



**Gulshan Polyols Limited**  
CIN: L24231UP2000PLC034918  
Corporate Office: G-81, Preet Vihar,  
Delhi-110092, India  
Phone : +91 11 49999200  
Fax : +91 11 49999202  
E-mail : [cs@gulshanindia.com](mailto:cs@gulshanindia.com)  
Website: [www.gulshanindia.com](http://www.gulshanindia.com)

**GPL\SEC\42\2024-25**

**August 28, 2024**

**To,**

**BSE Limited**

Department of Corporate Service,  
Floor 25, P. J. Towers,  
Dalal Street, Mumbai  
Maharashtra- 400 001

**National Stock Exchange of India Limited**

Listing Department  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai  
Maharashtra-400 051

**Scrip Code: 532457**

**Symbol: GULPOLY**

**Subject: Annual Report 2023-24 along with Notice of 24th Annual General Meeting of the Company.**

Dear Sir/Madam,

The Twenty Fourth (24th) Annual General Meeting (AGM) of Gulshan Polyols Limited (“the Company”) is scheduled to be held on Friday, September 20, 2024 at 1:00 P.M (IST) at “The Solitaire Inn Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh- 251001.

Pursuant to Regulation 34(1)(a) of Listing Regulations, please find enclosed herewith electronic copy of the Annual Report for the Financial Year 2023-24 along with the Notice of 24<sup>th</sup> AGM. The said Notice of the AGM and Annual Report being sent today i.e. August 28, 2024 by email to those Members whose email addresses are registered with the Company/Depository Participant(s).

The said Annual Report and Notice of AGM are also available on the website of the Company at [www.gulshanindia.com](http://www.gulshanindia.com). The web-links to the same are given below:

**Annual Report 2023-24:** <https://www.gulshanindia.com/pdf/2024-25/Annual-Report-FY-2023-24.pdf>

**Notice of 24<sup>th</sup> AGM:** <https://www.gulshanindia.com/pdf/2024-25/Notice-of-24th-Annual-General-Meeting.pdf>

The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 13, 2024 to Friday, September 20, 2024** (both days inclusive) for the purpose of payment of dividend. Members are requested to refer Annexure II of AGM notice for tax on dividend and submission of requisite documents.

The Company is providing remote e-voting facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding shares either in physical form or dematerialized form as on cut-off date i.e. Friday, September 13, 2024 may cast their votes electronically on the resolutions included in the Notice of 24<sup>th</sup> AGM.



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The remote e-voting shall commence on **Tuesday, September 17, 2024 at 9:00 A.M.** and ends on **Thursday, September 19, 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

Detailed instructions for registering email addresses(s) and voting/ attendance at the AGM are given in the AGM Notice.

Kindly take same on record.

Thanking you,

Yours faithfully

**For GULSHAN POLYOLS LIMITED**

**Archisha Tyagi**  
**Company Secretary & Compliance Officer**

Encl.: As below



**GULSHAN**  
POLYOLS LIMITED



# मकका उगाओ, खुशहाली पाओ

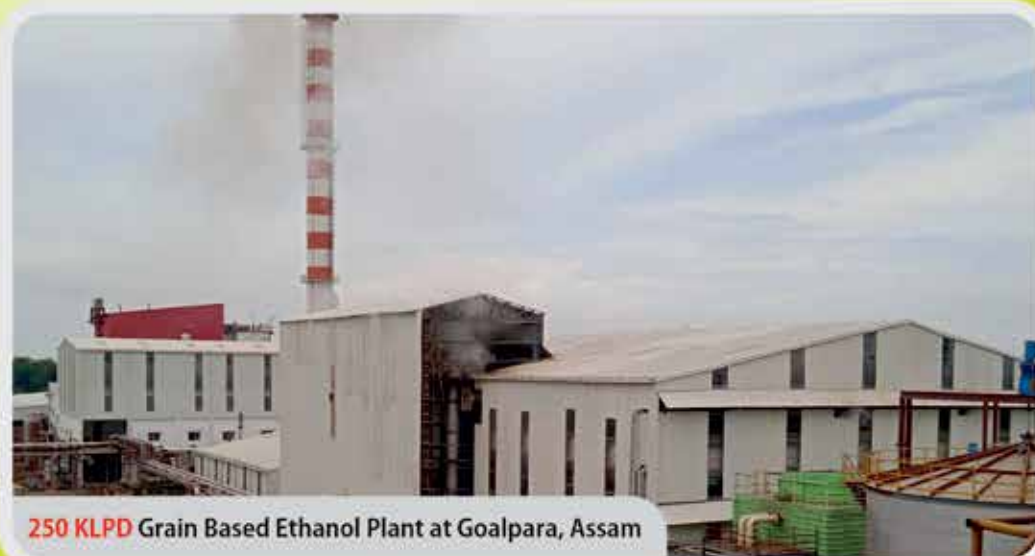
24<sup>th</sup> Year | 2023-2024  
ANNUAL REPORT



**500 KLPD** Grain Based Ethanol Plant at Boregaon, Madhya Pradesh



***Building a  
greener  
tomorrow***



**250 KLPD** Grain Based Ethanol Plant at Goalpara, Assam

# Board of Directors



**Dr. Chandra Kumar Jain**  
*Chairman & Managing Director,  
Gulshan Polyols Limited*

Gulshan Polyols Limited is promoted by Dr. Jain. He is a Sugar Technologist and has been awarded with Doctorate Degree in Chemistry. Dr. Jain is an industrialist of repute with more than five decades of rich and varied experience in the chemical and sugar industry.



**Ms. Arushi Jain**  
*Joint Managing Director*

Ms. Jain holds a degree of Master of Science from City University of New York, USA. She is having more than two decades of core experience in matter related to Operations, Marketing and Production.



**Ms. Aditi Pasari**  
*Joint Managing Director*

Ms. Pasari holds a degree of Master of Business Administration from University of Wales, UK. She is having more than two decades of core experience in matter related to Finance, Stakeholders Relations and Operations etc.



**Mr. Ashwani K. Vats**  
*Whole Time Director & CEO*

Mr. Vats is graduated with P.G. Diploma in Marketing and Management. He has vast experience in the calcium carbonate industry and has been associated with the Company for over decades.



**Mr. Soumyajit Mitra**  
*Director*

Mr. Mitra is a corporate lawyer with an experience spanning more than 18 years. His practice mainly encompasses advising and handling several Fortune 100, Fortune 500 clients including Indian entities in the area of Mergers & Acquisitions, Joint Ventures, Capital Markets (both in equity and debt), banking and finance, private equity investments, foreign collaborations and technology transfers, securities, complex due diligences/audits including other various commercial transactions.



**Mr. Nitesh Garg**  
*Director*

Mr. Garg is a practicing Chartered Accountant holding the membership from the ICAI. He also holds certificate of Diploma in IFRS from ACCA UK and certificate course on valuation from ICAI. He is having 8 years of experience with Big 4 (PWC and EY) and extensive experience in auditing, Ind AS, business valuation and management reporting across sectors like healthcare, advertisement, real estate, Manufacturing etc.



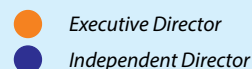
**Ms. Archana Jain**  
*Director*

Ms. Jain is a qualified Chartered Accountant and a Law Graduate, with cross functional experience in Accounts, Finance and Indirect taxation. She has an immense experience of more than 10 years in handling Internal Audit, Forensic Audit etc. and having continuous experience in indirect taxation.



**Mr. Rakesh Kapoor**  
*Director*

Mr. Kapoor is post graduated diploma in Sugar Technology from National Sugar Institute, Kanpur. He is a techno-financial professional with over four decades of varied and rich experience in the Corporate Sector, Financial sector, Project Financing etc.



# Chairman's Communique



**Dr. Chandra Kumar Jain**  
Chairman & Managing Director

## DEAR SHAREHOLDERS,

I am pleased to present the Annual Report of Gulshan Polyols for the financial year ended March 31, 2024. While the last fiscal year presented its share of difficulties with continued pressure on the margin due to volatility in grain pricing and government policies, we demonstrated remarkable adaptability and resilience in a rapidly changing environment. In contrast to the previous year, 2023-24 was marked by a number of challenges, mainly attributed to external factors beyond the Company's control. However, it is our strong foundation built over five decades that enabled us to confront the challenges and successfully manoeuvre our way forward. Despite pressure, we achieved higher sales volumes as compared to previous year. During the last fiscal year, our Revenue from Operations stood at ₹ 1377.97 crores, EBITDA ₹ 70.36 crores and Net Profit of ₹ 17.64 Crore.

The primary focus of the Company is towards undertaking all necessary measures to maintain, excel and expand its business operations, ensure safety

of our employees, customers' satisfaction and to overall safeguard the interests of all stakeholders. Our focussed strategy, impeccable execution record, prudent financial management, longstanding relationships, uncompromising ethical standards, culture of performance excellence and commitment to sustainability, anchor the way we do our business.

With government's increased focus on ethanol blending in petroleum we believe there is a long runway for growth. We are pleased to inform that our 500 KLPD Grain based Ethanol processing plant got operational during the year, enhancing our ethanol producing capacity from 60 KLPD to 560 KLPD, this being a great stride of your company towards becoming one of the major grain based ethanol producer in the Country.

***To add to this, I feel overjoyed to state that 250 KLPD capacity Grain based Ethanol Plant at Mornai, Goalpara, Assam have passed all the Quality Control parameters for the Production of Ethanol during trial run and commercial operations have been started w.e.f June 15, 2024.***

While we remain vigilant to industry trends, we hope the worst of the input cost pressures is behind us, and we expect to benefit from any favourable shifts in raw material prices in FY2025.

Being a Chairman on the Board of Gulshan Polyols Limited, let me assure you that despite myriad challenges, your Company is focused on maintaining effervescent growth and delivering value to its stakeholders.

Your Company came up with Bonus Issue on June 23, 2023, in the ratio of 1:5 equity shares to the existing shareholders whereby the paid-up equity share capital of the Company stands increased to 6,23,70,586 equity shares.

In order to maintain the continuity of paying dividend, the Board of Directors proposed a final dividend of @30% subject to approval of shareholders in the ensuing 24<sup>th</sup> Annual General Meeting of the Company.

## SUSTAINABILITY

We firmly believe that sustainable business growth requires a steadfast commitment to sustainability. Our programmes are designed to drive social and economic progress within the communities we serve. We focus on enhancing community development, improving livelihoods, promoting education and healthcare, including preventive measures, and safeguarding environmental sustainability. Sustainability is not just a part of our operations; it is embedded in our future roadmap. We continue to work closely with the communities around our units to achieve our sustainability targets, ensuring that our growth benefits both the environment and society.

## BUILDING A GREENER TOMORROW

India's Ethanol Blending Program is aimed at reducing the country's dependence on crude oil imports, cutting carbon emissions, and boosting farmer's income. The advancement of E20 target to 2025-26 continued to build on its momentum on the back of very promising build-up of industry ecosystem.

As per current statistics, ethanol blending stands at 12-15% and is targeted to reach 20% by 2025-26. According to ICRA Research, India's Ethanol production has to be increased by 2 times to meet the target of 20% ethanol blending by 2025.

To further encourage bioethanol production, the Government of India is promoting alternative feedstocks such as **surplus grain**, rather than exclusively damaged grain, to meet the feedstock needs. Additionally, **India promotes the use of corn** for multiple reasons: its high potential as a raw material for ethanol, its higher market price support for farmers, and its higher agricultural yield. Corn production is expected to rise by 10 million metric tons over the next 5 years – allowing for **more conversion into ethanol**.

New technologies and innovative practices will contribute to a more prosperous bioethanol market dynamic. Whether with second-generation bioethanol gaining weight in the coming years or the potential introduction of new generations of yeasts in the Indian market, the opportunities are numerous and have already started to flourish. The expected demand for bioethanol in sustainable aviation fuels can boost the production of biofuels and lead to greater energy efficiency while making a significant contribution to reducing greenhouse gas emissions.

Agriculture is one of the strongholds of the Indian economy and accounts for 18.5 per cent of the country's gross domestic product. Maize is a coarse grain and its demand is increasing year by year. In India, maize is the third important cereal crop after rice and wheat in terms of area. Currently, 49 per cent of maize output is used as poultry feed, 12 per cent as animal feed, 25 per cent as food, 13 per cent in starch and other industries, and 1 per cent as seed.

The products from maize are value added products which include maize starch, liquid glucose, dextrose monohydrate, anhydrous dextrose, sorbitol, corn gluten to name a few. In India, the prime source of starch is maize and the textile industry is for long the largest buyer of maize starch in India.

The Company promotes and create awareness to the farmers to grow more maize in their fields. The Agriculture Ministry has set up a target to raise maize production by 10 million tons over the next five years as demand for ethanol production grows. Keeping this in mind, it is of utmost importance that we spread awareness amongst farmers and engage with seed companies, marketing

companies etc. With the growing demand from feed and starch sector, the overall demand for maize is likely to grow at a brisk pace. India has a huge potential to increase its market share and to make its presence felt in the global maize market.

The Company aims to optimise plant utilisation and enhance efficiencies to establish new industry benchmarks. As we move forward into the next year, we recognize that challenges and opportunities will continue to shape our path. We remain agile, adaptive, and focused on our long-term goals. Together, we will continue to navigate the dynamic business landscape, striving for excellence in all our endeavors.

With a resilient foundation, a forward-looking strategy, and a focus on continuous improvement, we are poised to harness emerging opportunities and deliver superior results in the years to come.

I would like to thank our people who tirelessly work across our offices, factories, on the sales frontline, to support us in our journey to outperform. I would also like to extend my deepest gratitude to our Bankers for continuously supporting us in hard times during the year and finally to our esteemed shareholders for their support and trust.

Jai Hind!!



**Dr. Chandra Kumar Jain**  
Chairman & Managing Director  
DIN: 00062221

# Corporate Overview

## Board's Committees

### Audit Committee

**Mr. Rakesh Kumar Gupta**, Chairman (upto March 31, 2024)  
**Mr. Nitesh Garg**, Chairman (with effect from April 01, 2024)  
**Mr. Akhilesh Kumar Maheshwari**, Member (upto March 31, 2024)  
**Mr. Soumyajit Mitra**, Member (w.e.f. April 01, 2024)  
**Dr. Chandra Kumar Jain**, Member  
**Ms. Archana Jain**, Member

### Stakeholders Relationship Committee

**Mr. Akhilesh Kumar Maheshwari**, Chairman (upto March 31, 2024)  
**Mr. Soumyajit Mitra**, Chairman (w.e.f. April 01, 2024)  
**Ms. Arushi Jain**, Member  
**Ms. Aditi Pasari**, Member

### Nomination, Remuneration and Compensation Committee

**Mr. Akhilesh Kumar Maheshwari**, Chairman (upto March 31, 2024)  
**Mr. Soumyajit Mitra**, Chairman (w.e.f. April 01, 2024)  
**Mr. Rakesh Kumar Gupta**, Member (upto March 31, 2024)  
**Mr. Nitesh Garg**, Member (w.e.f. April 01, 2024)  
**Ms. Archana Jain**, Member

### Sustainability & Corporate Social Responsibility Committee

**Ms. Archana Jain**, Chairperson  
**Ms. Arushi Jain**, Member  
**Ms. Aditi Pasari**, Member

### Risk Management Committee

**Ms. Arushi Jain**, Chairperson  
**Mr. Akhilesh Kumar Maheshwari**, Member (upto March 31, 2024)  
**Mr. Nitesh Garg**, Member (w.e.f. April 01, 2024)  
**Mr. Ashwani Kumar Vats**, Member

## Auditors

### Statutory Auditors

**M/s. Rajeev Singal & Co., Chartered Accountants, Muzaffarnagar**

### Internal Auditors

**M/s. Svaraj & Associates, Chartered Accountants, New Delhi**

### Secretarial Auditors

**M/s. DMK Associates, Company Secretaries, Delhi**

### Cost Auditors

**M/s. MM & Associates, Cost Accountants, Delhi**

## Key Managerial Personnel

### Chief Financial Officer

**Mr. Rajiv Gupta**

### Company Secretary & Compliance Officer

**Ms. Asha Mittal (upto January 13, 2024)**  
**Ms. Archisha Tyagi (w.e.f January 18, 2024)**

### Listed at

**BSE Limited (532457)**  
**National Stock Exchange of India Limited (GULPOLY)**

### Bankers

**State Bank of India**  
**HSBC Bank**

### Registrar & Share Transfer Agent

**Alankit Assignments Limited**  
Alankit House, 4E/2 Jhandewalan Extension,  
New Delhi - 110055, INDIA  
Ph. No: 011-42541234/ 955 Fax No: 011-42541201  
E-mail: [rta@alankit.com](mailto:rta@alankit.com)

### Plant Locations

- 9th K.M., Jansath Road, Muzaffarnagar– 251001, Uttar Pradesh
- Plot no. 762, Jhagadia GIDC, Bharuch – 393130, Gujarat
- Plot no. 3 to 11 and Part of 26, Gulshan Polyols Limited, Industrial area, Borgaon, Sausar, Chhindwara, Madhya Pradesh-480106
- Village Rampur Majri, Dhaula Kuan , Distt Sirmour -173021 Himachal Pradesh
- E-21/22, RIICO Growth Centre, Phase - II, Abu Road-307026, Distt. Sirohi- Rajasthan
- Plot-B, Industrial Growth Centre Matia, Mornai, Goalpara, Assam-783101
- On-site plant of PCC at ITC Ltd., PSPD., Tribeni Unit, Chandrahati, Hooghly 712504, West Bengal
- On-site plant of PCC at Orient Paper Mills, PO- Amlai Paper Mill, Distt. Shadol, Madhya Pradesh-484117
- On-site plant of PCC at Silverton Pulp & Papers P.Ltd., 9th K.M., Bhopa Road, Muzaffarnagar– 251001, Uttar Pradesh

### Registered Office

9th K.M., Jansath Road, Muzaffarnagar,  
Uttar Pradesh – 251001  
Tel: 0131-32958800, Fax: 0131 - 2661378  
Email: [cs@gulshanindia.com](mailto:cs@gulshanindia.com)  
Website: [www.gulshanindia.com](http://www.gulshanindia.com)  
CIN: L24231UP2000PLC034918

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Tel: 011-49999200, Fax: 011-49999202



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## BOARD'S REPORT

Dear Members,

The Board of Directors of Gulshan Polyols Limited (the "Company") is delighted to present the Twenty Fourth (24<sup>th</sup>) Annual Report on the business and operations together with the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2024.

### 1. FINANCIAL RESULTS– STANDALONE & CONSOLIDATED

Key highlights of standalone and consolidated financial performance for the year ended March 31, 2024, are summarised as under:

(₹ in Lakhs, except earnings per share)

Particulars	Standalone		Consolidated	
	Financial Year Ended		Financial Year Ended	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
<b>REVENUE</b>				
Revenue from Operations	1,37,797.58	1,17,972.97	1,37,797.58	1,17,972.97
Other Income	1,220.65	706.48	1,220.65	706.48
<b>TOTAL INCOME (I)</b>	<b>1,39,018.23</b>	<b>1,18,679.45</b>	<b>1,39,018.23</b>	<b>1,18,679.45</b>
<b>TOTAL EXPENSE OTHER THAN INTEREST AND DEPRECIATION (II)</b>	<b>1,31,981.56</b>	<b>1,09,155.13</b>	<b>1,31,989.87</b>	<b>1,09,173.13</b>
Earnings before Interest, Tax, and Depreciation (EBITDA) (I–II)	7,036.67	9,524.32	7,028.36	9,506.32
Less: Finance Cost (Interest)	1,008.77	612.73	1,011.52	612.73
Depreciation	3,236.93	2,873.49	3,236.93	2,873.49
<b>PROFIT BEFORE TAX (PBT) BEFORE SHARE IN NET PROFIT/(LOSS) OF ASSOCIATES</b>	<b>2,790.97</b>	<b>6,038.10</b>	<b>2,779.91</b>	<b>6,020.10</b>
Share in net profit/(loss) of associates	-	-	-	-
<b>PROFIT BEFORE EXCEPTIONAL ITEMS &amp; TAX (III)</b>	<b>2,790.97</b>	<b>6,038.10</b>	<b>2,779.91</b>	<b>6,020.10</b>
Exceptional Items	22.74	-	-	-
<b>PROFIT BEFORE TAX (PBT) (IV)</b>	<b>2,768.23</b>	<b>6,038.10</b>	<b>2,779.91</b>	<b>6,020.10</b>
Less - Current Tax	-	1,450.51	-	1,450.51
- Deferred Tax	1,004.14	51.41	1,004.14	51.41
<b>TOTAL TAX EXPENSES</b>	<b>1,004.14</b>	<b>1,501.92</b>	<b>1,004.14</b>	<b>1,501.92</b>
<b>PROFIT AFTER TAX (PAT) (V)</b>	<b>1,764.09</b>	<b>4,536.18</b>	<b>1,775.77</b>	<b>4,518.18</b>
Earnings per Share on Net Profit after tax (face value ₹ 1/- each) (In Rupees)				
- Basic (₹)	2.83	7.27	2.85	7.24
- Diluted (₹)	2.83	7.27	2.85	7.24

### OPERATIONAL AND FINANCIAL PERFORMANCE

Financial Year 2023-24 was challenging year for the Company leading to overall decline in revenue and profitability. On a standalone basis, the Company achieved Total Income of Rs. 1,39,018.23 Lakhs for the year under review as compared to Rs. 1,18,679.45 Lakhs in the previous year. Despite the challenging government policies and rise in the grain prices, the profit after tax on Standalone basis for the financial year ended March 31, 2024 stood at Rs.1,764.09 Lakhs as compared to Rs. 4,536.18 Lakhs.

### 2. STATE OF COMPANY'S AFFAIRS

Discussion on state of Company's affair has been covered as part of the Management Discussion and Analysis. Management Discussion and Analysis for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming a part of this Annual Report.

### 3. DIVIDEND

The Board of Directors of the Company, in their meeting held on May 21, 2024, had recommended a Final Dividend @ 30% i.e ₹0.30 per equity shares of face value of ₹1/- each for the year ended 31 March 2024. The proposed Dividend shall be paid subject to the approval of shareholders in the ensuing Annual General Meeting (hereinafter referred to as "AGM") of the Company. The Final Dividend as recommended by the Company is in accordance with the Dividend Distribution Policy of the Company framed pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations").

The Dividend Distribution Policy of the Company may be accessed on the Company's website at the weblink: <https://www.gulshanindia.com/policy.html>.

#### 4. TRANSFER OF UNCLAIMED DIVIDEND/ SHARES TO INVESTOR EDUCATION & PROTECTION FUND AUTHORITY

During the Financial Year 2023-24 and in pursuance to the provisions of Section 124(5) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company had transferred the unclaimed dividend pertaining to Financial Year 2015-16 (Final) amounting to ₹ 4,71,166.50/- (Rupees Four Lakh Seventy One Thousand One Hundred Sixty Six and Fifty Paise Only) to the Investors Education and Protection Fund (“IEPF”) Account established by the Central Government.

The details of dividend amount transferred to IEPF are available on the Company’s website at web link <https://www.gulshanindia.com/unpaid-dividend-transferred-to-iepf.html>.

Further, pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the shares on which dividend remains unclaimed for seven consecutive years or more shall be transferred to IEPF account after giving due notices to the concerned shareholders. Accordingly, the Company has transferred 29,030 (Twenty Nine Thousand and Thirty) equity shares to the IEPF account during the financial year 2023-24. The details of equity shares transferred are also available on the Company’s website at web link <https://www.gulshanindia.com/transferred-iepf.html>.

The Company has filled IEPF-1 (Statement of amounts credited to IEPF) for transfer of unclaimed dividend pertaining to Financial Year 2016-17 (Interim Dividend) amounting to Rs. 5,98,074/- (Rupees Five Lakh Ninty Eight Thousand Seventy Four Only). However, due to technical error on IEPF website the Form IEPF-1 is still pending for approval, however the Company has already tranferred the dividend amount to the IEPF Authority.

The Nodal officer of the Company is Ms. Archisha Tyagi. The details of the nodal officer are also available on the Company’s website at link <https://www.gulshanindia.com/iepf.html>.

#### 5. CAPITAL STRUCTURE & STOCK OPTIONS

##### Authorised Share Capital

The Authorised Share Capital of the Company as at March 31, 2024 is ₹ 42,81,00,000/- (Rupees Forty Two Crore and Eighty One Lakh only) divided into 28,06,00,000 (Twenty Eight Crores and Six Lakhs) Equity Shares of ₹ 1/- (Rupees One only) each; 2,50,000 (Two Lakhs and Fifty Thousand) Redeemable Preference Shares of ₹ 10/- (Rupees Ten only) each and 14,50,000 (Fourteen Lakhs and Fifty Thousand) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred only) each.

##### Paid-up Share Capital

As on March 31, 2024, the paid-up equity share capital stands at ₹ 6,23,70,586 (Rupees Six Crore Twenty Three Lakh Seventy Thousand Five Hundred and Eighty Six only) consisting of 6,23,70,586 (Six Crore Twenty Three Lakh Seventy Thousand Five Hundred and Eighty Six only) equity shares of ₹ 1/- (Rupee One only) each.

##### Bonus Issue

During the year under review, the Board of Directors of the Company at their meeting held on May 12, 2023 recommended issue of bonus Equity shares, in the proportion of 1:5 i.e. 1 (One) new fully paid up equity share of Re. 1/- each for every 5 (Five) existing fully paid-up equity shares of Re. 1/- (One) held by the Shareholders of the Company as on record date.

The said Bonus issue was approved by the Members of the Company vide resolution dated June 13, 2023 passed through postal ballot, subsequent to which 1,03,95,097 (One Crore Three Lakh Ninety Five Thousand Ninety Seven) bonus equity shares were allotted to the Members on 23th June, 2023, to those names that appeared on the register of members as on 21<sup>st</sup> June, 2023, being the record date fixed for this purpose.

During the year under review, the Company has applied for listing of 1,03,95,097 Equity Shares and the BSE Limited and National Stock Exchange of India Limited granted its listing and trading approval vide letters dated June 28, 2023 (NSE Listing Letter); June 26, 2023 (BSE Listing Letter) and July 07, 2023 (BSE and NSE Trading Letters) respectively.

#### 6. EMPLOYEES STOCK OPTION PLAN

The members of the Company had approved the Gulshan Polyols Limited Employees Stock Option Scheme, 2018 (“ESOP 2018”) for grant of stock options exercisable into not more than 31,18,529 (Thirty One Lakh Eighteen Thousand Five Hundred and Twenty Nine) equity shares of face value of ₹ 1/- (Rupee One Only) each to eligible employees of the Company as defined in the Scheme.

During FY 2023-24, the Company has granted 46,150 (Forty-Six Thousand One Hundred Fifty) stock options to eligible employees. The granted stock options can be exercised between May 15, 2026 to June 15, 2026 at ₹ 251/- (Rupees Two Hundred and Fifty One only). The details under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘SEBI SBEB Regulations’), has been placed on the website of

the Company and weblink of the same is <https://www.gulshanindia.com/pdf/2024-25/Grant-of-options-under-GPL-Employees-Stock-Option-Scheme-2018.pdf>

Gulshan Polyols Limited Employees Stock Option Scheme, 2018 is in compliance with SEBI (SBEB) Regulations and other applicable laws and implemented through GPL Employees Welfare Trust (“Trust”). For implementing and operating of ESOP 2018, the Trust holds 2,04,205 (Two Lakh Four Thousand Two Hundred and Five) equity shares of the Company as on March 31, 2024, being 0.33% of the paid-up share capital of the Company. The ownership of these shares cannot be attributed to any particular employee till he / she exercises the stock options granted to him / her and the concerned shares are transferred to him / her. Hence, the eligible employees to whom the stock options were granted under ESOP Scheme 2018 cannot exercise voting rights in respect of aforesaid shares held by the Trust as these eligible employees are not holders of such shares. The Trustee/Trust has not exercised the voting rights in respect of the aforesaid shares during the financial year 2023-24.

The details in respect of ESOP Scheme 2018 and movements during the year are as under:

Number of options outstanding at the beginning of the period:	1,02,594
Number of options granted during the year:	46,150
Number of options forfeited / lapsed during the year:	2,382
Number of options vested during the year:	22,120
Number of options exercised during the year:	22,120
Number of shares arising as a result of exercise of options:	Not applicable as ESOP granted through Secondary Market
Number of options outstanding at the end of the year:	1,24,242

Further, the Nomination, Remuneration and Compensation Committee in its meeting held on July 21, 2021 had granted 39,152 (Thirty Nine Thousand and One Hundred Fifty Two) Options under GPL Employees Stock Option Schemes 2018 to eligible employees, which was due for vesting during the period from April 01, 2024 to May 31, 2024 at the exercise rate of ₹137.00 per share (based on the Average Buying cost of the Company from the BSE/NSE market).

The applicable disclosures as stipulated under Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with regard to Employees Stock Option Plan of the Company are available on the website of the Company at [www.gulshanindia.com](http://www.gulshanindia.com).

The Company has received the certificate from the Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme of the Company is implemented in accordance with the SEBI (SBEB) Regulations and shareholders’ resolution. The certificate will be placed at the Annual General Meeting for inspection by members. A copy of the same will also be available for inspection during the AGM to any person having right to attend the meeting.

## 7. TRANSFER TO RESERVES

During the year under review, there was no amount transferred to any of the reserves of the Company.

## 8. SEGMENT REPORTING

A separate reportable segment section forms part of notes to the Financial Statements.

## 9. HOLDING, SUBSIDIARIES, ASSOCIATE & JOINT VENTURE COMPANIES

The Company has Wholly Owned Subsidiary namely “Gulshan Overseas- FZCO”. In terms of proviso to sub-section (3) of Section 129 of the Act, the salient features of the financial statements of the subsidiaries are set out in the prescribed Form AOC-1, which forms part of the Board’s Report as “ANNEXURE –A”.

During the financial year 2023-24, no Company has become or ceased to be a Joint Venture or Associate of the Company. Pursuant to Regulation 16 of the Listing Regulations, your Company does not have any material subsidiary.

## 10. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company are prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The Audited Consolidated Financial Statements of the Company for the year ended March 31, 2024 along with the Auditors’ Report forms part of this Annual Report.

The Audited Financial Statements of the Company and subsidiary are available on the website of the Company at <https://www.gulshanindia.com/pdf/2024-25/Gulshan-Overseas-Financial-Statement-FY-2023-24.pdf>. Further a copy of the Audited Financial Statements of the subsidiary shall be made available for inspection at the registered office of the Company during business hours on any working day upto the date of Annual General Meeting. As per Section 136 of the Companies Act, 2013, any shareholder interested in obtaining a copy of separate Financial Statements of the subsidiaries shall make specific request in writing to the Company.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Akhilesh Kumar Maheshwari (DIN: 00062645) and Mr. Rakesh Kumar Gupta (DIN: 06909233), Independent Directors of the Company completed two consecutive terms of their Directorship on March 31, 2024 and hence, they retired and ceased to be Directors of the Company with effect from close of business hours of March 31, 2024. The Board placed on record its deep appreciation and gratitude for the invaluable contribution and guidance provided by Mr. Akhilesh Kumar Maheshwari and Mr. Rakesh Kumar Gupta during their tenure as Independent Directors of the Company.

In order to ensure smooth transition in the Board positions, pursuant to the recommendation of Nomination, Remuneration and Compensation Committee (NRCC) at its meeting held on August 04, 2023, the Board of Directors of the Company at its meeting held on August 04, 2023, approved appointment of Mr. Soumyajit Mitra (Din: 10262167) and Mr. Nitesh Garg (DIN: 10257604) as Non- Executive Independent Directors of the Company for a first term of four consecutive years from April 1, 2024 upto September 30, 2028. Further, their appointment as Non-Executive Independent Directors of the Company was also approved by the members of the Company at the 23rd Annual General Meeting held on September 29, 2023.

Pursuant to the recommendation of Nomination, Remuneration and Compensation Committee (NRCC) at its meeting held on August 13, 2024, the Board of Directors of the Company at its meeting held on August 13, 2024, approved and recommended appointment of Mr. Vardhman Doogar (DIN: 07148980) as non-executive independent director of the Company for a period of two (2) consecutive years from October 1, 2024 to September 30, 2026 to the members of the Company for their approval at the ensuing Annual General Meeting.

As per Secretarial Standard -2 of the Institute of Company Secretaries of India (ICSI) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), brief profile and other related information of Mr. Ashwani Kumar Vats and Mr. Vardhman Doogar is provided in **Annexure-I** of Notice of ensuing AGM.

The Members of the Company at Annual General Meeting held on September 29, 2023 approved the following appointments/re-appointments of Directors of the Company:

- Reappointment of Ms. Arushi Jain (DIN: 00764520) as a Joint Managing Director to hold office for a term effective from April 01, 2024 upto September 30, 2028, shall be liable to retire by rotation.
- Reappointment of Ms. Aditi Pasari (DIN:00120753) as a Joint Managing Director, to hold office for a term effective from April 1,2024 upto September 30, 2028, shall be liable to retire by rotation.
- Reappointment of Mr. Ashwani Kumar Vats (DIN: 00062413) as a Whole Time Director and CEO, to hold office for a term effective from April 1, 2024 upto September 30, 2028, shall liable to retire by rotation.
- Appointment of Mr. Nitesh Garg and Mr. Soumyajit Mitra as a Non-Executive & Independent Director to hold office for a term effective from April 1, 2024 upto September 30, 2028, shall not liable to retire by rotation.

**KEY MANAGERIAL PERSONNEL**

In pursuance of the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Dr. Chandra Kumar Jain, Chairman & Managing Director; Ms. Arushi Jain, Joint Managing Director; Ms. Aditi Pasari, Joint Managing Director; Mr. Ashwani Kumar Vats, Whole Time Director & CEO; Mr. Rajiv Gupta, Chief Financial Officer and Ms. Archisha Tyagi, Company Secretary are the Key Managerial Personnel of your Company as on date.

During the period under review, Ms. Asha Mittal resigned from the post of the Company Secretary w.e.f. close of working hours of January 13, 2024 and ceased to be a Company Secretary (KMP) of the Company. Pursuant to the recommendation of NRCC, Ms. Archisha Tyagi was appointed as a Company Secretary of the Company w.e.f. January 18, 2024 by the Board.

**12. MEETINGS OF THE BOARD**

The Board met six (6) times during the Year under review, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two consecutive Board meetings was within the period prescribed under the Act and Listing Regulations.

**13. ANNUAL PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, leadership attribute of directors through vision and values, strategic thinking and decision making, adequacy of business strategy, etc. The evaluation sheets based on SEBI Guidance Note dated January 5, 2017, containing the parameters of performance evaluation along

with rating scale were circulated to all the Directors. The Directors rated the performance against each criteria. Thereafter, consolidated score was arrived. The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

#### **14. DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence.

Further, they are not debarred from holding the office of director pursuant to any SEBI order or any such other authority. All the Independent Directors of the Company have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs and have confirmed their compliance with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

In the opinion of the Board, all independent directors possess strong sense of integrity and having requisite experience, qualifications and expertise as well as they are independent of the management and has no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any.

#### **15. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(3)(c) read with section 134(5) of the Companies Act, 2013, your Directors, based on representation received from management, confirms that:

- in the preparation of annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024 and the profit and loss of the Company for the year ended March 31, 2024;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Annual accounts have been prepared by Directors on a going concern basis;
- the Directors have laid down adequate internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- Based on the framework of internal financial controls (including the Control checks) for financial reporting and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditor and the reviews performed by the management and the 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 Financial Year 2023-24; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **16. AUDIT COMMITTEE**

During FY 2023-24, the Audit Committee of the Board comprises of four Directors namely Mr. Rakesh Kumar Gupta (Chairman), Mr. Akhilesh Kumar Maheshwari (Member), Dr. Chandra Kumar Jain (Member), Ms. Archana Jain (Member).

Mr. Rakesh Kumar Gupta (Chairman) and Mr. Akhilesh Kumar Maheshwari (member) ceased to be the chairman and member of the Audit Committee of the Company respectively with effect from close of business hours on March 31, 2024 due to the completion of their two terms of directorship.

The Board at its meeting held on May 21, 2024, re-constituted the Audit Committee of the Company and w.e.f. April 1, 2024, the re-constituted Audit Committee consist of Mr. Nitesh Garg as Chairman and Mr. Soumyajit Mitra, Dr. Chandra Kumar Jain and Ms. Archana Jain as Members of the committee.

As on March 31, 2024, the Audit Committee comprises of 4 Director/ Member out of which 3 are independent. The said composition is as per Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. More details on Audit Committee are given in Corporate

Governance Report. All the recommendations made by the Audit Committee during the year under review were accepted by the Board.

## **17. NOMINATION AND REMUNERATION POLICY**

Pursuant to Section 178(3) of the Companies Act, 2013, NRCC has formulated “Nomination and Remuneration Policy” which deals inter-alia with appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees. The said policy is uploaded on the website of the Company and web-link thereto is <https://www.gulshanindia.com/policy.html>.

## **18. SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY**

In accordance with the requirements of Section 135 of the Act, the Company has constituted a Sustainability and Corporate Social Responsibility (SCSR) Committee. The composition and terms of reference of the CSR Committee are provided in the Corporate Governance Report.

The CSR Policy is available on the website of the Company at <https://www.gulshanindia.com/policy.html>.

During the year under review, your Company has spent eligible and budgeted amount towards Corporate Social Responsibility (“CSR”) activities in accordance with Schedule VII of the Companies Act, 2013. While the Company’s sustainability strategy is to environmentally sustainable business practices across its value chain, making the right choices to protect the environment. Further, sustainability strategy and CSR activities are complement as well as supplement each other.

During the year, the on-going project of the Company with Mridul Literacy Society which was approved in the Board Meeting held on May 20, 2022 has been cancelled in the SCSR meeting held on November 07, 2023 due to various bottleneck regulatory approvals and shortage of time.

Further, pursuant to the recommendation of Sustainability and Corporate Social Responsibility Committee (SCSR) at its meeting held on March 19, 2024, the Board of Directors of the Company at its meeting held on March 19, 2024 approved “Rural Development Project (Assam)” an On-going Project as per CSR Policy of the Company with Gulshan Care Foundation which is estimated to be completed by March 31, 2027.

Annual Report on CSR activities for the financial year 2023-24 in the prescribed format is annexed as “**ANNEXURE-B**” to this Board’s Report.

## **19. AUDITORS**

### **STATUTORY AUDITORS**

M/s Rajeev Singal & Co., Chartered Accountant (Firm Registration No. 008692C), have been appointed as the Statutory Auditors of the Company for a period of five consecutive years in the 22<sup>nd</sup> Annual General Meeting of the Company held on September 28, 2022 till the conclusion of the 27<sup>th</sup> AGM of the Company to be held in the year 2027. Further, as required under Regulation 33(1)(d) of Listing Regulations, they hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India.

### **STATUTORY AUDITORS’ REPORT**

The Auditors’ Report on standalone and consolidated financial statements for the year ended March 31, 2024 forms integral part of this Annual Report. The Auditors’ Report does not contain any qualifications, reservations, adverse remarks and disclaimer. Notes to the Financial Statements are self explanatory and do not call for any further comments. The Statutory Auditors of the Company have not reported any incident of fraud under Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force) during the year under review.

### **COST AUDITORS**

The Company is required to maintain the cost records as specified by the Central Government under section 148(1) of the Act and accordingly, such accounts and records are made and maintained. As per the requirement of Central Government and pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company has been carrying out the audit of its cost records.

On the recommendation of Audit Committee, the Board of Directors of the Company has re-appointed M/s MM & Associates, Cost Accountants (Firm Registration No. 000454), as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2024-25. As required under the Act, a resolution seeking approval of the members for the ratification for the remuneration payable to the Cost Auditor forms part of the Notice convening the forthcoming 24<sup>th</sup> Annual General Meeting.

### **SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT**

As required under Section 204 of the Act and the rules made thereunder, the Board had appointed M/s. DMK Associates, Company Secretaries, (Firm Registration Number: P2006DE003100), Practicing Company Secretaries as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report for the financial year 2023-24 issued by the Secretarial Auditors in prescribed Format in Form MR-3 is attached as “**ANNEXURE- C**” to the Board’s Report.

The observations given by the Secretarial Auditors in its Secretarial Audit Report along with explanation to the same is as below:

There was a delay of 1 (One) day in giving prior intimation to BSE & NSE by the Company under Regulation 29(1)&(2) of SEBI LODR, of one agenda item, i.e., Fund Raising through issue of eligible Securities, which was to be taken at the board meeting dated August 04, 2023, for which a fine of Rs. 11,800/- (Inclusive of GST) was levied by BSE & NSE respectively on the Company and the same was paid.

The response of your Directors on the observation made by the Secretarial Auditor is that the delay was inadvertent and the fine levied by NSE & BSE has been duly paid by the Company.

## **20. SECRETARIAL STANDARDS**

During the Year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial Audit Report.

## **21. WHISTLE BLOWER POLICY/ VIGIL MECHANISM POLICY**

Pursuant to the provisions of Section 177 of the Act and Regulation 22 of Listing Regulations, the Company has in place a Vigil Mechanism Policy/ Whistle Blower Policy to provide a platform to the Directors and Employees of the Company to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company. The details of Vigil Mechanism / Whistle Blower Policy adopted by the Company have been explained in the Corporate Governance Report, forming integral part of this report. The revised policy is available on website of the Company at <https://www.gulshanindia.com/pdf/policy/whistle-blower-policy-vigil-mechanism.pdf>.

## **22. RISK MANAGEMENT**

Your Company recognizes that risk is an integral part of the business and is committed to manage the risks in a proactive and efficient manner. GPL has adopted Risk Management Policy for risk identification, assessment and mitigation. Major risks identified by the Company are systematically addressed through mitigating actions on a continuous basis. Some of the risks that the Company is exposed to are financial risks, raw material price risk, regulatory risks and economy risks. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis. The Internal Audit Reports and Risk Management Framework are reviewed by the Audit Committee. Further, the Company also has in place Risk Management Committee to assess the risks and to review risk management plans of the Company.

## **23. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls commensurate to the size and nature of its business. The Company has policies and procedures in place for ensuring orderly and efficient conduct of its business and operations 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. The details of internal control systems are given in the Management Discussion and Analysis Report attached to this Report.

An independent internal audit function is an important element of the Company's internal control systems. This is executed through an internal audit programme and periodic review by the management and the Audit Committee.

During the year under review, M/s Svaraj & Associates, Chartered Accountants, (Firm Registration No. 014203N) are engaged as Internal Auditors of the Company, with the audit processes and procedures.

The Audit Committee has satisfied itself on the adequacy and effectiveness of the internal financial control systems laid down by the management. The Statutory Auditors have confirmed the adequacy of the internal financial control systems over financial reporting.

## **24. CORPORATE GOVERNANCE REPORT**

As per Regulation 34(3) read with Schedule V of the Listing Regulations, your Company has complied with the requirements of corporate governance. A Corporate Governance Report along with Certificate from Practicing Company Secretary confirming compliance of corporate governance for the year ended March 31, 2024 is provided separately and forms integral part of this Annual Report.

