its returns and reports submitted to mining authorities. In response to the provisional attachment order, the Company had submitted its reply before the Adjudicating Authority (AA). Subsequently, AA had issued an order by way of which the provisional attachment was confirmed under Section 8(3) of PMLA. Thereafter, the Company filed an appeal before the Appellate Tribunal, New Delhi and successfully obtained a status quo order from the Tribunal on the confirmed attachment order which continues till the next date of hearing that is now fixed on October 12, 2023. The ED had filed a complaint before the District and Sessions Judge Cum Special Judge, Ranchi (Trial Court, Ranchi), pursuant to which summoning orders dated May 20, 2021 were issued to the Company and one of its Officers. In response to the said complaint and summons received, the Company had filed a quashing petition before the Hon'ble Jharkhand High Court and a subsequent Special leave Petition ('SLP') before the Hon'ble Supreme Court against the order of the Hon'ble Jharkhand High Court dismissing the Company's quashing petition. Vide interim order dated December 15, 2021, the Hon' ble Supreme Court had granted protection to the Company from arrest and stayed the summoning orders issued by the Trial Court, Ranchi. The Hon'ble Supreme Court vide order dated September 28, 2022, had dismissed the SLP with the directions to the Company to present all its defences "which are required to be considered and dealt with at the time of trial" before the aforesaid Trial Court, Ranchi. The ongoing operations of the Company have not been affected by the aforesaid proceedings

Supported by a legal opinion obtained, management believes that the Company has a strong case in its favour on merit and law. Accordingly, no adjustment to these financial results in this regard have been considered necessary by the management.

(b) On October 2, 2020, Central Bureau of Investigation (CBI) had filed a First Information Report (FIR) against the Company, Its Managing Director (MD) and certain Other Officers under the Prevention of Corruption Act, 1988 and the Indian Penal Code, 1860 before the Special Judge, CBI, New Delhi (CBI Court, New Delhi) for allegedly trying to influence ongoing CBI investigation pertaining to the proceedings mentioned in 41(a) above. Vide order dated September 15, 2022, the CBI Court, New Delhi had taken cognizance of the offence based on interim charge sheet filed by the CBI against the Company, its MD and certain Other Officers and had directed the CBI to take such steps as may be necessary to complete the investigation. The Company strongly refutes the aforesaid allegations made by the CBI. Subsequent to the quarter/year end, the Company has received intimation from the Directorate of Enforcement (ED) regarding summons issued on this matter by the Special Judge, (PC Act) CBI, New Delhi, under the provisions of PMLA and the matter is scheduled to be heard on May 10, 2023. The Company has been providing information sought by the CBI and ED in this regard and intends to continue cooperating, as required by applicable laws and relevant court orders.

Supported by a legal opinion obtained, management believes that the Company has a strong case in its favour on merit and law in these matters. The Company will take such legal measures as may be considered necessary in respect of these ongoing proceedings.

Notes

to the consolidated financial statements as at and for the year ended 31st March, 2023

(All amounts in Rs. lakhs unless stated otherwise)

42. The National Company Law Tribunal (NCLT), Kolkata has vide order dated March 31, 2022 approved the Scheme of Arrangement filed by the Company in accordance with the provisions of section 230 and other applicable provisions of the Companies Act, 2013. Subsequent to the year-end, the Company has also filed the said order with the Registrar of Companies, West Bengal. In accordance with the said Scheme of Arrangement, accumulated losses/negative balance of retained earnings aggregating Rs. 80,781 lakhs have been adjusted against outstanding balances in Securities Premium Rs. 71,777 lakhs, Capital Redemption Reserve Rs. 2,285 lakhs, Capital Reserve Rs. 369 lakhs and Other Reserves Rs. 6,350 lakhs. The financial position of the Company as at March 31, 2022 reflect the said adjustments.

43. a) The Board of Directors of the Company have recommended a final dividend of Rs. 2.50/- per fully paid-up Equity Share of Re 1/- each for the financial year ended 31st March, 2023 (31st March, 2022: Rs. 2.00/-). The final dividend is subject to the approval of shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

(b) The Board of Directors of a joint venture company, Pengg Usha Martin Wires Private Limited have recommended a final dividend of Rs. 4.07/- per fully paid-up Equity Share of Rs. 10/- each for the financial year ended 31st March, 2023 (31st March, 2022: Rs. 3.33/-). The final dividend is subject to the approval of shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

44. Other Statutory Information

i. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

ii. The Group does not have any transactions with companies struck off.

iii. The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

iv. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

   b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

vi. The Group 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 Group shall:

   a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

   b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

vii. The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

45. Previous year's figures have been regrouped / rearranged wherever necessary to conform to current year's presentation.