## **25. MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis containing Information inter-alia on industry trends, your company's performance, future outlook, opportunities and threats for the year ended March 31, 2024, is provided in a separate section forming integral part of this Annual Report.

## **26. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING**

A separate section on Business Responsibility and Sustainability Reporting(BRSR) forms part of the Annual Report as required under Regulation



34(2)(f) of the Listing Regulations.

**27. ANNUAL RETURN**

In terms of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at [https://www.gulshanindia.com/pdf/2023-24/Annual\\_Return\\_MGT-7.pdf](https://www.gulshanindia.com/pdf/2023-24/Annual_Return_MGT-7.pdf).

**28. RELATED PARTY TRANSACTIONS**

All Related Party Transactions (RPT) entered during FY 2023-24 were on arm's length basis and in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. During the year under review, your Company did not enter into any material RPT under the provisions of Section 188 of the Act and Listing Regulations, accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company and hence does not form part of this report.

The prior approval of the Audit Committee is obtained for all Related Party Transactions. A statement of all Related Party Transactions is reviewed by the Audit Committee on a quarterly basis. Your Company has adopted a policy on Related Party Transactions and it has been uploaded on the Company's website at <https://www.gulshanindia.com/policy.html>.

**29. PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES, SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review, your Company has neither given loan to any bodies corporates or any other persons nor provided any corporate guarantee or security under Section 186 of the Companies Act, 2013. Particulars of investments and disclosure required under Section 186(4) of the Companies Act, 2013 are provided in the notes to the standalone financial statements.

**30. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

Your Company always endeavours and provide conducive work environment that is free from discrimination and harassment including sexual harassment. Your Company has zero tolerance towards sexual harassment at workplace and has adopted a policy for prevention of Sexual Harassment of Women at workplace. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee.

During the year under review, no complaint pertaining to sexual harassment were received and no complaint was pending as on March 31, 2024.

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

The Information on energy conservation, technology absorption, foreign exchange earnings and outgo in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in "Annexure-D" annexed to this Report.

**32. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration of Directors, Key Managerial Personnel and other related disclosure is given as "Annexure E" to this Board Report. Information required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 viz. Details of top ten employees of the Company in terms of remuneration drawn during FY 2023-24 and particulars of employees drawing remuneration in excess of the limits specified in Rule 5(2) of the said rules is provided in Annexure forming part of this Report.

As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members of the Company excluding the said Annexure. Any member interested in obtaining a copy of said Annexure may write to the Company Secretary at the Registered Office of the Company. The said annexure will be available for inspection by the members at the Registered Office of the Company twenty-one days before and upto the date of ensuing Annual General Meeting during the business hours on working day.

**33. ENVIRONMENT, HEALTH AND SAFETY**

Environment, Health and Safety are among the core values of your Company. In order to promote zero accident culture, your Company has conducted various training & awareness programs.

Employees are encouraged to report all incidents so that preventive actions can be taken to avoid any mishap. Environment sustainability is paramount to any industry and your Company is conscious of its responsibility towards the impact of its operations on the environment.

The Health and Safety of employees is paramount and GPL's stand on Environment, Health and Safety of its employees and it is clearly outlined in Policy. GPL's Environment, Health & Safety (EHS) strategies are directed towards achieving the greener and safe operations across all units by optimising the usage of natural resources and providing a safe and healthy workplace.

Your Company believes that healthy and hygienic work environment not only benefits the workforce but it also increases the productivity and works as a retention tool.

#### 34. CREDIT RATINGS

During the period under review, the CRISIL Ratings Limited has reaffirmed and granted 'CRISIL A/Stable' rating to Long-Term Facilities and 'CRISIL A1' rating to Short-Term Facilities, to your Company.

#### 35. OTHER STATUTORY DISCLOSURES

- a. **Change in Nature of Business:** During the year under review, there has been no change in the nature of the business of the Company.
- b. **Cash Flow Statement:** The Cash Flow Statement of the Company for the financial year ending on 31<sup>st</sup> March, 2024 has been prepared in accordance with Ind AS 7. The 'Statement of Cash Flows' is attached and forms part of the financial statements of the Company.
- c. **Deposits:** The Company did not invite/accept any deposits covered under Chapter V of the Companies Act, 2013. Accordingly, no disclosure or reporting is required in respect of details relating to deposits covered under this Chapter.
- d. **Material Changes in Financial Position:** No material change or commitment has occurred after the end of the Financial Year 2023- 24 till the date of this Report, which affects the financial position of your Company. Your Company maintains appropriate internal control systems, which also provide reasonable assurance of recording the transactions of all material aspects of our operations and of providing protection against significant misuse or loss of the Company's assets.
- e. **Significant or Material orders:**

There were no significant or material orders passed by the Regulators or Courts or Tribunal impacting the going concern status of the Company and its future operations.

- f. **Industrial Relations:** During the year under review, industrial relations remained harmonious at all our offices and establishments.
- g. **Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status at the end of the financial year**

During the year, your Company has not made any application under Insolvency and Bankruptcy Code, 2016. Further, No Proceeding pending under Insolvency and Bankruptcy Code, 2016 during the year ended 31<sup>st</sup> March, 2024 so disclosure required under Section 134(3)(q) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable on the Company.

- h. **Details of difference between amount of valuation done at the time of one time settlement and the valuation done while taking loans from the banks or financial institutions along with the reasons thereof.**

During the year under review, no disclosure is required of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loans.

#### 36. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or future outlook may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statements.

#### 37. ACKNOWLEDGEMENTS

Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilization of the Company's resources for sustainable and profitable growth.

Your Directors would like to place on record their appreciation for the continued co-operation and support received by the Company during the year from its customers, suppliers, bankers, financial institutions, business partners and other stakeholders.

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

Place: Delhi  
Date: May 21, 2024

**Dr. Chandra Kumar Jain**  
Chairman and Managing Director  
DIN: 00062221

## Form AOC-1

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

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

Part A – Subsidiaries

(In Lakhs)

Sl. No.	Name of the Subsidiary	Gulshan Overseas- FZCO
	Reporting Currency and Exchange Rate as on March 31, 2024.	AED
	The date since when subsidiary was acquired	08/09/2021
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	April to March
	Share capital	22.74
	Reserves and surplus	-29.87
	Total assets	6.15
	Total Liabilities	13.28
	Investments	-
	Turnover	-
	Profit before taxation	-11.06
	Provision for taxation	-
	Profit after taxation	-11.06
	Proposed Dividend	-
	Extent of shareholding (in percentage)	100%
	Country	UAE (Dubai)

Notes: During the year under review, there are no subsidiaries which are yet to commence operations and sold or liquidated

PART B- Associates and Joint Ventures

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

For and on behalf of Board of Directors

**DR. CHANDRA KUMAR JAIN**  
Chairman & Managing Director  
DIN: 00062221

**ASHWANI KUMAR VATS**  
Whole Time Director and CEO  
DIN: 00062413

**ARCHISHA TYAGI**  
Company Secretary

**RAJIV GUPTA**  
Chief Financial Officer

Date: May 21, 2024  
Place: Delhi

# Sustainability & Corporate Social Responsibility



## Annual Report on Corporate Social Responsibility (CSR) Activities for Financial Year 2023-24

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

### 1. A brief outline on the CSR policy of the Company

The Corporate Social Responsibility (CSR) policy has been developed in consonance with Section 135 of the Companies Act, 2013 and in accordance with the CSR Rules notified thereof by the Ministry of Corporate Affairs, Government of India and shall apply to all CSR projects undertaken by Gulshan Polyols Limited ('GPL') as per schedule VII of the Act, within the geographical limits of India only, for the benefit of marginalized, disadvantage, poor or deprived sections of the community and the environment with an objective to improve people's lives by empowering communities and thereby creating sustainable impact in the areas we operate. The activities that the Company has undertaken under the CSR Policy area pertains to Livelihood enhancement-training and skill development, Preventive healthcare and sanitation, Promotion of education, save drinking water and Environment sustainability etc.

Our CSR is not limited to philanthropy, but encompasses holistic community development, institution-building and sustainability-related initiatives. The CSR Policy of the Company, as approved by the Board of Directors, is available on the Company's website at <https://www.gulshanindia.com>. Brief overviews of your Company's CSR projects/activities are given in this report.

### 2. Composition of SCSR Committee as on 31<sup>st</sup> March, 2024

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of SCSR held during the year	Number of meetings of SCSR Committee attended during the year
1.	Ms. Archana Jain	Chairperson/ Independent Director	3	2
2.	Ms. Arushi Jain	Member/ Executive Director	3	3
3.	Ms. Aditi Pasari	Member/ Executive Director	3	3

### 3. Provide the web-link where Composition of SCSR committee, CSR Policy and CSR projects as approved by the board and disclosed on the website of the company:

The weblink of CSR Policy: <https://www.gulshanindia.com/csr-policy.html>

The weblink of CSR Composition: <https://www.gulshanindia.com/csr-policy.html>

The weblink of CSR projects: <https://www.gulshanindia.com/about-community-development.html>

### 4. Provide Executive Summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014: The provisions of impact assessment in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable.

5. (a) Average net profit of the company as per section 135(5): Rs. 8,942.94 Lakhs
- (b) Two percent of average net profit of the Company as per Section 135(5): Rs. 178.86 Lakhs
- (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 2023-24 (5b+5c-5d): Rs. 178.86 Lakhs (considering unspent CSR amount of Rs. 60 Lakhs carried forward from F.Y. 2021-22 and Rs. 61.17 Lakhs from FY 2022-23 spend in FY 23-24, the total obligation is Rs. 300.03 Lakhs)
6. (a) Amount spent on CSR Projects (both ongoing Project and other than Ongoing Project): Rs. 135.59 Lakhs other than 121.17 lakhs of unspent amount of FY 2021-22 and FY 2022-23 which was spent in FY 2023-24.
- (b) Amount spent in Administrative Overheads: Rs. 6.50 Lakhs
- (c) Amount spent on Impact Assessment, if applicable: NA
- (d) Total amount spent for the Financial Year (6a+6b+6c): Rs. 135.59 Lakhs excluding 121.17 lakhs of previous unspent which is spent in FY 2023-24)

(e) CSR Amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year 2023-24 (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount (₹ in Lakhs)	Date of transfer	Name of the Fund	Amount (₹ in Lakhs)	Date of transfer
Rs. 178.86 Lakhs	Rs. 36.77 Lakhs	29.03.2024			NA

(f) Excess amount for set off, if any: Not Applicable

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

7. Details of Unspent CSR amount for the preceding three financial years

S.No.	Preceding Financial Year (s)	Amount transferred to Unspent CSR Account under section 135(6) (in Lakhs)	Balance Amount in Unspent CSR Account under section 135 (6) (in Lakhs)	Amount spent in the Financial year (in Lakhs)	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 Lakhs)	Date of Transfer		
1	FY-1 (2020-21)	NIL	NIL	NIL	NIL	NIL	NIL	N.A
2	FY-2 (2021-22)	Rs. 60.00 Lakhs	NA	Rs. 60.00 Lakhs	NIL	NIL	NIL	N.A
3	FY-3 (2022-23)	Rs. 61.17 Lakhs	NA	Rs. 61.17 Lakhs	NIL	NIL	NIL	N.A

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial year: Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135

The Company could not spend 2% of the average net profit as per subsection (5) of section 135 of the Act on its CSR activities during the Financial Year 2023-24 as the ongoing project of "Mridul Literacy Degree College" was cancelled by the Board.

The Administration Expenses on CSR Activities is Rs. 6.50 Lakhs.

The Company has spent Rs. 135.59 lakhs on CSR activities against CSR obligation Rs. 178.86 lakhs. The balance amount 36.77 lakhs is transferred to Unspent CSR Account - FY 2023-24 for spending on existing ongoing projects of the Company as approved by the Board.

For and on behalf of the Board of Directors

Date: May 21, 2024  
Place: Delhi

**Dr. Chandra Kumar Jain**  
Chairman & Managing Director  
DIN: 00062221

**Archana Jain**  
Chairperson, Corporate Social Responsibility  
and Sustainability Committee  
DIN: 009171307

**FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

*[Pursuant to section 204(1) of the Companies Act, 2013 read with rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,

**The Members**

**GULSHAN POLYOLS LIMITED**

**CIN: L24231UP2000PLC034918**

**9th KM Jansath Road,**

**Muzaffarnagar, Uttar Pradesh-251001**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 ("**Audit Period**"), 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 along with **Annexure-1** attached to this report:

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

- (i) The Companies Act, 2013 (the "**Act**") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 ("**FEMA**") and the rules and regulations made thereunder to the extent of Foreign Direct Investment ("**FDI**"), Overseas Direct Investments ("**ODI**") and External Commercial Borrowings ("**ECB**"). (**No fresh FDI and ECB was taken except ODI was given by the Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"), as amended:-
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "**SEBI LODR**");
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
  - (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (herein after referred as "**SEBI ICDR**");
  - (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company during the review period**)
  - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the review period**)

**OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT**

- a) Foods Safety & Standards Act, 2006;
- b) Foods Safety & Standards (Licensing & Registration of Food Business), Regulations, 2011;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India on Board of Directors (SS-1) and on General Meeting (SS-2).
- (ii) The Listing Agreements entered into by the Company with the BSE Limited ("**BSE**") and National Stock Exchange of India ("**NSE**") as per SEBI LODR as amended.,.

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

*There was a delay of 1 (One) day in giving prior intimation to BSE & NSE by the Company under Regulation 29(1)&(2) of SEBI LODR, of one agenda item, i.e., Fund Raising through issue of eligible Securities, which was to be taken at the board meeting dated August 04, 2023, for which a fine of Rs. 11,800/- (Inclusive of GST) was levied by BSE & NSE respectively on the Company and the same was paid.*

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Women and Independent Directors and there was no change in the composition of the Board of Directors was took place in the company.
2. Adequate notices of at least seven days were given to all the directors to schedule the Board and Committee Meetings along with agenda and detailed notes on agenda in compliance with the provisions of the Act 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 in compliance of the Act.
3. All decisions at Board Meetings and Committee Meetings have been carried out unanimously and recorded in the Minutes of the meetings. Further, as informed and verified from minutes, no dissent was given by any director in respect of the resolutions passed in the Board and the Committee Meeting.

Based on the compliance mechanism established by the Company **we further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has undertaken the following event / action which may be construed as major in pursuance of above referred laws, rules, regulations; guidelines, standards etc.:

1. The Shareholders of the Company have passed the ordinary resolution through Postal Ballot on June 13, 2023 approving the issuance of Bonus Shares to the holders of the existing equity shares of the Company in consideration of their said holding in the ratio of 1:5 i.e. 1 (One) new fully paid up equity share for every 5(Five) existing fully paid up equity shares held by the Members, in accordance with the provisions of Section 63 of the Act and SEBI ICDR Regulations.

Further, the Allotment of Share Committee of the Board vide its resolution dated June 23, 2023 have allotted 1,03,95,097 equity shares of Rs. 1/- each as bonus shares to the existing shareholders in the abovementioned ratio by capitalization of Rs. 1,03,95,097/- (Rupees One Crore Three Lakh Ninety Five Thousand and Ninety Seven Only) out of the Security Premium Account of the Company outstanding as on March 31, 2023.

2. Special Resolutions have been passed by the shareholders of the company in the Annual General Meeting held on September 29, 2023 for:
  - increasing the limits to create pledge/charge/mortgage/hypothecation on the movable and immovable properties of the company, both present and future, in respect of borrowings up to Rs. 1500,00,00,000/- (Rupees One Thousand and Five Hundred Crores Only) under section 180(1)(a) of the Act.
  - increasing the limit of borrowings of the Company upto Rs. 1500,00,00,000/- (Rupees One Thousand and Five Hundred Crores Only) under Section 180(1)(c) of the Act.
  - for raising funds and issuance of securities for an aggregate amount upto Rs 250,00,00,000 (Rupees Two Hundred and Fifty Crore Only) under Section 23, 42, 62, 71 and 179 of the Act and other provisions of SEBI (LODR), 2015, FEMA and RBI Regulations.

**For DMK ASSOCIATES  
COMPANY SECRETARIES**

Place: New Delhi

Date: 21.05.2024

UDIN: A036232F000409528

**SHIVANI AGARWAL  
PARTNER  
ACS 36232  
C P 18282**

Peer Review No. 779/2020



To,

The Members

**GULSHAN POLYOLS LIMITED**

**CIN: L24231UP2000PLC034918**

**9th KM Jansath Road,**

**Muzaffarnagar, Uttar Pradesh-251001**

**Sub: Our Secretarial Audit Report for the Audit Period is to be read along with this letter.**

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

**Place:** New Delhi

**Date:** 21.05.2024

**UDIN:** A036232F000409528

**For DMK ASSOCIATES  
COMPANY SECRETARIES**

**SHIVANI AGARWAL  
PARTNER  
ACS 36232  
C P 18282  
Peer Review No. 779/2020**

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

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

### A CONSERVATION OF ENERGY:

#### (i) The steps taken or impact on conservation of energy:

Conservation of Energy is an important aspect for the Company and it is a cornerstone for positive impact on environment and sustainable growth. The Company continued to improve across all facets of energy management which includes generation, distribution and consumption. All manufacturing units of the Company have taken various initiatives for saving energy consumption. Teams of all the units continuously monitor energy consumption and plan and execute various energy conservation schemes.

The Company is continuously undertaking various initiatives towards green energy thereby contributing towards clean environment. The Company continuously encourages its employees and business partners to take adequate efforts and initiatives on energy conservations.

Further, best practices and bench marking parameters are implemented in all units by the Company to realigned the existing power consuming sections and to remove bottleneck and to ensure the uninterrupted and quality power supply at the minimum cost. Some of the energy conservation measures adopted across the manufacturing units were:

#### INDUCE ENERGY CONSERVATION

- Conventional light replacement with energy efficient LED light for Godown lighting, street lighting and plant lighting across all manufacturing units.
- Energy bill reduction initiative by maintaining unity power factor and low distribution losses by installation of capacitor panels in the high rated Kilo Watt ('kW') motors and machineries.
- Energy bill reduced by effective usage of power in night hours to avail benefit of night hours' rebate.
- Use of frequency drive in ammonia and air compressor which saves electric energy.
- Use of frequency drive in boiler for ID and FD fan which saves electric energy.
- Installed VFDs for motor for reduction of power consumption & smooth operations.
- Installation of energy efficient ceiling fans.
- Phase wise change of plant lighting system to LED to reduce power consumption.
- Installed Oxygen Analyzer in boilers for combustion control.

#### CONSERVATION OF RESOURCES

- Improving efficiency on critical resources like water and energy by doing water recoveries and optimizing energy consumption.
- Optimizing the resource consumptions and minimizing wastages by automations and controls.

The use of solar energy replaces or reduces the use of other energy sources that have a greater adverse impact on the environment.

#### ASSESSING PRE-EXISTING SYSTEMS

- Constant monitoring of energy consumption and further requisite follow-up.
- In off –hours, lights in work premises is kept off.

These measures have also led to power saving, reduced maintenance time and cost, improved hygienic conditions and consistency in quality and improved productivity. The Company is making all efforts to put stress on energy conservation by taking measure to ensure that plant be kept continuous running and idle time is reduced to bare minimum.

#### (ii) The steps taken by the Company for utilizing alternate sources of energy:

The Company has initiated steps towards utilizing environment friendly alternate sources/renewable sources of energy by way of installation of Solar Panels.

#### (iii) The capital investment on energy conservation equipment: NIL

### B TECHNOLOGY ABSORPTION:

Technology absorption across the various function and its processes are the Key priority for the Company. The Company promoted adoption of latest Research and technology development which helps to create superior value by harnessing internal Research and Development skills and competencies and creates innovations in emerging technology domains related to the Company's various businesses.

#### Research and technology development of the Company focuses on:

- a. Processes and catalyst development to support existing business and create breakthrough technologies for new businesses;
- b. Advanced troubleshooting; and
- c. Support to projects, profit and reliability improvements in manufacturing plants.

(i) **The efforts made towards technology absorption:**

Owing to the nature of operations of the Company, the information pertaining to Technology Absorption is not applicable to the Company. However, the Company endeavors to avail the latest technology trends and practices in its operations.

(ii) **The benefits derived like product improvement, cost reduction, product development or import substitution:** None

(iii) **Technology imported during the last three years reckoned from the beginning of the financial year:** None

(iv) **Expenditure incurred on research and development:** NIL

**C FOREIGN EXCHANGE EARNINGS & OUTGO:**

The Details of Foreign Exchange and Outgo for FY2023-2024 on an Accrual Basis are set out below:

(₹ in Lakhs)

S. No.	PARTICULARS	2023-24	2022-23
1.	Foreign Exchange Earnings	8,09,89,217.33	19,15,75,374.70
2.	Foreign Exchange Outgo	1,29,88,391.00	18,80,002.88

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

Date: May 21, 2024  
Place: Delhi

**Dr. Chandra Kumar Jain**  
Chairman and Managing Director  
DIN: 00062221

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

[Pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

S. No.	Name	Designation	Remuneration FY 2023-24 (Amount in lakhs)	(+/-) Remuneration (%)	Ratio of Remuneration of each Director to Median remuneration of employees
<b>EXECUTIVE DIRECTOR</b>					
1	Dr. Chandra Kumar Jain	Chairman and Managing Director	300.80	0	98.30
2	Ms. Arushi Jain	Joint Managing Director	104.48	7.93	34.14
3	Ms. Aditi Pasari	Joint Managing Director	104.48	7.93	34.14
4	Mr. Ashwani Kumar Vats	Whole Time Director and CEO	84.76	4.65	27.70
<b>NON-EXECUTIVE DIRECTORS</b>					
5	Mr. Akhilesh Kumar Maheshwari	Independent Director	5.4	N.A (Note 1)	1.76
6	Mr. Rakesh Kapoor	Independent Director	5.3		1.73
7	Mr. Rakesh Gupta	Independent Director	5.4		1.76
8	Ms. Archana Jain	Independent Director	5.2		1.70
					2.09
<b>KEY MANAGERIAL PERSONNEL</b>					
9	Mr. Rajiv Kumar Gupta	Chief Financial Officer	33.39	3.86	10.91
10	Ms. Asha Mittal*	Company Secretary	8.58	N.A	2.80
11	Ms. Archisha Tyagi*	Company Secretary	2.41	NA	0.79

\*Ms. Archisha Tyagi was appointed w.e.f. January 18, 2024 in place of Ms. Asha Mittal who resigned from the said position w.e.f. January 13, 2024.

**Notes:**

- The remuneration of Independent Directors has varied on account of number of meetings attended by them.
  - Above remuneration is on due basis.
  - The Remuneration of Non-Executive & Independent Directors covers sitting fees for attending Board/ Committee Meetings and commission which relates to FY2023-24.
- A. The median remuneration is `3.06 Lakhs annually for FY 2023-24.**
- B. Percentage increase in the median remuneration of employees in FY 2023-24: 12.92%**
- C. Number of permanent employees on the rolls of the Company as on March 31, 2024: 526 as on March 31, 2024**
- D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof –** The average percentile increase already made in the salaries of employees other than Managerial Personnel was 19.90% and the average percentile increase in the remuneration of Managerial Personnel was 3.29% during the last Financial Year.
- E. Affirmation:**  
It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

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

**Dr. Chandra Kumar Jain**  
Chairman and Managing Director  
DIN: 00062221

Date: May 21, 2024

Place: Delhi

*"Empowering communities,  
enriching lives—our responsibility beyond business."*



## Corporate Governance Report

[Pursuant to Regulation 34(3) read with Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a report on Corporate Governance for the year ended March 31, 2024 is given below:

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Gulshan Polyols Limited ("**the Company**" or "**GPL**"), Corporate Governance is both a tradition and a way of life. We believe in "**Sabka Saath, Sabka Vikas**" (**Hand in hand, grow together**) and always committed towards achieving the same. The Company is fully committed to incorporate a sound corporate governance practices and upholding the highest business standards in conducting business. Being a value-driven organization, the Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz., integrity, equity, transparency, fairness, disclosure, accountability and commitment to values. The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for its Stakeholders.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company truly believes in independence, responsibility, transparency, professionalism, accountability and code of ethics, which are the basic principles of corporate governance. The Company always stressed in achieving optimum performance at all levels by adopting and adhering to best corporate governance practices and endeavours to adopt the industry's best practices, focusing on transparency in its affairs, the functioning of the Management and Board, and accountability towards stakeholders. The Company's philosophy ensures that it creates sustainable value for shareholders while fulfilling social obligations and complying with regulatory requirements. The Company's policies prioritize the augmentation of long-term shareholder value while maintaining integrity and focus on corporate governance as a means to maximize long-term stakeholders' value through disciplined and sustained growth and value creation. The Company has professionals on its Board of the Directors who are actively involved in the deliberations of the Board on all important policy matters.

Your Directors view good Corporate Governance as the foundation for honesty and integrity and recognize these matters to maintain your trust. The Company strives hard to achieve establishment of internal controls and risk management; internal and external communications; and high standards of safety, health and environment management, accounting fidelity, product and service quality. The Company also believes that for a Company to succeed, it must consistently maintain commendable standards of corporate conduct towards its employees, customers, society and other stakeholders.

At GPL, good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. The Company's Corporate Governance structure ensures timely implementations of plans and adequate disclosures as well as fair dealings with stakeholders' interests thereby ensuring highest standards of business ethics and integrity. The Company always endeavors to leverage its resources to translate opportunities, create awareness of corporate vision and spark dynamism at all levels.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable, with regard to corporate governance.

### II. BOARD OF DIRECTORS

As on March 31, 2024, the Board of Directors is in conformity with Regulations 17 of the Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013 ('the Act'). The Board of Directors of the Company comprised of Eight (8) Directors. The Chairman of the Board is an Executive Director. The Company has an optimum combination of Executive and Non-Executive Directors in accordance with Regulation 17 of Listing Regulations. The Board has four (4) Executive Directors and four (4) Non-Executive Independent Directors (including one Woman Independent Director). The Board has diversity in terms of age, expertise, domain experience, gender etc. Their Composition with other details is stated below in **Table A**. The Board of Directors takes into account the interest of all Stakeholders while discharging its responsibilities and provides leadership and guidance to the Company's management while discharging its fiduciary responsibilities thereby ensuring that the management adheres to the high standards of ethics, transparency and disclosures.

Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limit specified under Regulation 26 (1) of the Listing Regulations. None of the Directors hold Directorships in more than 20 Companies including 10 Public Companies pursuant to the provisions of Section 165 and all the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Companies Act, 2013. Further, the other directorships held by all Directors including Independent Directors are within the limit prescribed under Listing Regulations.

During the year under review, all Independent Directors of the Company fulfil the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and have furnished declaration of independence to that effect pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations. The said declarations of independence

were reviewed and taken on record by the Board and in the opinion of the Board, all Independent Directors of the Company fulfil the criteria of independence and all conditions specified in the Listing Regulations and are independent of the management.

The skills, expertise and competencies of the Directors as identified by the Board in the context of business(es) of the Company, are provided in this Report. These skills, expertise and competencies are available in the present mix of the Directors of the Company.

**A. Composition and other details of the Board as on March 31, 2024**

Name of the Director(s) & DIN	Category	Directorships in Other Listed Entities and Category of Directorships	No. of other Directorships; and Committees' Chairmanships and Memberships in Indian Public Companies		
			Other Directorship <sup>2</sup>	Committees Chairmanship	Committees Membership <sup>3</sup>
Dr. Chandra Kumar Jain DIN:00062221	<i>Executive, Chairman and Managing Director and Promoter</i>	-	1	-	1
Ms. Arushi Jain DIN:00764520	<i>Executive, Joint Managing Director and Promoter</i>	-	1	-	1
Ms. Aditi Pasari DIN:00120753	<i>Executive, Joint Managing Director and Promoter</i>	-	1	-	1
Mr. Ashwani Kumar Vats DIN:00062413	<i>Executive, Whole Time Director and CEO</i>	-	-	-	-
Mr. Akhilesh Kumar Maheshwari DIN:00062645	<i>Non-Executive &amp; Independent Director</i>	Genus Paper & Boards Limited- Executive Director	1	1	1
Mr. Rakesh Kumar Gupta DIN:06909233	<i>Non-Executive &amp; Independent Director</i>	-	-	1	-
Ms. Archana Jain DIN:09171307	<i>Non-Executive &amp; Independent Director</i>	Oriana Power Limited- Non-Executive Independent Director	2	2	2
Mr. Rakesh Kapoor DIN:00015358	<i>Non-Executive &amp; Independent Director</i>	The Ugar Sugar Works Ltd.- Non-Executive Independent Director	-	1	-

1. Dr. Chandra Kumar Jain, Ms. Arushi Jain & Ms. Aditi Pasari are the promoters of the Company. Further, Ms. Arushi Jain and Ms. Aditi Pasari are daughters of Dr. Chandra Kumar Jain. Therefore, Ms. Arushi Jain and Ms. Aditi Pasari being daughters of Dr. Chandra Kumar Jain and being sisters are related to each other. Except these, there are no other inter-se relationships among the Directors.
2. Number of Directorships held in other public companies excludes Directorship of Gulshan Polyols Limited. Directorship held in Section 8 Companies, Private Limited Companies, Foreign Companies, Limited Liability Partnership, Companies under process of strike off.
3. Committees considered for the purpose are those prescribed under Regulation 26 of the Listing Regulations viz. Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (listed or unlisted) including Gulshan Polyols Limited. Further, number of Memberships does not include number of Chairmanships.
4. Mr. Akhilesh Kumar Maheshwari (DIN:00062645) and Mr. Rakesh Kumar Gupta (DIN:06909233) have ceased to be an Non Executive-Independent Director(s) on the Board of Directors of the Company with effect from close of business hours of 31<sup>st</sup> March, 2024 respectively on completion of their second consecutive term as an Independent Directors for which they were re-appointed by the shareholders of the Company at the 19th Annual General Meeting held on 21st September, 2019. Consequent to the cessation of Mr. Akhilesh Kumar

Maheshwari and Mr. Rakesh Kumar Gupta as Directors, they will also cease to be member and chairman of the Committees of the Board respectively.

5. Mr. Nitesh Garg (DIN:10257604) and Mr. Soumyajit Mitra (DIN:10262167), has been appointed in the category of Non Executive-Independent Director(s) of the Company with effect from April 1, 2024 and same has been approved by the Members in the 23rd Annual General Meeting of the Company held on 29<sup>th</sup> September, 2023.

**6. Terms and conditions of appointment of Independent Directors.**

The terms and conditions of appointment of Independent Directors have been disclosed on the Company's website.

**A. Board Meetings**

Meetings of the Board are generally held at the Corporate Office of the Company situated at G-81, Preet Vihar, New Delhi-110092. During the financial year, the Board met six (6) times on May 12, 2023, August 04, 2023, November 07, 2023, January 18, 2024, February 09, 2024 and March 19, 2024. The maximum gap between any two consecutive Board Meetings was less than one hundred and twenty days as stipulated under the Act, Regulation 17 of the Listing Regulations and Secretarial Standards. Necessary quorum was present in all the Board meetings.

The Company holds at least four Board Meetings in a year, within a maximum time gap of one hundred and twenty (120) days between two meetings, inter alia, to review the Financial Results. Besides these, additional Board Meetings are convened as per business needs of the Company. Urgent matters are also approved by the Board by passing resolution(s) through circulation, if required and as per applicable laws. All Directors on the Board are free to suggest any item for inclusion in the agenda for consideration of the Board. Directors are expected to attend Board and Committee Meetings, spend the necessary time and meet as frequently as the situation wants to properly discharge their responsibilities.

All material information was circulated to the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of the Listing Regulations. Agenda papers are shared electronically and physically to the Directors, before the meetings with in the stipulated time. Draft Minutes of the Board and Committee meetings are circulated to the Directors of the Company for their comments and thereafter, noted by the Board/Committee in its next Meeting.

**The Board Meetings held including details of attendance of the Board of Directors during the year 2023-24 and at the last Annual General Meeting duly held on September 29, 2023:**

S. No.	Name	Number of Board Meetings attended out of total meetings held during FY 23-24	Whether Last AGM Attended
1	Dr. Chandra Kumar Jain	6/6	Yes
2	Ms. Arushi Jain	6/6	No
3	Ms. Aditi Pasari	6/6	Yes
4	Mr. Ashwani Kumar Vats	4/6	Yes
5	Mr. Akhilesh Kumar Maheshwari	5/6	No
6	Mr. Rakesh Kumar Gupta	5/6	Yes
7	Ms. Archana Jain	4/6	Yes
8	Mr. Rakesh Kapoor	3/6	No

**B. Matrix highlighting core skills/expertise/ competencies of the Board of Directors:**

The following is the list of core skills/ competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

<b>Business Leadership</b>	Leadership experience including areas of business development, succession planning, driving change, long term growth and guiding the Company and its Senior Management towards its vision and goals.
<b>Visioning and Strategic Planning</b>	Expertise in developing and implementing strategies for sustainable and profitable growth in the changing business environment. Ability to assess the strength and weaknesses of the Company and devise strategies to gain competitive advantage.
<b>Financial Literacy</b>	Expertise in understanding and management of complex financial functions and processes of a large organizations, and knowledge of accounting, finance and taxation.
<b>Technology &amp; Innovation</b>	Experience and knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data center, data security etc.



<b>Risk Management</b>	Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.
<b>Legal &amp; Governance</b>	Knowledge and experience in regulatory and governance requirements and ability to identify & manage key risks affecting the governance of the Company.
<b>Global Experience</b>	Global mindset and staying updated on global market opportunities, competition experience in driving business successfully around the world with an understanding of diverse business environments, economic conditions and regulatory frameworks.
<b>SEBI &amp; Corporate Laws</b>	Knowledge of the Companies Act, 2013, applicable SEBI and Stock Exchange Regulations (SEBI & Corporate Laws).
<b>HR &amp; ESOPS</b>	Knowledge on Employee Benefit Schemes and matters related to employee hiring / skill development, gender diversity etc. (HR & ESOPS)

In the table below, the specific areas of focus or expertise of individual board members as on March 31, 2024 have been highlighted with (✓).

Name of Director	Areas of Skills / Expertise/Competence								
	Business Leadership	Visioning and Strategic Planning	Financial Literacy	Technology & Innovation	Risk Management	Legal & Governance	Global Experience	SEBI & Corporate Laws	HR & ESOPS
Dr. Chandra Kumar Jain	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Arushi Jain	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Aditi Pasari	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ashwani Kumar Vats	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Akhilesh Kumar Maheshwari	✓	✓	✓	-	✓	✓	-	✓	✓
Mr. Rakesh Kumar Gupta	✓	✓	✓	✓	✓	✓	✓	✓	-
Ms. Archana Jain	✓	✓	✓	-	✓	✓	✓	✓	✓
Mr. Rakesh Kapoor	✓	✓	✓	-	✓	-	✓	✓	-

#### C. Separate Meetings of Independent Directors

During the year, a separate meeting of the Independent Directors was held on May 12, 2023 as required under the section 149(8) and Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations without the attendance of Non-Independent Directors and members of the management. All three Independent Directors on the said date has attended the meeting except Mr. Rakesh Kapoor.

The Independent Directors, inter alia, discussed and reviewed performance of Non-Independent Directors, the Board as a whole, Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to formal meetings, frequent interactions outside the Board Meetings and Committee Meetings were also take place between the Independent Directors and with the Chairman, and rest of the Board.

#### D. Familiarization Programmes imparted to Independent Directors

The Company has an orientation programme upon induction of new Directors, as well as other initiatives to update Directors on a continuous basis. The Directors are also explained about the compliances required from him/her under the Companies Act, 2013, Listing Regulations and other applicable laws. The Chairman also does one to one discussion with newly appointed Directors to familiarise them with the Company's operations. Further, on an ongoing basis, as a part of Agenda of Board Meetings, discussions are made on various matters inter alia covering the Company's business and operations, Industry and regulatory updates, etc. The Company also has an ongoing familiarization programme for its Independent Directors. The Company familiarises its Independent Directors with the Company, their roles, rights, responsibilities in the Company, updates on nature of industry in which the Company operates, Company's performance and future outlook related to business, operations, expansion, strategy, budgets, financial statements, besides relevant regulatory updates. The

web link for the details of Familiarization Programmes imparted to Independent Directors on cumulative hourly basis may be accessed at <https://www.gulshanindia.com/details-of-familiarization-programmes.html> .

**E. Resignation / Discontinuation of Independent Director(s)**

During the year under review, Mr. Akhilesh Kumar Maheshwari (DIN: 00062645) and Mr. Rakesh Kumar Gupta (DIN: 06909233) completed their tenure of directorship and ceased to be Directors of the Company w.e.f close of business hours of March 31, 2024.

**F. Directors and Officers Insurance**

The Company has undertaken Directors and Officers insurance ('D and O insurance') for all its directors, including independent directors, for a quantum and risks as determined by the Board of Directors of the Company.

**G. Shareholding of Executive Directors**

**As on March 31, 2024**

Name of Directors	Number of Equity Shares held
Dr. Chandra Kumar Jain	16,62,912
Ms. Arushi Jain	16,62,762
Ms. Aditi Pasari	16,62,762
Mr. Ashwani Kumar Vats	74,080

*The Company has not issued any convertible instruments.*

**III. COMMITTEES OF BOARD**

The Board of Directors has constituted various Committees with specific terms of reference to ensure effective working of the Company and in compliance with the provisions of the Companies Act, 2013, rules framed thereunder, Listing Regulations and other applicable regulations, guidelines, circulars and notifications of Securities and Exchange Board of India ("SEBI"). These Committees operates as empowered agents of the Board of Directors. There are various Committees of the Board of Directors, which have been entrusted with adequate powers to discharge their roles & responsibilities.

These Committees are - (i) Audit Committee; (ii) Nomination, Remuneration and Compensation Committee; (iii) Stakeholders Relationship Committee; (iv) Sustainability and Corporate Social Responsibility Committee; (v) Risk Management Committee; (vi) Allotment of Share Committee; and (vii) Finance Committee. These Committee meetings are often held, as and when required and the minutes of these Committees of the Board are placed before the Board for noting.

Recommendations made by these Committees have been accepted by the Board. The Company Secretary officiates as the Secretary of the Committees. Detailed terms of reference, composition, meetings, attendance and other relevant details of these committees are as under:

The brief description of terms of reference and composition including other details of these Committees are as follows:

**1. AUDIT COMMITTEE**

The Audit Committee primarily constitutes a formal and transparent arrangement for accurate financial reporting and strong internal controls. The Committee through regular interaction with external and internal auditors and review of financial statements ensures that the interests of stakeholders are properly protected.

All members of the Audit Committee are financially literate and a majority has accounting or financial management expertise.

**a) Terms of Reference:**

The terms of reference of the Audit Committee are in accordance with the provisions of Companies Act, 2013 (hereinafter referred as 'the Act') and Regulation 18 read with Part C of Schedule II to the Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015.

The role of the Committee includes;

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of Auditors of the Company;

3. Approval of payment for any other service(s) rendered by the statutory auditors;
4. Reviewing with the management and examination of the annual financial statements and the auditor's report thereon before submission to the Board of Directors for approval;
5. Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter, if required;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions with related parties including omnibus approval for related party transactions;
9. Scrutiny of inter- corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
17. Look into the reasons for substantial defaults in the payment to shareholders, creditors etc.;
18. Reviewing the functioning of whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (amended time to time), atleast once in a financial year and verify that the systems for internal controls are adequate and are operating effectively;
21. The Audit Committee is also required to review the management decisions and analysis of financial condition and results of operations, statement of significant related party transactions, management letters / letters of internal control weaknesses issued by the internal auditors, internal audit reports relating to internal control weaknesses, the appointment, removal and terms of remuneration of the chief internal auditor;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
23. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
24. Discharge any other duties or responsibilities as may be prescribed by the applicable laws and any other function as is mentioned in the terms of reference of the Audit Committee or as may be delegated by the Board from time to time.

Further, pursuant to Regulation 18(2)(c) of the Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

- **Composition and Meetings**

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Companies Act, 2013. During the year under review, the committee met four times on May 12, 2023, August 04, 2023, November 07, 2023 and February 09, 2024. The maximum gap between any two consecutive Audit Committee Meetings did not exceed 120 days. Necessary quorum was present at the above meetings.

Mr. Rakesh Kumar Gupta, the Chairman of the Audit Committee, has expertise in accounting and financial management and all members of the Audit Committee are professionals, experienced and possess sound knowledge of finance, accounting practices and internal controls. The Chairman attended the last 23<sup>rd</sup> Annual General Meeting to answer shareholders' queries.

The composition of the Committee as on date of report and the details of Meetings attended by the Members during the year under review are given below:

S. No	Name	Category	Designation	No. of Meetings attended in 2023-2024
1	Mr. Rakesh Kumar Gupta	Non Executive Independent	Chairman	4/4
2	Mr. Akhilesh Kumar Maheshwari	Non Executive Independent	Member	4/4
3	Dr. Chandra Kumar Jain	Executive	Member	4/4
4	Ms. Archana Jain	Non Executive Independent	Member	2/4

The representatives/partner of the Statutory Auditors, Internal Auditors and Chief Financial Officer were invitees to the Audit Committee Meetings. The Company Secretary acts as the Secretary of the Audit Committee.

Mr. Rakesh Kumar Gupta and Mr. Akhilesh Kumar Maheshwari have ceased to be the Chairman and member of the Audit Committee respectively, w.e.f close of business hours of March 31, 2024 due to completion of their tenure of Directorship.

The Audit Committee was re-constituted w.e.f April 1, 2024 and reconstituted committee consist of Mr. Nitesh Garg as Chairman and Mr. Soumyajit Mitra, Dr. Chandra Kumar Jain and Ms. Archana Jain as members.

## 2. **NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE**

The Nomination, Remuneration and Compensation Committee is responsible for evaluating the balance of skills, experience, performance, independence, diversity and knowledge on the Board and for drawing up selection criteria, and appointment/ reappointment procedures for both internal and external appointments. The Committee is also entrusted to frame policies and systems for and to formulate and administer the Company's Employees Stock Option Scheme from time to time.

### a) **Terms of reference**

The terms of reference of the Nomination, Remuneration and Compensation Committee (NRC) are in accordance with the provisions of Section 178 of the Act, Regulation 19 read with Part D of Schedule II to the Listing Regulations and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The role of the Committee includes;

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel and other employees of the Company;
2. Formulation of criteria for evaluation of performance of Directors including Independent Directors and the Board of Directors;
3. Specifying the manner for effective evaluation of performance of the Board of Directors, its Committees and individual Directors of the Company to be carried out either by the Board of Directors or by the Nomination, Remuneration and Compensation Committee or by an independent external agency and review its implementation and compliance;
4. Devising a policy on diversity of Board of Directors;
5. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

6. Recommending to the Board of Directors all remuneration, in whatever form, payable to senior management of the Company;
7. Determining whether to extend or continue the term of appointment of an Independent Director of the Company, on the basis of the report of performance evaluation of Independent Directors of the Company;
8. To discharge the role envisaged under the SEBI (Share Based Employee Benefits) Regulations, 2014 and authorized to superintend and administer the Employees Stock Option Scheme 2018; and
9. Discharge any other duties or responsibilities as may be prescribed by the applicable laws and any other function as is mentioned in the terms of reference of the Audit Committee or as may be delegated by the Board from time to time.

**b) Composition**

The Nomination, Remuneration and Compensation Committee is constituted in accordance with the provisions of Regulation 19 of the Listing Regulations and the provisions of Section 178(1) of the Companies Act, 2013. During the year under review, the committee met three times on May 12, 2023, August 04, 2023 and January 18, 2024.

Mr. Rakesh Kumar Gupta, Member of the Committee, attended the last i.e. 23rd Annual General Meeting as an Authorised Representative on behalf of Chairman of the Committee.

The composition of the Committee as on date of report and the details of Meetings attended by the Chairman and Members during the year under review are given below:

S. No	Name	Category	Designation	No. of Meetings attended in 2023-2024
1	Mr. Akhilesh Kumar Maheshwari	Independent Director	Chairman	3/3
2	Mr. Rakesh Kumar Gupta	Independent Director	Member	3/3
3	Ms. Archana Jain	Independent Director	Member	3/3

All recommendations made by the Nomination and Remuneration Committee during the year under review were accepted by the Board.

Mr. Akhilesh Kumar Maheshwari and Mr. Rakesh Kumar Gupta have ceased to be the Chairman and member of the NRCC Committee respectively, w.e.f close of business hours of March 31, 2024 due to completion of their tenure of Directorship.

The NRCC was re-constituted w.e.f April 1, 2024 and reconstituted NRCC consist of Mr. Soumyajit Mitra as Chairman and Mr. Nitesh Garg and Ms. Archana Jain as members.

**c) Nomination and Remuneration Policy**

Pursuant to Section 178 of the Companies Act, 2013, NRCC has formulated “Nomination and Remuneration Policy” which deals inter alia with nomination and remuneration of Directors, Key Managerial Personnel, Senior Management. The said policy is uploaded on the website of the Company and web-link thereto is <https://www.gulshanindia.com/policy.html>.

**d) Criteria for evaluation of Independent Directors**

NRCC has formulated following criteria for Performance Evaluation of Independent Directors:

- Participation at Board /Committee Meetings
- Contributions at Meetings
- Knowledge and skills
- Discharging Role, Functions and Duties
- Personal Attributes

More information on performance evaluation is given in the Board’s Report.

**e) Remuneration to Directors**

**Executive Directors**

The appointment of executive directors is by virtue of their employment with the Company as management employees and therefore, their terms of employment are governed by the applicable policies at the relevant point in time.

Below table gives details of the remuneration paid for the financial year ended March 31, 2024.

(In ₹)

Name	Salaries	Value of Perquisites	Sitting Fees	Commission	Total
Dr. Chandra Kumar Jain	3,00,00,000	39,600	40,000	-	3,00,79,600
Ms. Arushi Jain	1,03,68,000	39,600	40,000	-	1,04,47,600
Ms. Aditi Pasari	1,03,68,000	39,600	40,000	-	1,04,47,600
Mr. Ashwani Kumar Vats	84,05,994	39,600	30,000	-	84,75,594
<b>Total</b>	<b>5,91,41,994</b>	<b>1,58,400</b>	<b>1,50,000</b>	-	<b>5,94,50,394</b>

The Company has also granted stock options to the following Directors upto March 31, 2024:

Name of Directors	Designation	Number of Stock Options granted**
Ashwani Kumar Vats	Whole Time Director & CEO	56604 + 2400 + 3730 +3933+5090+5536

\*\* The aforesaid figures are bifurcated yearly.

The above said stock options has been granted every year since 2018, pursuant to GPL Employees Stock Option Scheme, 2018, the options remains lock in for a period of three (3) years and post lock in period shall be eligible to be vested and be exercisable within 60 days of end of third financial year from the year of grant at a grant price based on the Average Buying cost of the Company from the BSE/ NSE market at the time of grant of shares.

During the year under review, 3933 options are vested and exercised by Mr. Vats.

Service Contract, Notice Period and Severance Fee of Executive directors is as agreed by the Board in consultation with respective director.

**Criteria for making payment to Non-Executive Directors:**

The Company considers the time and efforts put in by the Non-Executive Directors in deliberations at Board / Committee meetings.

They are remunerated by way of sitting fees for attending meetings of the Board and Committees thereof. Apart from the sitting fees and re-imbursment expenses, the Non-Executive Directors are also paid commission not exceeding 1% of the net profits of the Company for the year, in terms of provisions of Section 197 of the Act and computed in manner referred to in section 198 of the Act. The criteria have been defined in the Nomination and Remuneration Policy of the Company. The same is displayed on Company's website at <https://www.gulshanindia.com/pdf/policy/Criteria%20of%20making%20payments%20to%20Non-Executive%20Directors.pdf>

Below table gives details of the sitting fee, commission paid and other reimbursement expenses for the financial year ended March 31, 2024.

Name	Sitting fees	Commission	Re-imbursment expenses
Mr. Akhilesh Kumar Maheshwari	40,000	5,00,000	-
Mr. Rakesh Kumar Gupta	40,000	5,00,000	-
Ms. Archana Jain	20,000	5,00,000	-
Mr. Rakesh Kapoor	30,000	5,00,000	-
<b>Total</b>	<b>1,30,000</b>	<b>20,00,000</b>	-

Notes:

1. Mr. Akhilesh Kumar Maheshwari along with their immediate relatives holds 4188 + 120 equity shares of the Company of face value of Rs. 1/- each as on March 31, 2024. None of the other Non-Executive Directors hold any equity shares of the Company.
2. There has been no pecuniary relationship or transactions other than above of the Non-Executive Directors vis-à-vis the Company during the year under review.
3. No stock options were granted to Non-Executive Directors of the Company during the financial year 2023-24.
4. Commission for FY 2023-24 will be paid in FY 2024-25.
5. Apart from commission, there are no variable components and performance linked incentives.

**3. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee oversees various activities that lead to improve and effective shareholder services like review of adherence to the service standards adopted for shareholder services, measures taken for reducing the timelines for redressal of shareholder

and investor grievances, transfer/ transmission of shares, issue of duplicate share certificates, dematerialisation / rematerialisation of shares, IEPF matters and related matters. The Committee meets as often as required.

**a) Terms of reference**

The terms of reference of the Stakeholders Relationship Committee are in accordance with the provisions of the Act and Regulation 20 read with Part D of Schedule II to the Listing Regulations.

The role of the Committee includes;

1. To consider and resolve the grievances of security holders of the Company
2. To approve applications for transfer, transmission, transposition of shares and mutation of share certificates including issue of duplicate certificates, split, sub-division or consolidation of certificates and to deal with all related matters.
3. To look into and redress the shareholders / investors grievances relating to:
  - a. Transfer of shares;
  - b. Non-receipt of dividends;
  - c. Non-receipt of annual reports;
  - d. Any other complaint concerning the Shareholders / investors
4. To oversee the performance of the Registrars and Share Transfer Agents of the Company.
5. Such other matters as may from time to time be required by any statutory or regulatory authority to be attended by the Committee.
6. Any other matters, as from time to time be referred to it by the Board.

In order to provide quick service to investors and expedite the process of transfers, the Board of Directors had delegated sufficient powers to the Company's executives to deal with various matters including transfer of shares across the counter, transmission of securities, etc.

**b) Composition**

The Stakeholders Relationship Committee is constituted in accordance with the provisions of Regulation 20 of the Listing Regulations and the provisions of Section 178(5) of the Act. During the year under review, the committee met three times on May 12, 2023, August 04, 2023 and November 07, 2023.

The composition of the Committee as on date of report and the details of Meetings attended by the Chairman and Members during the year under review are given below:

S. No	Name	Category	Designation	No. of Meetings attended in 2023-2024
1	Mr. Akhilesh Kumar Maheshwari	Independent Director	Chairman	3/3
2	Ms. Aditi Pasari	Executive Director	Member	3/3
3	Ms. Arushi Jain	Executive Director	Member	3/3

Mr. Akhilesh Kumar Maheshwari ceased to be the Chairman of the committee w.e.f close of business hours of March 31, 2024 due to completion of tenure of his Directorship.

The SRC was re-constituted w.e.f April 1, 2024 and reconstituted SRC consist of Mr. Soumyajit Mitra as Chairman and Ms. Aditi Pasari and Ms. Arushi Jain as members.

**c) Name, designation and address of Compliance Officer**

Ms. Archisha Tyagi, Company Secretary of the Gulshan Polyols Limited is the Compliance Officer in terms of Regulation 6 of Listing Regulations. The Compliance Officer can be contacted at below:

Corporate Office: G- 81, Preet Vihar, Delhi-110092  
Tel: 011-49999200; Mob: +91- 9599216336; Email: cs@gulshanindia.com

**d) Investor Grievances / Complaints**

Your Company takes all effective steps to resolve complaints from shareholders of the Company. The Complaints are duly attended by the Company/ Registrar & Transfer Agent and the same are resolved within prescribed time. During the year 2023-24, 8 (eight)

complaints were received from the shareholders of the Company and the same were duly resolved. No complaint was pending as on March 31, 2024.

The Stakeholders Relationship Committee by way of circular resolutions has approved name corrections, name deletions, transmission of shares and issue of duplicate share certificate.

All the recommendations made by the Stakeholders Relationship Committee during the year review were accepted by the Board.

#### 4. **SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Sustainability and Corporate social Responsibility Committee has been constituted to review and oversee the Corporate Social Responsibility ('CSR') initiatives of the Company in the target locations, in and around Company's offices and plants.

The terms of reference has been reviewed and modified through Resolution by Circulation passed on April 24, 2023 and noted in the 1st/ FY.2023-24 Board Meeting held on May 12, 2023.

##### a. **Terms of reference**

The terms of reference of the Sustainability and Corporate Social Responsibility (SCSR) Committee are as prescribed under the Companies Act, 2013 and the Rules framed thereunder. The role of the Committee includes;

1. Formulating and recommending to the Board of Directors a Corporate Social Responsibility ("CSR") Policy containing guiding principles for selection, implementation and monitoring of CSR activities to be undertaken by the Company in areas or subject, specified in Schedule VII and Section 135 of the Companies Act, 2013;
2. Recommending the amount of expenditure to be incurred on such activities and monitoring the CSR Policy of the Company from time to time. The Sustainability and Corporate Social Responsibility Committee also monitor and review periodically the progress of CSR projects / programs / activities undertaken by the Company;
3. Review the impact assessment carried out for the projects of the Company, if applicable, as per the requirements of the law;
4. Assess the adequacy of the Company's sustainable development framework and ensuring environmental sustainability;
5. Review and recommend to the Board the Company's Annual Business Responsibility and Sustainability Report;
6. Formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of its CSR policy as per the Companies Act, 2013; and
7. Discharge any other duties or responsibilities as may be prescribed by the applicable laws and any other function as is mentioned in the terms of reference of the Committee or as may be delegated by the Board from time to time.

##### b. **Composition**

The SCSR Committee is constituted in accordance with the provisions of Section 135 of the Act. During the year under review, the committee met three (3) times on May 12, 2023, November 07, 2023 and March 19, 2024.

The composition of the Committee as on date of report and the details of Meetings attended by the Chairman and Members during the year under review are given below:

S. No.	Name	Category	Designation	No. of Meetings attended in 2023-2024
1	Ms. Archana Jain	Independent Director	Chairperson	2/3
2	Ms. Arushi Jain	Executive Director	Member	3/3
3	Ms. Aditi Pasari	Executive Director	Member	3/3

The Company has formulated CSR Policy which may be accessed on the Company website at the link [www.gulshanindia.com](http://www.gulshanindia.com). For further details, please refer Board Report as well as Annual Report on CSR Activities forming part of this Report.

All the recommendations made by the CSR Committee during the year were accepted by the Board.

#### 5. **RISK MANAGEMENT COMMITTEE**

The Risk Management Committee is constituted on November 02, 2021, in accordance with Regulation 21 and Part D of Schedule II of the Listing Regulations for overseeing risk management systems as well as risk governance. The Committee has a Risk Management Policy, formulated and approved by the Board and keep the Board updated periodically on risk management and governance.



**a. Terms of reference**

The terms of reference of the Risk Management Committee are as prescribed under the Listing Regulations: The role of the Committee includes;

1. To formulate a detailed risk management policy which shall include:
  - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
7. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors; and
8. The Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

**b. Meetings**

During the period under review, the committee met two times on May 12, 2023 and November 07, 2023.

**c. Composition**

As on date, the Risk Management Committee comprises of the following:

S. No.	Name	Category	Designation	No. of Meetings attended in 2023-2024
1	Ms. Arushi Jain	Executive Director	Chairperson	2/2
2	Mr. Akhilesh Kumar Maheshwari	Independent Director	Member	2/2
3	Mr. Ashwani Kumar Vats	Executive Director	Member	1/2

Mr. Akhilesh Kumar Maheshwari ceased to be the member of the Risk Management Committee w.e.f close of business hours of March 31, 2024 due to completion of tenure of his Directorship.

The Risk Management Committee was re-constituted w.e.f April 1, 2024 and reconstituted committee consist of Ms. Arushi Jain as Chairman and Mr. Nitesh Garg and Mr. Ashwani Kumar Vats as members.

All the recommendations made by the Risk Management Committee during the year review were accepted by the Board.

**6. ALLOTMENT OF SHARE COMMITTEE**

The Board had constituted the Allotment of Share Committee to offer, issue and allot shares/securities of the Company.

**a. Terms of reference**

The Committee will perform the following duties and role includes;

1. Issue and Allotment of Equity and/or Preference Shares and/or any other securities including convertible or non-convertible as defined under Companies Act, 2013 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other applicable Acts, Regulations or Laws.
2. Issue of new securities in demat or issue of share certificate(s) as may be required or applicable.

**b. Meetings**

During the period under review, the committee met two times on June 01, 2023 and June 23, 2023.

**c. Composition**

As on date, the Allotment of Share Committee comprises of the following:

S. No	Name	Category	Designation	No. of Meetings attended in 2023- 2024
1	Ms. Aditi Pasari	Executive Director	Chairperson	2/2
2	Ms. Arushi Jain	Executive Director	Member	2/2
3	Mr. Ashwani Kumar Vats	Executive Director	Member	1/2

**7. FINANCE COMMITTEE**

The Company has constituted Finance Committee to deal with routine financial and administrative matters viz., inter alia opening & closing bank account of the Company, change in signatories of bank accounts of the Company, to consider and approve borrowings from banks upto certain limits, creation of charge on assets of the Company, authorise employees of the Company to represent before government authorities., etc.

**a. Terms of reference**

The Finance Committee will perform the following duties and role includes;

1. To review the Financial management and various financial internal controls;
2. To review borrowing of the Company;
3. To review, decide and approve the investment activities such as;
  - to invest the funds in shares, securities, other marketable instruments, mutual funds, Fixed deposits etc.; and/or
  - to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate u/s 186 of the Companies Act, 2013 and any other applicable provisions of the Act, to the extent of Rs.500 Crores.
4. To borrow/accept/avail loan including Term Loan, working capital facilities, any other credit facilities from Banks/ Financial Institutions/ NBFCs/ Mutual Funds/ Insurance Companies etc.to the extent of Rs. 500 Crores and to accord acceptance to terms of Sanction letters for the above and to create charge/mortgage or any executed documents to avail such facilities.;
5. To create or modify charge/ mortgage/lease the Company's property/Assets whether movable or immovable (present or future) for securing its own borrowing (present and future) from time to time not exceeding Rs. 500 Crores;
6. To open any kind of bank account (Cash Credit/Over Draft/Escrow/Current or any other account) as may be required for availment of loan from Banks or for raising of funds by way of Qualified Institutional Placement or right issue or preferential issue etc.;
7. To open any kind of bank account (Cash Credit/Current or any other account) as may be required for smooth business operations of the Company at various locations where manufacturing plant/units, registered office or corporate office of Company is located; and
8. To authorize official(s) of the company for signing/execution of any document as may be required for giving effect to above.

**b. Meetings**

During the year under review, the committee met four (4) times on, July 20, 2023, July 31, 2023, September 15, 2023, and December 05, 2023.

**c. Composition**

As on date, the Finance Committee comprises of the following:

S. No.	Name	Category	Designation	No. of Meetings attended in 2023-2024
1	Dr. Chandra Kumar Jain	Executive Director	Chairman	4/4
2	Ms. Aditi Pasari	Executive Director	Member	4/4
3	Mr. Ashwani Kumar Vats	Executive Director	Member	3/4

**IV. SENIOR MANAGEMENT**

Changes during FY 23-24

S.No	Senior Management Personnel	Effective Date
1.	<b>Appointment</b>	
	-Mr. Vinod Chauhan, Senior GM- Operations	January 13, 2024
	-Ms. Archisha Tyagi, Company Secretary	January 18, 2024
2.	<b>Cessation</b>	
	-Ms. Asha Mittal, Company Secretary	January 13, 2024

**V. GENERAL BODY MEETINGS**

**Details of AGM held:** Location, date and time of General Meetings held during the previous (3) three years and Special Resolutions passed are as under:

Financial Year	Day, Date and time	Venue / Location	Summary of Special Resolution(s) passed
2022-23	Friday, 29.09.2023 at 1:00 P.M. (IST)	The Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh - 251001	<ul style="list-style-type: none"> <li>• Ratification of Remuneration of Cost Auditors appointed by the Board of Directors for the financial year 2023-2024.</li> <li>• Reappointment of Ms. Arushi jain (DIN:00764520) as a Joint Managing Director of the Company</li> <li>• Reappointment of Ms. Aditi Pasari (DIN:00120753) As A Joint Managing Director Of The Company</li> <li>• Reappointment of Mr. Ashwani Kumar Vats (DIN:00062413) as a Whole Time Director designated as CEO of the Company</li> <li>• Appointment of Mr. Nitesh Garg (DIN: 10257604) as a Non-Executive Independent Director of the Company</li> <li>• Appointment of Mr. Soumyajit Mitra (DIN: 10262167) as a Non-Executive Independent Director of the Company</li> <li>• To make Investment, Give Loans, Guarantees and provide securities under section 186 of the Companies Act, 2013</li> <li>• To Increase the limits of the Company to create Pledge/ Charge/ Mortgage/ Hypothecation on the Movable and Immovable Properties of the Company, both present and future, in respect of Borrowings, pursuant to section 180(1)(a) of the Companies Act, 2013</li> <li>• To Increase the Borrowing limits of the Company in excess of the limits prescribed under section 180(1)(c) of the Companies Act, 2013</li> <li>• To approve in continuation of payment of remuneration to Executive Directors who are Promoters or Member of the Promoter group in excess of threshold limits as prescribed under SEBI (LODR) Regulations, 2015 and Companies act, 2013</li> <li>• To approve raising of funds and issuance of securities by the Company</li> </ul>

2021-22	Wednesday, 28.09.2022 at 1:00 P.M. (IST)	The Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh - 251001	<ul style="list-style-type: none"> <li>• Appointment of Mr. Rakesh Kapoor (DIN:00015358) as a non-executive Independent Director of the Company</li> <li>• Reappointment of Ms. Archana Jain (DIN:09171307) as a Non-Executive Woman Independent Director of the Company</li> <li>• Reappointment of Dr. Chandra Kumar Jain (DIN:00062221) as a Chairman and Managing Director of the Company</li> <li>• Change in designation of Ms. Arushi Jain (DIN:00764520) from Whole Time Director to Joint Managing Director of the Company</li> <li>• Change in designation of Ms. Aditi Pasari (DIN:00120753) from Whole Time Director to Joint Managing Director of the Company</li> <li>• Amendment in the Object Clause of the Memorandum of Association of the Company</li> <li>• To approve raising of funds and issuance of securities by the Company</li> </ul>
2020-21	Saturday, 18.09.2021 at 4:00 P.M. (IST)	The Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh - 251001	<ul style="list-style-type: none"> <li>• Payment of commission to Mr. Ashwani Kumar Vats (DIN: 00062413) WholeTime Director and Chief Executive Officer (CEO) of the Company.</li> <li>• Revision in terms of remuneration of Mr. Ashwani Kumar Vats (DIN:00062413) Whole Time Director and Chief Executive Officer (CEO) of the Company.</li> <li>• To approve raising of funds and issuance of securities by the Company.</li> </ul>

**Details of EGM held:** No EGM was held during the previous 3 (three) years.

**Resolution(s) passed through Postal Ballot-**

During the financial year ended 31st March, 2024, No special resolution was passed through postal ballot. However, there was 1 (one) Ordinary Resolution passed through Postal Ballot:

The Board of Directors of the Company at its meeting held on May 12, 2023 CS Deepak Kukreja, Practicing Company Secretary (Membership No. F4140 & CP No. 8265) and in his absence CS Monika Kohli, Practicing Company Secretary (Membership No. F5480 & CP No. 4936) (Alternate Scrutinizer), Partners of M/s. DMK Associates, Company Secretaries, New Delhi to act as scrutinizer (the "Scrutinizer") for conducting Postal Ballot (by remote e-voting) process in a fair and transparent manner.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on June 14, 2023. The details of voting of the Ordinary Resolution an set out in Postal Ballot Notice dated May 12, 2023 is as under:

During the year, Allotment of Bonus Equity Shares to the shareholders in the ratio of 1:5 i.e., 1 (One) fully paid up equity share for every 5 (Five) existing fully paid up equity share held by the members were approved by the members of the Company.

Resolutions passed through Postal Ballot	Votes in favour of the resolution (% of total number of valid votes)	Votes against the resolution (% of total number of valid votes)	Result
Allotment of Bonus Shares	98.634	1.366	Passed with more than requisite majority

The said resolution was passed with more than requisite majority on June 13, 2023. Voting result of postal ballot is available on the website of the Stock Exchanges and website of the Company.

**Procedure of Postal Ballot**

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

**VI. MEANS OF COMMUNICATION**

The Company recognizes communication as a key element of the overall Corporate Governance framework, and therefore, emphasis on prompt, continuous, efficient and relevant communication to all external constituencies.

• **COMPANY WEBSITE**

All price-sensitive information and matters that are material to shareholders are disclosed to the concerned Stock Exchanges where the

securities of the Company are listed. All submissions to the Exchanges including Shareholding Pattern, Corporate Governance Report, Intimation / Outcome of Board Meetings etc. are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the Listing Regulations are disseminated on the Stock Exchanges by filing them with the National Stock Exchange of India Limited ('NSE') through NSE Electronic Application Processing System ('NEAPS') Online Portal and with BSE Limited ('BSE') through BSE Listing Centre.

With the objective of enhancing the shareholders' services and guiding the shareholders in an effective manner, in pursuant to the NSE and BSE Circulars, a separate section for "Disclosures under Regulation 46 of the Listing Regulations" is created for the ease and convenience of the stakeholders and as mandated by the Stock Exchanges, the Company has made available formats related to shares and dividend related requests for the shareholders for easy access.

Various sections of the Company's website [www.gulshanindia.com](http://www.gulshanindia.com), keep the investors updated on material developments of the Company by providing key and timely information like details of directors, financial results, annual reports, various policies of the Company, details pertaining to dividend, composition of various committees of the board of directors, terms and conditions for appointment of Independent Directors.

The Annual Report containing, inter alia, the audited financial statements, Board's Report, Auditor's Report, the Management Discussion and Analysis (MDA) report.

They all are displayed on the Company's website at [www.gulshanindia.com](http://www.gulshanindia.com) under 'Investors Relations'.

- **FINANCIAL RESULTS**

Pursuant to Regulation 33 of Listing Regulations, The quarterly, Half Yearly and Annual Financial Results of the Company made available and uploaded from time to time on NSE on NEAPS Online Portal and BSE on BSE Online Portal after approval of the Board of Directors of the Company. Further, the Financial Results are published within the timeline stipulated under the Listing Regulations in the leading newspapers viz. The Financial Express, All India Edition (English) (quarterly) and Jansatta (Hindi) (quarterly).

They are also hosted on the website of the Company at [www.gulshanindia.com](http://www.gulshanindia.com) under 'Investors Relations'.

- **ANNUAL REPORT**

Annual Report containing inter alia Standalone and Consolidated Financial Statements, Auditors' Report, Board's Report, Management discussion and Analysis Report, Corporate Governance Report is available on the website of the Company [www.gulshanindia.com](http://www.gulshanindia.com)

- **DESIGNATED EXCLUSIVE EMAIL ID**

The Company has designated Email Id [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com) exclusively for shareholder / investor grievances redressal.

- **SCORES (SEBI COMPLAINTS REDRESSAL SYSTEM)**

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

- **UPLOADING ON NEAPS & BSE LISTING CENTRE**

The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS / DIGITAL EXCHANGE for NSE and on BSE Listing Centre for BSE.

- **INVESTOR PRESENTATIONS**

The quarterly and annual Investor Presentations are uploaded on the website of the stock exchanges and the Company.

## VII. DISCLOSURES

### a. **Related Party Transactions**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and the Listing Regulations during the financial year 2023-24 were in the ordinary course of business and arm's length basis and omnibus approval of the Audit Committee was also obtained. During the financial year under review, there were no materially significant transactions with related parties having potential conflict with the interest of the Company at large. Necessary disclosures regarding Related Party Transactions are given in the

notes to the Financial Statements.

The Company has formulated a policy for Related Party Transactions and the policy of RPT has been uploaded on the website of the Company. The web-link thereto is as under <https://www.gulshanindia.com/policy.html>

**b. Statutory Compliance, Penalties and Strictures**

The Company has complied with all the requirements of the Stock Exchanges / SEBI and other statutory authorities on all matters related to the capital markets during the last three years. There were no penalties or strictures imposed on the Company by the Stock Exchanges, the SEBI or any statutory authority on matters relating to capital markets during last three years except the following:

There was a delay of 1 (One) day in giving prior intimation to BSE & NSE by the Company under Regulation 29(1)&(2) of SEBI LODR, of one agenda item, i.e., Fund Raising through issue of eligible Securities, which was to be taken at the board meeting dated August 04, 2023, for which a fine of Rs. 11,800/- (Inclusive of GST) was levied by BSE & NSE respectively on the Company and the same was paid.

**c. Vigil Mechanism / Whistle Blower Policy**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, your Company has formulated Vigil Mechanism / Whistle Blower Policy to enable Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct, that could adversely impact the Company's operations, business performance and / or reputation, in a secure and confidential manner. The said policy provides adequate safeguards against victimization of Directors/employees and direct access to Chairman of Audit Committee, in exceptional cases. The Vigil Mechanism / Whistle Blower Policy is available on the website of the Company under the web-link <https://www.gulshanindia.com/policy.html>.

Your Company affirms that no Director/Employee of the Company has been denied access to the Chairman of the Audit Committee and no complaint has been received under the Whistle Blower Policy during the year under review.

**d. Subsidiaries**

During the year under review, the Company has Wholly Owned Subsidiary namely "Gulshan Overseas- FZCO". In terms of proviso to sub-section (3) of Section 129 of the Act. Further, Pursuant to Regulation 16 of the Listing Regulations, your Company does not have any material subsidiary.

**e. Details of utilization of funds raised through preferential allotment or Qualified Institutions Placement as specified under Regulation 32 (7A).**

The Company has not raised any funds through preferential allotment as specified under Regulation 32 (7A) of the Listing Regulations during the year.

**f. Code of Conduct**

Integrity, transparency and trust form part of the core beliefs of all activities at Gulshan, which has been the basis of its growth and development. The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of the Listing Regulations. The said code is available on the website of the Company and can be accessed through web-link <https://www.gulshanindia.com/policy.html>.

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct for Directors and Senior Management of the Company for the year ended March 31, 2024. A declaration to this effect signed by Mr. Ashwani Kumar Vats, Whole Time Director & CEO forms part of this Report as **Annexure I**.

**g. Compliance with Indian Accounting Standards (Ind-AS)**

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (IndAS) notified by Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. There is no deviation in following the treatments prescribed in Indian Accounting Standards (Ind-AS) in the preparation of financial statements for the year 2023-24.

**h. Risk Management**

The risk assessment and minimisation procedures are in place and the Board is regularly informed about the business risks and the steps taken to mitigate the same. Further, the Board has constituted Risk Management Committee as per the details given in point 5 of this report. More details of Risk Management are included in Management Discussion and Analysis forming part of the Annual Report.

**i. CEO & CFO Certification**

Pursuant to Regulation 17(8) of the Listing Regulations, Mr. Ashwani Kumar Vats, Whole Time Director & CEO and Mr. Rajiv Gupta, Chief Financial Officer have furnished certificate to the Board on financial statements for the year ended March 31, 2024 in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 21, 2024.

**j. Reconciliation of Share Capital Audit Report**

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

**k. Code for Prevention of Insider Trading**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, your Company has adopted a code of conduct to regulate, monitor and report trading by designated persons and their immediate relatives for prevention of Insider Trading in the shares of the Company. This code is applicable inter alia to all Directors and Designated persons / employees of the Company who are expected to have access to unpublished price sensitive information. This code, inter alia, prohibits purchase / sale / dealing in the equity shares of the Company by Designated persons and their immediate relatives while in possession of unpublished price sensitive information about the Company and during the time when trading window is closed. The Code also contains procedure for pre-clearance of trade, disclosure requirements etc. The Code is available on the website of the Company at [www.gulshanindia.com](http://www.gulshanindia.com)

**l. Certificate on Non-disqualification of Directors**

M/s. DMK Associates, Practicing Company Secretaries have certified that for the financial year ended March 31, 2024, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by M/s. DMK Associates, Practicing Company Secretaries to that effect is attached as **Annexure II** forming part of this report.

**m. Recommendations of the committees**

During FY 2023-24, the Board has accepted all recommendations made by the Audit Committee, Nomination and Remuneration Committee and other Board Committees.

**n. Total fees paid to Statutory Auditors**

During FY 2023-24, Rs. 9.85 Lakhs were paid to M/s. M/s. Rajeev Singal & Co. (ICAI Firm Registration No. 008692C), Chartered Accountants, Statutory Auditors for all services availed by the Company as per details given below:

(₹ in Lakhs)

Particulars	Remuneration
	FY 2023-24
a) Statutory Audit Fees	7.60
b) Limited Review Fees	1.25
c) Certification and other matters	1.00
TOTAL	9.85

**o. Disclosure regarding Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace. During the year under review, no complaints pertaining to sexual harassment were received and no complaint was pending as on March 31, 2024.

**p. Compliance with Mandatory and Non-Mandatory Requirements**

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

**The Board:** Since the Company has an Executive Chairman, requirements regarding Non-Executive Chairman are not applicable.

**Shareholder's Rights:** Quarterly, half-yearly, annual financial results of the Company are published in English and Hindi newspapers and are also forwarded to BSE and NSE. The said results are also uploaded on the website of the Company [www.gulshanindia.com](http://www.gulshanindia.com). Hence, the same are not sent to the shareholders of the Company.

**Modified Opinion in Audit Report:** There was no qualification or modified opinion in Independent Auditors' Report on Financial Statements of the Company for the year ended March 31, 2024 nor in the past 2 years.

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

q. **Disclosure of Material Events:** The Company has adopted a Policy on Determination of Materiality of events as required under the Listing Regulations.

r. The Company has not provided any loans and advances in the nature of loans to firms/companies in which any director is interested.

a. **Compliance with the requirements of Corporate Governance**

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

b. **The Management Discussion and Analysis Report**

The Management Discussion and Analysis Report is given separately and forms part of this Annual Report.

c. **Certificate on compliance with conditions of Corporate Governance**

The certificate regarding compliance of the conditions of corporate governance for the year ended March 31, 2024 given by M/s. **Rajeev Singal & Co**, Chartered Accountants is given as **Annexure III** to this Report.

**VIII. GENERAL SHAREHOLDER INFORMATION**

a. **24<sup>th</sup> Annual General Meeting is Scheduled to be held on Friday, September 20, 2024 at 1:00 P.M. (IST) At The Solitaire Inn Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh-251001**

b. **Financial Year:** April 01 to March 31.

c. **Tentative Financial Calendar for 2024-25 is as follows:**

Financial Results for Quarter ending June 30, 2024 (Unaudited)	On or before 14th day of August, 2024
Financial Results for Quarter and half year ending September 30, 2024 (Unaudited)	On or before 14th day of November, 2024
Financial Results for Quarter and nine months ending December 31, 2024 (Unaudited)	On or before 14th day of February, 2025
Financial Results for Quarter and year ending March 31, 2025 (Audited)	On or before 30th day of May, 2025

d. **Dates of Book Closures** Friday, September 13, 2024 to Friday, September 20, 2024 (both days inclusive for the purpose of AGM and Dividend).

e. **Dividend:** The Dividend for FY 2023-24, if declared at the ensuing Annual General Meeting, will be paid within thirty days from the date of Annual General Meeting

f. **Listing on Stock Exchange:**

At present, the equity shares of the Company are listed at:

S. No.	Name & Address of the Stock Exchange	Security Listed	Symbol / Stock Code
1.	National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, 'G' block, Bandra Kurla Complex, Bandra (E), Mumbai -400051	Equity Shares	GULPOLY
2.	BSE Limited (BSE) Floor 25, P.J Towers, Dalal Street, Mumbai, Maharashtra-400001	Equity Shares	532457

g. **Listing Fees**

The Annual listing fees for equity shares have been paid to the aforesaid Stock Exchanges for FY 2024-25 within stipulated time.



**h. Custody Fees**

The Company has paid the Annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for FY 2023-24.

**i. Demat ISIN Number for Equity Shares: INE255D01024**
**j. Stock Code and Stock Market price data on monthly basis for the year 2023-24**

The monthly high and low quotations of the closing price and volume of shares traded at BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE) from April, 2023 to March, 2024 are as under:

MONTH	BSE(532457)		NSE (GULPOLY)	
	Month's High	Month's Low	Month's High	Month's Low
April, 2023	268.75	203.45	269.05	205.00
May, 2023	300	250.15	299.80	250.00
June, 2023	295.05	245.8	294.90	241.30
July, 2023	274.95	212.15	275.00	213.25
August, 2023	236.35	186	236.60	186.05
September, 2023	232.5	210.65	233.50	209.75
October, 2023	227.3	194.15	227.55	193.95
November, 2023	217.05	194.95	214.10	193.80
December, 2023	242	201.85	242.30	203.55
January, 2024	233.8	198.1	231.85	199.20
February, 2024	220.35	190.8	220.50	191.55
March, 2024	205	158.05	201.90	159.90

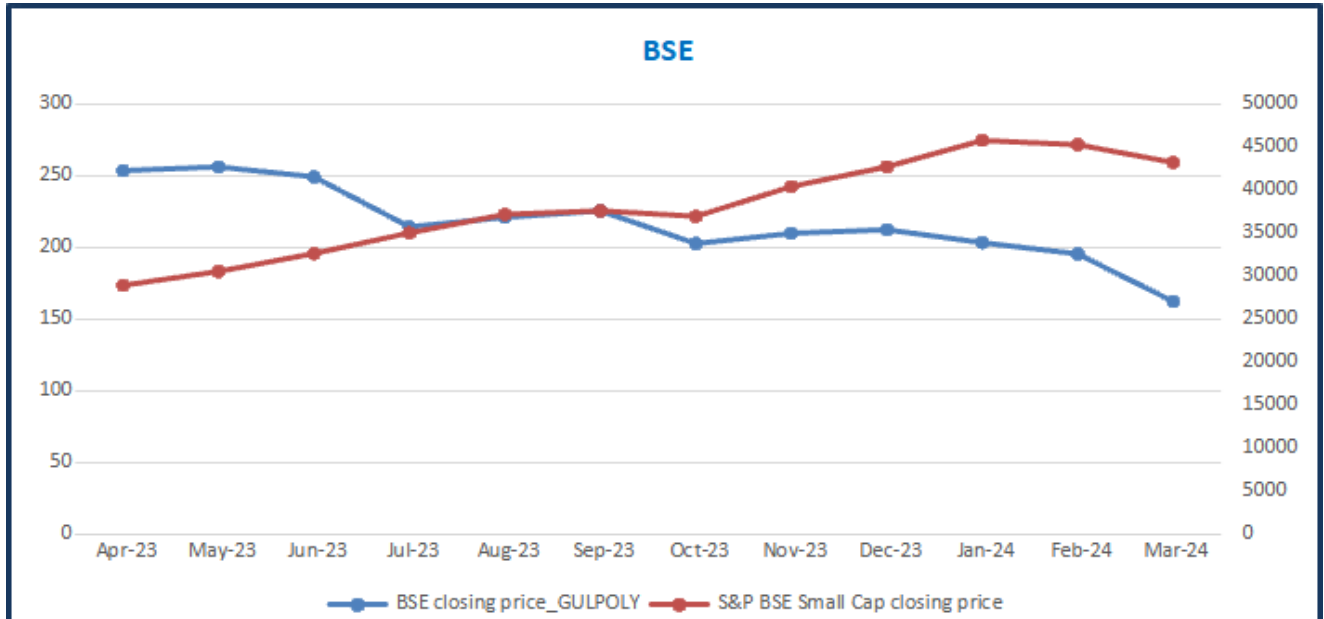
**k. Performance of the Company's equity shares in comparison to broad-based indices like BSE Sensex**

MONTH	BSE	
	Company's Closing Price at BSE	S&P BSE Small Cap Sensex
April, 2023	253.35	28917.07
May, 2023	255.95	30524.82
June, 2023	248.95	32602.14
July, 2023	214.2	35002.32
August, 2023	220.8	37143.67
September, 2023	225.35	37562.23
October, 2023	202.6	36919.1
November, 2023	209.75	40371.61
December, 2023	212.2	42673.76
January, 2024	203.2	45722.58
February, 2024	195.35	45225.1
March, 2024	162.25	43166.34

Stock Price/Index	As on March 31, 2024	As on March 31, 2023	% Increase/(Decrease)
Gulshan Polyols Limited	162.25	202.70	(19.95)
S&P BSE SmallCap	43,166.34	26,957.01	60.13
S&P BSE Sensex	73,651.35	58,991.52	24.85
Nifty 50	22,326.90	17,359.75	28.61

\*Closing price

The below chart is based on the monthly closing price of the equity shares of the Company on BSE and monthly closing BSE Sensex:



- i. Registrar and Share Transfer Agent:** Alankit Assignments Limited is your Company’s Registrar and Share Transfer Agent. For matters related to shares and dividends, members are requested to correspond with the Company’s Registrar and Share Transfer Agent i.e. Alankit Assignments Limited by quoting their Folio No. / DP ID & Client ID at the following address:

*Alankit Assignments Limited*  
 Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055, INDIA Fax No: 011-42541201,  
 Phone No: 011-42541234/ 42541951/1955, Mobile: +91-8929 955318  
 E-mail: [shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com)

- m. Share Transfer System and other related matters:**

During the Financial Year 2023-24, transfer of shares was only allowed only in dematerialized mode and the same is done through the depositories. Further, pursuant to SEBI Circular dated January 25, 2022, transmission, transposition & any endorsement shall be made only through demat mode. The Company had also sent intimation followed by 3 reminders to the shareholders holding shares in physical form to take necessary steps to dematerialize the shares at earliest.

- n. Dematerialisation of shares and liquidity:** The Equity Shares of the Company are compulsorily traded in dematerialized form and the Company has signed agreements with both the Depositories i.e. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The dematerialised shares are transferred directly to the beneficiaries by the depositories with no involvement of the Company.

Shares held in	As on March 31, 2024	
	Shares	Percentage (%)
Physical form	6,81,212	1.09
Electronic form with NSDL	48,440,780	77.67
Electronic form with CDSL	13,248,594	21.24

As on March 31, 2024, 98.91% of the Company’s total shares representing 6,16,89,374 shares were held in dematerialized form.

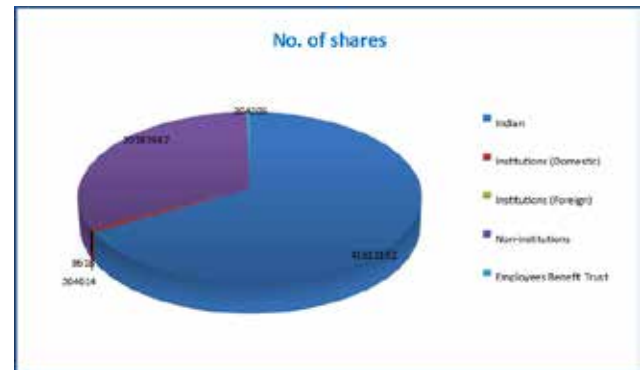
**o. Distribution of shareholding as on March 31, 2024:**

• **Value Wise:**

No. of Equity shares held	Total Number of shareholders	% of shareholders	Total No. of shares held	% of shareholding
1-500	30846	83.44	3361144	5.39
501-1000	3309	8.95	2324532	3.73
1001-2000	1424	3.85	2018729	3.24
2001-3000	484	1.31	1211923	1.94
3001-4000	214	0.58	757358	1.21
4001-5000	161	0.44	739822	1.19
5001-10000	288	0.78	1982695	3.18
10001 above	241	0.65	49974383	80.12
<b>Total</b>	<b>36967</b>	<b>100.00</b>	<b>62370586</b>	<b>100</b>

**Category wise:**

S. No.	Category	No. of shares	Shareholding as a per-centage of total number of shares
<b>A</b>	<b>Promoters &amp; Promoter Group</b>		
1	Indian	4,16,11,162	66.72
<b>B</b>	<b>Public Shareholding</b>		
1	Institutions (Domestic)	3,64,614	0.58
2	Institutions (Foreign)	8,618	0.01
3	Central Government / State Government(s)	-	-
4	Non-institutions	2,01,81,987	32.36
<b>C</b>	<b>Non Promoter &amp; Non Public</b>		
1	Employees Benefit Trust	2,04,205	0.33
	<b>Grand Total</b>	<b>6,23,70,586</b>	<b>100.00</b>



**p. Outstanding GDR/ADR Warrants or any Convertible Instruments, conversion date and likely impact on equity: Not Applicable**

**q. Plant Locations of the Company:**

- 1 9th K.M., Jansath Road, Muzaffarnagar– 251001, Uttar Pradesh
- 2 Plot No. 762, Jhagadia GIDC, Bharuch – 393130, Gujarat
- 3 Plot No. 3 to 11 and Part of 26, Industrial area, Borgaon-Sausar, Distt. Chhindwara-480106, Madhya Pradesh
- 4 Village Rampur Majri, Dhaula Kuan , Distt Sirmour -173021, Himachal Pradesh
- 5 E-21/22, RIICO Growth Centre, Phase - II, Abu Road-307026, Distt. Sirohi- Rajasthan
- 6 Plant of Ethanol at Plot-B, Industrial Growth Centre Matia, Mornai, Goalpara-783101, Assam
- 7 On-site plant of PCC at ITC Ltd., PSPD., Tribeni Unit, Chandrahati, Hooghly 712504, West Bengal
- 8 On-site plant of PCC at Orient Paper Mills, PO- Amlai Paper Mill, Distt. Shadol-484117, Madhya Pradesh
- 9 On-site plant of PCC at Silverton Pulp & Papers P. Ltd., 9th K.M., Bhopa Road, Muzaffarnagar– 251001, Uttar Pradesh

**r. Address for correspondence:**
Registered office

Address: 9th K.M. Jansath Road, Muzaffarnagar - 251001, Uttar Pradesh Phone: 0131-3201231

Email: [cs@gulshanindia.com](mailto:cs@gulshanindia.com)

Corporate office & Investor cell

Address: G-81, Preet Vihar, Delhi-110092

Phone No.: 011- 49999200, Fax No. 011-49999202

You may email at [cs@gulshanindia.com](mailto:cs@gulshanindia.com) and/or [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com) of Company or may email to Alankit Assignments Limited, Registrar and Share Transfer Agent at [rta@alankit.com](mailto:rta@alankit.com) or [info@alankit.co.in](mailto:info@alankit.co.in) or [shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com) or [kycupdate@alankit.com](mailto:kycupdate@alankit.com).