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

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 301003E / E300005

per **Bhaswar Sarkar**
Partner
Membership No. : 055596
Place: Kolkata
Date: 27th April, 2023

For and on behalf of Board of Directors of Usha Martin Limited

Rajeev Jhawar	**Dhrub Jyoti Basu**	**Anirban Sanyal**	**Shampa Ghosh Ray**
Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
DIN:00086164	DIN:02498037		ACS:16737

Notice to the Shareholders

USHA MARTIN LIMITED
CIN: L31400WB1986PLC091621
Registered Office: 2A, Shakespeare Sarani, Kolkata – 700 071, India
Phone: 033- 71006300, Fax: 033-71006400
Website: www.ushamartin.com, Email: investor@ushamartin.co.in

NOTICE is hereby given that the THIRTY-SEVENTH ANNUAL GENERAL MEETING (AGM) of the members and shareholders of USHA MARTIN LIMITED will be held on Thursday, the 10th August, 2023 at 11:30 A.M. (IST), through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact following business:

ORDINARY BUSINESS:

1. Proposed to be passed as an Ordinary Resolution:

   To receive and adopt the Financial Statements of the Company (both standalone and consolidated) for the year ended 31st March 2023 together with Directors' and Auditors' Reports thereon.

2. Proposed to be passed as an Ordinary Resolution:

   To declare Dividend of Rs.2.50 per Equity Share of Re. 1 each for the Financial Year ended 31st March 2023.

3. Proposed to be passed as an Ordinary Resolution:

   To appoint a Director in place of Mr. Sumit Kumar Modak [DIN: 00983527], who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolution:

4. As an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 2,00,000 per annum (plus taxes as applicable and reimbursement of actual out of pocket expenses) payable to M/s. Mani & Co., Cost Auditors (Firm Registration No. 000004) for conducting cost audit of the manufacturing facilities of the Company as may be required under the Act and Rules made thereunder for the Financial Year ending 31st March 2024, be and is hereby ratified and confirmed."

By Order of the Board

SHAMPA GHOSH RAY
Company Secretary
ACS 16737

Place: Kolkata
Date: 23rd June 2023

NOTES:

1) Pursuant to and in compliance to various circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') from time to time the Company is convening the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The Registered Office of the Company situated at 2A, Shakespeare Sarani, Kolkata – 700071 shall be deemed to be the venue of the Meeting.

2) **Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM.** Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives in terms of Section 113 of the Act to attend the AGM through VC/OAVM and participate thereat and cast their votes through remote e-voting or e-voting during the AGM.

3) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.

4) Since the meeting is being held through VC/OAVM, the route map, proxy form and attendance slip are not annexed to the notice.

5) The Explanatory Statement pursuant to Section 102 of the Act setting out details relating to Items of Special Business is annexed hereto.

6) The Register of Members and Share Transfer Books of the Company shall remain closed from 4th August, 2023 till 10th August, 2023 (both days inclusive).

7) Dividend on equity shares as recommended by the Board of Directors for the financial year ended 31st March 2023, if approved at the AGM, will be payable, to those Members of the Company who hold shares as on **Record Date i.e. 3rd August, 2023.**

8) (a) SEBI has made it mandatory for all Companies to use bank account details as furnished by the depositories and bank account details maintained by the RTA for payment of dividend to Members electronically with effect from 1st April 2024. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Automated Clearing House (ACH)/Real Time Gross Settlement (RTGS)/Direct Credit/ IMPS/NEFT etc.

(b) In order to receive dividend without delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR – 1' along with the original cancelled cheque bearing the name of the Member to MCS Share Transfer Agent Limited (MCS)/ Company to update their bank account details and all eligible shareholders holding shares in demat mode are requested to update with their respective DPs before 26th July, 2023, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to MCS situated at 383, Lake Gardens, 1st Floor, Kolkata – 700045 by 26th July, 2023 by quoting the reference folio number, enclosing cancelled cheque leaf of their active bank account and self-attested copy of PAN card.

9) Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to Members at the prescribed rates. The Members of the Company are requested to kindly go through the important communication of the Company with respect to deduction of tax at source on dividend which is available on investor section on the Company's website at www.ushamartin.com.