**s. Credit Ratings**

The details of the Credit Ratings assigned to the Company as on March 31, 2024 are as under:

Facilities	Amount (₹ Crore)	Ratings	Rating Action
Long term facilities	300.00	CRISIL A / Stable	Reaffirmed
Cash Credit	200.00		
Short term facilities	25.00	CRISIL A1	Reaffirmed

**t. UNPAID DIVIDEND**

As per Sections 124 and 125 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) / ('IEPF Rules'), the dividends, if not paid or claimed for a period of 7 (seven) years from the date of transfer to Unclaimed Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, according to the Act read with the IEPF Rules, all the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more are also required to be transferred to the demat account of the IEPF Authority. The Company has been sending separate & regular communications to the shareholders (at their registered addresses with the Company), requesting them to claim their dividends in order to avoid transfer of shares / dividends to the IEPF.

**Unclaimed Dividend and shares transferred to Investor Education and Protection Fund (IEPF):**

Financial Year	Type of Dividend	Dividend declared on	Amount transferred to IEPF (in Rs)*	Date of transfer to IEPF
2015-16	Final Dividend	17.09.2016	471166.50	16.11.2023
2016-17	Interim Dividend	05.11.2016	598074	The Company has initiated the process but due to technical error on IEPF website the amount is not reflecting in IEPF account.

\*Dividend on shares which are transferred to IEPF

**Shares transferred/ credited to IEPF:**

During the year 2023-24, the Company has transferred 29030 Ordinary (Equity) Shares to IEPF Authority corresponding to unclaimed final dividend for the year 2015-16 and 24418 Ordinary (Equity) Shares (including 4069 Bonus Shares) to IEPF Authority corresponding to unclaimed interim dividend for the year 2016-17.

The IEPF Authority holds 918721 Ordinary (Equity) Shares in the Company as on 31st March, 2024.

*The voting rights on these shares shall remain frozen until the rightful owner claims the shares.*

**u. Disclosures with respect to demat suspense account/unclaimed suspense account:**

As on March 31, 2024, there are no outstanding shares lying in the demat account/unclaimed suspense account.

**v. Disclosure of commodity price risks or foreign exchange risk and hedging activities:**

Currency risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in the foreign exchange rate. The Company has exposure to foreign currency risk on account of its payables and receivables in foreign currency which are mitigated through the guidelines under the approved foreign currency risk management policy. Your Company manages foreign

exchange risk with appropriate hedging activities consistent with the policies of the Company. The details of foreign exchange exposures as on March 31, 2024 are disclosed in the Notes to the Standalone financial statements.

**w. Corporate Benefits**

**Bonus issues of fully paid-up equity shares**

<b>S.no.</b>	<b>Financial Year</b>	<b>Ratio</b>
1.	2023-2024	1:5

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

Delhi, May 21, 2024

**Dr. Chandra Kumar Jain**  
Chairman and Managing Director  
DIN: 00062221

**Annexure- I**

**DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT**

**[Pursuant to Regulation 26(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Ashwani Kumar Vats, Chief Executive Officer (CEO) & Whole Time Director of **Gulshan Polyols Limited**, hereby declare that;

- all the members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the 'Code of Conduct' for all Board Members and Senior Management' as applicable to them, for the financial year ended March 31, 2024.
- the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company and the same is available at the website of the Company viz. [www.gulshanindia.com](http://www.gulshanindia.com); and

Delhi, May 21, 2024

**Ashwani Kumar Vats**  
**Whole Time Director & CEO**

## Annexure- II

## 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  
Gulshan Polyols Limited  
CIN:L24231UP2000PLC034918  
9th KM Jansath Road, Muzaffarnagar, Uttar Pradesh 251001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GULSHAN POLYOLS LIMITED** having CIN: L24231UP2000PLC034918 and having registered office at **9th KM, Jansath Road, Muzaffarnagar, Uttar Pradesh- 251001 India**, (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](http://www.mca.gov.in)) as considered necessary and explanations furnished to me/us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial year ended on **31 March, 2024** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.NO.	Name of Director	DIN	Date of Appointment
1.	Dr. Chandra Kumar Jain	00062221	01.04.2012
2.	Ms. Arushi Jain	00764520	09.11.2021
3.	Ms. Aditi Pasari	00120753	09.11.2021
4.	Mr. Ashwani Kumar Vats	00062413	01.04.2012
5.	*Mr. Akhilesh Kumar Maheshwari	00062645	29.10.2007
6.	*Mr. Rakesh Kumar Gupta	06909233	02.08.2014
7.	Ms. Archana Jain	09171307	22.05.2021
8.	Mr. Rakesh Kapoor	00015358	09.08.2022

\* Tenure expired on 31.03.2024

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

Place: New Delhi  
Date: May 21, 2024  
UDIN: A036232F000409451

For DMK ASSOCIATES  
COMPANY SECRETARIES

SHIVANI AGARWAL  
Partner  
ACS 36232  
C.P. 18282  
Peer Review No. 779/2020

**Annexure- III****Certificate of Compliance of Conditions of Corporate Governance Under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members of,  
**Gulshan Polyols Limited**

We have examined the compliance of conditions of Corporate Governance by **Gulshan Polyols Limited** ("the Company") for the year ended March 31, 2024, as prescribed in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter collectively referred to as "Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management and 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 provisions of LODR.

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

**For Rajeev Singal & Co.**  
**Chartered Accountants**  
**FRN-008692C**

**Date: May 21, 2024**  
**Place: Delhi**  
**UDIN: 24408730BKEOJE9887**

**CA Sunil Kumar**  
**Partner**  
**M No. 408730**



## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### ECONOMIC OVERVIEW

#### Global economic review

In FY 2023-24, global economic conditions were marked by challenges arising from geopolitical tensions and volatile commodity markets, notably due to the Russia-Ukraine and Israel-Hamas crisis. This conflict disrupted trade flows, caused supply chain bottlenecks and increased costs for businesses worldwide. Elevated oil prices, driven by geopolitical tensions and supply constraints, further complicated the economic landscape, leading to higher transportation costs and inflationary pressures. Policymakers globally responded with adjusted monetary policies and fiscal stimulus packages to mitigate these effects and enhance resilience. Encouragingly, inflation has softened over the highs of the previous year and is expected to continue to moderate. Global GDP growth is expected to remain low at 3% for 2024. Country variations will continue, with different parts of the world growing at varied pace.

#### Global outlook

Asia is expected to continue to account for the bulk of global growth in 2024-25. Inflation is expected to ease gradually as cost pressures moderate; headline inflation in G20 countries is expected to decline. The global economy has demonstrated resilience amid high inflation and monetary tightening, growth around previous levels for the next two years (Source: World Bank). The global economy is anticipated to grow by 3.1% in 2024, followed by a slight rise to 3.2% in 2025, according to the International Monetary Fund (IMF). This forecast for 2024 is driven by the strong performance of the United States and several major emerging markets, alongside substantial fiscal measures in China.

#### Domestic economic review

India remains the fastest-growing major economy, driven by robust domestic demand and favourable policies. The Indian economy is estimated to have grown by 7.6% in FY2024, up from 7.0% in FY2023. Key drivers of this growth momentum include capital expenditure on infrastructure development, rise in private corporate investment, strong service sector performance, and improved consumer confidence. This growth momentum is expected to continue in FY2025, supported by improved goods exports, increased manufacturing productivity, and higher agricultural output.

Consumption has been subdued this year, largely due to muted agricultural growth disrupted by erratic weather patterns, which impacted output and weakened rural consumption. Despite this subdued consumption, economic activity indicators suggest underlying strength that will bode well for the economy in the medium term.

The Reserve Bank of India (RBI) has maintained the policy repo rate at 6.5% during FY2024. The central bank has also reaffirmed its goal to keep headline inflation at 4% whilst maintaining the stance of 'withdrawal of accommodation' to ensure that inflation progressively aligns to the target at the same time supporting growth.

#### Domestic Outlook

Despite volatility in the global macroeconomic environment, the outlook for the Indian economy remains positive. Sustained political stability, enhanced government focus on public capital expenditure, increasing private capital expenditure, growing credit demand, moderating inflation, low corporate debt levels, and deleveraged balance sheets, are all expected to contribute to the economic growth. The Indian GDP is projected to grow by 7.0% in FY2025. The government's capital expenditure spending is expected to increase to `11.1 lakh crore or 3.4% of GDP in FY2025, up from the `10 lakh crore allocated last year.

The Reserve Bank maintained its GDP growth forecast at 7.2% for FY 2024-25, slightly lower than the estimated 7.6% expansion in FY 2023-24. Looking ahead, India shows potential to become the world's third-largest economy by 2030. Strong domestic consumption, visible structural demand and healthier corporate and banking sectors are driving future growth. The country's recovery is fuelled by domestic consumption, a shift to renewable energy, improved trade policies, infrastructure investments and digitalisation. With broad-based strategic reforms, India is poised for sustained economic growth.

### INDUSTRY OVERVIEW

#### Indian Chemical Industry

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, speciality chemicals, agrochemicals, petrochemicals, polymers, and fertilisers.

Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India accounts for 16-18% of the world production of dyestuffs and dye intermediates. Indian colorants industry has emerged as a key player with a global market share of 15%. The country's chemicals industry is de-licensed, except for few hazardous chemicals. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at global level (excluding pharmaceuticals).

### Ethanol Industry

Positioned as the market leader in the eastern hemisphere, India ranks as the third-largest ethanol producer globally, trailing the USA and Brazil. This underscores India's commitment to green energy, utilising surplus grain as a strategic solution to reduce fossil fuel imports and contribute to achieving COP26 targets.

Despite the growth shown by India's ethanol industry in recent years, domestic consumption **surpassed domestic production** for the ninth consecutive year in 2023. The applications for industrial ethanol in India are diverse, but most of the consumption is for biofuels and extra-neutral alcohol.

As of current, India's **industrial ethanol production capacity stands at 13.80BL**, with 8.75BL from molasses and 5.05BL from grain feedstocks. In its endeavor to achieve 20% blending by 2025, India attained a **blending record of 11.6% in Q1 of ESY 2023** – a 13% increase compared to 2022.

### ETHANOL BLENDING % UNDER EBP SCHEME

Year	Blending rate (%)
2015	3.0
2016	4.3
2017	2.4
2018	4.0
2019	4.5
2020	5.0
2021	8.1
2022	10.0
2023	12.0
2025	(Estimated) 20.0

### Political incentives on the Indian ethanol market

Although India's ethanol industry is growing, the country still relies on **oil imports**, leaving it vulnerable to fluctuations in global markets. In response, the Indian government set ambitious goals – *in its National Policy on Biofuels* – to **increase domestic bioethanol production** and decrease reliance on foreign oil, aiming for a 20% blending rate with petroleum by 2025. To do so, India is facilitating and subsidizing entrepreneurs in **setting up new distilleries or expanding existing ones**, whether molasses-, grain-, or dual-feed-based.

To further encourage bioethanol production, the Government of India is promoting alternative feedstocks such as **surplus grain**, rather than exclusively damaged grain, to meet the feedstock needs. Additionally, **India promotes the use of corn** for multiple reasons: its high potential as a raw material for ethanol, its higher market price support for farmers, and its higher agricultural yield. Corn production is expected to rise by 10 million metric tons over the next 5 years – allowing for **more conversion into ethanol**.

On the consumer side, vehicle-makers have introduced **FlexiFuels and E-20-compatible vehicles** to the Indian market. However, access to E-20 fuel remains limited, with only 100 stations in metropolitan cities and a limited storage infrastructure. To create a virtuous circle around ethanol production and consumption, the government is encouraging the domestic manufacture of these vehicles as part of the "Make in India" initiative.

These policies, goals, and investments demonstrate the government's commitment to the bioethanol industry, to reduce India's dependence on fossil fuels.

### Challenges and opportunities faced by Indian bioethanol producers

Bioethanol producers are facing several challenges, with a struggle to keep up with increasing feedstock prices, low prices for DDGS from corn ethanol, and the ban on the Food Corporation of India's rice **supply**. Besides, India's monsoon rains have recently been below normal, consequently leading to decreased rice and sugarcane crops. One of the consequences of this dynamic would be failing to meet the set 20% blending target with petroleum by 2025.

Additionally, Indian ethanol producers have a direct role to play in driving the growth of the industry and promoting sustainable production practices. Indeed, robust, and efficient processes lead to increased efficiency, greater ethanol productivity, and reduced costs.

High-gravity fermentation is one of the various ways to reduce energy consumption and effluents during ethanol production. By reducing their energy consumption, producers can decrease the environmental footprint and cost of their process, directly contributing to greener, more profitable, and more efficient productions.

**In conclusion**, the Indian bioethanol industry is poised for growth with significant potential for innovation and advances in technology.

Ultimately, new technologies and innovative practices will contribute to a more prosperous bioethanol market dynamic. Whether with second-generation bioethanol gaining weight in the coming years or the potential introduction of new generations of yeasts in the Indian market, the opportunities are numerous and have already started to flourish. The expected demand for bioethanol in sustainable aviation fuels can boost the production of biofuels and lead to greater energy efficiency while making a significant contribution to reducing greenhouse gas emissions.

The recent advances and political incentives in promoting sustainable ethanol production and reducing dependence on traditional fossil fuels provide hope and optimism for the future.

## **COMPANY OVERVIEW AND RECENT DEVELOPMENTS:**

Gulshan Polyols Limited (GPL or Gulshan or the Company) is a multi-location, multi product manufacturing company and is a leading manufacturer of grain and mineral based specialty chemical in India with global presence in 42+ countries, across 3 continents. Gulshan is an industrial house, older, more than four decades, engaged in manufacturing of Ethanol & specialty chemicals from grain and minerals, from multiple facilities set up across India.

The roots of the Company was incorporated by Promoters in the year 1981 as Gulshan Sugars & Chemicals Limited (GSCL) with primary business of manufacturing Calcium Carbonate at Muzaffarnagar, with an initial capacity of 2100 MTPA. Over the years, in 2000, GSCL was demerged into three companies and GPL is one of them, incorporated as a public limited company and registered in October 2000. Since inception, GPL is a dividend paying company and listed on Stock Exchanges. In March 26, 2002 and January 28, 2015, your Company was listed on Bombay Stock Exchange (BSE) and National Stock Exchange of India Ltd. (NSE) respectively.

Its business portfolio covers Ethanol, Sorbitol, Fructose & Sweetener, Starch, Calcium Carbonate, Ethyl Neutral Alcohol, Agro based Animal Feed and its By Products. On- Site PCC plants on multiple production facilities/locations at Muzaffarnagar in Uttar Pradesh, Bharuch in Gujarat, Chhindwara in Madhya Pradesh, Dhaula Kuan in Himachal Pradesh, Abu Road in Rajasthan, Patiala in Punjab, Tribeni in West Bengal, Amlai in Madhya Pradesh, Golpara, Assam.

Gulshan provides the know-how to set up an On-site PCC plant and maintains the supply of the raw materials for the same. After success of its first partnership in this field, it is tying knot with other paper mills for On-site PCC technology.

GPL is one of the largest players in the mineral processing & grain processing segments in India. It is a market leader with a substantial market share in the respective segments. More than four decades of experience, large capacity, strong clientele and consistent performance place GPL in the pole position.

*From toothpaste to alcohol, from sweeteners to paints, from paper to medicines, from plastics to personal care items, GPL is touching and an integral part of everyones' everyday life, across the world.*

The Company caters to wide range of industry & niche markets in core sector encompassing pharmaceuticals, personal care products, footwear, tyres, rubber & plastics, paints, alcohol, value added paper, agrochemicals, food and agro products, ethanol etc. Gulshan has an impressive clientele comprising of the nation's top FMCG's, leading paint manufactures and many reputed brands. Gulshan was recognized by Government of India as Star Export House in year 2016, for consistent export of products to various parts of the world. Gulshan caters the top 1000 Indian Companies.

## **COMPANY'S PRODUCT CATEGORIES/SEGMENT PERFORMANCE:**

The Company has three manufacturing segments viz Mineral Processing, Grain Processing & Ethanol (Bio-Fuel)/Distillery. The products processed under these segments, are having end use in multiple industries.

### **a. GRAIN PROCESSING:**

**Starch Sugars Business:** It includes Sorbitol-70% solution, Liquid Glucose, Native Starch, Fructose Syrup, and Rice Syrup Solids. Having facilities with a combined capacity of 1,81,800 MTPA for producing starch sugars and for Sorbitol with capacity of 72,000 MTPA with leading market share.

The **Rice-based Grain Processing Plant** at Muzaffarnagar, has achieved optimum level of capacity utilization and will remain the same in the future also.

**Native Starch/ Maize Starch:** It is the main carbohydrate nutrient from different sources of vegetation. Maize or corn starch powder is white, odorless and tasteless, which is extracted from kernel of maize/ corn. It is widely used as a thickener and a stiffening agent with numerous industrial applications. Maize starch is the second major product after sorbitol, is used by the semi kraft paper industry for making corrugated boxes (demand supported by e-commerce boom). The company's plant is situated in and around the paper belt in Muzaffarnagar which gives us strategic locational advantage.

**Fructose Syrup** which is naturally found in fruits, corn syrup and molasses. Commercially, Fructose Syrup is used as a sweetener in flavored and unflavored syrups, energy drinks, processed food, bakery products. It is serving the food and beverage industry is showing a very high growth rate.

**Rice Syrup Solids** which is also known as dried glucose syrup or Glucose Powder. It is usually used as sweetener and stabilizers for moisture & texture in baked goods, confectionary (hard candy), dairy products, processed meats, seafood and also used by breweries to lighten beer color, add body, rice flavor and fermentable sugars. It is easily dispersed into water for ease of use in quick dissolving beverage mixes.

**Agro based Animal Feed business** is India's feed industry is growing with poultry, cattle and aqua feed sectors emerging as major growth drivers. The demand for animal protein and dairy products in India will increase the compound feed consumption volumes. Consequently, cattle need to be developed, more requirement of nutritious food for them, which implies higher demand of grain by-products.

Company has grain processing units in Bharuch, Gujarat and Muzaffarnagar, Uttar Pradesh. Currently grain processing is the main revenue generator for the company with the contribution of 57% (approx) to the total revenue among segments.

*Company is focusing on Green Energy*

**b. MINERAL PROCESSING**

**Calcium Carbonate business:** Your Company also produces over 19 grades of Calcium Carbonate (Precipitated, Activated, Wet and Ground Natural Calcite Powder) used in various industries. The Company has four integrated facilities to manufacture Calcium Carbonate spread across the country.

In the Company's endeavor to add new products delivering value addition, the company is gradually shifting its focus from producing lower grade products to higher grade products which will increase the overall profitability of the Company in medium to long term perspective.

Company has mineral processing units in Muzaffarnagar, Uttar Pradesh, Dhaula Kuan in Himachal Pradesh and Abu Road in Rajasthan.

**Onsite PCC/WGCC Plants:** The Company is 'FIRST' in the country to introduce the concept of On-site PCC manufacturing plant for Value Added Paper (VAP) industries. **Company's achievement has been recorded in the Limca Book of Records in 2010.** The Company has successfully installed Seven Onsite PCC plants for Paper Industry Companies.

Company provides the raw materials and expertise to set up and maintain an on-site PCC plant. This reduces energy consumption and drying time for users. Company has Onsite PCC plants in West Bengal, Uttar Pradesh, Punjab and Madhya Pradesh.

The Management hopes for the exponential growth in this segment in the country, in line with the developed nations, where on-site PCC has become an integral part of Value-Added Paper such as printing, photo copier, tissue paper and writing paper.

Your company is the only Indian company which is offering such technology & providing plants to Indian and overseas companies engaged in manufacturing Value Added Paper.

**c. ETHANOL (BIO-FUEL)/DISTILLERY**

**Ethanol (Bio-Fuel):** Company is successfully supplying Ethanol to IOCL, BPCL, HPCL and other Oil Marketing Companies (OMCs), Reliance and Nyara Energy for **Ethanol Blending Petroleum Program** and Company is working at more than 100% capacity utilization. Company has entered into 10 years' long offtake agreement with OMCs for more than 50% of capacity for its 500 KLPD Grain Ethanol Manufacturing Plant.

The Company is planning to expand its footprints in Ethanol production segment and has embarked on a significant capex plan for manufacturing ethanol using damaged food grains.

**KEY ACHIEVEMENTS**

Gulshan has nine (9) plants/ Distillery at various locations. During FY2024, the Company completed the commissioning of its 250 Kilo Litres per day (KLPD) Grain Based Ethanol Plant Mornai, Goalpara, Assam. This new facility not only secures long term supply of Ethanol but also positions it strongly to capitalise on future growth opportunities in the Ethanol business with enhanced bottling capacities.

**Country Liquor:** The Company has awarded a tender for manufacturing and selling of Country Liquor in the state of Madhya Pradesh.

**RISK AND CONCERNS**

In any business, risks and prospects are inseparable. The Company is exposed to various risks which may be internal as well as external. The Company has a comprehensive risk management system in place and is tailored to the specific requirements of its diversified businesses, taking into consideration various factors, such as the size and nature of the inherent risks and the regulatory environment of the individual business segment of operating company. The risk management system enables it to recognize and analyze risks early and to take timely appropriate action. The Senior Management of the Company regularly reviews the risk management processes of the Company.

Therefore, the Company's diversified product profile, quality approach, value-added segments, manufacturing flexibility, modern technology & strong marketing network has saddled the company to successfully counter the effect of such adversities.

Company has formed Risk Management Committee and policy thereon to cater and mitigate various risks after necessary identification and evaluation.

**a. Environmental Risk**

**Environmental factors can impact the Company's operations & supply chain:** The Company is conscious of the environmental implications of its operations. Implementation of sustainable practices like water conservation, renewable energy adoption, replacement of fossil fuels with biomass, reduction in carbon foot print, waste management and tree plantation etc. helps to address the risk.

**b. Fluctuations in Commodity Prices**

**Volatility in commodity prices can affect the profitability of the Company.** Risk management strategy has been implemented at Gulshan by maintaining healthy inventory levels.

**c. Government Policy Risk**

Gulshan faces vulnerability to policy risks, particularly concerning with the recent changes in government policy of withhold of supply of rice from Food Corporation of India (FCI) for manufacturing of Ethanol. These shifts have exposed the Company to potential production disruptions and financial losses. In response, Gulshan is actively optimising production efficiencies and implementing cost-cutting measures to mitigate the impact of these policy uncertainties. By focusing on enhancing production processes and trimming expenses, Gulshan aims to bolster its resilience and navigate through the challenges

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company's internal financial control framework is commensurate with the size and operations of the business and is in line with requirements of the regulations. Internal control systems have been a core focus for the Company. The Company has laid down procedures and policies to guide the operations of the business.

The Company has a strong internal control system comprising various levels of authorization, supervision, checks and balances and procedures through documented policy guidelines and manuals. Effective/ adequate internal control systems are in place to ensure that all assets are safeguarded and protected against unauthorized use and the transactions are authorized, recorded and reported correctly. Such controls which are subjected to periodical review also ensure efficiency of operations, accuracy and promptness of financial reporting and compliance with all applicable laws and regulation. The Company's internal control systems are routinely tested by the Management, Statutory Auditors and Internal Auditors.

The Internal Audit Team regularly monitors the efficacy of internal controls/and compliances with Standard Operating Procedures and Manuals with an objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance that all transactions are authorized, recorded and reported correctly and follow policies and statutes.

#### **HUMAN RESOURCE AND INDUSTRIAL RELATIONS**

Caring for its people has always been the way of life in the Company as its people are always treated as most valuable assets. Your Company has been continuously working to improve human resources skills, competencies and capabilities in the Company, which is critical to achieve results as per our strategic business ambitions. The Company has been successful in fostering a people-centric cohesive culture within the organization that has been instrumental in creating its diverse pool of intellectual capital. The Company is focused and committed towards empowering its employees and continues to embark upon several initiatives on this front.

The Company has a team of experienced and qualified personnel to support its plant and other allied operations. The team is having technical expertise and experience, which is critical for successful or timely implementation of operational decisions.

The recruitment of well qualified personnel and retention of experienced workforce is critical for maintaining the talent pool in the Company. The Company continuously works towards ensuring that appropriate recruitment and retention plans are in place to avoid any gaps in talent pool.

Employees are also empowered to take full ownership and accountability of their responsibilities. Besides human resource development, Company provides various welfare measures for its employees and their families. Cordial industrial relations in factory have also helped Company to build a strong team of employees at various levels having good experience and skills.

The underlying rule of Company's policy towards human resource development is that competent and motivated manpower is the most important factor in achieving business goals. The policies in this regard are evolved and pursued to achieve this objective. Industrial relations remained cordial at all locations during the year. No working hours was lost due to any labour dispute.

Simultaneously, we continue to strengthen employee's value proposition including health and wellness measures, re-skilling programs, appropriate compensation interventions, ESOPs and enhanced career growth opportunities. Our recent priority has been to vaccinate our employees with agility and we have been holding various booster vaccination drives at our plants across the country, towards this endeavor.



# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	<b>L24231UP2000PLC034918</b>
2.	Name of the Listed Entity	<b>GULSHAN POLYOLS LIMITED</b>
3.	Year of incorporation	<b>2000</b>
4.	Registered office address	9th KM Jansath Road, Muzaffarnagar, Uttar Pradesh-251001, India
5.	Corporate address	G -81, Preet Vihar, Delhi- 110092, India
6.	E-mail	<a href="mailto:investorsrelation@gulshanindia.com">investorsrelation@gulshanindia.com</a>
7.	Telephone	<b>011-49999200</b>
8.	Website	<a href="http://www.gulshanindia.com">www.gulshanindia.com</a>
9.	Financial year for which reporting is being done	<b>FY 23-24 (1 April, 2023 to 31 March, 2024)</b>
10.	Name of the Stock Exchange(s) where shares are listed	<b>National Stock Exchange (NSE), Bombay Stock Exchange (BSE)</b>
11.	Paid-up Capital	<b>Rs. 6,23,70,586</b>
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.	<b>Name Dr. Chandra Kumar Jain</b> <b>(DIN : 00062221)</b> <b>Designation Chairman and Managing Director</b> <b>Name Ms. Aditi Pasari</b> <b>(DIN : 00120753)</b> <b>Designation Joint Managing Director</b> <b>Telephone number 011-49999200</b> <b>e-mail id: <a href="mailto:investorsrelation@gulshanindia.com">investorsrelation@gulshanindia.com</a></b>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	<b>Disclosures under this report are made on standalone basis, i.e., Gulshan Polyols Limited</b>

### II. Products/services:

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Sorbitol, Fructose, Starch, Ethanol (Bio Fuel/ Distillery), Grain processing, By products	100%

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

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Sorbitol	10629	25.68%
2.	Fructose & Sweetener	10623	7.99%
3.	Starch & Ethanol	1101	27.12%
4.	Liquor / Country Liquor	11012	4.97%
5.	Starch	10621	13.41%
6.	By Products	10629	14.32%

**III. 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	9	2	11
International	NIL	NIL	NIL

**17. Markets served by the entity:**
**a. Number of locations**

Locations	Number
National (No. of States)	11
International (No. of Countries)	32+

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

For Financial year 2023-24, the export contribution was 8.09 %.

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

The company has customers from the following industries:

FMCG • Food • Paper • Pharma • Footwear I.P.B. Plastics with SCJ Plastics • Printing • Paint • Oil marketing companies (OMC) • Animal feed industry.

**IV. Employees**
**18. Details as at the end of Financial Year:**
**a. Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<u>EMPLOYEES</u>						
1.	Permanent (D)	266	244	91.72%	22	8.27%
2.	Other than Permanent (E)	0	0	0	0	0
3.	<b>Total employees (D + E)</b>	<b>266</b>	<b>244</b>	<b>91.72%</b>	<b>22</b>	<b>8.27%</b>
<u>WORKERS</u>						
4.	Permanent (F)	257	257	100%	0	0
5.	Other than Permanent (G)	765	765	100%	0	0
6.	<b>Total workers (F + G)</b>	<b>1022</b>	<b>1022</b>	<b>100%</b>	<b>0</b>	<b>0</b>

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

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	Nil	Nil	Nil	Nil	Nil
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	<b>Total differently abled employees (D + E)</b>	Nil	Nil	Nil	Nil	Nil
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	<b>Total differently abled workers (F + G)</b>	Nil	Nil	Nil	Nil	Nil

**19. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	3	37.5%
Key Management Personnel*	3	1	33.33%

\*Mr. Ashwani Kumar Vats, Whole Time Director & CEO, is counted in both.

**20. Turnover rate for permanent employees and workers**

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
<b>Permanent Employees</b>	2.22%	0.48%	2.70%	4%	0.5%	4.05%	5%	0.5%	5.05%
<b>Permanent Workers</b>	7%	0	7%	8%	0	8%	10%	0	10%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**
**21. (a) Names of holding / subsidiary / associate companies / joint ventures**

S. 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.	Gulshan Overseas FZCO	Subsidiary	100%	No

**VI. CSR Details**
**22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes**

(ii) Turnover (in Rs.) - 13,77,97,58,221.47

(iii) Net worth (in Rs.) -7,59,90,79,491.62



**VII. 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) <i>(If Yes, then provide web-link for grievance redress policy)</i>	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		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 for all Stakeholders. Link: <a href="https://www.gulshanindia.com/policy.html">https://www.gulshanindia.com/policy.html</a>	0	0	-	0	0	-
Investors (other than shareholders)		0	0	-	0	0	-
Shareholders		8	0	All resolved	1	0	All resolved
Employees and workers		0	0	-	0	0	-
Customers		0	0	-	0	0	-
Value Chain Partners		0	0	-	0	0	-
Other (please specify)		0	0	-	0	0	-

**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, as per the following format:

S. No.	Material Issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
1.	<b>Government Policy</b>	Risk	Changes in government policies at macro level effects the operations and profitability of the company.	Through representations via various forums like- GEMA, Chini Mandi Associations etc.	Negative implications
2.	<b>Grain Availability</b>	Risk	Availability of the grain as raw material	Educating Farmers through various camps.	Negative implications
3.	<b>Materials Sourcing &amp; Efficiency</b>	Risk	Identifying materials sourcing risks and opportunities is crucial for supply chain stability, cost optimization, product quality, sustainability, supplier relations, regulatory compliance, innovation, supply chain efficiency, business resilience, and customer satisfaction.	To adapt or mitigate materials sourcing risks, diversify suppliers, assess supplier capabilities, enhance supply chain visibility, consider long-term contracts, optimize inventory, promote sustainable sourcing, develop contingency plans, collaborate with suppliers, monitor compliance, and continuously improve sourcing processes. These measures will secure material supply, reduce disruptions, and enhance overall sourcing efficiency and sustainability	Positive implications
4.	<b>Health &amp; Safety</b>	Risk	The health and safety of Gulshan’s human resources, including its contract workforce, is of utmost priority. Certain resources at the plants may have health concerns due to complexities involved in the manufacturing processes.	Regular training on topics including health and safety, fire safety, disaster readiness etc. are provided to all our human resources.	Positive implications

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	<a href="https://www.gulshanindia.com/policy.html">https://www.gulshanindia.com/policy.html</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company has framed policies that conform to different applicable statutes / guidelines / rules / policies etc., issued by Government of India from time to time including ISO 9001:2015; ISO 22000, BRC Global Standard; OHSAS 18001; ISO 9001								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<p>*Management is keen to reduce the emission load by using flue gas containing CO<sub>2</sub>, Water reduction by re- cycling. Effluent discharge reduction by putting Multi effect evaporator (MEE).</p> <p>*Sustainable Procurement of Raw Materials (Grain): Goal: Procure raw materials sustainably to minimize environmental impact.</p> <p>* Health &amp; Safety: Continue to have Zero Fatalities</p>								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	<p>*The process has reduced the flue gas emission by using it in making PCC. Bags filters are being installed to collect the fines.</p> <p>*Supporting sustainable grain farming projects remain a priority.</p>								
<b>Governance, Leadership and Oversight</b>									
7. Statement by Director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements ( <i>listed entity has flexibility regarding the placement of this disclosure</i> )	The chemical industry is placing greater emphasis on sustainability, leading many companies to adopt green chemistry and commit to decarbonization, resource recovery, and recycling. Net-zero greenhouse gas emission commitments are being spear headed by major corporations. Sustainability initiatives, including the European plastic tax and green hydrogen stimulus packages in the US, Canada, and Europe, are driving the adoption of sustainable practices and objectives at an accelerated pace. The Company believes that human resources are vital to the growth and sustainability of an organization as it seeks to maintain a healthy work environment at all levels and encourages the employees to do their best. GPL has always considered sustainable development as the keystone of the business strategy; this includes nurturing close and continuous interaction with the people and communities around our manufacturing divisions, bringing qualitative changes in their lives and supporting the underprivileged.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	The Board is responsible for the implementation and oversight of the Business Responsibility Policies.								
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.	Sustainability & Corporate Social Responsibility Committee (SCSR)								

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)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Yes, Committee of the Board									On Annually Basis.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes, Committee of the Board									On Annually Basis, as needed								

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.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	Not Applicable								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	Not Applicable								
It is planned to be done in the next financial year (Yes/No)	Not Applicable								
Any other reason (please specify)	Not Applicable								

**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 awareness programmes
Board of Directors	5	Presentations are made on various aspects of business such as operating performance, compliance management, recent trends in Ethanol industry, risk minimisation procedures, competitive landscape. Insider Trading Regulations, Presentation on various key regulatory updates	90%
Key Managerial Personnel	10	Anti Bribery Anti-Corruption, Insider trading Regulations, Code of Conduct, POSH	100%
Employees other than BoD and KMPs	10	Code of Conduct, POSH, Fire & Safety, Health, Safety and Technical training	80%
Workers	5	POSH, Fire & Safety, Health, Safety and Technical training, Mock drill	73%

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, in the following format

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website): <https://www.gulshanindia.com/policy.html>

**Monetary**

	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine			Nil		
Settlement			Nil		
Compounding Fee			Nil		

**Non-Monetary**

	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment			Nil	
Punishment			Nil	

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	-

4. 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.

Yes, the Company has a policy on anti-corruption and anti-bribery. It is available on the intranet of the company. Link:

<https://www.gulshanindia.com/policy.html>

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

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	Nil	Nil
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil		Nil	

7. 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.

**Not Applicable**

**LEADERSHIP INDICATORS**

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

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
-	-	-

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.

No

**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.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	57 Lakhs (100%)	51 Lakhs (100%)	We constantly strive to become more sustainable and reduce our carbon footprint.
Capex	1024.28 Lakhs (2.29%)	2172.55 Lakhs (6.81%)	ZLD and Zero dust emission, Upgradation of ESP & ETP and Laboratory set up

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

- b. If yes, what percentage of inputs were sourced sustainably?

Almost 90% raw materials are procured sustainably. The major raw material procured by the Company is rice and maize, which is sourced sustainably.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

- (a) Plastics (including packaging)
- (b) E-waste
- (c) Hazardous waste and
- (d) other waste.

**Not Applicable**

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.

No

**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 in the following format?

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, please provide the web-link.
No					

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.

Name of Product / Service	Description of the risk / concern	Action Taken
Since the products of the Company are agriculture based, there are no significant social or environmental concerns and/or risks arising from the production or disposal of the same.		

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 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
-	-	-

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	-	-	-	-	-	-
E-waste	-	-	-	-	-	-
Hazardous waste	-	-	-	-	-	-
Other waste	-	-	-	-	-	-

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

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective 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. 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)
<b>Permanent employees</b>											
Male	244	0	0	244	100%	0	0	0	0	0	0
Female	22	0	0	22	100%	22	100%	0	0	0	0
<b>Total</b>	<b>266</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>100%</b>	<b>22</b>	<b>8%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Other than Permanent employees</b>											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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)
<b>Permanent workers</b>											
Male	257	0	0	257	100%	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	257	0	0	257	100%	0	0	0	0	0	0
<b>Other than Permanent workers</b>											
Male	765	-	-	765	100%	-	-	-	-	-	-
Female	0	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	765	-	-	765	100%	-	-	-	-	-	-

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	(FY 23-24) Current Financial Year			(FY 22-23) Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted & 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	43%	21%	Y	15%	10%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	2.2%	6%	Y	7%	6%	Y
Others – please specify	0	0	0	0	0	0

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and 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.: **Yes.**

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.

The Company ensures diversity in the workplace, provides equal opportunity and fair treatment to all employees including eligible applicants for employment without any bias towards caste, creed, religion, origin, gender, marital status, age, and nationality - starting from recruitment to closure of full and final settlement. All decisions with respect to employee acquisition, learning and development, promotion, compensation and benefits, transfer and termination are objective and based on facts. These guidelines are internal and not uploaded on the website. However, these guidelines do not specifically provide for persons with disabilities.

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	-	100%	-
Female	100%	-	100%	-
<b>Total</b>	100%	-	100%	-

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 <i>(If Yes, then give details of the mechanism in brief)</i>
Permanent Workers	Yes, the Company has a complaint and grievance reporting process in place. Workers are free to reach functional head or HR team directly or through union at their respective locations.
Other than Permanent Workers	

Permanent Employees	Yes, The Company is committed to providing a safe and conducive work environment to all of its employees and associates. Employees are encouraged to share their concerns with their Reporting Manager, Human Resource Function or the members of the senior management. In addition, our whistle blower policy allows all our employees to report any kind of suspected or actual misconduct in the organisation in an anonymous manner. Stakeholders other than permanent employees of the Company can raise their grievances via e-mail to the concerned person/ management. Besides this the management is approachable with Direct interactions.
Other than Permanent Employees	

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

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	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)
<b>Total Permanent Employees</b>	266	0	0	375	0	0
- Male	244	0	0	355	0	0
- Female	22	0	0	20	0	0
<b>Total Permanent Workers</b>	257	60	23%	214	65	30%
-Male	257	60	23%	214	65	30%
-Female	0	0	0	0	0	0

8. Details of training given to employees and workers:

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	244	244	100%	244	100%	355	355	100%	355	100%
Female	22	22	100%	22	100%	20	20	100%	20	100%
<b>Total</b>	<b>266</b>	<b>266</b>	<b>100%</b>	<b>266</b>	<b>100%</b>	<b>375</b>	<b>375</b>	<b>100%</b>	<b>375</b>	<b>100%</b>
<b>Workers</b>										
Male	1022	1022	100%	1022	100%	854	854	100%	854	100%
Female	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>1022</b>	<b>1022</b>	<b>100%</b>	<b>1022</b>	<b>100%</b>	<b>854</b>	<b>854</b>	<b>100%</b>	<b>854</b>	<b>100%</b>

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

Category	FY 23-24 Current Financial Year			FY 22-23 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees*</b>						
Male	244	244	100%	355	355	100%
Female	22	22	100%	20	20	100%
<b>Total</b>	<b>266</b>	<b>266</b>	<b>100%</b>	<b>375</b>	<b>375</b>	<b>100%</b>
<b>Workers</b>						
Male	1022	0	0	854	0	0
Female	0	0	0	0	0	0
<b>Total</b>	<b>1022</b>	<b>0</b>	<b>0</b>	<b>854</b>	<b>0</b>	<b>0</b>

\*- includes Executives and Non-executive employees



**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 of such system?

Yes, The Company has successfully implemented an occupational health and safety management system that encompasses all employees, including contractual workers

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

Yes, a daily plant monitoring is done by the safety officer while camera monitoring is undertaken to identify unsafe acts/ unsafe conditions to enhance safety. The Company provided PPE kits to employees and made wearing them a mandate. Due diligence to identify work hazards and identification of repeated injuries helped develop effective countermeasures.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

Yes, the Company encourages employees to report near-miss incidents identified through digital platforms, which are analyzed from computer operator. The employees who report the highest number of instances are felicitated, which acts as an incentive for employees to report near-miss incidents.

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

Yes, the entity provides its employees/workers with access to non-occupational medical and healthcare services. Regular yearly and monthly check-ups are made available to ensure their overall well-being and health.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023-24 Current Financial Year	FY2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
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.**

The following measures are taken to ensure a safe and healthy environment:

- i. Checking the use of PPEs
- ii. Displaying safety signage's and boards to create the safety culture.
- iii. Briefing the workers about OHAS guidelines.
- iv. Issuing notices to employees and contractor workers for the non-use of PPEs.

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

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	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:**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
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.**

No corrective actions pertaining to above mentioned parameters was necessitated by the Company during the year under review. However, the Company provide safety training covering new employees and workers as well as periodic refresh training to inculcate safety awareness in employees and adopt the best practices.

Mock drills are conducted at regular intervals to enhance awareness and check the effectiveness of existing emergency response.

### 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 (As per Policy under Workman Compensation and PMJJY)

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

The entity implements measures to ensure that statutory dues have been deducted and deposited by its value chain partners. These measures include obtaining monthly challans as proof of the deduction and deposit of statutory dues. By maintaining these records, the entity can verify compliance and adherence to legal obligations, promoting transparency and responsible financial practices throughout the value chain.

**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:**

	<b>Total no. of affected employees/ workers</b>		<b>No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment</b>	
	<b>FY 2023-24 (Current Financial Year)</b>	<b>FY 2022-23 (Previous Financial Year)</b>	<b>FY 2023-24 (Current Financial Year)</b>	<b>FY 2022-23 (Previous Financial Year)</b>
<i>Employees</i>	0	0	0	0
<i>Workers</i>	0	0	0	0

**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

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

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Health and safety practices	0
Working Conditions	

**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.**

Not Applicable

### PRINCIPLE 4: Businesses should respect the interest of and be responsive to all its stakeholders

### ESSENTIAL INDICATORS

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

Engaging and collaborating with stakeholders is key for the development of our business strategy. To build a meaningful and transparent relationship, we engage with our stakeholders to form long-term relationships based on trust and a willingness to collaborate. We define our stakeholders as individuals, groups or organizations who have a material influence or are materially influenced by the way we perform

our activities. At Gulshan, we engage with our stakeholders periodically through various channels and proactively communicate relevant information to our stakeholders through meetings, annual report, corporate social responsibility report, integrated report, press releases, social media, etc. We strive to ensure that it is a two-way communication process. Feedback from our stakeholders is welcome so that we can learn the ways to improve our company. The following table mentions different modes through which we engage with our stakeholders and concerns discussed with them.

2. List of 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
Investors	No	Quarterly financial reports , Annual General Meeting, Press releases, Website, Stock exchanges, email, Advertisement, Annual Reports	Ongoing, Need Based	<ul style="list-style-type: none"> <li>For stakeholders to know the financial standing of the company; Majorly finance related matters, including any new developments like expansions, business updates, new markets, etc.</li> </ul>
Employees	No	E-mails, SMS, WhatsApp, meetings, surveys, letters and website	Ongoing, Need Based	<ul style="list-style-type: none"> <li>To keep employees informed about the organisation's plans and procedures.</li> <li>To understand employee needs and opinions.</li> <li>To uphold Employee Safety and Well being</li> </ul>
Customers	No	Website, E-mail and Phone Call	Ongoing, Need Based	<ul style="list-style-type: none"> <li>Assessment of Product quality and development</li> <li>Addressing grievances and concerns</li> <li>Providing assurance and solutions</li> <li>Feedback and suggestions</li> </ul>
Industrial association	No	Tie up with industrial associations through membership and being part of various committees and active participation	Ongoing, Need Based	<ul style="list-style-type: none"> <li>Coordination for Ethanol industry; advocacy to create a common platform for conducive government policies owing to the nature of Ethanol industry in India</li> </ul>
Suppliers & vendors	No	Email, Website and Direct Interaction	Ongoing, Need Based	Procurement of materials & service related, Query redressal, Business update

**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.**

It is the endeavor to the company to update all its stake holders on economic, environmental, and social topics on periodic basis. The board has empowered the various committees within the organization to interact with Stakeholders on periodic basis on the ESG matters.

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. Interaction with the Stakeholders is a continuous process and basis the same actions are initiated. The ESG activities are done where ever feasible. If required the inputs will incorporated into the policies.

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

The Company undertakes maize development activities and provides necessary guidance to marginalized maize growers with regards to the selection of the right variety of propagation materials, agri-inputs and agronomical practices, support in setting-up farmyard manure units, vermicomposting units, provide solar operated sprayers. Health camps are run periodically. Many school intervention programmes have been implemented and remedial education centers have been established for children. Skill training centers (Aashaiye) are being run to ensure skill development, enhancing the employability of the local youth.

**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, in the following format:

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. of Employees / workers covered (B)	% (B/A)	Total (C)	No. of Employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	266	240	90%	375	0	0
Other than permanent	0	0	0	0	0	0
<b>Total Employees</b>	266	240	90%	375	0	0
<b>Workers</b>						
Permanent	257	220	85%	214	0	0
Other than permanent	765	573	75%	640	0	0
<b>Total Workers</b>	1022	793	77%	854	0	0

2. Details of minimum wages paid to employees and workers, in the following format:

Category	Total (A)	FY 2023-24 Current Financial Year				Total (D)	FY 2022-23 Previous Financial Year			
		Equal to Minimum Wage		More than Minimum Wage			Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	244	0	0	244	100%	355	0	0	355	100%
Female	22	0	0	22	100%	20	0	0	22	100%
<b>Other than Permanent</b>										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
<b>Workers</b>										
<b>Permanent</b>										
Male	257	0	0	257	100%	214	0	0	214	100%
Female	0	0	0	0	0	0	0	0	0	0
<b>Other than Permanent</b>										
Male	765	0	0	765	100%	640	0	0	214	33.44%
Female	0	0	0	0	0	0	0	0	0	0

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	2	7542840	2	10368000
Key Managerial Personnel	2	2929740	1	991080
Employees other than BoD and KMP	242	32933	20	634852
Workers	1022	12298	0	0

\*Out of total 8 Directors, remuneration is paid to 4 Executive Directors and does not include commission and sitting fees paid to Non-Executive Directors.

# Key Managerial Personnel includes Whole Time Director & CEO, Chief Financial Officer and Company Secretary.

{Asha Mittal has resigned from the post of Company Secretary w.e.f January 13, 2024 and Archisha Tyagi has been appointed as Company Secretary w.e.f January 18, 2024 during the financial year 2023-24.}

**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, HR Head at Corporate Office and Unit Heads at different Units are responsible for addressing human rights impacts or issues caused or contributed to by the business.

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

At Gulshan, we have Whistle Blower Policy and Vigil Mechanism and Anti sexual harassment Guidelines to ensure the redressal of grievances related to human rights. The human relations, legal and compliance department, in collaboration with other functions, ensure that the human rights are upheld and reinforced from time to time at the operational level.

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

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	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	0	0	0	0
Discrimination at workplace	0	0	0	0	0	0
Child Labour	0	0	0	0	0	0
Forced Labour/ Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human rights related issues	0	0	0	0	0	0

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

We have a detailed POSH policy that is readily available for all employees, which includes mechanisms to ensure that the complainant is protected from retaliation. This includes protection against any adverse actions or treatment based on the complaint, such as termination, demotion, or harassment. The policy provides for situations where provisions can be made for support to the complainant during the investigation and resolution process. This can include offering counselling services, granting leaves of absence, or making temporary arrangements to separate the complainant and the accused to ensure a safe working environment.

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

No

**9. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	0
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

Not applicable

**LEADERSHIP INDICATORS**

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

- No business process was required to be modified
- 2. Details of the scope and coverage of any Human rights due-diligence conducted.
  - **Not Applicable**
- 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?
  - **Yes**
- 4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

- 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, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total electricity consumption (A)	40,94,44,369 MJ	38,12,67,882 MJ
Total fuel consumption (B)	88,29,87,176 MJ	61,50,27,080 MJ
Energy consumption through other sources (C)	-	-
<b>Total energy consumption (A+B+C)</b>	<b>129,24,31,545 MJ</b>	<b>99,62,94,962 MJ</b>
Energy intensity per rupee of turnover ( <i>Total energy consumption in MJ / turnover in Lakhs rupees</i> )	9379.20	8445.11
Energy intensity ( <i>optional</i> ) – the relevant metric may be selected by the entity	--	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**No**

- 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.

**No**

- 3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	0	0
(ii) Groundwater	313,070	4,55,975
(iii) Third party water	834,411	5,26,115

(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	1,147,481	9,82,090
<b>Total volume of water consumption (in kilolitres)</b>	1,147,481	9,82,090
<b>Water intensity per rupee of turnover (Water consumed in KL / turnover in Lakhs ₹)</b>	8.33	8.32
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

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

Yes

- Boregoan plants and Upcoming project at Assam are on ZLD basis technology. Company has installed the waste heat recovery and Multi effect evaporators to treat the ETP treated water for its use in the various process and then final concentrated effluent is being used in coal yard for Ash quenching.
- All mineral processing plants also operate on ZLD basis by using its water in back process. As effluent has the high Ph and less COD. Hence, it is good for using in the washing or in back process.
- Our plants at Muzaffarnagar and Bharuch are having moderated ETP backed by Multieffect evaporators. ETP treated water is being used in RO and RO reject is being processed in Multieffect Evaporators. RO reject and other qualified effluent, which is complying with the state pollution control board guidelines, are discharged in designated drain. We have the permission of effluent discharge. Hence, all discharge qualifies the norms set by the authority.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	PPM	<50PPM	<89 PPM
SOx	PPM	<100PPM	<69 PPM
Particulate matter (PM)	PPM	<30	<49
Persistent organic pollutants (POP)	PPM	-	-
Volatile organic compounds (VOC)	PPM	3-4%	-
Hazardous air pollutants (HAP)	PPM	NIL	-
Carbon Monoxide	PPM	<0.20%	<0.25%
Hydrocarbons	PPM	-	-
NMHC(at 15% O2)	PPM	-	-
Others – please specify	PPM	<100 PPM	<100 PPM

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	12%	-
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 1 and Scope 2 emissions per rupee of turnover		-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

Setup onsite PCC plant with capacity of 100 tonne per day where we absorb around 44 metric tonne CO2 in a day.

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

No

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	--	--
E-waste (B)	--	--
Bio-medical waste (C)	--	--
Construction and demolition waste (D)	--	--
Battery waste (E)	--	--
Radioactive waste (F)	--	--
Other Hazardous waste. Please specify, if any. (G)	--	--
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	--	--
<b>Total (A+B + C + D + E + F + G + H)</b>	--	--
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	--	--
(ii) Re-used	--	--
(iii) Other recovery operations	--	--
<b>Total</b>	--	--
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	--	--
(ii) Landfilling	226.79 tonnes	--
(iii) Other disposal operations	--	--
<b>Total</b>	226.79 tonnes	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **NO**

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.

**Not Applicable**

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 in the following format:

S. No.	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.
	NA	NA	NA

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

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA



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, in the following format: **NA**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA	NA	NA	NA	NA

**LEADERSHIP INDICATORS**

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

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>From renewable sources</b>		
Total electricity consumption (A)	--	58,32,187
Total fuel consumption (B)	--	--
Energy consumption through other sources (C)	--	--
<b>Total energy consumed from renewable sources (A+B+C)</b>	--	--
<b>From non-renewable sources</b>		
Total electricity consumption (D)	--	--
Total fuel consumption (E)	--	--
Energy consumption through other sources (F)	--	--
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	--	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

2. Provide the following details related to water discharged:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	660KL	--
- No treatment	--	--
- With treatment – specify level of treatment	660KL	--
(ii) To Groundwater	--	--
- No treatment	--	--
- With treatment – specify level of treatment	--	--
(iii) To Seawater	--	--
- No treatment	--	--
- With treatment – specify level of treatment	--	--
(iv) Sent to third-parties	112200 KL	423836
- No treatment	--	--
- With treatment – specify level of treatment	112200 KL	423836
(v) Others	3434000	--
- No treatment	--	--
- With treatment – specify level of treatment	3434000	--
<b>Total water discharged (in kilolitres)</b>	--	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **NO**

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): **NA**

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area

- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	--	--
(ii) Groundwater	34000	--
(iii) Third party water	--	--
(iv) Seawater / desalinated water	--	--
(v) Others	--	--
<b>Total volume of water withdrawal (in kilolitres)</b>	0.5%	--
<b>Total volume of water consumption (in kilolitres)</b>	--	--
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	--	--
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>	--	--
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water	--	--
- No treatment	--	--
- With treatment – specify level of treatment	100%	--
(ii) Into Groundwater	--	--
- No treatment	--	--
- With treatment – specify level of treatment	100%	--
(iii) Into Seawater	--	--
- No treatment	--	--
- With treatment – specify level of treatment	32%	--
(iv) Sent to third-parties	--	--
- No treatment	--	--
- With treatment – specify level of treatment	--	--
(v) Others	--	--
- No treatment	--	--
- With treatment – specify level of treatment	--	--
<b>Total water discharged (in kilolitres)</b>	--	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

4. Please provide details of total Scope 3 emissions & its intensity, in the following format: **NA**

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)		--	--
<b>Total Scope 3 emissions per rupee of turnover</b>		--	--
<b>Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity</b>		--	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

5. 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**

6. 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, as per the following format:

**Not Applicable**

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

**Not Applicable**

8. 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**

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

**Not Applicable**

**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.

10 (Ten)

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.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	PHD Chamber of Commerce and Industry	National
2	Grain Ethanol Manufacturers Association (GEMA)	National
3	ChiniMandi Association	National
4	Central Pulp and Paper Institute	National
5	All India Starch Manufacturing Association	National
6	All India manufacturing association of Calcium Carbonate	National
7	Jagardia Industries Association	State
8	Bombay Industries Association	State
9	All India Plastic Manufacturers Association	National
10	Plast India Association	National

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.

Name of authority	Brief of the case	Corrective action taken
<b>Not Applicable</b>		

**LEADERSHIP INDICATORS**

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

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others – please specify)	Web Link, if available
<b>Not Applicable</b>					

**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.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NIL						

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

The company has established a Stakeholders' Relationship Committee to ensure swift resolution of any grievances or complaints from shareholders and investors. This committee's primary role is to address issues such as share transfers, non-receipt of annual reports, and unpaid dividends. Furthermore, the committee provides guidance on enhancing investor services and fostering stronger relationships with stakeholders.

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

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/ small producers	20.73%	37.98%
Sourced directly from within the district and neighbouring districts		

**LEADERSHIP INDICATORS**

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

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

S. No.	State	Aspirational District	Amount spent (in INR)
Not Applicable			

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

The company, while not maintaining a distinct preferential procurement policy, ensures over 50% of its raw material procurement is sourced from local, small, and marginalized farmers. Upholding a non-discriminatory approach towards its suppliers, it has instituted an integrated procurement process.

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

- (c) What percentage of total procurement (by value) does it constitute? **Nearly 50%**

4. 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:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

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

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Preventive Healthcare including hygiene and sanitation	8000	85%
2	Education including School building & Infrastructure Development	6411	92%
3	Community Infrastructure and Rural Development	2055	100%
4	Ensuring environmental sustainability	5700	88%
5	Other activities	900	90%

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner**

**ESSENTIAL INDICATORS**

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

Gulshan Polyols is committed to ensuring customer satisfaction and actively encourages feedback and complaints from consumers. The company has a contact us page on the website which is an easy and accessible channel for customers to submit their complaints and provide feedback.

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 & social parameters relevant to the product	95%
Safe and responsible usage	
Recycling and/or safe disposal	

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

	FY 2023-24 (Current Financial year)		Remarks	FY 2022-23 ( (Previous Financial year)		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	Nil		N.A	Nil		N.A
Advertising	Nil		N.A	Nil		N.A
Cyber-security	Nil		N.A	Nil		N.A
Delivery of essential services	Nil		N.A	Nil		N.A
Restrictive Trade Practices	Nil		N.A	Nil		N.A
Unfair Trade Practices	Nil		N.A	Nil		N.A
Other	Nil		N.A	Nil		N.A

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

	Number	Reasons for recall
Voluntary recalls	0	N.A
Forced recalls	0	N.A

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.

Yes, The Company has a cyber security policy in place and posted on the website of the company and can be accessed at <https://www.gulshanindia.com/policy.html>

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.

**Not Applicable**

### LEADERSHIP INDICATORS

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

Below is the official website where information on products and services of the entity can be accessed: [www.gulshanindia.com](http://www.gulshanindia.com)

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

Required information as per statutory requirements is made available on the product packages

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

Not Applicable

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.

Information as per legal requirements is displayed on the product packages. However, there was no survey carried out during the financial year.

5. 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)

**No**

6. Provide the following information relating to data breaches:

- Number of instances of data breaches along-with impact -
- Percentage of data breaches involving personally identifiable information of customers

There were no reported data breaches.

**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
Gulshan Polyols Limited

**Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the standalone financial statements of Gulshan Polyols Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2024, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

**Basis for Opinion**

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

**Key Audit Matters**

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

*"We have determined that there are no key audit matters to communicate in our report."*

**Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 standalone 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 section 143 (11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with rule 7 of the companies(account) rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (1) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.
  - (2) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - (3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
3. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For and on behalf of  
**For Rajeev Singal & Co**  
Chartered Accountants  
(Firm Registration no. 008692C)

Date : May 21, 2024  
Place : Delhi  
UDIN: 24408730BKEOJL5701

(Sunil Kumar)  
Partner  
Membership No.408730

**ANNEXURE 'A' TO THE AUDITORS' REPORT**

(Referred to in Para 1 under 'Report on Other Legal Regulatory Requirements' section of our Report of even date)

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2024.

We report that:

- i. In respect of Fixed Assets
  - a. A. The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets (property plant and equipment)
  - B. The company has maintained proper records showing full particulars of its intangible assets.
  - b. The company has a program of physical verification of its fixed assets (property, plant and equipment) by which fixed assets are verified at reasonable intervals. In accordance with this program fixed assets were verified and discrepancies which were noticed on such verification were properly dealt with in the books of accounts.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties which are disclosed in financial statements (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
  - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - e. According to the information and explanations given to us and on the basis of our examination of the record of the company, any proceedings have not been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. In respect of Inventory and Working Capital Limits
  - a. (i) The physical verification of inventory has been conducted at reasonable intervals by the Management
  - (ii) The coverage and procedure of physical verification of inventory followed by the management is reasonable, adequate and appropriate in relation to the size of company and the nature of its business.
  - (iii) The company has maintained proper records of inventory. The discrepancies noticed on such verification between the physical stocks and book stocks were not material for each class of inventory and the same have been properly dealt with in the books of accounts.
  - b. The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the record of the company during the year the company has not made investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 Therefore, requirement of clause (iii) of paragraph 3 of the order is not applicable to the company.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with as applicable.
- v. The company has not accepted any deposits or amounts which are deemed to be deposits during the year as per the directives issued by the Reserve Bank of India and within the meaning of the provisions of sections 73 to 76 and other relevant provisions of the Companies Act, 2013 and the rules framed there under, where applicable. Thus, the clause (v) of paragraph 3 of the order is not applicable to the company.
- vi. In pursuant to the order made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013, the company has made and maintained the prescribed accounts and records. We have however, not made a detailed examination of the Cost Records with a view to determine whether they are accurate and complete.

- vii. In respect of statutory dues
- a. According to the information and explanations given to us, and on the basis of our examination, the company is generally regular in depositing undisputed statutory dues including provident fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Goods and Service Tax, Sales Tax, Service Tax, Duty of Excise, Duty of Customs, Value Added Tax, Cess and any other Statutory dues with appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable.
  - b. According to the information and explanations given to us, no disputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess except Amount of Rs.9,17,67,370 under Income Tax for A.Y.2015-16, Amount of Rs.1,13,71,610 under Income Tax for A.Y.2018-19, Amount of penalty under Income Tax of Rs.9,20,559 for A.Y.2016-17, Amount of penalty under Income Tax of Rs.31,18,526 for A.Y.2018-19 which are under appeal before C.I.T. Appeal Faceless.
- viii. According to the information and explanations given to us, and on the basis of our examination of the record of the company, there are no such instances noticed where transactions are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). There is no previously unrecorded income which has been required to be properly recorded in the books of account during the year.
- ix. The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. a. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b. There is no Audit Report in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 has been filed by the auditors with Central Government in terms of provisions of sub section 12 of Section 143 of the Companies Act.
- c. According to the information and explanations given to us, there is no whistle blower complaint has been received by the company during the year.
- xii. The provisions of clause 3 (xii) of the Order, for Nidhi Company, are not applicable to Company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the standalone Financial Statements etc. As required by the applicable Indian Accounting Standards.
- xiv. a. The Company has an Internal Audit system commensurate with the size and nature of its business.
- b. The Reports of the Internal Auditors for the period under audit were considered.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with them during the year.
- xvi. According to information and explanations given to us, the Company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the Order is not applicable to the Company.
- xvii. According to the information and explanations given to us, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has not been any resignation of the statutory auditors during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, Plans of the Board of Directors and management we are of the opinion that no material uncertainty exists as on the date of the audit report, that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

- xx. a. According to information and explanation given to us, in respect of other than ongoing projects, the company has spent the entire amount hence there is no unspent amount which is required to be transferred to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;
- c. There is no such amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, which has been required to be transferred to special account in compliance with the provision of subsection (6) of section 135 of the said Act;
- xxi. There have been no Qualification or Adverse remarks by the respective auditors in the companies (Auditor's Report) Order (CARO) reports of the companies included in the Consolidated financial statements.

For and on behalf of  
**For Rajeev Singal & Co**  
Chartered Accountants  
(Firm Registration no. 008692C)

Date : May 21, 2024  
Place : Delhi  
UDIN: 24408730BKEOJL5701

(Sunil Kumar)  
Partner  
Membership No.408730

**“ANNEXURE - B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date )

**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 financial statements of **GULSHAN POLYOLS LIMITED** (“the Company”) as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) 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 Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 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 control system with reference to 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 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 standalone financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control with reference to 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 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 over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to 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, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2024, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For and on behalf of  
**For Rajeev Singal & Co**  
Chartered Accountants  
**(Firm Registration no. 008692C)**

**Date : May 21, 2024**  
**Place : Delhi**  
**UDIN: 24408730BKEOJL5701**

**(Sunil Kumar)**  
**Partner**  
**Membership No.408730**

**STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2024**

(Rs. in Lakhs)

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	51,824.53	27,580.63
(b) Capital Work-in-Progress	3	18,236.07	27,802.30
(c) Investment Property	4	270.60	271.81
(d) Intangible Assets	5	4.78	6.24
<b>(e) Financial Assets</b>			
(i) Investments	6	301.72	1,958.00
(ii) Other Financial Assets	7	1,405.43	1,225.92
(f) Other Non-Current Assets	8	152.15	1,571.95
(g) Income Tax Assets (Net)		93.11	150.30
<b>Total Non- Current Assets</b>		<b>72,288.39</b>	<b>60,567.15</b>
<b>Current Assets</b>			
(a) Inventories	9	15,040.23	15,737.20
<b>(b) Financial Assets</b>			
(i) Investment	6A	1,208.32	338.71
(ii) Trade Receivables	10	16,691.52	14,163.41
(iii) Cash and Cash equivalents	11	68.08	509.69
(iv) Other Bank Balance	12	883.35	61.45
(c) Other Current Assets	13	8,932.20	7,273.39
(d) Income Tax Assets (Net)		539.03	138.83
<b>Total Current Assets</b>		<b>43,362.73</b>	<b>38,222.68</b>
<b>Total Assets</b>		<b>115,651.12</b>	<b>98,789.83</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	623.71	519.75
(b) Other Equity	15	58,415.33	56,986.18
<b>Total Equity</b>		<b>59,039.04</b>	<b>57,505.93</b>
<b>Non-Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	16	22,819.78	12,750.00
(ii) Lease Liabilities	17	438.71	445.46
(b) Provisions	18	52.32	63.15
(c) Deferred Tax Liabilities (Net)	19	2,388.19	1,370.72
<b>Total Non-Current Liabilities</b>		<b>25,699.00</b>	<b>14,629.33</b>
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	20	12,067.41	12,046.68
(ii) Lease liabilities	17	43.58	43.94
(iii) Trade payables	21		
(a) Outstanding dues of micro, small enterprises		1,224.19	2,061.02
(b) Outstanding dues of creditors other than above		11,426.37	5,979.19
(iv) Other Financial Liabilities	22	2,927.21	4,701.55
(b) Other Current Liabilities	23	3,224.33	1,822.19
<b>Total Current Liabilities</b>		<b>30,913.09</b>	<b>26,654.57</b>
<b>Total Equity and Liabilities</b>		<b>115,651.12</b>	<b>98,789.83</b>
<b>Material Accounting policies</b>	1		

The accompanying notes from an integral part of Standalone Financial Statements

As per our report of even date  
 For RAJEEV SINGAL & CO.  
 Chartered Accountants  
 (Registration No.008692C)

(Sunil Kumar)  
 Partner  
 Membership no: 408730

Date: May 21, 2024  
 Place : Delhi  
 UDIN: 24408730BKEOJL5701

For and on behalf of the Board of Directors

DR. CHANDRA KUMAR JAIN  
 Chairman & Managing Director  
 DIN: 00062221

ARCHISHA TYAGI  
 Company Secretary

ASHWANI KUMAR VATS  
 Whole Time Director and CEO  
 DIN : 00062413

RAJIV GUPTA  
 Chief Financial Officer

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**

(Rs. in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>REVENUE</b>			
Revenue from Operations	24	137,797.58	117,972.97
Other Income	25	1,220.65	706.48
<b>Total Income (I)</b>		<b>139,018.23</b>	<b>118,679.44</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	26	91,454.38	70,230.84
Purchase of Stock in Trade	27	252.26	605.76
Changes in Inventories of Finished goods, Work in progress and Stock in Trade	28	(3,356.44)	(975.16)
Employee Benefits Expenses	29	3,196.83	3,267.86
Finance Cost	30	1,008.77	612.73
Depreciation & amortisation Expenses	31	3,236.93	2,873.49
Other Expenses	32	40,434.53	36,025.83
<b>Total Expenses (II)</b>		<b>136,227.26</b>	<b>112,641.35</b>
<b>Profit Before Exceptional Items and Tax (III) (I-II)</b>		<b>2,790.97</b>	<b>6,038.09</b>
Exceptional Items (IV)		(22.74)	-
<b>Profit Before Tax (V) (III+IV)</b>		<b>2,768.23</b>	<b>6,038.09</b>
Tax Expense:	33		
Current Tax Expense		-	1,450.51
Deferred Tax Expense		1,004.14	51.41
<b>Total Tax Expenses (VI)</b>		<b>1,004.14</b>	<b>1,501.92</b>
<b>Profit for the year (VII) (V-VI)</b>		<b>1,764.09</b>	<b>4,536.17</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not to be reclassified to profit or loss:</b>			
Equity instruments through other comprehensive income		(75.58)	(7.74)
Remeasurements of the defined benefit plans		(18.61)	73.36
Income Tax relating to item that will not be reclassified to profit or loss		13.33	(17.60)
<b>Other Comprehensive (Income)/Loss (VIII)</b>		<b>(80.86)</b>	<b>48.01</b>
<b>Total Comprehensive Income for the year (IX) (VII - VIII)</b>		<b>1,844.95</b>	<b>4,488.16</b>
Earning per equity share (Face value Rs. 1 each)	34		
Basic (In Rs.)		2.83	7.27
Diluted (In Rs.)		2.83	7.27
<b>Material Accounting policies</b>	1		

The accompanying notes from an integral part of Standalone Financial Statements

As per our report of even date  
For RAJEEV SINGAL & CO.  
Chartered Accountants  
(Registration No.008692C)

For and on behalf of the Board of Directors

(Sunil Kumar)  
Partner  
Membership no: 408730

**DR. CHANDRA KUMAR JAIN**  
Chairman & Managing Director  
DIN: 00062221

**ASHWANI KUMAR VATS**  
Whole Time Director and CEO  
DIN : 00062413

Date: May 21, 2024  
Place : Delhi  
UDIN: 24408730BKEOJL5701

**ARCHISHA TYAGI**  
Company Secretary

**RAJIV GUPTA**  
Chief Financial Officer



**STANDALONE STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**
**A. Equity Share Capital**

	(Rs. in Lakhs)
Opening balance as at April 1, 2022	519.75
Change during the year	-
<b>Closing balance as at March 31, 2023</b>	<b>519.75</b>
Change during the year	103.95
<b>Closing balance as at March 31, 2024</b>	<b>623.71</b>

**B. Other Equity attributable to the Equity Holders of the Company**

(Rs. in Lakhs)

Particulars	RESERVES AND SURPLUS					Other Comprehensive Income		Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Capital Redemption Reserve	Retained Earning	Equity Instrument through Other Comprehensive Income	Defined Benefit Obligation	
<b>Balance as at 1st April 2022</b>	(18,074.73)	25,406.24	5,373.86	1,025.00	39,238.10	22.19	28.57	53,019.23
Profit for the year	-	-	-	-	4,536.18	-	-	4,536.18
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	(14.37)	14.37	-	-
Dividend on equity shares	-	-	-	-	(519.75)	-	-	(519.75)
Transaction costs on issue of shares	-	(1.47)	-	-	-	-	-	(1.47)
Other comprehensive income for the year, net of income tax	-	-	-	-	-	6.88	(54.89)	(48.01)
Issue of bonus shares	-	-	-	-	-	-	-	-
<b>As at 31st March 2023</b>	<b>(18,074.73)</b>	<b>25,404.77</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>43,240.16</b>	<b>43.44</b>	<b>(26.32)</b>	<b>56,986.18</b>
<b>Balance as at 1st April 2023</b>	<b>(18,074.73)</b>	<b>25,404.77</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>43,240.16</b>	<b>43.44</b>	<b>(26.32)</b>	<b>56,986.18</b>
Profit for the year	-	-	-	-	1,764.09	-	-	1,764.09
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	-	-	-	-
Dividend on equity shares	-	-	-	-	(311.85)	-	-	(311.85)
Transaction costs on issue of shares	-	-	-	-	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	66.93	13.93	80.86
Issue of bonus shares	-	(103.95)	-	-	-	-	-	(103.95)
<b>As at 31st March, 2024</b>	<b>(18,074.73)</b>	<b>25,300.82</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>44,692.40</b>	<b>110.37</b>	<b>(12.40)</b>	<b>58,415.33</b>

Material Accounting policies

1

**The accompanying notes from an integral part of Standalone Financial Statements**
**As per our report of even date**
**For RAJEEV SINGAL & CO.**

Chartered Accountants

**(Registration No.008692C)**
**(Sunil Kumar)**

Partner

Membership no: 408730

**Date: May 21, 2024**
**Place : Delhi**
**UDIN: 24408730BKEOJL5701**
**DR. CHANDRA KUMAR JAIN**

Chairman &amp; Managing Director

DIN: 00062221

**ARCHISHA TYAGI**

Company Secretary

**ASHWANI KUMAR VATS**

Whole Time Director and CEO

DIN : 00062413

**RAJIV GUPTA**

Chief Financial Officer

**STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**

(Rs. in Lakhs)

	Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>A.</b>	<b>Cash flow from operating activities</b>		
	<b>Profit before Tax</b>	<b>2,768.23</b>	<b>6,038.10</b>
	Adjustment for :		
	Depreciation and Amortization Expenses	3,236.93	2,873.49
	Dividend income	(0.69)	(0.24)
	Net Profit on Sale/Fair value of Current/non-current investment FVTPL	(208.32)	-
	(Gain) / Loss on disposal of property, plant and equipment	(16.21)	11.28
	(Gain) / Loss on disposal of Investment	(938.33)	(275.87)
	Interest income	(56.87)	(73.82)
	Interest expenses	1,008.77	612.73
	<b>Cash generated from operations before working capital changes</b>	<b>5,793.51</b>	<b>9,185.67</b>
	Adjustment for :		
	Decrease/(increase) in other assets	(951.28)	(1,010.69)
	Decrease/(increase) in trade receivables	(2,528.12)	(2,201.34)
	Decrease/(increase) in inventories	696.97	(4,947.33)
	(Decrease)/increase in other current liabilities	1,420.76	(2,601.73)
	(Decrease)/increase in provisions	(10.83)	63.15
	(Decrease)/increase in trade and other payables	2,836.00	4,812.77
	<b>Cash generated from operating activities</b>	<b>1,463.50</b>	<b>(5,885.17)</b>
	Direct taxes paid (net of refunds)	(632.14)	(1,739.64)
	<b>Cash flows before exceptional items</b>	<b>6,624.88</b>	<b>1,560.86</b>
	<b>Net Cash flow generated from operating activities (A)</b>	<b>6,624.88</b>	<b>1,560.86</b>
<b>B.</b>	<b>Cash Flow from Investing activities</b>		
	Sale proceeds from property, plant and equipment	25.04	36.45
	Purchase of property, plant and equipment including capital work in progress	(17,920.56)	(25,425.47)
	Purchase of intangibles	(0.19)	(0.99)
	Net Sale/ (Purchase) proceeds of from non-current investments and current investments	2,008.89	572.57
	Interest income	56.87	73.82
	Dividend income	0.69	0.24
	<b>Net Cash Flow Generated from investing activities (B)</b>	<b>(15,829.26)</b>	<b>(24,743.38)</b>
<b>C.</b>	<b>Cash flow from Financing activities</b>		
	Interest expenses	(972.30)	(607.49)
	Payment of Interest/Principal on Lease Liabilities	(43.58)	(41.00)
	Proceeds/(Repayment) of long-term borrowings	10,069.78	8,018.78
	Proceeds/(Repayment) of short-term borrowings	20.73	5,582.31
	Transaction costs on issue of shares	-	(1.47)
	Dividend paid	(311.85)	(519.75)
	<b>Net Cash flow Generated from financing activities (C)</b>	<b>8,762.78</b>	<b>12,431.38</b>
	<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(441.61)</b>	<b>(10,751.14)</b>
	<b>Cash and cash equivalents at the beginning of the year</b>	<b>509.69</b>	<b>11,260.83</b>
	<b>Cash and cash equivalents at year end</b>	<b>68.08</b>	<b>509.69</b>

**Note:**

1. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

The accompanying notes from an integral part of Standalone Financial Statements

As per our report of even date

For RAJEEV SINGAL & CO.

Chartered Accountants

(Registration No.008692C)

(Sunil Kumar)

Partner

Membership no: 408730

Date: May 21, 2024

Place : Delhi

UDIN: 24408730BKEOJL5701

For and on behalf of the Board of Directors

DR. CHANDRA KUMAR JAIN

Chairman & Managing Director

DIN: 00062221

ARCHISHA TYAGI

Company Secretary

ASHWANI KUMAR VATS

Whole Time Director and CEO

DIN : 00062413

RAJIV GUPTA

Chief Financial Officer

**NOTES TO STANDALONE FINANCIAL STATEMENTS****1. DESCRIPTION OF THE COMPANY AND MATERIAL ACCOUNTING POLICIES****1.1 Basis of Preparation of Standalone Financial Statements****(i) Corporate Information**

Gulshan Polyols Limited (“GPL” or “the Company”) with a CIN number L24231UP2000PLC034918 is a domestic public limited company, listed in India with registered office situated at 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar (U.P.) - 251001. GPL is a multi-location, multi-product manufacturing company and has become a market leader in most of its products in India with global presence in 42 countries, across 3 continents and having its registered office in Muzaffarnagar, Uttar Pradesh, India. Its business portfolio covers Starch, Starch Sugars, Calcium Carbonate, Alcohol & Ethanol business, Agro based Animal Feed & On-site PCC plants with production facilities at Muzaffarnagar in Uttar Pradesh, Bharuch in Gujarat, Dhaura Kuan in Himachal Pradesh, Abu Road in Rajasthan, Patiala in Punjab, Tribeni in West Bengal, Amlai & Borgaon in Madhya Pradesh. It caters to wide range of industry & niche markets in core sector encompassing pharmaceuticals, personal care products, footwear, tyres, rubber & plastics, paints, alcohol, value added paper, agrochemicals, food and agro products. Since inception, GPL is a dividend paying company and listed on National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange (“BSE”).

The Board of Directors approved the Standalone financial statements for the year ended March 31, 2024 and authorized for issue on May 21, 2024.

**(ii) Statement of compliance**

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The Standalone Financial Statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values or amortized cost depending upon classification. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

The material accounting policy information related to preparation of the standalone financial statements have been discussed in the respective notes.

**1.2 Use of estimates and judgements**

The preparation of the Standalone Financial Statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Standalone Financial Statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these Standalone Financial Statements have been disclosed in Note No.1.5. Accounting estimates could change from period to period. Revision to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

**1.3 Current versus non-current classification**

The Company presents assets and liabilities in the Standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized 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 are classified as non-current assets and liabilities.

All assets and liabilities have been classified as current or noncurrent according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

#### 1.4 Foreign currencies

These Standalone Financial Statements are presented in INR, which is also the functional currency of the Company. All financial information presented in INR has been rounded to the nearest lakhs.

##### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in standalone profit or loss.

Non-monetary items 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 recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

#### 1.5 Critical estimates and judgments

The preparation of Standalone Financial Statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also needs to exercise judgment in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgment are:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses
- Useful life of Property, plant and equipment
- Valuation of Inventory
- Provisions and Accruals
- Contingencies

#### 1.6 Fair value measurement

The Company measures financial instruments at fair value as per Ind AS 113 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 principal or the most advantageous market must be accessible by the Company.

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.

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

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

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

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

**Level 2-** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Level 3-** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

For assets and liabilities that are recognized in the Standalone Financial Statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## **1.7 Revenue from contracts with customers**

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

### **(i) Sale of goods**

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, sales tax and applicable trade discounts and volume rebates. Revenue includes shipping and handling costs billed to the customer.

### **(ii) Interest income**

Interest income primarily comprises of interest from term deposits. Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in other income in the standalone statement of profit and loss.

### **(iii) Dividend**

Dividend income from investment is accounted for when the right to receive is established, which is generally when shareholders approve the dividend.

### **(iv) Other Income**

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

### **(v) Export Incentives**

Export incentives are recognized when the incentives are received from the government authorities.

Export entitlement from government authorities under Duty Draw Back scheme is recognized in the standalone statement of profit and loss based on receipt from the government authorities.

## 1.8 Taxes

Tax expenses comprise of current and deferred tax:

### Current income tax

- a. 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.
- b. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized 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

- a. 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.
- b. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- c. 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 utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- d. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- e. The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Standalone Statement of Profit and Loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent, the Company does not have convincing evidence that it will pay normal tax during the specified period.
- f. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.
- g. 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.

## 1.9 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

## 1.10 Property, Plant and Equipment Recognition and measurement

### 1.0.1 Property, Plant and Equipment (PPE)

Property, plant and equipment are initially recognized at cost which comprises of the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

After the initial recognition the property, plant and equipment other than freehold land are carried at cost less accumulated depreciation and impairment losses. Cost of Self-constructed asset is determined using the same principles as for acquired assets after eliminating the

component of internal profits.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Company. All other repair and maintenance costs are recognized in Standalone statement of profit or loss as incurred.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the Standalone statement of profit and loss as incurred.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in Standalone profit or loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital advances under non-current assets.

### **1.10.2 Capital Work in Progress (CWIP)**

Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

Capital work-in-progress is stated at cost, net of accumulated impairment losses, if any.

### **1.10.3 Depreciation**

Depreciation has been provided on written down value method except as stated below, in terms of expected life span of assets specified in Schedule – II of the Companies Act, 2013 or as determined by management. The residual value and useful life are reviewed annually, and any deviation is accounted for as a change in estimate.

- With effect from April 01, 2023, the Company has adopted Unit of Production method for calculating Depreciation instead of W.D.V method in case of fructose unit at Muzaffarnagar, U.P.
- With effect from April 01, 2022, the Company has adopted Unit of Production method for calculating Depreciation instead of W.D.V method in case of units at Borgaon, M.P. except bottling unit.

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

The carrying amount of the all property, plant and equipment are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recognized in the Standalone statement of profit & loss.

### **1.11 Intangible Assets**

Acquired intangible assets are initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any. After initial recognition, intangibles are carried at cost less accumulated amortization and impairment losses.

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. Computer software development costs for in-house developed software is recognized as assets are amortized on a written down value basis over their estimated useful life.

The estimated useful lives, residual values and amortization method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

### **1.12 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 capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### **1.13 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 recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased Asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss. Contingent rentals are recognized as expenses in the periods in which they are incurred. Lease management fees, legal charges and other initial direct costs are capitalized.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in the Standalone statement of profit and loss on a straight-line basis over the lease term, except in case where lease rentals are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

**Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). 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 recognized, 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 shorter of the lease term.

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.

**Lease Liabilities**

At the commencement date of the lease, the Company recognizes 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 recognized 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. The Company's lease liabilities are included in Interest-bearing loans and borrowings (see Note 40)

**Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases (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 that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized 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.



### 1.14 Inventories

Inventories consist of raw materials, packing materials, stores and spares, work-in-progress and finished goods and stock of traded goods, which are measured at the lower of cost and net realizable value.

Cost includes expenditures incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of finished goods and work-in-progress, cost includes an appropriate share of overheads based on normal operating capacity. Stores and spares, that do not qualify to be recognized as property, plant and equipment, consists of packing materials, engineering spares (such as machinery spare parts) and consumables, which are used in operating machines or consumed as indirect materials in the manufacturing process. The basis of measurement of cost is as follows:

- (i) **Raw Materials, Packing Materials and Stores & Spares:** FIFO basis
- (ii) **Finished Goods:** Cost of input plus appropriate overhead.
- (iii) **Work in Progress:** Cost of input plus overhead up-to the stage of completion.
- (iv) **By- Products:** At net realizable value
- (v) **Stock-In-Trade:** FIFO Basis

Net realizable 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.

### 1.15 Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 or the cash-generating unit.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the standalone statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than it is carrying amount.

Impairment losses, other than those recognized on goodwill, that have been recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### 1.16 Provisions, Contingent Liabilities and Contingent Assets

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. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

#### Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Disputes, liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax Excise etc.) pending in appeal / court for which no reliable estimated can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

#### Contingent Assets

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

### 1.17 Recent Pronouncement

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

### 1.18 Employee benefits

#### a. Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, short term compensated absences etc., and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

#### b. Post-Employment Benefits:

##### i) Defined Contribution Plans:

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans. The contribution paid / payable under the schemes is recognized during the period in which the employees render the related services.

##### ii) Defined Benefit Plans:

The Company has Defined Benefit Plan for post-employment benefit in the form of Gratuity for eligible Employees, which is administered through a Gratuity Policy with Life Insurance Corporation of India (L.I.C). Gratuity Liability based on actuarial valuation as per Ind AS 19. Liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method. The present value of defined benefit is determined by discounting the estimated future cash outflows by reference to market yield at the end of each reporting period on government bonds that have terms approximate to the terms of the related obligation. The 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. The cost is included in employee benefit expense in the standalone statement of profit and loss. Actuarial gain / loss arising from experience adjustments and changes in actuarial assumptions are credited / debited to “other comprehensive Income” forming part of other equity.

### 1.19 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial Assets

##### *Initial Recognition and Measurement*

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial assets.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

##### *Subsequent Measurement*

For purpose of subsequent measurement financial assets are classified in two broad categories:

- Financial Assets at fair value
- Financial assets at amortized cost

Where assets that measured at fair value, gains and losses are either recognized entirely in the standalone statement of profit and loss or recognized in other comprehensive income.

A financial asset that meets the following two conditions is measured at amortized cost:

- Business Model Test: The objective of the company’s business model is to hold the financial asset to collect the contractual cash flows.

- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through OCI:

- Business Model Test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit and loss.

All equity investments are measured at fair value in the standalone balance sheet, with value changes recognized in the standalone statement of profit and loss, except for those equity investments for which the entity has elected irrevocable option to present value changes in OCI.

#### ***Derecognition of financial assets***

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

#### ***Impairment of financial assets***

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

For this purpose, the Company follows 'simplified approach' for recognition of impairment loss allowance on the trade receivable balances. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

#### **Financial Liabilities:**

All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A financial liability is classified as FVTPL if it is classified as held for trading, or it is derivative or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognized in standalone statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in standalone statement of profit and loss.

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

**Derecognition**

A financial liability is derecognized 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 recognized in the standalone statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the standalone financial statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**1.20 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, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**1.21 Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognized initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method, less loss allowance.

**1.22 Investment in subsidiaries**

The investment in subsidiaries is carried in the standalone financial statements at historical cost except when the investment is classified as held for sale in which case it is accounted for as non-current assets held for sale and discontinued operations.

Investments in subsidiaries carried at cost are tested for impairment in accordance with Ind AS 36. Any impairment loss reduces the carrying value of the investment.

**1.23 Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts which are unsecured are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**1.24 Borrowings**

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

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in standalone statement of profit or loss.