10) (a) The shareholders of the Company are informed that the amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund ["the Fund"] constituted by the Central Government and the shareholder(s) would be able to claim any amount of the dividend so transferred to the Fund. No dividend was declared by the Company during Financial Years 2013-14 to 2020-21 and therefore no amount shall be deposited in the Fund during Financial Year 2023-24.

(b) The shareholders who have not encashed their earlier dividend warrants are requested to apply online to the Investor Education and Protection Fund Authority for claiming unpaid dividends declared by the Company.

(c) The Shareholders who have not encashed / received their dividend for Financial Year 2021-22 are requested to write to the Company / MCS immediately for claiming unpaid & unclaimed dividend declared by the Company

11) (a) Pursuant to the relevant provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, all Equity Shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years or more, the Company is required to transfer such Equity Shares of the members to the demat account of the Investor Education and Protection Fund ('IEPF') Authority. The Company had sent necessary communication to all shareholders concerned and had also published notices in newspapers in this regard. The Company has uploaded full details of such shareholders, whose dividend remained unclaimed on its website at www.ushamartin.com.

The Company will do the needful in connection with transfer of such shares to the demat account of IEPF Authority, as required.

(b) However, the members/claimants whose shares and/ or dividends, if any, have been transferred to the Fund may claim the shares or apply for refund by making an online application to IEPF Authority in Form IEPF-5 (available on https://www.iepf.gov.in).

12) Members holding shares in more than one folio are requested to write to the Company's Registrar & Transfer Agent, namely, MCS Share Transfer Agent Limited, 1st Floor, 383, Lake Gardens, Kolkata–700045 for consolidation of holding into one folio and also send the relevant share certificates for this purpose.

13) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

14. (a) In compliance of Central Board of Direct Taxes (CBDT), press release dated 28th March, 2023, extending timelines for linking PAN and Aadhaar Number till 30th June, 2023, all investors are advised to ensure linking of their PAN with Aadhaar Number prior to 30th June, 2023, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the said CBDT circular. Those investors who have not linked their PAN with Aadhaar Number would be

considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar Number are linked as per applicable law. The Company's RTA shall accept only operative PAN (i.e. linked with Aadhaar Number) for processing any investor service requests. The folios in which PAN is not linked with Aadhaar Number as on the notified cut-off date of 30th June, 2023, shall be frozen as per applicable law.

(b) The requirement of existing investors to link their PAN with Aadhaar Number is not applicable for Non-Resident Indians (NRI), Overseas Citizens of India (OCI) unless the same is specifically mandated by Central Board of Direct Taxes (CBDT), Ministry of Finance / any other Competent Government authority.

15. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended) requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Further transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. In view of the same and to avail the in-built advantages of NECS payment, nomination facility and other advantages, shareholders are requested to dematerialize their shares. The ISIN of the Company is INE228A01035.

    Members are requested to note that SEBI vide circular dated January 25, 2022 has mandated that listed companies shall henceforth issue securities in dematerialized form only while processing service requests for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition purposes. Therefore, members holding shares in physical mode are requested to get their holdings converted into dematerialised mode.

16. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16,2023 has mandated all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and specimen signature for their corresponding folio numbers to the Company's Registrar & Transfer Agent, namely, MCS Share Transfer Agent Limited ("RTA"), 1st Floor, 383, Lake Gardens, Kolkata–700045. The folios wherein any one of the cited document/ details as mentioned are not available on or after 1st October, 2023, shall be frozen by the RTA. The security holder(s) whose folio(s) have been frozen shall not be eligible to lodge grievance or avail any service request from the RTA unless the complete documents / details as mentioned above is furnished to the RTA. Any payment including dividend, interest or redemption payment in respect of such frozen folios shall be done through electronic mode with effect from 1st April, 2024, upon the receipt of all the documents/details as specified above and thereafter the RTA shall revert the frozen folios to normal status. Folios which continue to remain frozen as on 31st December, 2025, shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at https://ushamartin.com/investor-relations/forms-for-physical-shareholders#Information-Holders-Physical-Shares

17. Electronic copy of the Annual Report for Financial Year 2022-23 is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. Members may note that the Notice convening the AGM and Annual Report 2022-23 will also be available on the Company's website at www.ushamartin.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at https://www.bseindia.com and https://www.nseindia.com respectively and on the website of NSDL at https://www.evoting.nsdl.com.

18. Electronic copy of the Notice of 37th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting is being sent to all Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes. For Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to investor@ushamartin.co.in to receive Annual Report. Members holding shares in dematerialized mode and who have not registered their email address are requested to update their email address with the relevant DP to receive Annual Report.