**2. PROPERTY, PLANT AND EQUIPMENT**

(Rs. in Lakhs)

	Free hold Land	ROU (Land Lease)	Building	Plant and Equipment	Office Furniture and Equipment	Vehicle	Total
<b>Gross Block</b>							
Balance as at 1st April 2022	258.72	2,277.39	4,100.22	36,323.01	257.53	824.03	44,040.90
Additions	-	60.65	98.07	6,629.83	34.17	-	6,822.72
Adjustments	-	(14.66)	-	-	-	-	(14.66)
Disposals	-	-	-	76.18	-	131.61	207.79
<b>Balance as at 1st April 2023</b>	<b>258.72</b>	<b>2,323.38</b>	<b>4,198.30</b>	<b>42,876.65</b>	<b>291.70</b>	<b>692.42</b>	<b>50,641.17</b>
Additions	-	14.91	473.40	26,870.50	131.52	20.40	27,510.73
Adjustments	-	(27.54)	-	-	-	-	(27.54)
Disposals	-	-	-	-	-	2.91	2.91
<b>Balance as at 31st March 2024</b>	<b>258.72</b>	<b>2,310.75</b>	<b>4,671.70</b>	<b>69,747.16</b>	<b>423.22</b>	<b>709.90</b>	<b>78,121.45</b>
<b>Accumulated Depreciation</b>							
Balance as at 1st April 2022	-	109.95	1,595.79	18,024.38	166.71	428.37	20,325.18
Additions	-	48.49	242.58	2,467.56	30.29	122.22	2,911.13
Disposals	-	-	-	48.85	-	126.93	175.78
<b>Balance as at 1st April 2023</b>	<b>-</b>	<b>158.44</b>	<b>1,838.36</b>	<b>20,443.09</b>	<b>196.99</b>	<b>423.66</b>	<b>23,060.54</b>
Additions	-	48.20	256.25	2,821.15	44.93	87.48	3,258.00
Disposals	-	18.72	-	-	-	2.89	21.62
<b>Balance as at 31st March 2024</b>	<b>-</b>	<b>187.91</b>	<b>2,094.61</b>	<b>23,264.24</b>	<b>241.92</b>	<b>508.24</b>	<b>26,296.92</b>
<b>Net Block</b>							
Balance as at 31st March 2024	258.72	2,122.84	2,577.09	46,482.92	181.30	201.66	51,824.53
Balance as at 31st March 2023	258.72	2,164.95	2,359.93	22,433.57	94.71	268.76	27,580.63

**3. CAPITAL WORK IN PROGRESS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024
<b>As at 1st April 2022</b>	<b>9,128.12</b>
Additions (Subsequent expenditure) Capitalised during the year	25,152.92 (6,478.74)
<b>As at 31st March 2023</b>	<b>27,802.30</b>
Additions (Subsequent expenditure) Capitalised during the year	17,289.43 (26,855.66)
<b>As at 31st March 2024</b>	<b>18,236.07</b>
<b>Net Book Value</b>	
At 31st March 2024	18,236.07
At 31st March 2023	27,802.30

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

(Rs. in Lakhs)

CAPITAL WORK IN PROGRESS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in Progress	14,152.02	3,965.56	118.49	-	18,236.07
<b>Total</b>	<b>14,152.02</b>	<b>3,965.56</b>	<b>118.49</b>	<b>-</b>	<b>18,236.07</b>

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

(Rs. in Lakhs)

CAPITAL WORK IN PROGRESS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in Progress	21,423.20	6,379.10	-	-	27,802.30
<b>Total</b>	<b>21,423.20</b>	<b>6,379.10</b>	<b>-</b>	<b>-</b>	<b>27,802.30</b>

**4. INVESTMENT PROPERTY**

(Rs. in Lakhs)

	Land	Building	Total
<b>Gross Block</b>			
Balance as at 1st April 2022		259.04	287.55
Additions	-	-	-
Disposals	-	-	-
<b>Balance as at 31st March 2023</b>	<b></b>	<b>259.04</b>	<b>287.55</b>
Additions	-	-	-
Disposals	-	-	-
<b>Balance as at 31st March 2024</b>	<b></b>	<b>259.04</b>	<b>287.55</b>

Accumulated Depreciation			-
<b>Balance as at 1st April 2022</b>	-	14.40	14.40
Additions	-	1.34	1.34
Disposals	-	-	-
<b>Balance as at 31st March 2023</b>	-	15.74	15.74
Additions	-	1.21	1.21
Disposals	-	-	-
<b>Balance as at 31st March 2024</b>	-	16.95	16.95
Net Block			-
<b>Balance as at 31st March 2024</b>	<b>259.04</b>	<b>11.56</b>	<b>270.60</b>
<b>Balance as at 31st March 2023</b>	<b>259.04</b>	<b>12.77</b>	<b>271.81</b>

**Fair Market value of Investment Property**

As on March 31, 2024

312.00

As on March 31, 2023

297.59

Note: The Company has not revalued the investment Property. Fair market value is based on the valuation report from a Registered valuer as defined under Companies Act, 2013

**5. INTANGIBLE ASSETS**

(Rs. in Lakhs)

	Software	Total
<b>Gross Block</b>		
<b>Balance as at 31st March 2022</b>	<b>23.83</b>	<b>23.83</b>
Additions	0.99	0.99
Disposals	-	-
<b>Balance as at 31st March 2023</b>	<b>24.82</b>	<b>24.82</b>
Additions	0.19	0.19
Disposals	-	-
<b>Balance as at 31st March 2024</b>	<b>25.00</b>	<b>25.00</b>
<b>Accumulated Depreciation</b>		
<b>Balance as at 31st March 2022</b>	<b>16.61</b>	<b>16.61</b>
Additions	1.96	1.96
Disposals	-	-
<b>Balance as at 31st March 2023</b>	<b>18.58</b>	<b>18.58</b>
Additions	1.65	1.65
Disposals	-	-
<b>Balance as at 31st March 2024</b>	<b>20.23</b>	<b>20.23</b>
<b>Net Block</b>		
<b>Balance as at 31st March 2024</b>	<b>4.78</b>	<b>4.78</b>
<b>Balance as at 31st March 2023</b>	<b>6.24</b>	<b>6.24</b>

**6. INVESTMENTS**

(Rs. in Lakhs)

NON- CURRENT INVESTMENTS	As at 31st March, 2024	As at 31st March, 2023
<b>(a) Investment in Equity Instruments at fair Value through OCI (Fully paid up)</b>		
<b>Quoted Equity Shares</b>		
(i) 50,000 ( PY 50,000) equity shares in Genus Power Infrastructure Limited of Re.1 each	115.15	42.35
(ii) 50,000 (PY 50,000) equity shares in Genus Paper and Boards Limited of Re.1 each	9.30	6.53
<b>Unquoted Equity Shares</b>		
(i) 10,500 (PY 10,500) equity shares of Rs. 10 each -BEIL Infrastructure Ltd.	1.05	1.05
(ii) 4,09,025 (PY 4,09,025) equity shares of Rs. 10 each - Narmada Clean Tech Ltd.( formally named as Bharuch Eco-Aqua Infrastructure Ltd.)	40.90	40.90
(iii) 13,53,200 (PY 13,53,200) Equity Shares in Amplus RJ Solar Pvt Ltd. of Rs.10 Each.	135.32	135.32
<b>(b) Investment in Subsidiary at cost less impairment unless otherwise stated</b>		
10,000 (PY 10,000) equity shares in Gulshan Overseas- FZCO of AED 10 each	22.74	22.74
Less: Provision for Impairment in Value of Investment in Gulshan Overseas FZCO	22.74	-
	-	22.74
<b>(c) Investment in Mutual Funds (at fair value through profit &amp; loss)</b>		
Non current Investment in Mutual Funds	-	1,709.11
<b>Total</b>	<b>301.72</b>	<b>1,958.00</b>

Aggregate Amount of Impairment in value of Investment	22.74	-
Aggregate Amount of Quoted Investment	124.45	1,757.98
Aggregate Amount of Unquoted Investment	177.27	200.01

**6A. CURRENT INVESTMENTS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investment in Mutual Funds (at fair value through profit & loss)	1,208.32	338.71
<b>Total</b>	<b>1,208.32</b>	<b>338.71</b>

Aggregate Amount of Quoted Investment	1,208.32	338.71
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**7. OTHER FINANCIAL ASSETS (NON CURRENT)**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Security Deposits	745.16	712.13
Bank Deposits with maturity of more than 12 months as Margin Money	248.74	244.25
GPL Employees Welfare Trust	411.54	269.54
<b>Total</b>	<b>1,405.43</b>	<b>1,225.92</b>

Bank Deposits in form of FDR having maturity period of more than 12 months is kept as margin money against Bank guarantees

**8. OTHER NON-CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Capital Advances	152.15	1,571.95
<b>Total</b>	<b>152.15</b>	<b>1,571.95</b>

**9. INVENTORIES**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	5,485.36	9,719.89
Work in Progress	2,456.78	1,422.39
Finished Goods	4,538.00	2,205.31
Stock in Traded Goods	35.19	45.82
Stores, Spares & Packing	759.73	422.36
Coal, Fuel & Chemicals	1,765.18	1,921.43
<b>Total</b>	<b>15,040.23</b>	<b>15,737.20</b>

**10. TRADE RECEIVABLES**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Un-secured and Considered Good	16,817.86	14,245.36
Significant increase in credit risk	-	25.06
<b>Total</b>	<b>16,817.86</b>	<b>14,270.42</b>
Less:- Allowance for doubtful trade receivables	(126.34)	(107.01)
<b>Total</b>	<b>16,691.52</b>	<b>14,163.41</b>

Note: A provision of Rs. 19.33 Lakh ( previous year : 12.21 Lakh) on doubtful trade receivable has been created during the year.

**Ageing for trade receivables as at March 31, 2024 is as follows:**

(Rs. in Lakhs)

Particulars	Not due	Less than 6 months	6 month- 1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables-Considered Good	8,490.34	7,815.74	281.23	2.48	13.33	214.75	16,817.86
Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>8,490.34</b>	<b>7,815.74</b>	<b>281.23</b>	<b>2.48</b>	<b>13.33</b>	<b>214.75</b>	<b>16,817.86</b>
Less:- Allowance for doubtful trade receivables							(126.34)
<b>Trade receivables (Net)</b>							<b>16,691.52</b>

Ageing for trade receivables as at March 31, 2023 is as follows:

(Rs. in Lakhs)

Particulars	Not due	Less than 6 months	6 month-1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables-Considered Good	375.62	13,650.84	-	9.12	44.08	165.69	14,245.36
Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	9.25	8.31	-	17.56
Undisputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	7.50	7.50
Disputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>375.62</b>	<b>13,650.84</b>	<b>-</b>	<b>18.37</b>	<b>52.39</b>	<b>173.19</b>	<b>14,270.42</b>
Less:- Allowance for doubtful trade receivables							(107.01)
<b>Trade receivables (Net)</b>							<b>14,163.41</b>

**11. CASH AND CASH EQUIVALENTS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Cash in hand	1.15	4.91
Balance with Banks -In Current accounts	66.93	504.78
<b>Total</b>	<b>68.08</b>	<b>509.69</b>

**12. OTHER BANK BALANCE**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unclaimed dividend Account	53.29	61.45
Term deposits with original maturity of more than 3 months and remaining maturity of less than 12 months	830.06	-
<b>Total</b>	<b>883.35</b>	<b>61.45</b>

**13. OTHER CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured and Considered Good</b>		
Advance to Employees	11.62	16.36
Advance to suppliers and service providers	1,372.06	719.40
Balance with Govt. Authorities	6,623.32	6,089.88
Other Advances	925.21	447.75
<b>Total</b>	<b>8,932.20</b>	<b>7,273.39</b>

**14. EQUITY SHARE CAPITAL**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Authorised Equity Share Capital:</b> 28,06,00,000 (PY 28,06,00,000) Equity shares of Rs.1 each	2,806.00	2,806.00
<b>Authorised Preference Share Capital:</b> 2,50,000 (PY 2,50,000) Preference shares of Rs.10 each	25.00	25.00
14,50,000 (PY 14,50,000) Preference shares of Rs.100 each	1,450.00	1,450.00
<b>Total</b>	<b>4,281.00</b>	<b>4,281.00</b>
<b>Issued, Subscribed and Paid up:</b>		
6,23,70,586 (PY 5,19,75,489) Equity shares of Rs.1 each	623.71	519.75
<b>Total</b>	<b>623.71</b>	<b>519.75</b>



**(a) Reconciliation of Number of Equity Shares outstanding at the beginning and at the end of the reporting period (Rs. in lakhs)**

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares	Amount	No. of shares	Amount
	( 1 Rs Each)		( 1 Rs Each)	
Equity Shares				
Shares outstanding at the beginning of the year	5,19,75,489.00	519.75	5,19,75,489.00	519.75
Add: Issued during the year	1,03,95,097.00	103.95	-	-
<b>Closing balance</b>	<b>6,23,70,586.00</b>	<b>623.71</b>	<b>5,19,75,489.00</b>	<b>519.75</b>

**Terms/rights attached to the Equity Shares**

(i) The Company has only one class of equity shares having a par value of ₹ 1/- each . Each holder of equity shares is entitled to one vote per share and dividend on the shares held.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(b) Details of shares held by Equity Shareholders holding more than 5% of the aggregate shares in the Company**

Name of Shareholder	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares held	% of holding	No. of shares held	% of holding
(i) Chandra Kumar Jain trustee of Gulshan Family Benefit Trust	1,30,59,444	20.94%	1,08,82,867	20.94%
(ii) Arushi Jain trustee of Mridula Family Trust	67,31,943	10.79%	56,09,953	10.79%
(iii) Aditi Pasari trustee of Chandra Holding Trust	67,31,943	10.79%	56,09,953	10.79%
(iv) Anubha Gupta trustee of Lotus Holding Trust	67,31,943	10.79%	56,09,953	10.79%

**(c) Shareholding of Promoters**

Chandra Kumar Jain trustee of Gulshan Family Benefit Trust	As at March 31, 2024		As at March 31, 2023		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Dr. Chandra Kumar Jain	16,62,912	2.67%	13,85,638	2.67%	0.00%
Mridula Jain	16,62,765	2.67%	13,85,638	2.67%	0.00%
Arushi Jain	16,62,762	2.67%	13,85,635	2.67%	0.00%
Aditi Pasari	16,62,762	2.67%	13,85,635	2.67%	0.00%
Anubha Gupta	16,62,768	2.67%	13,85,635	2.67%	0.00%
Ankur Pasari	25,000	0.04%	10,000	0.02%	0.02%
Rahul Jain	16,920	0.03%	14,100	0.03%	0.00%
Chandra Kumar Jain trustee of Gulshan Family Benefit Trust	1,30,59,444	20.94%	1,08,82,867	20.94%	0.00%
Arushi Jain trustee of Mridula Family Trust	67,31,943	10.79%	56,09,953	10.79%	0.00%
Aditi Pasari trustee of Chandra Holding Trust	67,31,943	10.79%	56,09,953	10.79%	0.00%
Anubha Gupta trustee of Lotus Holding Trust	67,31,943	10.79%	56,09,953	10.79%	0.00%

**(d) Aggregate number and class of shares allotted as fully paid up by way of bonus shares during the previous 5 years**

Equity share allotted as fully paid up by way of bonus shares

Year	2019-20	2020-21	2021-22	2022-23	2023-24
No. of shares	-	-	-	-	1,03,95,097

(e) 1,03,95,097 Bonus shares were issues for consideration other than cash.

**(f) Final Dividend**
**(Rs. in lakhs)**

Particulars	For the year ended	For the year ended
	31st March, 2024	31st March, 2023
Final dividend for FY 2022-23 and FY 2021-22 respectively	311.85	519.75

**15. OTHER EQUITY**

(Rs. in lakhs)

Particulars	RESERVES AND SURPLUS					Other Comprehensive Income		Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Capital Redemption Reserve	Retained Earning	Equity Instrument through Other Comprehensive Income	Defined Benefit Obligation	
<b>Balance as at 31st March, 2022</b>	<b>(18,074.73)</b>	<b>25,406.24</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>39,238.10</b>	<b>22.19</b>	<b>28.57</b>	<b>53,019.23</b>
Profit for the year	-	-	-	-	4,536.18	-	-	4,536.18
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	(14.37)	14.37	-	-
Dividend on equity shares	-	-	-	-	(519.75)	-	-	(519.75)
Transaction costs on issue of shares	-	(1.47)	-	-	-	-	-	(1.47)
Other comprehensive income for the year, net of income tax	-	-	-	-	-	6.88	(54.89)	(48.01)
Issue of bonus shares	-	-	-	-	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>(18,074.73)</b>	<b>25,404.77</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>43,240.16</b>	<b>43.44</b>	<b>(26.32)</b>	<b>56,986.19</b>
Profit for the year	-	-	-	-	1,764.09	-	-	1,764.09
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	-	-	-	-
Dividend on equity shares	-	-	-	-	(311.85)	-	-	(311.85)
Transaction costs on issue of shares	-	-	-	-	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	66.93	13.93	80.86
Issue of bonus shares	-	(103.95)	-	-	-	-	-	(103.95)
<b>Balance as at 31st March 2024</b>	<b>(18,074.73)</b>	<b>25,300.82</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>44,692.40</b>	<b>110.37</b>	<b>(12.40)</b>	<b>58,415.33</b>

**Nature and purpose of reserves**

**Capital Reserve :** Due to Business Combination under the common control (merger), it represents the excess of consideration paid against which net asset has been taken over.

**Securities Premium Reserve :** Securities Premium represents amount received in excess of face value of equity/ preference shares issued.

**General Reserve :** General reserve is used for strengthening the financial position and meeting future contingencies and losses.

**Capital Redemption Reserve:** Capital redemption reserve represents amount set aside from free reserves which is available for the purpose of issue of equity/preference shares.

**Retained Earning :** Retained earning represents the profit that the company has earned till date, less any transfer to general reserve if any.

**Items of Other Comprehensive Income (OCI) -** Items of OCI represents the remeasurement gain/loss on defined benefit plans and fair value gain on equity instrument measured through fair value through OCI.

**16. FINANCIAL LIABILITIES –NON CURRENT BORROWINGS**

(Rs. in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured Loans</b>		
Term Loan from banks measured at Amortised Cost	22,819.78	12,750.00
	<b>22,819.78</b>	<b>12,750.00</b>
<b>Notes:</b>		
<b>Term Loan from SBI</b>	14,319.78	-
Rate of Interest: 1.25% above MCLR- 6M		
During the Current year bank have sanctioned a Term Loan of Rs 17,000 lakhs for setting up 250 KLPD Grain based Ethnol Producing Plant at Distt. Golpara, Assam for a Door-to-door tenor of 8 years including 1.5 year moratorium repayable in 26 quarterly installments. The loan is partially disbursed during the year.		
The above loan is secured by First Charge :		
a) Movable fixed Assets of the Company (Plant and machiney)		
b) Equitable Mortgage over entire Land & Building located at 358,359,360,410,409,408,407,415 , 416, 414, 422 located at revenue village Mornoi and Tinkoniapara under Matia Revenue circle, Distt. Golpara Assam		
c) Personal guarantee of a Promoter Director.		

<b>Term Loan from HSBC</b> Rate of Interest: MCLR linked at mutually accepted rate During the Previous year bank sanctioned a Term Loan of Rs 17,000 lakhs for setting up 500 KLPD Grain based Ethnol Producing Plant at Borgaon, District Chhindwara (M.P) for a Door-to-door tenor of 5 years including 1 year moratorium repayable in 16 quarterly installments. The loan is fully disbursed during the year. The above loan is secured by first charge on movable fixed assets of the company (plant and machiney) as well as Equitable Mortgage over entire Land & Building located at a) Company new plant on Plot No 3, 4, 5, 6, 7, 8,9(Part), 26, and D16 to D20. b) Company's existing plant (Distillery and Bottling unit) on Plot No. part of 9, 10, & 11. Both Plants are located at Borgaon Industrial Growth centre, Tehsil Sausar Dist. Chhindwara, M.P. c) Company's existing plant at Village Rampur Majri, Tehsil Paonta Sahib, Dhaula Kuan 173001, Dist. Sirmour, Himachal Pradesh. d) Above term loans are secured by personal guarantee of a Promoter Director.	8,500.00	12,750.00
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**17. OTHER FINANCIAL LIABILITIES**

(Rs. in lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Current	Non Current	Current	Non Current
Lease Liabilities	43.58	438.71	43.94	445.46
<b>Total</b>	<b>43.58</b>	<b>438.71</b>	<b>43.94</b>	<b>445.46</b>

**18. PROVISIONS**

(Rs. in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for Gratuity (Refer Note 35)	52.32	63.15
<b>Total</b>	<b>52.32</b>	<b>63.15</b>

**19. DEFERRED TAX LIABILITIES (NET)**

(Rs. in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Depreciation and amortisation	2,406.54	1,402.41
Deferred tax asset on OCI items	(27.04)	(40.37)
Others	8.68	8.68
<b>Total (Refer Note 33B)</b>	<b>2,388.19</b>	<b>1,370.72</b>

**20. SHORT TERM BORROWINGS**

(Rs. in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured loans</b>		
Working Capital Loan	6,509.41	7,796.68
Current maturities of long term debt	5,558.00	4,250.00
<b>Total</b>	<b>12,067.41</b>	<b>12,046.68</b>

**Rate of Interest:**

SBI - 0.75% above MCLR linked bank rate

HSBC - MCLR linked at mutually accepted rate.

(a) The Working Capital Loans are secured by

(i) First pari-passu charge over entire current assets of the Company (both present and future) including stock, receivables and other current assets except vehicles.

(ii) Second charge on pari passu basis on the entire movable fixed assets of the company, present and future.

(iii) Negative Lien charge on pari passu basis on the following properties:-

- Land and building located at pitot no - 762, 7621/1 and 762/2 Jhagadia industrial Estate . Bharuch, Gujrat - 393110.

- Land and building located at 769/1 and 769/2 G I D C industrial estate, Bharuch, Gujrat - 393110 and Land and building located at E-21 &amp; E-22, RICO Growth Centre phase II , Abu Road, Dist-Sirohi, Rajasthan

(iv) Second pari passu charge on all fixed assets at:

- Company's existing plant at Village Rampur Majri, Tehsil Paonta Sahib, Dhaula Kuan 173001, Dist. Sirmour, Himachal Pradesh (except assets already mortgaged to hire purchase companies)

- Company's existing plant at Chhindwara, Madhya Pradesh (Distillery and Bottling unit) at Plot No. -10, 11 &amp; part of 9, Borgaon Industrial Growth centre, Tehsil Sausar Dist. Chhindwara, M.P.

Note: Company has not used the borrowings from banks & financial institutions other than the specific purpose for which it was taken.

**21. TRADE PAYABLES**
**(Rs. in lakhs)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Trade Payables consist of the following:</b>		
- micro and small enterprises (refer note 39)	1,224.19	2,061.02
- others	11,426.37	5,979.19
<b>Total</b>	<b>12,650.55</b>	<b>8,040.22</b>

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

**(Rs. in lakhs)**

Particulars	Not due	Outstanding for following periods from due date of payments				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 year	
MSME	1,224.18	-	-	-	-	1,224.18
Others	8,655.63	2,530.24	199.65	37.00	3.85	11,426.37
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues -Others	-	-	-	-	-	-
<b>Total</b>	<b>9,879.81</b>	<b>2,530.24</b>	<b>199.65</b>	<b>37.00</b>	<b>3.85</b>	<b>12,650.55</b>

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

**(Rs. in lakhs)**

Particulars	Not due	Outstanding for following periods from due date of payments				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 year	
MSME	2,061.02	-	-	-	-	2,061.02
Others	210.21	5,764.08	0.38	1.05	-	5,975.72
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues -Others	-	-	-	3.47	-	3.47
<b>Total</b>	<b>2,271.24</b>	<b>5,764.08</b>	<b>0.38</b>	<b>4.52</b>	<b>-</b>	<b>8,040.22</b>

**22. OTHER FINANCIAL LIABILITIES**
**(Rs. in lakhs)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unclaimed dividends	53.29	61.45
Capital liabilities	1,356.67	1,930.23
Expenses payable	1,517.26	2,709.86
<b>Total</b>	<b>2,927.21</b>	<b>4,701.55</b>

**23. OTHER CURRENT LIABILITIES**
**(Rs. in lakhs)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advance from Customers	879.69	253.72
Other liabilities	2,344.65	1,568.46
<b>Total</b>	<b>3,224.33</b>	<b>1,822.19</b>

**24. REVENUE FROM OPERATIONS**
**(Rs. in lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>Revenue</b>		
Sale of Product	134,754.52	114,674.93
Freight and Handling Charges recovered	1,034.09	1,512.27
<b>(I)</b>	<b>135,788.61</b>	<b>116,187.20</b>
<b>Other Operating Revenues</b>		
Export and Other Incentives	239.05	147.74
Miscellaneous Receipts & claims	2.84	-
Sales - Scrap & Waste Material	507.55	289.15
Foreign Exchange Fluctuations	74.45	146.86
Lease Rent, Operation & Maintenance Charges	1,185.08	1,202.01
<b>(II)</b>	<b>2,008.97</b>	<b>1,785.76</b>
<b>REVENUE FROM OPERATIONS (I+II)</b>	<b>137,797.58</b>	<b>117,972.97</b>

<b>(A) Revenue from contracts with customers disaggregated based on nature of products or services.</b>		
<b>Revenue from sale of products</b>		
Mineral Processing	8,750.79	10,339.51
Grain Processing	77,796.14	86,940.09
Ethanol (Bio-Fuel) /Distillery	49,241.68	18,907.60
<b>Other Operating Revenues</b>		
Export and Other Incentives	239.05	147.74
Miscellaneous Receipts & claims	2.84	-
Sales- Scrap & Waste Material	507.55	289.15
Foreign Exchange Fluctuations	74.45	146.86
Lease Rent, Operation & Maintenance Charges	1,185.08	1,202.01
<b>Total</b>	<b>137,797.58</b>	<b>117,972.97</b>
<b>(B) Revenue from contracts with customers disaggregated based on geography</b>		
Domestic	123,856.91	104,401.04
Export	10,897.61	10,273.89
<b>Total</b>	<b>134,754.52</b>	<b>114,674.93</b>
<b>(C) Reconciliation of gross revenue with the revenue from contracts with customers</b>		
Gross revenue	134,843.02	114,742.53
Less: discounts	(88.51)	(67.60)
<b>Total</b>	<b>134,754.52</b>	<b>114,674.93</b>
<b>(D) Receivables, contract assets and contract liabilities from contracts with customers</b>		
Trade receivables*	16,691.52	14,163.41
Contract balances		
– Advances from customers **	(879.69)	(253.72)
<b>Total</b>	<b>15,811.84</b>	<b>13,909.69</b>

\* Trade receivables are non-interest bearing and are generally due within 0 to 90 days. There is no significant financing component in any transaction with the customers.

\*\* The adjustments of advances during the year are not considered to be significant.

## 25. OTHER INCOME

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest income on Bank Deposits & Others	56.87	73.82
Dividend income on Investments	0.69	0.24
Gain on sale of investments	938.33	275.87
Gain on financial instruments measured at FVTPL	208.32	-
Profit/ (Loss) on property, plant and equipment sold / discarded (Net)	16.21	(11.28)
Other Non-Operating income	0.23	367.83
<b>Total</b>	<b>1,220.65</b>	<b>706.48</b>

## 26. COST OF MATERIALS CONSUMED

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Raw Material	91,454.38	70,230.84
<b>Total</b>	<b>91,454.38</b>	<b>70,230.84</b>

## 27. PURCHASE OF STOCK IN TRADE

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Purchase of Stock in Trade	252.26	605.76
<b>Total</b>	<b>252.26</b>	<b>605.76</b>

**28. CHANGE IN INVENTORIES**

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>Opening inventories</b>		
Traded Goods	45.82	165.40
Work in progress	1,422.39	1,012.00
Finished Goods	2,205.31	1,520.96
	<b>3,673.52</b>	<b>2,698.36</b>
<b>Less: Closing Inventories</b>		
Traded Goods	35.19	45.82
Work in progress	2,456.78	1,422.39
Finished Goods	4,538.00	2,205.31
	<b>7,029.97</b>	<b>3,673.52</b>
<b>Total</b>	<b>(3,356.44)</b>	<b>(975.16)</b>

**29. EMPLOYEE BENEFITS EXPENSES**

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Salaries and Wages	2,899.03	2,988.77
Contribution to Provident and Other Funds	105.45	98.34
Employee Welfare	192.35	180.75
<b>Total</b>	<b>3,196.83</b>	<b>3,267.86</b>

**30. FINANCE COST**

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest & Charges on Bank borrowing for working Capital and Term Loan	996.26	606.29
Interest on Lease Liability	12.51	6.44
<b>Total</b>	<b>1,008.77</b>	<b>612.73</b>

**31. DEPRECIATION AND AMORTIZATION EXPENSES**

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Depreciation on Property, Plant and Equipment	3,235.28	2,871.53
Amortisation on Intangible Assets	1.65	1.96
<b>Total</b>	<b>3,236.93</b>	<b>2,873.49</b>

**32. OTHER EXPENSES**

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Process Chemicals & Consumables	9,240.18	7,403.60
Stores, Spare Parts & Packing	5,294.83	4,964.99
Power and Fuel	16,407.81	15,796.98
Repair & Maintenance:		
-Building	0.42	2.11
-Plant & Machinery	1,340.55	640.17
Rates and Taxes	221.14	149.80
Rent	122.25	121.77
Printing and Stationary	34.29	40.31
Advertisement and Publicity	6.56	5.80
Subscription and Membership fees	18.19	10.30
Travelling Expenses	198.62	180.69
Legal and Professional Expenses	278.04	208.72
Payment to Auditors*	9.85	8.65
Communication Charges	59.67	58.25
Repair and Maintenance	32.77	31.52
Insurance	134.73	128.46
Donation	4.98	15.20
Corporate Social Responsibility expenses	178.86	151.02
Miscellaneous Expenses	20.81	18.51
Allowance for Doubtful trade receivables	19.33	12.21
Commission & Discount	148.47	172.68
Freight and Forwarding Expenses	6,134.32	5,710.01
Others Selling Expense	478.45	194.08
Income Tax Expenses of previous year	49.40	-
<b>Total</b>	<b>40,434.53</b>	<b>36,025.83</b>

<b>* Details of Auditors Remuneration are as follows:</b>		
(i) Statutory Audit Fees	7.60	6.90
(ii) Limited Review Fee	1.25	1.25
(iii) Other Management Services, Consultancy and certification Charges	1.00	0.50
	<b>9.85</b>	<b>8.65</b>

**33. INCOME TAX****A. Amounts recognized in standalone profit or loss**

(Rs. in lakhs)

Particulars	31-Mar-24	31-Mar-23
<b>Tax Expense</b>		
Current year	0.00	1,450.51
<b>Deferred Tax (Expense)/Gain</b>		
Property, plant and equipment	1,004.14	51.41
<b>Total Tax Expense</b>	<b>1,004.14</b>	<b>1,501.92</b>

**B. Movement in deferred tax balances**

(Rs. in lakhs)

Particulars	As at	Recognized in P&L	Recognized in OCI	As at
	31-Mar-23			31-Mar-24
<b>Deferred Tax Liabilities / (Assets)</b>				
Property, Plant and Equipments	1,411.09	1,004.14	-	2,415.22
Investment and defined benefit obligation	(40.37)	-	13.33	(27.04)
<b>Deferred Tax Liabilities</b>	<b>1,370.72</b>	<b>1,004.14</b>	<b>13.33</b>	<b>2,388.19</b>

(Rs. in lakhs)

Particulars	As at	Recognized in P&L	Recognized in OCI	As at
	31-Mar-22			31-Mar-23
<b>Deferred Tax Liabilities / (Assets)</b>				
Property, Plant and Equipments	1,359.68	51.41	-	1,411.09
Investment and defined benefit obligation	(22.77)	-	(17.60)	(40.37)
<b>Deferred Tax Liabilities</b>	<b>1,336.91</b>	<b>51.41</b>	<b>(17.60)</b>	<b>1,370.72</b>

**C. Effective Tax reconciliation**

(Rs. in lakhs)

Particulars	31-Mar-24	31-Mar-23
	<b>Income tax recognised in Standalone Statement of Profit and Loss</b>	
a) Current tax	-	1,450.51
b) Deferred tax	1,004.14	51.41
<b>Total income tax expenses recognised in the current year</b>	<b>1,004.14</b>	<b>1,501.92</b>
<b>The income tax expenses for the year can be reconciled to the accounting profit as follows:</b>		
Profit before tax	2,790.97	6,038.09
Applicable Tax Rate	25.17%	25.17%
Computed Tax Expense	702.43	1,519.67
<b>Tax effect of :</b>		
Expenses that are not deductible in determining taxable profit	53.09	47.83
Expenses deductible in determining taxable profit	(0.60)	(54.11)
Others	249.21	(11.47)
<b>Tax Expenses recognised in Standalone Statement of Profit and Loss</b>	<b>1,004.14</b>	<b>1,501.92</b>

**34. Earning Per Share**

Particulars	31-Mar-24	31-Mar-23
1 Net Profit After Tax	1,764.09	4,536.17
2 Weighted Average of number of Equity Share outstanding during the year*	6,23,70,586	6,23,70,586
3 Basic Earning Per Share of Re.1/- each**	2.83	7.27
4 Diluted Earning Per Share of Re.1/- each**	2.83	7.27

\* Weighted Average of number of Equity Share for the previous FY 2022-23 has been restated due to allotment of bonus shares.

\*\*Earnings per share have been restated for all comparative period and are presented as per IND - AS 33 due to allotment of bonus shares by the Company in the ratio of one equity share of Re. 1 each for every five equity shares of Re. 1 each on June 23, 2023

**35. Disclosure in respect of employee benefits under Indian Accounting Standard (Ind AS) – 19 “Employee Benefits” are given below:**
**i) Defined Contribution Plan**

Employers’ contribution towards provident fund amounting to INR 55.30 Lakhs (Previous year INR 46.98 Lakhs) is recognized as an expense and included in Employee Benefit expenses Note No 29.

**ii) Defined Benefit Plan**
**Gratuity**

The company provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides lump sum payments to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of 5 continuous years of service as per Indian law. However, no vesting condition applies in case of death.

The company makes contributions to LIC through a trust, which funds defined benefit plan for qualifying employees.

Expected contribution to gratuity plan for the year 2024-25 is Rs. 111.89 Lakhs.

**A Reconciliation of present value of defined benefit obligation**
**(Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Change in the Present value of obligation</b>		
Balance at the beginning of the year	462.91	354.04
Benefits paid	(44.71)	(33.95)
Current service cost	47.78	47.12
Interest cost	34.56	25.54
Past Service cost	-	-
<b>Actuarial (gains) losses recognised in profit and loss:</b>		
-Changes in demographic assumptions	-	-
<b>Actuarial (gains) losses recognised in OCI:</b>		
-Changes in demographic assumptions	-	-
-Changes in financial assumptions	12.95	(9.69)
-Experience adjustments	(27.85)	79.85
<b>Balance at the end of the year</b>	<b>485.63</b>	<b>462.91</b>

**B Changes in the Fair Value of Plan Assets**
**(Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Change in the fair value of plan asset</b>		
Balance at the beginning of the year	399.76	375.84
Investment Income	29.85	27.12
Employer’s Contribution	-	-
Employee’s Contribution	-	-
Benefit Paid	-	-
Return on plan assets, excluding amount recognised in net interest expense	3.71	(3.20)
Transfer In/(Out)	-	-
<b>Balance at the end of the year</b>	<b>433.31</b>	<b>399.76</b>
<b>Net Defined Benefit Asset/(Liability)</b>	<b>(52.32)</b>	<b>(63.15)</b>

**C Expense recognized in Standalone statement of profit or loss**
**(Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
Current service cost	47.78	47.12
Interest cost	4.71	(1.57)
Actuarial (Gain)/Loss	-	-
<b>TOTAL</b>	<b>52.49</b>	<b>45.55</b>

**D Expense recognized in OCI**
**(Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
Actuarial (gains) / losses		
- change in demographic assumptions	-	-
- change in financial assumptions	12.95	(9.69)
- experience variance (i.e. Actual experience vs assumptions)	-27.85	79.85
- return on plan assets, excluding amount recognized in net interest expense	-3.71	3.19
<b>TOTAL</b>	<b>(18.61)</b>	<b>73.35</b>



**E Plan Assets comprise of the following:**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
Equities	0%	0%
Bonds	0%	0%
Gilts	0%	0%
Pooled assets with an insurance company	100%	100%
Others	0%	0%
<b>TOTAL</b>	<b>100%</b>	<b>100%</b>

**F Actuarial assumptions**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Economic assumptions:</b>		
Discount Rate (Per annum)	7.15%	7.45%
Future Salary increase	6.50%	6.50%
<b>Demographic assumptions:</b>		
Retirement Age (Years)	58	58
Mortality rates inclusive of provision for disability*	IALM (2012-14)	IALM (2012-14)
Withdrawal Rate (%)	1.00%	1.00%

\* The weighted average duration of the defined benefit plan obligation at the end of reporting period is 9 years (31st March 2023 : 9 years)

**G Sensitivity Analysis**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Present Value of Obligation at the end of the period</b>	485.63	462.91
a) Discount rate-100 basis points	47.44	44.69
b) Discount rate+100 basis points	(41.24)	(38.68)
c) Salary Growth Rate -100 basis points	(41.84)	(39.34)
d) Salary Growth Rate+100 basis points	47.27	44.67

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the standalone balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**H Risk Exposure**

**Investment Risk**-The funds are invested by LIC and they provide returns on the basis of the prevalent bond yields. LIC on an annual basis, requests for contributions to the fund, while the contribution requested may not be on the same interest rate as the prevalent bond yields, based on the past experience it is a low risk.

**Interest Risk**-LIC does not provide market value of assets, rather maintains a running statement with interest rates declared annually- the fall in interest rate is not therefore offset by increased in value of bonds, hence may pose a risk.

**Longevity Risk**-Since the gratuity payment happens at the retirement age of 58, longevity impact is very low at this age, hence this is a non-risk.

**Salary Risk**-The liability is calculated taking into account the salary increases, basis our past experience of salary increases with the assumptions used, they are in line, hence this risk is low.

**I Maturity profile of defined benefit obligation**

Actuarial Assumptions	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
Year 1	28.17	54.02
Years 2-5	174.19	133.97
Years 6-10	170.53	178.59
Beyond 10	690.50	692.19

**36. Financial instruments and risk management**
**I Financial instruments by category as at March 31, 2024**
**(Rs. in Lakhs)**

Particulars	Carrying Value	Fair Value through Profit and Loss	Fair Value through Other comprehensive Income	Amortised Cost
<b>Financial assets</b>				
Investments				
- in equity instruments	301.72	-	301.72	-
- mutual funds	1,208.32	1,208.32	-	-
Trade Receivable	16,691.52	-	-	16,691.52
Security deposits	745.16	-	-	745.16
Term deposit with banks	248.74	-	-	248.74
Cash and cash equivalents	68.08	-	-	68.08
Bank balances other than above	883.35	-	-	883.35
Other financial assets	411.54	-	-	411.54
<b>Total financial assets</b>	<b>20,558.43</b>	<b>1,208.32</b>	<b>301.72</b>	<b>19,048.39</b>
<b>Financial liabilities</b>				
Terms Loans from bank	22,819.78	-	-	22,819.78
Lease liability	482.28	-	-	482.28
Working capital loans	6,509.41	-	-	6,509.41
Trade payables	12,650.55	-	-	12,650.55
Current maturities of long-term debt	5,558.00	-	-	5,558.00
Unclaimed dividends	53.29	-	-	53.29
Capital liabilities	1,356.67	-	-	1,356.67
Expenses payable	1,517.26	-	-	1,517.26
<b>Total financial liabilities</b>	<b>50,947.24</b>	-	-	<b>50,947.24</b>

Note : Investment in subsidiary is carried at Nil after booking 100% impairment loss of amounting INR 22.74 lakhs.

**Financial instruments by category as at March 31, 2023**
**(Rs. in Lakhs)**

Particulars	Carrying Value	Fair Value through Profit and Loss	Fair Value through Other comprehensive Income	Amortised Cost
<b>Financial assets</b>				
Investments				
- in equity instruments	226.15	-	226.15	-
- mutual funds	2,047.81	2,047.81	-	-
Trade Receivable	14,163.41	-	-	14,163.41
Security deposits	712.13	-	-	712.13
Term deposit with banks	244.25	-	-	244.25
Cash and cash equivalents	509.69	-	-	509.69
Bank balances other than above	61.45	-	-	61.45
Other financial assets	269.54	-	-	269.54
<b>Total financial assets</b>	<b>18,234.43</b>	<b>2,047.81</b>	<b>226.15</b>	<b>15,960.47</b>
<b>Financial liabilities</b>				
Terms Loans from bank	12,750.00	-	-	12,750.00
Lease liability	489.40	-	-	489.40
Working capital loans	7,796.68	-	-	7,796.68
Trade payables	8,040.22	-	-	8,040.22
Current maturities of long-term debt	4,250.00	-	-	4,250.00
Unclaimed dividends	61.45	-	-	61.45
Capital liabilities	1,930.23	-	-	1,930.23
Expenses payable	2,709.86	-	-	2,709.86
<b>Total financial liabilities</b>	<b>38,027.85</b>	-	-	<b>38,027.85</b>

**II Fair value hierarchy**

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

**(Rs. in Lakhs)**

As at 31 March 2024	Note No.	Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Financial instruments at FVTPL				
Investments in mutual funds	6/6A	1,208.32	-	-
Financial instruments at FVTOCI				
Quoted equity instruments	6	124.45	-	-
Unquoted equity instruments	6	-	-	177.27

<b>Total financial assets</b>		<b>1,332.77</b>	-	<b>177.27</b>
<b>As at 31 March 2023</b>	<b>Note No.</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Financial Assets</b>				
Financial instruments at FVTPL				
Investments in mutual funds	6/6A	2,047.81	-	-
Financial instruments at FVTOCI				
Quoted equity instruments	6	48.88	-	-
Unquoted equity instruments	6	-	-	177.27
<b>Total financial assets</b>		<b>2,096.69</b>	-	<b>177.27</b>

**Level 1:** Quoted prices in the active market. This level of hierarchy includes financial assets that are measured by reference to quoted prices in the active market. This category consists of mutual funds, quoted equity shares etc.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize 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. The company does not have any investments which are categorized as Level 2.

**Level 3:** Valuation techniques with unobservable inputs. This level of hierarchy includes items measured using inputs that are not based on observable market data (unobservable inputs). Fair value determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data. This is the case for investment in unlisted equity securities.

**Note:**

- a. There are no transfers between level 1 and level 2 during the year.
- b. The fair value of financial assets and liabilities carried at approximate carrying amount measured under Level III hierarchy.

The fair value of the financial assets are determined at the amount that would be received on sell of an financial asset in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

**Investments in mutual funds:** Fair value is determined by reference to quotes from the financial institutions, i.e. net asset value (NAV) for investments in mutual funds declared by mutual fund house.

**Quoted equity investments:** Fair value is determined by reference to quotes from the active market.

**Unquoted equity investments:** Fair value is the book value of the instrument.

<b>Reconciliation of Level 3 fair value measurement</b>		<b>(Rs. in Lakhs)</b>
<b>Particulars</b>	<b>Unlisted equity instruments</b>	
<b>As at 01 April 2022</b>	<b>41.95</b>	
Acquisition/(Dispose of)	135.32	
Gains/(losses) recognized	-	
- in other comprehensive income	-	
<b>As at 31 March 2023</b>	<b>177.27</b>	
Acquisition/(Dispose of)	-	
Gains/(losses) recognized	-	
- in other comprehensive income	-	
<b>As at 31 March 2024</b>	<b>177.27</b>	

**37. Financial risk management**

The Company’s activities expose it to market risk, liquidity risk and credit risk. The Company’s primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company’s risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company’s activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company’s risk assessment and management policies and processes.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements: -

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
Credit risk	Cash and cash equivalents, trade receivables and financial assets measured at amortized cost	Ageing analysis	Diversification of bank deposits and credit limits
Liquidity risk	Business commitment and other liabilities	Credit rating	Availability of committed credit lines and borrowing facilities

Market risk - foreign exchange	Future commercial transactions Recognized financial assets and liabilities not denominated in Indian rupee	Rolling cash flow forecasts Cash flow forecasting	Forward foreign exchange contracts
Market risk - security prices	Investments in equity instruments and debt mutual funds	Sensitivity analysis	Portfolio diversification

#### Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables. The Company computes an allowance for impairment of trade receivables for unrelated parties based on a simplified approach that represents its expected credit losses. The Company uses an allowance matrix to measure the expected credit loss of trade receivables. Loss rates are based on actual credit loss experienced over the past 3 years. These loss rates are adjusted with scalar factors to reflect differences between current and historical economic conditions and the management's view of economic conditions over the expected lives of the receivables.

Financial instruments that are subject to such risk, principally consist of investments, trade receivables and other loans and advances. None of the financial instruments of the Company results in material concentration of credit risks.

#### Expected credit loss for trade receivables under simplified approach

The Company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein the Company has defined percentage of provision by analyzing historical trend of default relevant to each category of customer based on the criteria defined above and such provision percentage determined have been considered to recognize life time expected credit losses on trade receivables (other than those where default criteria are met).

#### As at March 31, 2024

(Rs. in Lakhs)

Particulars / days post due	<=90 days	91-180 days	181-365 days	366-730 days	731-1095 days	More than 1095 days	Total
Gross carrying amount	15,582.67	723.41	281.23	2.48	13.33	214.75	16,817.87
Expected loss rate	0.00%	0.29%	0.29%	35.64%	53.72%	53.72%	
Expected credit loss (Loss allowance provision)	-	2.11	0.82	0.88	7.16	115.37	126.34
Carrying amount of trade receivables (net of impairment)	15,582.67	721.30	280.41	1.59	6.17	99.38	16,691.52

#### As at March 31, 2023

(Rs. in Lakhs)

Particulars / days post due	<=90 days	91-180 days	181-365 days	366-730 days	731-1095 days	More than 1095 days	Total
Gross carrying amount	12,921.55	1,104.92	-	18.37	52.39	173.19	14,270.42
Expected loss rate	0.00%	0.50%	0.50%	10.00%	25.00%	50.00%	
Expected credit loss (Loss allowance provision)	0	5.47	0.00	1.84	13.10	86.60	107.01
Carrying amount of trade receivables (net of impairment)	11,418.78	231.49	157.81	-	129.37	24.62	14,163.41

#### Reconciliation of loss allowance provision – Trade and other receivables

(Rs. in Lakhs)

Particulars	31-Mar-24	31-Mar-23
Opening balance	107.01	94.80
Provision made/(reverse) during the year	19.33	12.21
<b>Closing balance</b>	<b>126.34</b>	<b>107.01</b>

Other than financial assets mentioned above, none of the financial assets were impaired and there were no indications that defaults in payment obligations would occur.

#### ii. Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure funds are available for use as per the requirements. The company mitigates liquidity risk by way of formulation of cash budget and comparison of actual cash flows with budget on a continuous basis.

**Maturity profile** (Rs. in Lakhs)

Particulars	Contractual cash flows		
	31-Mar-24	Less than 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>			
Borrowings	34,887.19	12,067.41	22,819.78
Trade Payables	12,650.55	12,650.55	-
Lease liability	482.28	43.58	438.71
Other financial liabilities	2,927.21	2,927.21	-
<b>Total non-derivative liabilities</b>	<b>50,947.24</b>	<b>27,688.75</b>	<b>23,258.49</b>

**Maturity profile** (Rs. in Lakhs)

Particulars	Contractual cash flows		
	31-Mar-23	Less than 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>			
Borrowings	24,796.68	12,046.68	12,750.00
Trade Payables	8,040.22	8,040.22	-
Lease liability	489.40	43.94	445.46
Other financial liabilities	4,701.55	4,701.55	-
<b>Total non-derivative liabilities</b>	<b>38,027.85</b>	<b>24,832.39</b>	<b>13,195.46</b>

**iii. Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, debt and equity investments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**a. Foreign Currency risk**

Currency risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in the foreign exchange rate. The Company has exposure to foreign currency risk on account of its payables and receivables in foreign currency which are mitigated through the guidelines under the approved foreign currency risk management policy. The carrying amounts of the company's foreign exchange monetary items as at the end of reporting period are as follows:

Particulars	Currency	31-Mar-24		31-Mar-23	
		Foreign Currency (in Lakhs)	INR (in Lakhs)	Foreign Currency (in Lakhs)	INR (in Lakhs)
<b>Transaction currency</b>					
<b>--&gt; Financial assets</b>					
Trade receivables	USD	9.71	809.89	21.90	1,800.24
<b>--&gt; Financial Liability</b>					
Trade Payables	SWISS FRANC	1.41	129.88	1.57	18.80
<b>Net statement of financial position Exposure</b>			<b>680.01</b>		<b>1,781.44</b>

**Note:** Foreign currency assets and liabilities are natural hedged as at the year end.

**Sensitivity analysis**

The Company's currency exposures in respect of foreign currency monetary items at each period end presented that result in net currency gains and losses in the income statement and equity arise principally from movement in INR exchange rates. At each period end, if INR had weakened by 10% against the USD, with all other variables held constant, the changes in profit or loss will be as summarized in the following table. 10% is the sensitivity rate used when reporting to foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis has been carried out without considering the hedged items. A positive number below indicates an increase in profit or equity and vice-versa.

(Rs. in Lakhs)

Particulars	Profit/ (loss)	
	10% Increase	10% Decrease
<b>31st March 2024</b>		
USD	80.99	(80.99)
SWISS FRANC	(12.99)	12.99
<b>31st March 2023</b>		
USD	180.02	(180.02)
SWISS FRANC	(1.88)	1.88

**b. Interest rate risk**

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Any rise in market rate of interest effecting valuation of financial instruments, financial assets and financial liabilities have been regularly analyzed for mitigation measure.

**Exposure to interest rate risk:**
**(Rs. in Lakhs)**

Particulars	Carrying Amount	
	31-Mar-24	31-Mar-23
<b>Financial Assets/Liabilities</b>		
<b>Variable-rate instruments</b>		
Borrowings	34,887.19	24,796.68
<b>Profit/ (loss)</b>		
Rate of interest increased by 0.5%	(174.44)	(123.98)
Rate of interest decreased by 0.5%	174.44	123.98

**Fair value sensitivity analysis for fixed-rate instruments**

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

**c. Price Risk**

The Company's exposure to Investments securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

**Sensitivity Analysis**

The table below summarizes the impact of increases/decreases in the BSE Index on the Company's Investments and resultant Profit/ Loss for the period. The analysis is based on the assumption that the Index has increased by 10 % or decreased by 10 % with all other variables held constant, and that all the Company's Investments moved in line with the Index. A change of 10% in market index would have following impact on profit before tax

**(Rs. in Lakhs)**

Particulars	Carrying Amount	
	31-Mar-24	31-Mar-23
<b>Financial Assets</b>		
Investment fair valued through profit and loss	1,208.32	2,047.81
<b>Profit or (loss)</b>		
Increase in price of investment by 10%	120.83	204.78
Decrease in price of investment by 10%	(120.83)	(204.78)

**38. Capital Management**

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits to other stakeholders and
- maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short-term deposits.

**(Rs. in Lakhs)**

Particulars	31-Mar-24	31-Mar-23
Interest-bearing loans and borrowings (Note No 16 & 20)	34,887.19	24,796.68
Trade and other payables (Note 17, 21 & 22)	16,060.04	13,233.23
Less: cash and short-term deposits (Note 11)	(74.23)	(515.69)
<b>Net debt</b>	<b>50,873.01</b>	<b>37,514.23</b>
Other Equity (Note 15)	58,408.20	56,967.35
Equity (Note 14)	623.71	519.75
<b>Total Capital</b>	<b>59,031.89</b>	<b>57,487.10</b>
Capital and net debt	1,09,904.90	95,001.33
<b>Gearing ratio</b>	<b>46.29%</b>	<b>39.49%</b>

In order to achieve this overall objective, the Company’s capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 2023.

**39. Details of dues to Micro and Small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 [“MSMED Act”]:**

		(Rs. in Lakhs)	
S.No.	Particulars	31-Mar-24	31-Mar-23
1	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	1,224.19	2,061.02
2	The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
3	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 MSMED Act	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
5	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	-	-

Management has conducted the procedure of identifying the MSME vendors during the year and as per the review there were Micro and Small-Scale Business Enterprises with whom the company had made transaction during the year and which are outstanding for more than 45 days as 31st March, 2024. There is no delay in payment to MSME’s vendors.

**40. Leases**

**Company as a lessee**

The Company has adopted Ind AS 116 “Leases” effective April 1, 2019 as notified by the Ministry of Corporate Affairs (“MCA”) and applied the Standard to its leases using the simplified approach. This has resulted in recognizing right –of –use assets and corresponding lease liabilities.

Recognition and Carrying value of right-of-use assets during the year:

		(Rs. in Lakhs)	
Particulars	31-Mar-24	31-Mar-23	
Balance as at beginning of the period	2,164.95	2,167.45	
Right of use asset recognized during the period	14.91	60.65	
Remeasurement of liability	(8.82)	(14.66)	
Depreciation charged during the period	(48.20)	(48.49)	
<b>Total</b>	<b>2,122.84</b>	<b>2,164.95</b>	

The following is the break-up of current and non-current lease liabilities:

		(Rs. in Lakhs)	
Particulars	31-Mar-24	31-Mar-23	
Current lease liabilities	43.58	43.94	
Non-current lease liabilities	438.71	445.46	
<b>Total</b>	<b>482.28</b>	<b>489.40</b>	

The following is the movement in lease liabilities during the year:

		(Rs. in Lakhs)	
Particulars	31-Mar-24	31-Mar-23	
Balance as at beginning of the period	489.40	493.61	
Remeasurement of liability	(8.82)	(14.66)	
Lease liability recognized during the period	4.07	8.18	
Finance cost accrued during the period	41.21	43.27	
Lease rent paid/payable during the period	(43.58)	(41.00)	
<b>Lease liability at the end of the period</b>	<b>482.28</b>	<b>489.40</b>	

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

		(Rs. in Lakhs)	
Particulars	31-Mar-24	31-Mar-23	
Not later than one year	43.58	44.40	
Later than one year and not later than five years	174.31	177.59	
Later than five years	2,069.43	2,108.13	

The Company has incurred Rs. 122.25 (Previous year : 121.77) for the period ended March 31, 2024 towards expense relating to short-term leases which has not been considered to be recorded as lease liability.

**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 recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

**41. a. Contingent Liabilities in respect of:**

Claims against the Company not acknowledged as debts:

- Direct Tax matters in dispute under appeal of Rs. 1071.78 Lakhs (Previous year 104.70 Lakhs).
- Indirect Tax matters in dispute under appeal of Rs. 462.39 Lakhs (Previous year 778.00 Lakhs).

**b. Commitments**

- (i) Estimated amounts of contracts remaining to be executed on capital account and not provided for Rs. 1,042.82 Lakhs (Previous year Rs. 5,534.67 Lakhs).
- (ii) Bank guarantees of Rs. 2,666.82 Lakhs (Previous Year 1651.30 Lakhs) includes Financial and Performance guarantees issued in favor of Statutory Authorities, PSU, Government bodies and Corporates.
- (iii) Corporate guarantee (in the form of counter guarantee) extended to Gujarat Industrial Development Corporation (GIDC) for Rs.7.39 Lakhs (Previous year Rs.7.39 Lakhs) on account of Bharuch Eco Infrastructure Limited, for proportionate share of financial assistance pertaining to the Company extended to GIDC by Industrial Development Finance Corporation (IDFC) for laying the common pipe line for treated water from industrial units.

**42. Related Party Transactions:**

The disclosure in pursuance to Indian Accounting Standard-24 on "Related Party disclosures" is as under:

(a) Name of related party and nature of related party relationship where control exist:

(i) Subsidiary Company Gulshan overseas- FZCO

(b) Name of related party and nature of related party relationship other than those referred to in (a) above having transaction with the company:

(i) Joint Venture Nil  
(ii) Key Management Personnel : Dr. Chandra Kumar Jain, Chairman and Managing Director  
Mrs. Arushi Jain, Joint Managing Director  
Mrs. Aditi Pasari, Joint Managing Director  
Mr. Ashwani Kumar Vats, CEO & Whole Time Director  
Mr. Rajiv Gupta, CFO  
Ms. Asha Mittal, CS (upto January 13, 2024)  
Ms. Archisha Tyagi, CS (w.e.f. January 18, 2024)

(iii) Relative of KMPs Mrs. Archana Vats (wife of Mr. Ashwani kumar Vats)

(iv) Non-Executive Independent Directors Mr. Akhilesh Kumar Maheshwari  
Mr. Rakesh Kapoor  
Mr. Rakesh Kumar Gupta  
Ms. Archana Jain

(v) Entities over which key Management personnel are able to exercise significant influence:

Gulshan Sugars and Chemicals Ltd.  
Gulshan Lamee Pack Private Limited  
Gulshan Family Benefit Trust  
Chandra Holding Trust  
Mridula Family Trust (Formerly Known as Gulshan Holding Trust)  
Lotus Holding Trust  
A Cube Impex  
Reliance Expovision Private Limited  
ARP Developers Private Limited  
Gulshan Care Foundation  
Daara Commercials  
Houzilla Interiors Pvt. Ltd.  
Genus Paper & Boards limited  
Gulshan Organics Pvt. Ltd.  
Gulshan Mercantile Urban Co-operative Bank  
Gulshan Rai Charitable Trust  
Cherry Blossom Trust  
Mridul Literacy Society



## (c) Transactions with related parties

(Rs. in Lakhs)

Particulars	2023-24	2022-23
<b>(a) Key Managerial Personnel</b>		
<b>Remuneration to Key Personnel:</b>		
- Salaries & Perks	636.79	615.39
- Commission on Profits to executive Directors	-	-
- Commission on Profits and Conveyance to Non-executive Directors	20.00	20.00
- Sitting Fees	3.40	3.80
<b>Rent Paid</b>		
- Dr. Chandra Kumar Jain	108.00	108.00
- Mrs. Mridula Jain, Relative	9.60	9.60
<b>Equity Share Dividend</b>		
Directors and others	208.70	695.22
<b>(b) Others</b>		
Gulshan Lamee Pack Pvt. Ltd.- Product Sales	75.02	69.45
Genus Paper & Boards Limited - Product Sales	1,953.77	1,922.87

## (d) Balances with related parties

(Rs. in Lakhs)

Particulars	2023-24	2022-23
<b>Trade Receivables</b>		
Gulshan Lamee Pack Pvt. Ltd.	7.37	7.39
Genus Paper & Boards Limited	947.26	776.66
<b>Loans</b>		
Gulshan Overseas FZCO	11.27	0

**43. Information on segment reporting pursuant to Ind AS 108:**
**Operating segments:**

- Mineral Processing
- Grain Processing
- Ethanol (Bio-Fuel)/Distillery

**Identification of Segments:**

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss of the segment and is measured consistently with profit or loss in the standalone financial statements. Operating segments have been identified on the basis of the nature of products.

**Segment revenue and results:**

The expenses and income which are not directly attributable to any business segment are shown as Un-allocable expenditure (net of un-allocable income).

**Segment assets and liabilities:**

Assets used by the operating segment mainly consist of Property, Plant and Equipment, Trade Receivables, Cash and Cash Equivalents and Inventories. Segment Liabilities include Trade Payables and Other Liabilities. Common Assets and Liabilities which cannot be allocated to any of the segments are shown as a part of Un-allocable Assets/ Liabilities.

Particulars	Ethanol (Bio-Fuel) / Distillery		Grain Processing		Mineral Processing		Total	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Revenue								
External sales	49,330.06	18,910.04	78,514.74	87,481.73	9,952.78	11,581.20	1,37,797.58	1,17,972.97
Unallocated							-	-
<b>Total Revenue</b>	<b>49,330.06</b>	<b>18,910.04</b>	<b>78,514.74</b>	<b>87,481.73</b>	<b>9,952.78</b>	<b>11,581.20</b>	<b>1,37,797.58</b>	<b>1,17,972.97</b>
Results								
Segment results before tax and Finance cost	1,579.55	(29.40)	(633.49)	3,327.90	1,829.49	2,940.26	2,775.55	6,238.75
Un-allocable Income	-	-	-	-	-	-	1,024.20	412.07
<b>Operating Profit</b>	<b>1,579.55</b>	<b>(29.40)</b>	<b>(633.49)</b>	<b>3,327.90</b>	<b>1,829.49</b>	<b>2,940.26</b>	<b>3,799.75</b>	<b>6,650.83</b>
Exceptional Items							(22.74)	-
Finance Cost							1,008.77	612.73
Current Tax (Net of MAT)							-	1,450.51
Deferred Tax Charge							1,004.14	51.41
<b>Net Profit</b>							<b>1,764.09</b>	<b>4,536.18</b>

**Other Information**

Particulars	Ethanol (Bio-Fuel) / Distillery		Grain Processing		Mineral Processing		Total	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Segment Assets	73,210.21	49,244.12	34,405.01	40,369.23	5,231.45	5,953.66	112,846.67	95,567.01
Unallocated Assets / Others							2,804.45	3,222.82
<b>Total Assets</b>	<b>73,210.21</b>	<b>49,244.12</b>	<b>34,405.01</b>	<b>40,369.23</b>	<b>5,231.45</b>	<b>5,953.66</b>	<b>1,15,651.12</b>	<b>98,789.83</b>
Segment Liabilities	43,330.82	23,495.18	9,106.60	15,370.47	1,606.33	822.03	54,043.74	39,687.68
Unallocated Liabilities & Provisions							2,568.34	1,596.22
<b>Total Liabilities</b>	<b>43,330.82</b>	<b>23,495.18</b>	<b>9,106.60</b>	<b>15,370.47</b>	<b>1,606.33</b>	<b>822.03</b>	<b>56,612.09</b>	<b>41,283.90</b>

**44. Ratios**

Particulars	Numerator	Denominator	2023-24	2022-23	%	Comments
Current Ratio	Current Assets	Current Liabilities	1.40	1.43	-2.18%	Not Applicable
Debt Equity Ratio	Total Debt	Net worth	0.46	0.33	38.00%	Debt equity ratio is higher as compared to last year due to increased borrowings.
Debt Service Coverage Ratio	Earnings available for debt service	Interest Cost and payment of principal payment	1.29	12.49	-89.64%	DSC ratio is lower as compared to last year due to increase in cost of operation resulting into lower EBITDA.
Return on Equity Ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.03	0.08	-62.95%	Return on equity ratio is lower due to increase in cost resulting lower profits after tax.
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	8.26	7.90	4.49%	Not Applicable
Trade Receivables Turnover Ratio	Revenue from Operations	Average Accounts Receivable.	8.93	9.03	-1.10%	Not Applicable
Trade Payables Turnover Ratio	Total Purchases	Average Accounts payables	12.36	16.01	-22.84%	Not Applicable
Net Capital Turnover Ratio	Revenue from Operations	Average Working capital	11.07	10.20	8.53%	Not Applicable
Net Profit Ratio	Profit after tax	Revenue from operation	0.01	0.04	-66.71%	Net profit ratio is lower due to increase in cost resulting lower profits after tax.
Return on Capital Employed	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability	0.03	0.07	-49.51%	Return on capital employed is lower due to increase in cost resulting lower earning before interest and tax.
Return on Investment	Interest income, gain/loss on sale of investment, gain on fair value of investment through profit and loss.	Yearly average of Current as well as Non current investments fair valued through profit and loss and Bank deposits	0.57	0.11	394.33%	Return on capital on Investment is increase due to increase in profit arise from the sale of investment.

45 Previous year ratios has been revised due to figures for the previous period have been regrouped/ rearranged wherever necessary to make them comparable with current figure.

46 The Board, on July 21, 2021, based on the recommendation of the Nomination, Remuneration and Compensation Committee, had granted Options, under GPL Employees Stock Option Scheme - 2018, to selective employees, which is due for vesting during the period from 1st April 2024 to 31st May 2024 at the exercise rate of ₹ 137.00 per share (based on the Average Buying cost of the Company from the BSE/NSE market).

47. Figures for the previous period have been regrouped/ rearranged wherever necessary to make them comparable with current figure.

**48. Additional Regulatory Information**

(i) Title deed of Immoveable properties not held in the name of company

Relevant line item in the Balance sheet	Description of item of property	Gross Carrying value	Title deeds held in the name of	Is title deed holder, 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
Investment Property	Land and Buildings remaining idle at Muzaffarnagar	139.52	Gulshan Holdings Private Limited	NA	30-Mar-22	The certain necessary steps and formalities in respect of transfers of properties, investments, trademark & licenses, approvals and modification of charges in pursuant to the Scheme are under process.
Investment Property	Land and Buildings remaining idle at Muzaffarnagar	136.73	East Delhi Importers and Exporters Private Limited	NA	30-Mar-22	

(ii) The Company has not revalued any of its Property, Plant & Equipment (including Right of Use assets) and Intangible assets.

(iii) The Company has not given any Loans or Advances in the nature of loans to promoters, directors, KMP's, & related parties.

(iv) Benami property : The company do not hold any benami properties and thus clause for proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) are not applicable.

(v) Quarterly returns or statements of current assets filed by the Company with banks or financial Institution and are in agreement with the books of accounts.

(vi) Willful Defaulter: The Company has not been declared as a willful defaulter by any bank or financial Institution or any other lender.

(vii) The Company does not have transactions or relationship with struck off companies.

(viii) There are no charges or satisfaction pending for registration with ROC beyond the statutory period.

(ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(x) There is no transaction which is not recorded in the books of accounts that has been surrendered or disclosed as Income during the year in the tax assessment under the Income Tax act 1961.

(xi) The Company has not traded or invested in Crypto currency during the financial year.

(xii) The company has not received/advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) through Intermediaries during the financial year.

(xiii) The value of any of the assets other than Property, Plant and Equipment on realization in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

**49. Corporate Social Responsibility**

(Rs. in Lakhs)

Particulars	2023-24	2022-23
(a) Gross amount required to be spent by the Company during the year	178.86	156.68
(b) Amount spend during the year on:		
(i) Construction / acquisition of any asset	—	—
(ii) On purposes other than (i) above	135.59	95.51
(c) Shortfall at the end of the year*	36.77	61.17
(d) Previous year shortfall	—	—
(e) Reason for shortfall	pertains to ongoing projects	pertains to ongoing projects
(f) Nature of CSR Activities	Multiple activities as per Schedule VII of Companies Act, 2013	Multiple activities as per Schedule VII of Companies Act, 2013
(g) Details of contribution		
(i) Contribution to Related party	—	—
(ii) Other than above	135.59	151.02
*The amount unspent during the year is deposited in unspent CSR account on March 29, 2024 It excludes administrative charges.		

The accompanying notes from an integral part of Standalone Financial Statements

As per our report of even date  
For **RAJEEV SINGAL & CO.**  
Chartered Accountants  
(Registration No.008692C)

(Sunil Kumar)  
Partner  
Membership no: 408730

Date: May 21, 2024  
Place : Delhi  
UDIN: 24408730BKEOJL5701

For and on behalf of the Board of Directors

**DR. CHANDRA KUMAR JAIN**  
Chairman & Managing Director  
DIN: 00062221

**ARCHISHA TYAGI**  
Company Secretary

**ASHWANI KUMAR VATS**  
Whole Time Director and CEO  
DIN : 00062413

**RAJIV GUPTA**  
Chief Financial Officer

**INDEPENDENT AUDITOR'S REPORT**

To  
**The Members of Gulshan Polyols Limited**  
**Report on the Audit of Consolidated Financial Statements**

**Opinion**

We have audited the accompanying consolidated financial statements of **Gulshan Polyols Limited** (the "Holding Company"), its subsidiaries (the Holding Company, its subsidiary together referred to as the "Group"), which comprise the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the

manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, the consolidated profit, total consolidated comprehensive income, the consolidated changes in equity and consolidated cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing

("SA" s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Key Audit Matters**

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

***"We have determined that there are no key audit matters to communicate in our report."***

**Information other than the financial statements and auditor's report thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's and Board of Directors' Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls,

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group is responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material Misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, for the purpose of expressing an opinion on effectiveness of the Company's internal financial 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 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

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

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

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

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

interest benefits of such communication.

**Other Matters:**

We did not audit the financial statements / financial information of subsidiary, whose financial statements / financial information reflect total assets (net) of Rs. 6.15 Lacs as at March 31, 2024, and Loss of Rs.11.06 Lacs for the year ended on that date, as considered in the consolidated financial statements. That financial statements / financial information has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the report of the other auditor.

**Report on Other Legal and Regulatory Requirements**

As required by the paragraph 3(xxi) of Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we report that there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order 2020 reports of the companies included in the consolidated financial statements.

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 of aforesaid consolidated financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Cash Flows and and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act;
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Boards of Directors of the Holding Company and its subsidiary incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the holding company and subsidiary company incorporated in India and the operating effectiveness of such controls, we give our separate Report in "Annexure 1";
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Holding Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
    - (i) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries

included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For and on behalf of  
**For Rajeev Singal & Co**  
Chartered Accountants  
(FRN:- 008692C)

Date: May 21, 2024  
Place: Delhi  
UDIN:24408730BKEQJK8003

(CA Sunil Kumar)  
Partner  
Membership No. 408730



**ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Gulshan Polyols on the consolidated financial statements for the year ended March 31, 2024]

**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 the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of **Gulshan Polyols** (the "Holding Company") and its foreign subsidiary company GULSHAN OVERSEAS-FZCO (the Holding company and its subsidiary together referred to as "the Group").

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Group 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 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 group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 internal financial controls system over financial reporting of the Company and its subsidiary companies.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Over Financial Reporting**

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

**Opinion**

In our opinion, the Group, which comprises of the companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

**Date: May 21, 2024**  
**Place: Delhi**  
**UDIN: 24408730BKEOJK8003**

For and on behalf of  
**For Rajeev Singal & Co**  
Chartered Accountants  
**(FRN:- 008692C)**

**(CA Sunil Kumar)**  
Partner  
Membership No. 408730

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2024**

(Rs. in Lakhs)

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	51,824.53	27,580.63
(b) Capital Work-in-Progress	3	18,236.07	27,802.30
(c) Investment Property	4	270.60	271.81
(d) Intangible Assets	5	4.78	6.24
(e) Financial Assets			
(i) Investments	6	301.72	1,935.25
(ii) Other Financial Assets	7	1,405.43	1,225.92
(f) Other Non-Current Assets	8	152.15	1,571.95
(g) Income Tax Assets (Net)		93.11	150.30
<b>Total Non- Current Assets</b>		<b>72,288.39</b>	<b>60,544.40</b>
<b>Current Assets</b>			
(a) Inventories	9	15,040.23	15,737.20
(b) Financial Assets			
(i) Investment	6A	1,208.32	338.71
(ii) Trade Receivables	10	16,691.52	14,163.41
(iii) Cash and Cash equivalents	11	74.23	515.69
(iv) Other Bank Balance	12	883.35	61.45
(c) Other Current Assets	13	8,918.92	7,273.39
(d) Income Tax Assets (Net)		539.03	138.83
<b>Total Current Assets</b>		<b>43,355.60</b>	<b>38,228.68</b>
<b>Total Assets</b>		<b>115,643.99</b>	<b>98,773.07</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	623.71	519.75
(b) Other Equity	15	58,408.20	56,967.35
<b>Total Equity</b>		<b>59,031.91</b>	<b>57,487.10</b>
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	22,819.78	12,750.00
(ii) Lease Liabilities	17	438.71	445.46
(b) Provisions	18	52.32	63.15
(c) Deferred Tax Liabilities (Net)	19	2,388.19	1,370.72
<b>Total Non-Current Liabilities</b>		<b>25,699.00</b>	<b>14,629.33</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	12,067.41	12,046.68
(ii) Lease liabilities	17	43.58	43.94
(iii) Trade payables	21		
(a) Outstanding dues of micro, small enterprises		1,224.19	2,061.02
(b) Outstanding dues of creditors other than above		11,426.36	5,981.27
(iv) Other Financial Liabilities	22	2,927.21	4,701.54
(b) Other Current Liabilities	23	3,224.33	1,822.20
<b>Total Current Liabilities</b>		<b>30,913.08</b>	<b>26,656.65</b>
<b>Total Equity and Liabilities</b>		<b>1,15,643.99</b>	<b>98,773.08</b>
<b>Material accounting policies</b>	<b>1</b>		

The accompanying notes from an integral part of Consolidated Financial Statements

As per our report of even date  
 For RAJEEV SINGAL & CO.  
 Chartered Accountants  
 (Registration No.008692C)

(Sunil Kumar)  
 Partner  
 Membership no: 408730

Date: May 21, 2024  
 Place : Delhi  
 UDIN: 24408730BKEOJK8003

For and on behalf of the Board of Directors

DR. CHANDRA KUMAR JAIN  
 Chairman & Managing Director  
 DIN: 00062221

ARCHISHA TYAGI  
 Company Secretary

ASHWANI KUMAR VATS  
 Whole Time Director and CEO  
 DIN : 00062413

RAJIV GUPTA  
 Chief Financial Officer

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**
**(Rs. in Lakhs)**

Particulars	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>REVENUE</b>			
Revenue from Operations	24	1,37,797.58	1,17,972.97
Other Income	25	1,220.65	706.48
<b>Total Income (I)</b>		<b>1,39,018.23</b>	<b>1,18,679.45</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	26	91,454.38	70,230.84
Purchase of Stock in Trade	27	252.26	605.76
Changes in Inventories of Finished goods, Work in progress and Stock in Trade	28	(3,356.44)	(975.16)
Employee Benefits Expenses	29	3,199.54	3,267.86
Finance Cost	30	1,011.52	612.73
Depreciation & amortisation Expenses	31	3,236.93	2,873.49
Other Expenses	32	40,440.13	36,043.83
<b>Total Expenses (II)</b>		<b>1,36,238.32</b>	<b>1,12,659.35</b>
<b>Profit Before Tax (III) (I-II)</b>		<b>2,779.91</b>	<b>6,020.10</b>
Tax Expense:	33		
Current Tax Expense		-	1,450.51
Deferred Tax Expense		1,004.14	51.41
<b>Total Tax Expenses (IV)</b>		<b>1,004.14</b>	<b>1,501.92</b>
<b>Profit/(Loss) for the year (V) (III-IV)</b>		<b>1,775.77</b>	<b>4,518.18</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not to be reclassified to Profit and Loss:</b>			
Equity instruments through other comprehensive income		(75.58)	(7.74)
Remeasurements of the defined benefit plans		(18.61)	73.36
Income Tax relating to item that will not be reclassified to profit or loss		13.33	(17.60)
<b>Item that will be reclassified to Profit and Loss:</b>			
(Gain)/Loss on translation of foreign operation		(0.01)	0.83
<b>Other Comprehensive (Income)/Loss (VI)</b>		<b>(80.87)</b>	<b>48.85</b>
<b>Total Comprehensive Income for the year (VII) (V - VI)</b>		<b>1,856.64</b>	<b>4,469.33</b>
<b>Net Profit / (loss) for the year attributable to :</b>			
Owners of the Parent		1,775.77	4,518.18
Non-Controlling Interest		-	-
<b>Other Comprehensive Income for the year attributable to :</b>			
Owners of the Parent		(80.87)	48.85
Non-Controlling Interest		-	-
<b>Total Comprehensive Income for the year attributable to :</b>			
Owners of the Parent		1,856.64	4,469.33
Non-Controlling Interest		-	-
Earning per equity share of face value of Rs. 1 each Basic and diluted (in Rs.)	34		
Basic		2.85	7.24
Diluted		2.85	7.24
<b>Material accounting policies</b>	1		

The accompanying notes from an integral part of Consolidated Financial Statements

As per our report of even date  
For RAJEEV SINGAL & CO.  
Chartered Accountants  
(Registration No.008692C)

(Sunil Kumar)  
Partner  
Membership no: 408730

Date: May 21, 2024  
Place : Delhi  
UDIN: 24408730BKEOJK8003

For and on behalf of the Board of Directors

**DR. CHANDRA KUMAR JAIN**  
Chairman & Managing Director  
DIN: 00062221

**ASHWANI KUMAR VATS**  
Whole Time Director and CEO  
DIN : 00062413

**ARCHISHA TYAGI**  
Company Secretary

**RAJIV GUPTA**  
Chief Financial Officer

**CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**
**A. Equity Share Capital**
**(Rs. in Lakhs)**

Opening balance as at April 1, 2022	519.75
Change during the year	-
<b>Closing balance as at March 31, 2023</b>	<b>519.75</b>
Change during the year	103.95
<b>Closing balance as at March 31, 2024</b>	<b>623.71</b>

**B. Other Equity attributable to the Equity Holders of the Group**
**(Rs. in Lakhs)**

Particulars	RESERVES AND SURPLUS					Other Comprehensive Income			Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Capital Redemption Reserve	Retained Earning	Equity Instrument through Other Comprehensive Income	Defined Benefit Obligation	(Gain)/Loss on translation of foreign operation	
<b>Balance as at 1st April 2022</b>	(18,074.73)	25,406.24	5,373.86	1,025.00	39,238.10	22.19	28.57	-	53,019.23
Profit for the year	-	-	-	-	4,518.18	-	-	-	4,518.18
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	(14.37)	14.37	-	-	-
Dividend on equity shares	-	-	-	-	(519.75)	-	-	-	(519.75)
Transaction costs on issue of shares	-	(1.47)	-	-	-	-	-	-	(1.47)
Issue of bonus shares	-	-	-	-	-	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	6.88	(54.89)	(0.83)	(48.84)
<b>As at 31st March 2023</b>	<b>(18,074.73)</b>	<b>25,404.77</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>43,222.15</b>	<b>43.44</b>	<b>(26.32)</b>	<b>(0.83)</b>	<b>56,967.35</b>
<b>Balance as at 1st April 2023</b>	(18,074.73)	25,404.77	5,373.86	1,025.00	43,222.15	43.44	(26.32)	(0.83)	56,967.35
Profit for the year	-	-	-	-	1,775.77	-	-	-	1,775.77
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	-	-	-	-	-
Dividend on equity shares	-	-	-	-	(311.85)	-	-	-	(311.85)
Issue of bonus shares	-	(103.95)	-	-	-	-	-	-	(103.95)
Other comprehensive income for the year, net of income tax	-	-	-	-	-	66.93	13.93	0.01	80.87
<b>As at 31st March, 2024</b>	<b>(18,074.73)</b>	<b>25,300.82</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>44,686.07</b>	<b>110.37</b>	<b>(12.40)</b>	<b>(0.81)</b>	<b>58,408.20</b>

Material accounting policies 1

The accompanying notes from an integral part of Consolidated Financial Statements

As per our report of even date

For RAJEEV SINGAL &amp; CO.

Chartered Accountants

(Registration No.008692C)

(Sunil Kumar)

Partner

Membership no: 408730

Date: May 21, 2024

Place : Delhi

UDIN: 24408730BKEOJK8003

For and on behalf of the Board of Directors

**DR. CHANDRA KUMAR JAIN**  
 Chairman & Managing Director  
 DIN: 00062221

**ASHWANI KUMAR VATS**  
 Whole Time Director and CEO  
 DIN : 00062413

**ARCHISHA TYAGI**  
 Company Secretary

**RAJIV GUPTA**  
 Chief Financial Officer

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

		(Rs. in Lakhs)	
Particulars		Year ended 31st March 2024	Year ended 31st March 2023
<b>A.</b>	<b>Cash flow from operating activities</b>		
	<b>Profit before Tax</b>	<b>2,779.91</b>	<b>6,020.10</b>
	Adjustment for :		
	Depreciation and Amortization Expenses	3,236.93	2,873.49
	Dividend income	(0.69)	(0.24)
	Net Gain on Sale/Fair value of non-current investment FVTPL	(208.32)	-
	(Gain) / Loss on disposal of property, plant and equipment	(16.21)	11.28
	(Gain) / Loss on disposal of Investment	(938.33)	(275.87)
	Interest income	(56.87)	(73.82)
	Interest expenses	1,011.52	612.73
	<b>Cash generated from operations before working capital changes</b>	<b>5,807.94</b>	<b>9,167.67</b>
	Adjustment for :		
	Decrease/(increase) in other assets	(951.28)	(1,010.70)
	Decrease/(increase) in trade receivables	(2,528.12)	(2,201.34)
	Decrease/(increase) in inventories	696.97	(4,947.33)
	(Decrease)/increase in other current liabilities	1,420.76	(2,602.54)
	(Decrease)/increase in provisions	(10.83)	63.15
	(Decrease)/increase in trade and other payables	2,824.48	4,814.83
	<b>Cash generated from operating activities</b>	<b>1,451.98</b>	<b>(5,883.93)</b>
	Direct taxes paid (net of refunds)	(632.14)	(1,739.64)
	<b>Cash flows before exceptional items</b>	<b>6,627.77</b>	<b>1,544.10</b>
	Exceptional items	-	-
	<b>Net Cash flow generated from operating activities (A)</b>	<b>6,627.77</b>	<b>1,544.10</b>
<b>B.</b>	<b>Cash Flow from Investing activities</b>		
	Sale proceeds from property, plant and equipment	25.04	36.45
	Purchase of property, plant and equipment	(17,920.56)	(25,425.47)
	Purchase of intangibles	(0.19)	(0.99)
	Net Sale/ (Purchase) from investments	2,008.89	595.32
	Interest income	56.87	73.82
	Dividend income	0.69	0.24
	<b>Net Cash Flow Generated from investing activities (B)</b>	<b>(15,829.26)</b>	<b>(24,720.63)</b>
<b>C.</b>	<b>Cash flow from Financing activities</b>		
	Interest expenses	(975.05)	(607.49)
	Payment of Interest/Principal on Lease Liabilities	(43.58)	(41.00)
	Proceeds/(Repayment) of long-term borrowings	10,069.78	8,018.79
	Proceeds/(Repayment) of short-term borrowings	20.73	5,582.31
	Proceeds from issue of Equity share capital (net of transaction costs)	-	(1.47)
	Dividend paid	(311.85)	(519.75)
	<b>Net Cash flow Generated from financing activities (C)</b>	<b>8,760.03</b>	<b>12,431.39</b>
	<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(441.47)</b>	<b>(10,745.13)</b>
	<b>Cash and cash equivalents at the beginning of the year</b>	<b>515.69</b>	<b>11,260.83</b>
	<b>Cash and cash equivalents at Year end</b>	<b>74.23</b>	<b>515.69</b>

**Note:**

The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standards (Ind AS 7) Statement of the Cash Flows

The accompanying notes from an integral part of Consolidated Financial Statements

As per our report of even date

For RAJEEV SINGAL & CO.

Chartered Accountants

(Registration No.008692C)

(Sunil Kumar)

Partner

Membership no: 408730

Date: May 21, 2024

Place : Delhi

UDIN: 24408730BKEOJK8003

For and on behalf of the Board of Directors

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DIN : 00062413

**ARCHISHA TYAGI**  
Company Secretary

**RAJIV GUPTA**  
Chief Financial Officer

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. DESCRIPTION OF THE GROUP AND MATERIAL ACCOUNTING POLICIES****1.1 Basis of Preparation of Consolidated Financial Statements****(i) Corporate Information**

Gulshan Polyols Limited (“GPL” or “the Company”) with a CIN number L24231UP2000PLC034918 is a domestic public limited company, listed in India with registered office situated at 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar (U.P.) - 251001. GPL is a multi-location, multi-product manufacturing company and has become a market leader in most of its products in India with global presence in 42 countries, across 3 continents and having its registered office in Muzaffarnagar, Uttar Pradesh, India. Its business portfolio covers Starch, Starch Sugars, Calcium Carbonate, Alcohol & Ethanol business, Agro based Animal Feed & On-site PCC plants with production facilities at Muzaffarnagar in Uttar Pradesh, Bharuch in Gujarat, Dhaura Kuan in Himachal Pradesh, Abu Road in Rajasthan, Patiala in Punjab, Tribeni in West Bengal, Amlai & Borgaon in Madhya Pradesh. It caters to wide range of industry & niche markets in core sector encompassing pharmaceuticals, personal care products, footwear, tyres, rubber & plastics, paints, alcohol, value added paper, agrochemicals, food and agro products. Since inception, GPL is a dividend paying company and listed on National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange (“BSE”).

The Consolidated Financial Statements comprise financial statements of “Gulshan Polyols Limited” (“the Holding Company” or “The Company”) and its subsidiaries (collectively referred to as “the Group”) for the year ended 31st March, 2023. The Holding Company is a listed entity incorporated in India.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2024 and authorised for issue on May 21, 2024.

**(ii) Statement of compliance**

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The Consolidated Financial Statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values or amortized cost depending upon classification. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

The material accounting policy information related to preparation of the consolidated financial statements have been discussed in the respective notes.

**1.2 Principal of Consolidation**

- a) The financial statements of the Holding Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intragroup transactions
- b) Profits or losses resulting from intra-group transactions that are recognized in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.
- c) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve (FCTR) in Other Comprehensive Income.
- d) The audited / unaudited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.
- e) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- f) The carrying amount of the parent’s investment in each subsidiary is offset (eliminated) against the parent’s portion of equity in each subsidiary.
- g) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- h) Non-Controlling Interest’s share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

i) Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet

### 1.3 Use of estimates and judgements

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these Consolidated Financial Statements have been disclosed in Note No.1.6. Accounting estimates could change from period to period. Revision to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

### 1.4 Current versus non-current classification

The Group 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 realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized 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 Group classifies all other liabilities as non-current.

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

All assets and liabilities have been classified as current or noncurrent according to the Group's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

### 1.5 Foreign currencies

These Consolidated Financial Statements are presented in INR, which is also the functional currency of the Group. All financial information presented in INR has been rounded to the nearest lakhs.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.

Non-monetary items 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 recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).



## 1.6 Critical estimates and judgments

The preparation of Consolidated Financial Statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also needs to exercise judgment in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the Consolidated Financial Statements.