19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all relevant documents (as applicable) pertaining to the resolutions proposed vide this notice of AGM will be available electronically for inspection by members during the AGM. Members seeking to inspect such documents can send an email to investor@ushamartin.co.in.

20. a) As per the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India and Regulation 44(2) of SEBI Listing Regulations, the Company is providing remote e-voting (Electronic Voting) facility to its Members to cast their votes electronically on all Resolutions set forth in this Notice convening the 37th Annual General Meeting. Members attending the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

b) The Company has engaged the services of National Securities Depository Limited ("NSDL") as the authorised agency to provide remote e-voting, participation in the AGM through VC/OAVM facilities and e-voting during the AGM facilities as specified more fully in the instructions thereunder.

c) The items of business set out in this Notice may, however, be transacted also through the electronic voting system as an alternative mode of voting provided that once a vote on a Resolution is cast, a Member shall not be allowed to change it subsequently or cast the vote again.

d) Members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through the e-voting system.

e) Members who have cast their votes through remote e-voting prior to the Meeting may attend the meeting but shall not be entitled to cast their vote again.

21. 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" (Record Date) i.e. 3rd August, 2023** shall be entitled to avail the facility of either remote e-voting or voting at the Annual General Meeting through e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purpose only.

22. Instructions for members for attending the AGM through VC/OAVM are as under:

i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against the Company's name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

ii. Members are encouraged to join the Meeting through laptops or desktops for better experience.

iii. Members will be required to allow camera and use internet connection with good speed to avoid any disturbance during the meeting.

iv. 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.

v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at investor@ushamartin.co.in. The Speaker Registration will be open during 31st July, 2023 to 2nd August, 2023

vi. Shareholders who would like to express their views/ have questions may send their questions at least five days in advance before the date of AGM i.e. by 6th August, 2023 mentioning their name, demat account number/folio number, email id, mobile number at investor@ushamartin.co.in. The same will be replied by the Company suitably.

vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the AGM.

viii. Infrastructure, connectivity and internet connection speed available at the speaker's location are essential to ensure smooth interaction. In the interest of time, each speaker is requested to express his/her views in 2-3 minutes.

Notice to the Shareholders

Continued

23. For those Members opting for remote e-voting, the process and manner of remote e-voting will be as follows:

The remote e-voting period begins from **9.00 A.M. on 7th August, 2023** and ends at **5.00 P.M. on 9th August, 2023**. During this period, Members of the Company, holding Shares either in physical form or in de-materialized form, as on **the cut-off date ("record date") i.e. 3rd August, 2023**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The facility for e-voting shall be made available at the AGM to those participants who are Members as on the **"cut-off date"** i.e. **record date**, attending the Meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the Meeting.

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

I. Step 1:- Access to NSDL e-Voting system and joining virtual meeting

a) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode is given below:

Shareholding in Demat Form with		Individual Shareholders (holding securities in demat mode) login through their depository participants
NSDL	**CDSL**	
(i) NSDL IDeAS facility: Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. (ii) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Thereafter, please follow the steps mentioned in point (i) above for login. (iii) Evoting Website of NSDL: Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. (iv) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play	(i) Existing users who have opted for CDSL Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. (ii) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. (iii) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. (iv) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Depository	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33

b) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(i) 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.

(ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/ Member' section.

(iii) A new screen will open. Please enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to 23 (II) i.e. Cast your vote electronically.

(iv) Your User ID details are given below:

	Shareholding in Demat Form with		Shareholding in Physical form
	NSDL	CDSL	
User ID	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

(v) Password details for shareholders other than Individual shareholders are given below:

a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

d) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www. evoting.nsdl.com.

(iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

(iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

e) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

f) Now, you will have to click on "Login" button.

g) After you click on the "Login" button, Home page of e-Voting will open.

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

(i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting(s) is in active status.

(ii) Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".

(iii) Select "EVEN" of Company for which you wish to cast your vote.

(iv) Now you are ready for e-Voting as the Voting page opens.

(v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

(vi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Instruction for voting electronically using NSDL e-Voting system on the day of AGM

(i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(ii) Only those Members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

(iii) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

General Guidelines for shareholders

(i) Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in and scrutinizer@ushamartin.co.in. Institutional and Corporate shareholders can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their NSDL login.

In case of joint holders joining the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

(ii) Shareholders may note that the VC/OAVM Facility provided by NSDL allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding) can attend the Meeting without any restriction on account of first-come first-served principle. Shareholders can login and join 15 (fifteen) minutes prior to the scheduled time of AGM.

(iii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

(iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 and / or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for remote e-voting or e-voting at the AGM, please contact Ms. Pallavi Mhate, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013, Email: evoting@nsdl.co.in. Further queries relating to voting by electronic means or resolutions proposed to be passed at the ensuing AGM may be addressed to the Company Secretary at email: investor@ushamartin.co.in.

24. Process for those shareholders whose e-mail addresses are not registered with the depositories for procuring user id and password and registration of e-mail addresses for e-voting on the resolutions is set out in this Notice:

    (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), Aadhar (self- attested scanned copy of Aadhar Card) by email to Registrar & Transfer Agent i.e. MCS Share Transfer Agent Limited at mcssta@rediffmail.com.

    (ii) In case shares are held in demat mode, please register/ update email address with Depository Participant.

    (iii) Members may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing their DPID and Client ID (16 digit DPID and CLID or 16 digit beneficiary ID).

    (iv) In accordance with SEBI circular dated 9th December 2020 on e-Voting facility provided, individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account held with respective DP in order to access e-voting facility.

25. Any person holding shares in physical form and non-individual shareholders, who acquire shares and become a Member of the Company after sending of Notice for the AGM through email and is holding shares as on the cut-off date i.e. 3rd August, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor@ushamartin.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call 022 - 4886 7000 and 022 - 2499 7000. Further in case of individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 3rd August, 2023 may follow steps mentioned in Step 1 of Note 23: "Access to NSDL e-Voting system and joining virtual meeting" above.

26. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS-4848/CP- 3238) of M/s A K Labh & Co., Company Secretaries, Kolkata as Scrutinizer to scrutinize the e-voting at AGM and remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

27. Voting rights of Members shall be in proportion to their shares in Company's Paid-up Equity Capital as on the cut-off date.

28. The Chairman of the Meeting shall, at the end of discussion on the Resolutions on which voting are to be held, allow voting by e-voting system by NSDL at the AGM.

29. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting unblock the votes cast through remote e-voting and e-voting at the AGM.

30. The Scrutinizer will not later than two working days of conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the Chairman or the Managing Director or any Director or any person authorized by the Chairman. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company www.ushamartin.com and on the website of NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges as well as displayed on the Notice Board of the Company at the Registered Office at 2A, Shakespeare Sarani, Kolkata – 700 071.

31. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.

32. Members who need assistance before or during the AGM for participation in the AGM through VC/OAVM may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 022 - 4886 7000 and 022 - 2499 7000.

33. Pursuant to the requirements of Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended] and Secretarial Standard on General Meeting (SS-2), information about the Director and justification for proposed re-appointment is given below:

Notice to the Shareholders

Continued

Name of the Director	Mr. Sumit Kumar Modak
Director Identification Number	00983527
Date of Birth / Age	10th May 1953 / about 70 years
Date of joining the Board	27th April, 2023
Profile of Director / Brief resume of the director (including nature of his expertise), justification for the proposal for his re-appointment and nature of expertise in specific functional areas under Regulation 36(3) of SEBI Listing Regulations, where applicable.	Mr. Sumit Kumar Modak holds a degree of Bachelor of Technology (B. Tech) from IIT, Kharagpur and has completed an Advanced Management Program from Harvard Business School, USA. He has strong domain knowledge in wire rope manufacturing process, wire rope applications, product development as well as experience of setting up and operating large rope manufacturing facilities. He has an overall experience of more than four decades during which he has been associated with companies like BHEL, Nagarjuna Steel, Light Metal Industries, Aradhaya Steel, Bharat Wire Ropes Limited. In the past, he has had a long stint of about two decades in Usha Martin Group holding various positions including that of Engineering Head, Manufacturing Head and Chief Operating Officer of the Wire & Wire Rope Division.
Disclosure of relationships between directors inter-se and interest in the said resolution	Mr. Sumit Kumar Modak is not related to any of the Directors and Key Managerial Personnel of the Company. Further, except Mr. Modak and his family members, no other Director or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the Resolution set out at Item No. 3 of the Notice.
Shareholding in the Company (including shareholding as a beneficial owner)	NIL (as on 31 March 2023) and as on 23rd June 2023
Directorship / Committee Membership / Chairmanship in other Companies	Directorship in other Companies: - Committee position held: -
No. of listed entities from which the person has resigned in the past three years	One(1) Bharat Wire Ropes Limited as Whole Time Director
Remuneration	An amount not exceeding Rs. 2 crore per annum for three years effective from 27th April, 2023 to 26th April, 2026 [both days inclusive].
Number of Meetings of the Board attended during the Financial Year 2022-23	Not Applicable

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditor, M/s Mani & Co., Cost Accountants at a remuneration of Rs. 2,00,000 per annum (plus taxes as applicable and reimbursement of actual out of pocket expenses) to conduct the audit of the cost accounting records of the Company in accordance with the provisions of the Act and Rules made thereunder for the Financial Year ending 31st March 2024.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the shareholders of the company.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratifying proposed remuneration payable to the Cost Auditors for the Financial Year ending 31st March 2024.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for approval of members.

No Director or Key Managerial Personnel of the company or their relatives have any concern or interest, financial or otherwise, in the Resolution set out at Item No. 4 of the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

By Order of the Board

SHAMPA GHOSH RAY
Company Secretary
ACS 16737

Place: Kolkata
Date: 23rd June 2023

Note

Note

Note

Corporate Information

BOARD OF DIRECTORS

Mr. Vijay Singh Bapna [DIN: 02599024] – Chairman [Non-Executive, Independent]

Mrs. Ramni Nirula [DIN: 00015330] – Independent Director

Mr. V. Ramakrishna Iyer [DIN: 02194830] – Independent Director

Mr. Sethurathnam Ravi [DIN: 00009790] – Independent Director

Mr. Rajeev Jhawar [DIN: 00086164] – Managing Director

Mr. Sumit Kumar Modak [DIN: 00983527] – Whole Time Director
[Appointed w.e.f 27th April, 2023]

Mr. Tapas Gangopadhyay [DIN: 10122397] – Non –Executive Director
Appointed w.e.f 27th April, 2023]

Mr. D J Basu [DIN: 02498037] – Whole Time Director
[Ceased wef 5th June, 2023]

Mr. Devadip Bhowmik [DIN: 08656505] – Whole Time Director
[Ceased w.e.f 27th April, 2023]

KEY MANAGERIAL PERSONNEL

Mr. Anirban Sanyal – Chief Financial Officer

Mrs. Shampa Ghosh Ray – Company Secretary

SENIOR MANAGEMENT

India

Mr. S B N Sharma – Sr. Vice President [Manufacturing]

Mr. Chirantan Chatterjee – Sr. Vice President [Sales & Marketing]

Overseas

Mr. Tapas Gangopadhyay – Global Head Wire Rope

Mr. S S Birla – Managing Director,
Usha Siam Steel Industries Public Co. Ltd. (Thailand)

Mr. S. Majumder – Managing Director,
Brunton Wire Ropes, FZCo (Dubai)

Mr. Dimitri Bracco Gartner – Chief Operating Officer,
Usha Martin International Limited (UK)

Mr. Sanjay Singh – Operations Director,
Usha Martin Americas Inc. (USA)

REGISTERED & CORPORATE OFFICE

2A, Shakespeare Sarani
Kolkata – 700 071, India
CIN : L31400WB1986PLC091621
Phone : 033 – 71006300; Fax : 033 – 7100 6400
Email : investor@ushamartin.co.in
Website : www.ushamartin.com

WORKS

India

Tatisilwai, Ranchi

Hoshiarpur, Punjab

Sri Perumbudur, Tamil Nadu

Silvassa, (U M Cables)

Overseas

Navanakoran Industrial Estate, Thailand

Jebel Ali Free Zone, Dubai, UAE

Worksop, Nottinghamshire, UK

BANKERS

State Bank of India
ICICI Bank Limited

AUDITORS

S.R. Batliboi & Co. LLP
Kolkata

SHARE LISTINGS

NSE – Scripcode – USHAMART
BSE – Scripcode – 517146
Societe de la Bourse de Luxembourg - GDRs - US9173002042
ISIN No.INE228A01035

REGISTRAR & TRANSFER AGENT

MCS Share Transfer Agent Limited,
383, Lake Gardens, 1st Floor,
Kolkata - 700045
Phone : (033) 4072 4051/52/53;
Email : mcssta@rediffmail.com

USHA MARTIN LIMITED
2A, Shakespeare Sarani, Kolkata – 700 071, India
CIN: L31400WB1986PLC091621
Phone: 033 – 7100 6300; Fax: 033 – 7100 6400
Email: investor@ushamartin.co.in,
Website: www.ushamartin.com

/concept, content and design at AICL (hello@aicl.in)