The areas involving critical estimates or judgment are:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses
- Useful life of Property, plant and equipment
- Valuation of Inventory
- Provisions and Accruals
- Contingencies

## 1.7 Fair value measurement

The Group measures financial instruments at fair value as per Ind AS 113 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 principal or the most advantageous market must be accessible by the Group.

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.

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

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

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

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

**Level 2-** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Level 3-** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

For assets and liabilities that are recognized in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## 1.8 Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

**(i) Sale of goods**

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, sales tax and applicable trade discounts and volume rebates. Revenue includes shipping and handling costs billed to the customer.

**(ii) Interest income**

Interest income primarily comprises of interest from term deposits. Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

**(iii) Dividend**

Dividend income from investment is accounted for when the right to receive is established, which is generally when shareholders approve the dividend.

**(iv) Other Income**

Other income is recognized when no significant uncertainty as to its determination or realization exists.

**(v) Export Incentives**

Export incentives are recognized when the incentives are received from the government authorities.

Export entitlement from government authorities under Duty Draw Back scheme is recognized in the consolidated statement of profit and loss based on receipt from the government authorities.

**1.9 Taxes**

Tax expenses comprise of current and deferred tax:

**Current income tax**

- a. 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.
- b. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized 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**

- a. 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.
- b. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- c. 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 utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- d. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- e. The Group recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Group recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of Profit and Loss. The Group reviews such tax credit asset at each reporting date and writes down the asset to the extent, the Group does not have convincing evidence that it will pay normal tax during the specified period.

- f. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.
- g. 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.

### **1.10 Earnings per share**

The Group presents basic and diluted earnings per share (“EPS”) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

### **1.11 Property, Plant and Equipment Recognition and measurement**

#### **1.11.1 Property, Plant and Equipment (PPE)**

Property, plant and equipment are initially recognized at cost which comprises of the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

After the initial recognition the property, plant and equipment other than freehold land are carried at cost less accumulated depreciation and impairment losses. Cost of Self-constructed asset is determined using the same principles as for acquired assets after eliminating the component of internal profits.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Group. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in Standalone profit or loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital advances under non-current assets.

#### **1.10.2 Capital Work in Progress (CWIP)**

Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

Construction in progress is stated at cost, net of accumulated impairment losses, if any.

#### **1.10.3 Depreciation**

Depreciation has been provided on written down value method except as stated below, in terms of expected life span of assets specified in Schedule – II of the Companies Act, 2013 or as determined by management. The residual value and useful life are reviewed annually, and any deviation is accounted for as a change in estimate.

- With effect from April 01, 2023, the Company has adopted Unit of Production method for calculating Depreciation instead of W.D.V method in case of fructose unit at Muzaffarnagar, U.P.
- With effect from April 01, 2022, the Company has adopted Unit of Production method for calculating Depreciation instead of W.D.V method in case of units at Borgaon, M.P. except bottling unit.

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

The carrying amount of the all property, plant and equipment are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recognized in the consolidated statement of profit & loss.

### **1.12 Intangible Assets**

Acquired intangible assets are initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any. After initial recognition, intangibles are carried at cost less accumulated amortization and impairment losses.

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. Computer software development costs for in-house developed software is recognized as assets are amortized on a written down value basis

over their estimated useful life.

The estimated useful lives, residual values and amortization method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

### **1.13 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 capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### **1.14 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 recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased Asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the Consolidated statement of profit and loss. Contingent rentals are recognized as expenses in the periods in which they are incurred. Lease management fees, legal charges and other initial direct costs are capitalized.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term, except in case where lease rentals are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

#### **Right-of-use assets**

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). 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 recognized, 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 shorter of the lease term.

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.

#### **Lease Liabilities**

At the commencement date of the lease, the Group recognizes 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 recognized 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. The Group's lease liabilities are included in Interest-bearing loans and borrowings (see Note 40)

### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (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 that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

### 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.

## 1.15 Inventories

Inventories consist of raw materials, packing materials, stores and spares, work-in-progress and finished goods

and stock of traded goods, which are measured at the lower of cost and net realizable value.

Cost includes expenditures incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of finished goods and work-in-progress, cost includes an appropriate share of overheads based on normal operating capacity. Stores and spares, that do not qualify to be recognized as property, plant and equipment, consists of packing materials, engineering spares (such as machinery spare parts) and consumables, which are used in operating machines or consumed as indirect materials in the manufacturing process. The basis of measurement of cost is as follows:

- (i) **Raw Materials, Packing Materials and Stores & Spares:** FIFO basis
- (ii) **Finished Goods:** Cost of input plus appropriate overhead.
- (iii) **Work in Progress:** Cost of input plus overhead up-to the stage of completion.
- (iv) **By- Products:** At net realizable value
- (v) **Stock-In-Trade:** FIFO Basis

Net realizable 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.

## 1.16 Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 or the cash-generating unit.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the consolidated statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount.

Impairment losses, other than those recognized on goodwill, that have been recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## 1.17 Provisions, Contingent Liabilities and Contingent Assets

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. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Disputes, liabilities and claims against the Group including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax Excise etc.) pending in appeal / court for which no reliable estimated can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

### Contingent Assets

Contingent assets are not recognized in the Consolidated Financial Statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

## 1.18 Recent Pronouncement

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

## 1.19 Employee benefits

### a. Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, short term compensated absences etc., and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

### b. Post-Employment Benefits:

#### i) Defined Contribution Plans:

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans. The contribution paid / payable under the schemes is recognized during the period in which the employees render the related services.

#### ii) Defined Benefit Plans:

The Group has Defined Benefit Plan for post-employment benefit in the form of Gratuity for eligible Employees, which is administered through a Gratuity Policy with Life Insurance Corporation of India (L.I.C). Gratuity Liability based on actuarial valuation as per Ind AS 19. Liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method. The present value of defined benefit is determined by discounting the estimated future cash outflows by reference to market yield at the end of each reporting period on government bonds that have terms approximate to the terms of the related obligation. The 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. The cost is included in employee benefit expense in the Consolidated statement of profit and loss. Actuarial gain / loss arising from experience adjustments and changes in actuarial assumptions are credited / debited to “other comprehensive Income” forming part of other equity.

## 1.20 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial Assets

#### Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial assets.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

#### Subsequent Measurement

For purpose of subsequent measurement financial assets are classified in two broad categories:

- Financial Assets at fair value
- Financial assets at amortized cost

Where assets that measured at fair value, gains and losses are either recognized entirely in the consolidated statement of profit and loss or recognized in other comprehensive income.

A financial asset that meets the following two conditions is measured at amortized cost:

- Business Model Test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through OCI:

- Business Model Test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit and loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected irrevocable option to present value changes in OCI.

#### ***Derecognition of financial assets***

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is

primarily derecognized (i.e., removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

#### ***Impairment of financial assets***

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

For this purpose, the Group follows 'simplified approach' for recognition of impairment loss allowance on the trade receivable balances. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

#### **Financial Liabilities:**

All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A financial liability is classified as FVTPL if it is classified as held for trading, or it is derivative or is designated as such on initial recognition. Financial liabilities at FVTPL are

measured at fair value and net gain or losses, including any interest expense, are recognized in consolidated statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in consolidated statement of profit and loss.

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

#### ***Derecognition***

A financial liability is derecognized 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 recognized in the statement of profit and loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the Consolidated Financial Statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

#### **1.21 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 consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

#### **1.22 Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognized initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method, less loss allowance.

#### **1.23 Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts which are unsecured are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

#### **1.24 Borrowings**

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

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in statement of profit or loss.



**2. PROPERTY, PLANT AND EQUIPMENT**

(Rs. in Lakhs)

	Free hold Land	ROU (Right of Use of Assets)	Building	Plant and Equipment	Office Furniture and Equipment	Vehicle	Total
<b>Gross Block</b>							
Balance as at 1st April 2022	258.72	2,277.39	4,100.22	36,323.01	257.53	824.03	44,040.90
Additions	-	60.65	98.07	6,629.83	34.17	-	6,822.72
Adjustments	-	14.66	-	-	-	-	14.66
Disposals	-	-	-	76.18	-	131.61	207.79
Balance as at 1st April 2023	258.72	2,323.38	4,198.30	42,876.65	291.70	692.42	50,641.17
Additions	-	14.91	473.40	26,870.50	131.52	20.40	27,510.73
Adjustments	-	(27.54)	-	-	-	-	(27.54)
Disposals	-	-	-	-	-	2.91	2.91
Balance as at 31st March 2024	258.72	2,310.75	4,671.70	69,747.16	423.22	709.90	78,121.45
Accumulated Depreciation							
Balance as at 1st April 2022	-	109.95	1,595.79	18,024.38	166.71	428.37	20,325.18
Additions	-	48.49	242.58	2,467.56	30.29	122.22	2,911.13
Disposals	-	-	-	48.85	-	126.93	175.78
Balance as at 1st April 2023	-	158.44	1,838.36	20,443.09	196.99	423.66	23,060.54
Additions	-	48.20	256.25	2,821.15	44.93	87.48	3,258.00
Disposals	-	18.72	-	-	-	2.89	21.62
Balance as at 31st March 2024	-	187.91	2,094.61	23,264.24	241.92	508.24	26,296.92
Net Block							
Balance as at 31st March 2024	258.72	2,122.84	2,577.09	46,482.92	181.30	201.66	51,824.53
Balance as at 31st March 2023	258.72	2,164.95	2,359.93	22,433.57	94.71	268.76	27,580.63

(Rs. in Lakhs)

3. CAPITAL WORK IN PROGRESS	As at
	31st March, 2024
As at 1st April 2022	9,128.12
Additions (Subsequent expenditure)	25,152.92
Capitalised during the year	(6,478.74)
As at 31st March 2023	27,802.30
Additions (Subsequent expenditure)	17,289.43
Capitalised during the year	(26,855.66)
As at 31st March 2024	18,236.07
Net Book Value	
At 31st March 2024	18,236.07
At 31st March 2023	27,802.30

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

(Rs. in Lakhs)

CAPITAL WORK IN PROGRESS	Amount in capital work-in-progress				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in Progress	14,152.02	3,965.56	118.49	-	18,236.07
Total	14,152.02	3,965.56	118.49	-	18,236.07

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

(Rs. in Lakhs)

CAPITAL WORK IN PROGRESS	Amount in capital work-in-progress				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in Progress	21,423.20	6,379.10	-	-	27,802.30
Total	21,423.20	6,379.10	-	-	27,802.30

(Rs. in Lakhs)

4. INVESTMENT PROPERTY	Land	Building	Total
<b>Gross Block</b>			
Balance as at 1st April 2022	259.04	28.51	287.55
Additions	-	-	-
Disposals	-	-	-
Balance as at 1st April 2023	259.04	28.51	287.55
Additions	-	-	-
Disposals	-	-	-
Balance as at 31st March 2024	259.04	28.51	287.55
Accumulated Depreciation			
Balance as at 1st April 2022	-	14.40	14.40
Additions	-	1.34	1.34
Disposals	-	-	-
Balance as at 1st April 2023	-	15.74	15.74

Additions	-	1.21	1.21
Disposals	-	-	-
<b>Balance as at 31st March 2024</b>	-	<b>16.95</b>	<b>16.95</b>
Net Block			
<b>Balance as at 31st March 2024</b>	<b>259.04</b>	<b>11.56</b>	<b>270.60</b>
<b>Balance as at 31st March 2023</b>	<b>259.04</b>	<b>12.77</b>	<b>271.81</b>

**Fair Market value of Investment Property**

As on March 31, 2024

312.00

As on March 31, 2023

297.59

Note: The group has not revalued the investment Property. Fair market value is based on the valuation report from a Registered valuer as defined under Companies Act, 2013

		(Rs. in Lakhs)	
5.INTANGIBLE ASSETS		Software	Total
<b>Gross Block</b>			
<b>Balance as at 31st March 2022</b>		<b>23.83</b>	<b>23.83</b>
Additions		0.99	0.99
Disposals		-	-
<b>Balance as at 31st March 2023</b>		<b>24.82</b>	<b>24.82</b>
Additions		0.19	0.19
Disposals		-	-
<b>Balance as at 31st March 2024</b>		<b>25.00</b>	<b>25.00</b>
Accumulated Depreciation			
<b>Balance as at 31st March 2022</b>		<b>16.61</b>	<b>16.61</b>
Additions		1.96	1.96
Disposals		-	-
<b>Balance as at 31st March 2023</b>		<b>18.58</b>	<b>18.58</b>
Additions		1.65	1.65
Disposals		-	-
<b>Balance as at 31st March 2024</b>		<b>20.23</b>	<b>20.23</b>
<b>Net Block</b>			
<b>Balance as at 31st March 2024</b>		<b>4.78</b>	<b>4.78</b>
<b>Balance as at 31st March 2023</b>		<b>6.24</b>	<b>6.24</b>

**6. INVESTMENTS**

(Rs. in Lakhs)

NON- CURRENT INVESTMENTS	As at 31st March, 2024	As at 31st March, 2023
<b>(a) Investment in Equity Instruments fair Value through Other Comprehensive Income (Fully paid up)</b>		
<b>Quoted Equity Shares</b>		
(i) 50,000 ( PY 50,000) equity shares in Genus Power Infrastructure Limited of Re.1 each	115.15	42.35
(ii) 50,000 (PY 50,000) equity shares in Genus Paper and Boards Limited of Re.1 each	9.30	6.53
<b>Unquoted Equity Shares</b>		
(i) 10,500 (PY 10,500) equity shares of Rs. 10 each -BEIL Infrastructure Ltd.	1.05	1.05
(ii) 4,09,025 (PY 4,09,025) equity shares of Rs. 10 each - Narmada Clean Tech Ltd.( formally named as Bharuch Eco-Aqua Infrastructure Ltd.)	40.90	40.90
(iii) 13,53,200 (PY 13,53,200) Equity Shares in Amplus RJ Solar Pvt Ltd. of Rs.10 Each.	135.32	135.32
<b>(b) Investment in Mutual Funds (at fair value through profit &amp; loss)</b>		
Non current Investment in Mutual Funds	-	1,709.11
<b>Total</b>	<b>301.72</b>	<b>1,935.25</b>

Aggregate Amount of Quoted Investment

124.45

1,757.98

Aggregate Amount of Unquoted Investment

177.27

177.27

**6A. CURRENT INVESTMENT**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investment in Mutual Fund (at fair value through profit & loss)	1,208.32	338.71
<b>Total</b>	<b>1,208.32</b>	<b>338.71</b>

Aggregate Amount of Quoted Investment

1,208.32

338.71

**7. Other Financial Assets (Non Current)**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>NON-CURRENT</b>		
Security Deposits	745.16	712.13
Bank Deposits with maturity of more than 12 months as Margin Money	248.74	244.25
GPL Employees Welfare Trust	411.54	269.54
<b>Total</b>	<b>1,405.43</b>	<b>1,225.92</b>

Bank Deposits in form of FDR having maturity period of more than 12 months is kept as margin money against Bank guarantees

**8. OTHER NON-CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Capital Advances	152.15	1,571.95
<b>Total</b>	<b>152.15</b>	<b>1,571.95</b>

**9. INVENTORIES**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	5,485.36	9,719.89
Work in Progress	2,456.78	1,422.39
Finished Goods	4,538.00	2,205.31
Stock in Traded Goods	35.19	45.82
Stores, Spares & Packing	759.73	422.36
Coal, Fuel & Chemicals	1,765.18	1,921.43
<b>Total</b>	<b>15,040.23</b>	<b>15,737.20</b>

**10. TRADE RECEIVABLES**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Un-secured and Considered Good	16,817.86	14,245.36
Significant increase in credit risk	-	25.06
<b>Total</b>	<b>16,817.86</b>	<b>14,270.42</b>
Less:- Allowance for doubtful trade receivables	(126.34)	(107.01)
<b>Total</b>	<b>16,691.52</b>	<b>14,163.41</b>

Note: A provision of Rs. 19.33 ( previous year : 12.21) Lakh on doubtful trade receivable has been created during the year.

**Ageing for trade receivables as at March 31, 2024 is as follows:**

(Rs. in Lakhs)

Particulars	Not due	Less than 6 months	6 month-1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables- Considered Good	8,490.34	7,815.74	281.23	2.48	13.33	214.75	<b>16,817.86</b>
Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>8,490.34</b>	<b>7,815.74</b>	<b>281.23</b>	<b>2.48</b>	<b>13.33</b>	<b>214.75</b>	<b>16,817.86</b>
Less:- Allowance for doubtful trade receivables							(126.34)
<b>Trade receivables (Net)</b>							<b>16,691.52</b>

**Ageing for trade receivables as at March 31, 2023 is as follows:**
**(Rs. in Lakhs)**

Particulars	Not due	Less than 6 months	6 month-1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables- Considered Good	375.62	13,650.84	-	9.12	44.08	165.69	14,245.36
Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	9.25	8.31	-	17.56
Undisputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	7.50	7.50
Disputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>375.62</b>	<b>13,650.84</b>	<b>-</b>	<b>18.37</b>	<b>52.39</b>	<b>173.19</b>	<b>14,270.42</b>
Less:- Allowance for doubtful trade receivables							(107.01)
<b>Trade receivables (Net)</b>							<b>14,163.41</b>

**11. CASH AND CASH EQUIVALENTS**
**(Rs. in Lakhs)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
Cash in hand	1.15	4.91
Balance with Banks -In Current accounts	73.08	510.78
<b>Total</b>	<b>74.23</b>	<b>515.69</b>

**12. Other Bank Balance**
**(Rs. in Lakhs)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unclaimed dividend Account	53.29	61.45
Term deposits with original maturity of more than 3 months and remaining maturity of less than 12 months)	830.06	-
<b>Total</b>	<b>883.35</b>	<b>61.45</b>

**13. OTHER CURRENT ASSETS**
**(Rs. in Lakhs)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured and Considered Good</b>		
Advance to Employees	11.62	16.36
Advance to suppliers and service providers	1,372.06	719.40
Balance with Govt. Authorities	6,623.32	6,089.88
Other Advances	911.93	447.75
<b>Total</b>	<b>8,918.92</b>	<b>7,273.39</b>

**14. EQUITY SHARE CAPITAL**
**(Rs. in Lakhs)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Authorised Equity Share Capital:</b>		
28,06,00,000(PY 28,06,00,000) Equity shares of Rs.1 each	2,806.00	2,806.00
<b>Authorised Preference Share Capital:</b>		
2,50,000(PY 2,50,000) Preference shares of Rs.10 each	25.00	25.00
14,50,000(PY 14,50,000) Preference shares of Rs.100 each	1,450.00	1,450.00
<b>Total</b>	<b>4,281.00</b>	<b>4,281.00</b>
<b>Issued, Subscribed and Paid up:</b>		
6,23,70,586 (PY 5,19,75,489) Equity shares of Rs.1 each	623.71	519.75
<b>Total</b>	<b>623.71</b>	<b>519.75</b>

**(a) Reconciliation of Number of Equity Shares outstanding at the beginning and at the end of the reporting period (Rs. in Lakhs)**

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares	Amount (1 Rs Each)	No. of shares	Amount (1 Rs Each)
	<b>Equity Shares</b>			
Shares outstanding at the beginning of the year	5,19,75,489.00	519.75	5,19,75,489.00	519.75
Add: Issued during the year	1,03,95,097.00	103.95	-	-
<b>Closing balance</b>	<b>6,23,70,586.00</b>	<b>623.71</b>	<b>5,19,75,489.00</b>	<b>519.75</b>

**Terms/rights attached to the Equity Shares**

(i) The Company has only one class of equity shares having a par value of ₹ 1/- each. Each holder of equity shares is entitled to one vote per share and dividend on the shares held.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(b) Details of shares held by Equity Shareholders holding more than 5% of the aggregate shares in the Holding Company**

Name of Shareholder	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares held	% of holding	No. of shares held	% of holding
	(i) Chandra Kumar Jain trustee of Gulshan Family Benefit Trust	1,30,59,444	20.94%	1,08,82,867
(ii) Arushi Jain trustee of Mridula Family Trust	67,31,943	10.79%	56,09,953	10.79%
(iii) Aditi Pasari trustee of Chandra Holding Trust	67,31,943	10.79%	56,09,953	10.79%
(iv) Anubha Gupta trustee of Lotus Holding Trust	67,31,943	10.79%	56,09,953	10.79%

**(c) Shareholding of Promoters**

Shares held by promoters at the end of the year Promoter Name	As at March 31, 2024		As at March 31, 2023		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
	Dr. Chandra Kumar Jain	16,62,912	2.67%	13,85,638	
Mridula Jain	16,62,765	2.67%	13,85,638	2.67%	0.00%
Arushi Jain	16,62,762	2.67%	13,85,635	2.67%	0.00%
Aditi Pasari	16,62,762	2.67%	13,85,635	2.67%	0.00%
Anubha Gupta	16,62,768	2.67%	13,85,635	2.67%	0.00%
Ankur Pasari	25,000	0.04%	10,000	0.02%	0.02%
Rahul Jain	16,920	0.03%	14,100	0.03%	0.00%
Chandra Kumar Jain trustee of Gulshan Family Benefit Trust	1,30,59,444	20.94%	1,08,82,867	20.94%	0.00%
Arushi Jain trustee of Mridula Family Trust	67,31,943	10.79%	56,09,953	10.79%	0.00%
Aditi Pasari trustee of Chandra Holding Trust	67,31,943	10.79%	56,09,953	10.79%	0.00%
Anubha Gupta trustee of Lotus Holding Trust	67,31,943	10.79%	56,09,953	10.79%	0.00%

**(d) Aggregate number and class of shares allotted as fully paid up by way of bonus shares during the previous 5 years**

Equity share allotted as fully paid up by way of bonus shares

Year	2019-20	2020-21	2021-22	2022-23	2023-24
No. of shares	-	-	-	-	1,03,95,097

(e) 1,03,95,097 Bonus shares were issues for consideration other than cash.

**(f) Final Dividend**
**(Rs. in Lakhs)**

Particulars	For the year ended	For the year ended
	31st March, 2024	31st March, 2023
Final dividend for FY 2022-23 and FY 2021-22 respectively	311.85	519.75

**15. OTHER EQUITY**

Particulars	RESERVES AND SURPLUS					Income Other comprehensive			Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Capital Redemption Reserve	Retained Earning	Equity Instrument through Other Comprehensive Income	Defined Benefit Obligation	(Gain)/ Loss on translation of foreign operation	
<b>Balance as at 1st April 2022</b>	(18,074.73)	25,406.24	5,373.86	1,025.00	39,238.10	22.19	28.57	-	53,019.23
Profit for the year	-	-	-	-	4,518.18	-	-	-	4,518.18
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	(14.37)	14.37	-	-	-
Dividend on equity shares	-	-	-	-	(519.75)	-	-	-	(519.75)
Transaction costs on issue of shares	-	(1.47)	-	-	-	-	-	-	(1.47)
Issue of bonus shares	-	-	-	-	-	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	6.88	(54.89)	(0.83)	(48.84)
<b>As at 31st March 2023</b>	<b>(18,074.73)</b>	<b>25,404.77</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>43,222.15</b>	<b>43.44</b>	<b>(26.32)</b>	<b>(0.83)</b>	<b>56,967.35</b>
<b>Balance as at 1st April 2023</b>	(18,074.73)	25,404.77	5,373.86	1,025.00	43,222.15	43.44	(26.32)	(0.83)	56,967.35
Profit for the year	-	-	-	-	1,775.77	-	-	-	1,775.77
Transfer To retained earning on disposal of Equity Instruments valued through OCI	-	-	-	-	-	-	-	-	-
Dividend on equity shares	-	-	-	-	(311.85)	-	-	-	(311.85)
Issue of bonus shares	-	(103.95)	-	-	-	-	-	-	(103.95)
Other comprehensive income for the year, net of income tax	-	-	-	-	-	66.93	13.93	0.01	80.87
<b>As at 31st March, 2024</b>	<b>(18,074.73)</b>	<b>25,300.82</b>	<b>5,373.86</b>	<b>1,025.00</b>	<b>44,686.07</b>	<b>110.37</b>	<b>(12.40)</b>	<b>(0.81)</b>	<b>58,408.20</b>

**Nature and purpose of reserves**

**Capital Reserve :** Due to Business Combination under the common control (merger), it represents the excess of consideration paid against which net asset has been taken over.

**Securities Premium Reserve :** Securities Premium represents amount received in excess of face value of equity/ preference shares issued.

**General Reserve :** General reserve is used for strengthening the financial position and meeting future contingencies and losses.

**Capital Redemption Reserve:** Capital redemption reserve represents amount set aside from free reserves which is available for the purpose of issue of equity/preference shares.

**Retained Earning :** Retained earning represents the profit that the company has earned till date, less any transfer to general reserve if any.

**Items of Other Comprehensive Income (OCI) -** Items of OCI represents the remeasurement gain/loss on defined benefit plans , fair value gain on equity instrument measured through fair value through OCI and gain/loss on translation of foreign operation.

**16. FINANCIAL LIABILITIES –NON CURRENT BORROWINGS**

Particulars	(Rs. in Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
<b>Secured Loans</b>		
Term Loan from bank measured at Amortised Cost	22,819.78	12,750.00
	<b>22,819.78</b>	<b>12,750.00</b>
<b>Notes:</b>		
<b>Term Loan from SBI</b>	14,319.78	-
Rate of Interest: 1.25% above MCLR- 6M		
During the Current year bank have sanctioned a Term Loan of Rs 17,000 lakhs for setting up 250 KLPD Grain based Ethnol Producing Plant at Distt. Golpara, Assam for a Door-to-door tenor of 8 years including 1.5 year moratorium repayable in 26 quarterly installments. The loan is partially disbursed during the year.		

The above loan is secured by First Charge : a) Movable fixed Assets of the Company (Plant and machinery) b) Equitable Mortgage over entire Land & Building located at 358,359,360,410,409,408,407,415,416,414,422 located at revenue village Mornoi and Tinkoniapara under Matia Revenue circle, Distt. Golpara Assam c) Personal guarantee of a Promoter Director.  <b>Term Loans from HSBC Banks</b> Rate of Interest: MCLR linked at mutually accepted rate During the Previous year bank sanctioned a Term Loan of Rs 17,000 lakhs for setting up 500 KLPD Grain based Ethanol Producing Plant at Borgaon, District Chhindwara (M.P) for a Door-to-door tenor of 5 years including 1 year moratorium repayable in 16 quarterly installments. The loan is fully disbursed during the year. The above loan is secured by first charge on movable fixed assets of the Holding Company (plant and machinery) as well as Equitable Mortgage over entire Land & Building located at a) Holding Company new plant on Plot No 3, 4, 5, 6, 7, 8,9(Part), 26, and D16 to D20. b) Holding Company's existing plant (Distillery and Bottling unit) on Plot No. part of 9, 10, & 11. Both Plants are located at Borgaon Industrial Growth centre, Tehsil Sausar Dist. Chhindwara, M.P. c) Holding Company's existing plant at Village Rampur Majri, Tehsil Paonta Sahib, Dhaula Kuan 173001, Dist. Sirmour, Himachal Pradesh. d) Above term loans are secured by personal guarantee of a Promoter Director.	8,500.00	12,750.00
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**17. Other Financial Liabilities**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Current	Non Current	Current	Non Current
Lease Liabilities	43.58	438.71	43.94	445.46
<b>Total</b>	<b>43.58</b>	<b>438.71</b>	<b>43.94</b>	<b>445.46</b>

**18. PROVISIONS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for Gratuity (Refer Note 35)	52.32	63.15
<b>Total</b>	<b>52.32</b>	<b>63.15</b>

**19. DEFERRED TAX LIABILITIES (NET)**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Depreciation and amortisation	2,406.54	1,402.41
Deferred tax asset on OCI items	(27.04)	(40.37)
Others	8.68	8.68
<b>Total (Refer Note 33B)</b>	<b>2,388.19</b>	<b>1,370.72</b>

**20. SHORT TERM BORROWINGS**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured loans</b>		
Working Capital Loan	6,509.41	7,796.68
Current maturities of long term debt	5,558.00	4,250.00
<b>Total</b>	<b>12,067.41</b>	<b>12,046.68</b>

**Rate of Interest:**

SBI - 0.75% above MCLR linked bank rate

HSBC - MCLR linked at mutually accepted rate.

(a) The Working Capital Loans are secured by

- (i) First pari-passu charge over entire current assets of the Holding Company (both present and future) including stock, receivables and other current assets except vehicles.
- (ii) Second charge on pari passu basis on the entire movable fixed assets of the Holding company, present and future.
- (iii) Negative Lien charge on pari passu basis on the following properties:-
  - Land and building located at pitot no - 762, 7621/1 and 762/2 Jhagadia industrial Estate . Bharuch, Gujrat - 393110.
  - Land and building located at 769/1 and 769/2 G I D C industrial estate, Bharuch, Gujrat - 393110 and Land and building located at E-21 & E-22, RICO Growth Centre phase-II , Abu Road, Dist-Sirohi, Rajasthan
- (iv) Second pari passu charge on all fixed assets at:
  - Holding Company's existing plant at Village Rampur Majri, Tehsil Paonta Sahib, Dhaula Kuan 173001, Dist. Sirmour, Himachal pradesh (except assets already mortgaged to hire purchase companies)
  - Holding Company's existing plant at Chhindwara, Madhya pradesh (Distillery and Bottling unit) at Plot No. -10, 11 & part of 9, Bargaon Industrial Growth centre, Tehsil Sausar Dist. Chhindwara, M.P.

Note: Group has not used the borrowings from banks &amp; financial institutions other than the specific purpose for which it was taken at the balance sheet

**21. TRADE PAYABLES**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Trade Payables consist of the following:</b>		
- micro and small enterprises (refer note 39)	1,224.19	2,061.02
- others	11,426.36	5,981.27
<b>Total</b>	<b>12,650.55</b>	<b>8,042.30</b>

**Ageing for trade payables outstanding as at March 31, 2024 is as follows:**

(Rs. in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payments				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 year	
MSME	1,224.18	-	-	-	-	1,224.18
Others	8,655.63	2,530.24	199.65	37.00	3.85	11,426.36
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues -Others	-	-	-	-	-	-
<b>Total</b>	<b>9,879.81</b>	<b>2,530.24</b>	<b>199.65</b>	<b>37.00</b>	<b>3.85</b>	<b>12,650.55</b>

**Ageing for trade payables outstanding as at March 31, 2023 is as follows:**

(Rs. in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payments				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 year	
MSME	2,061.02	-	-	-	-	2,061.02
Others	210.21	5,766.16	0.38	1.05	-	5,977.80
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues -Others	-	-	-	3.47	-	3.47
<b>Total</b>	<b>2,271.24</b>	<b>5,766.16</b>	<b>0.38</b>	<b>4.52</b>	<b>-</b>	<b>8,042.30</b>

**22. OTHER FINANCIAL LIABILITIES**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unclaimed dividends	53.29	61.45
Capital liabilities	1,356.67	1,930.23
Expenses payable	1,517.26	2,709.85
<b>Total</b>	<b>2,927.21</b>	<b>4,701.54</b>

**23. OTHER CURRENT LIABILITIES**

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advance from Customers	879.69	253.72
Other liabilities	2,344.65	1,568.48
<b>Total</b>	<b>3,224.33</b>	<b>1,822.20</b>



**24. REVENUE FROM OPERATIONS**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>Revenue</b>		
Sale of Product	134,754.52	114,674.93
Freight and Handling Charges recovered	1,034.09	1,512.27
<b>(I)</b>	<b>135,788.61</b>	<b>116,187.20</b>
<b>Other Operating Revenues</b>		
Export and Other Incentives	239.05	147.74
Miscellaneous Receipts & claims	2.84	-
Sales- Scrap & Waste Material	507.55	289.15
Foreign Exchange Fluctuations	74.45	146.86
Lease Rent, Operation & Maintenance Charges	1,185.08	1,202.01
<b>(II)</b>	<b>2,008.97</b>	<b>1,785.76</b>
<b>REVENUE FROM OPERATIONS (I+II)</b>	<b>137,797.58</b>	<b>117,972.97</b>
<b>(A) Revenue from contracts with customers disaggregated based on nature of products or services.</b>		
<b>Revenue from sale of products</b>		
Mineral Processing	8,750.79	10,339.51
Grain Processing	77,796.14	86,940.09
Ethanol (Bio-Fuel)/Distillery	49,241.68	18,907.60
<b>Other Operating Revenues</b>		
Export and Other Incentives	239.05	147.74
Miscellaneous Receipts & claims	2.84	-
Sales- Scrap & Waste Material	507.55	289.15
Foreign Exchange Fluctuations	74.45	146.86
Lease Rent, Operation & Maintenance Charges	1,185.08	1,202.01
<b>Total</b>	<b>137,797.58</b>	<b>117,972.97</b>
<b>(B) Revenue from contracts with customers disaggregated based on geography</b>		
Domestic	123,856.91	104,401.04
Export	10,897.61	10,273.89
<b>Total</b>	<b>134,754.52</b>	<b>114,674.93</b>
<b>(C) Reconciliation of gross revenue with the revenue from contracts with customers</b>		
Gross revenue	134,843.02	114,742.53
Less: discounts	(88.51)	(67.60)
<b>Total</b>	<b>134,754.52</b>	<b>114,674.93</b>
<b>(D) Receivables, contract assets and contract liabilities from contracts with customers</b>		
Trade receivables*	16,691.52	14,163.41
Contract balances		
– Advances from customers **	(879.69)	(253.72)
<b>Total</b>	<b>15,811.84</b>	<b>13,909.69</b>

\* Trade receivables are non-interest bearing and are generally due within 0 to 90 days. There is no significant financing component in any transaction with the customers.

\*\* The adjustments of advances during the year are not considered to be significant.

**25. OTHER INCOME**
**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest Income on Bank Deposits & Others	56.87	73.82
Dividend Income On Investments	0.69	0.24
Gain / (Loss) on sale of investments (Net) on Investments	938.33	275.87
Gain on financial instruments measured at FVTPL	208.32	-
Profit/ (Loss) on property, plant and equipment sold / discarded (Net)	16.21	(11.28)
Other Non-Operating income	0.23	367.83
<b>Total</b>	<b>1,220.65</b>	<b>706.48</b>

**26. COST OF MATERIALS CONSUMED**
**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Raw Material	91,454.38	70,230.84
<b>Total</b>	<b>91,454.38</b>	<b>70,230.84</b>

**27. PURCHASE OF STOCK IN TRADE**
**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Purchase of Stock in Trade	252.26	605.76
<b>Total</b>	<b>252.26</b>	<b>605.76</b>

**28. CHANGE IN INVENTORIES**
**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>Opening inventories</b>		
Traded Goods	45.82	165.40
Work in progress	1,422.39	1,012.00
Finished Goods	2,205.31	1,520.96
	<b>3,673.52</b>	<b>2,698.36</b>
<b>Less: Closing Inventories</b>		
Traded Goods	35.19	45.82
Work in progress	2,456.78	1,422.39
Finished Goods	4,538.00	2,205.31
	<b>7,029.97</b>	<b>3,673.52</b>
<b>Total</b>	<b>(3,356.44)</b>	<b>(975.16)</b>

**29. EMPLOYEE BENEFITS EXPENSES**
**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Salaries and Wages	2,901.74	2,988.77
Contribution to Provident and Other Funds	105.45	98.34
Employee Welfare	192.35	180.75
<b>Total</b>	<b>3,199.54</b>	<b>3,267.86</b>

**30. FINANCE COST**
**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest & Charges on Bank borrowing for working Capital and Term Loan	999.02	606.29
Interest on Lease Liability	12.51	6.44
<b>Total</b>	<b>1,011.52</b>	<b>612.73</b>

**31. DEPRECIATION AND AMORTIZATION EXPENSES**
**(Rs. in Lakhs)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Depreciation on Property, Plant and Equipment	3,235.28	2,871.53
Amortisation on Intangible Assets	1.65	1.96
<b>Total</b>	<b>3,236.93</b>	<b>2,873.49</b>

**32. OTHER EXPENSES**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Process Chemicals & Consumables	9,240.18	7,403.60
Stores, Spare Parts & Packing	5,294.83	4,964.99
Power and Fuel	16,407.81	15,796.98
Repair & Maintenance:		
-Building	0.42	2.11
-Plant & Machinery	1,340.55	640.17
Rates and Taxes	221.14	149.80
Rent	122.25	121.77
Printing and Stationary	34.29	40.31
Advertisement and Publicity	6.56	5.80
Subscription and Membership fees	18.19	10.30
Travelling Expenses	198.62	180.69
Legal and Professional Expenses	283.13	226.72
Payment to Auditors*	10.35	8.65
Communication Charges	59.67	58.25
Repair and Maintenance	32.77	31.52
Insurance	134.73	128.46
Donation	4.98	15.20
Corporate Social Responsibility expenses	178.86	151.02
Miscellaneous Expenses	20.81	18.51
Allowance for Doubtful trade receivables	19.33	12.21
Commission & Discount	148.47	172.68
Freight and Forwarding Expenses	6,134.32	5,710.01
Others Selling Expense	478.45	194.08
Income Tax Expenses of previous year	49.40	-
<b>Total</b>	<b>40,440.13</b>	<b>36,043.83</b>
<b>* Details of Auditors Remuneration are as follows:</b>		
Statutory Audit Fees	8.10	6.90
Limited Review Fee	1.25	1.25
Other Management Services, Consultancy and certification Charges	1.00	0.50
	<b>10.35</b>	<b>8.65</b>

**33. INCOME TAX**
**A. Amounts recognized in standalone profit or loss**

(Rs. in lakhs)

Particulars	31-Mar-24	31-Mar-23
<b>Tax Expense</b>		
Current year	0.00	1,450.51
<b>Deferred Tax (Expense)/Gain</b>		
Property, plant and equipment	1,004.14	51.41
<b>Total Tax Expense</b>	<b>1,004.14</b>	<b>1,501.92</b>

**B. Movement in Deferred tax balances**

(Rs. in lakhs)

Particulars	As at 31-Mar-23	Recognized in P&L	Recognized in OCI	As at 31-Mar-24
<b>Deferred Tax Liabilities / (Assets)</b>				
Property, Plant and Equipements	1,411.09	1,004.14	-	2,415.22
Investment and defined benefit obligation	(40.37)	-	13.33	(27.04)
<b>Deferred Tax Liabilities</b>	<b>1,370.71</b>	<b>1,004.14</b>	<b>13.33</b>	<b>2,388.19</b>

(Rs. in lakhs)

Particulars	As at 31-Mar-22	Recognized in P&L	Recognized in OCI	As at 31-Mar-23
<b>Deferred Tax Liabilities / (Assets)</b>				
Property, Plant and Equipements	1,359.68	51.41	-	1,411.09
Investment and defined benefit obligation	(22.77)	-	(17.60)	(40.37)
<b>Deferred Tax Liabilities</b>	<b>1,336.91</b>	<b>51.41</b>	<b>(17.60)</b>	<b>1,370.71</b>

**C. Effective Tax reconciliation**
**(Rs. in lakhs)**

Particulars		
	31-Mar-24	31-Mar-23
<b>Income tax recognised in Standalone Statement of Profit and Loss</b>		
a) Current tax	-	1,450.51
b) Deferred tax	1,004.14	51.41
<b>Total income tax expenses recognised in the current year</b>	<b>1,004.14</b>	<b>1,501.92</b>
<b>The income tax expenses for the year can be reconciled to the accounting profit as follows:</b>		
Profit before tax	2,779.91	6,020.10
Applicable Tax Rate	25.17%	25.17%
Computed Tax Expense	699.65	1,515.14
<b>Tax effect of :</b>		
Expenses that are not deductible in determining taxable profit	55.87	52.35
Expenses deductible in determining taxable profit	(0.60)	(54.11)
Others	249.21	(11.47)
<b>Tax Expenses recognised in Standalone Statement of Profit and Loss</b>	<b>1,004.14</b>	<b>1,501.91</b>

**34. Earning Per Share**
**(Rs. in Lakhs)**

	Particulars	31-Mar-24	31-Mar-23
1	Net Profit After Tax	1,775.77	4,518.18
2	Weighted Average of number of Equity Share outstanding during the year*	6,23,70,586	6,23,70,586
3	Basic Earning Per Share of Re.1/- each**	2.85	7.24
4	Diluted Earning Per Share of Re.1/- each**	2.85	7.24

\* Weighted Average of number of Equity Share for the previous FY 2022-23 has been restated due to allotment of bonus shares.

\*\*Earnings per share have been restated for all comparative period and are presented as per IND - AS 33 due to allotment of bonus shares by the Company in the ratio of one equity share of Re. 1 each for every five equity shares of Re. 1 each on June 23, 2023

**35. Disclosure in respect of employee benefits under Indian Accounting Standard (Ind AS) – 19 “Employee Benefits” are given below:**
**i) Defined Contribution Plan**

Employers’ contribution towards provident fund amounting to INR 55.30 Lakhs (Previous year INR 46.98 Lakhs) is recognized as an expense and included in Employee Benefit expenses Note No 29.

**ii) Defined Benefit Plan**
**Gratuity**

The company provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides lump sum payments to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of 5 continuous years of service as per Indian law. However, no vesting condition applies in case of death.

The company makes contributions to LIC through a trust, which funds defined benefit plan for qualifying employees.

Expected contribution to gratuity plan for the year 2024-25 is Rs. 111.89 Lakhs.

**A Reconciliation of present value of defined benefit obligation (Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Change in the Present value of obligation</b>		
Balance at the beginning of the year	462.91	354.04
Benefits paid	(44.71)	(33.95)
Current service cost	47.78	47.12
Interest cost	34.56	25.54
Past Service cost	-	-
<b>Actuarial (gains) losses recognised in profit and loss:</b>	-	-
-Changes in demographic assumptions	-	-
<b>Actuarial (gains) losses recognised in OCI:</b>	-	-
-Changes in demographic assumptions	-	-
-Changes in financial assumptions	12.95	(9.69)
-Experience adjustments	(27.85)	79.85
<b>Balance at the end of the year</b>	<b>485.63</b>	<b>462.91</b>

**B Changes in the Fair Value of Plan Assets (Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Change in the fair value of plan asset</b>		
Balance at the beginning of the year	399.76	375.84
Investment Income	29.85	27.12
Employer's Contribution	-	-
Employee's Contribution	-	-
Benefit Paid	-	-
Return on plan assets, excluding amount recognised in net interest expense	3.71	(3.20)
Transfer In/(Out)	-	-
<b>Balance at the end of the year</b>	<b>433.31</b>	<b>399.76</b>
<b>Net Defined Benefit Asset/(Liability)</b>	<b>(52.32)</b>	<b>(63.15)</b>

**C Expense recognized in Standalone statement of profit or loss (Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
Current service cost	47.78	47.12
Interest cost	4.71	(1.57)
Actuarial (Gain)/Loss	-	-
<b>TOTAL</b>	<b>52.49</b>	<b>45.55</b>

**D Expense recognized in OCI (Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
Actuarial (gains) / losses		
- change in demographic assumptions	-	-
- change in financial assumptions	12.95	(9.69)
- experience variance (i.e. Actual experience vs assumptions)	-27.85	79.85
- return on plan assets, excluding amount recognized in net interest expense	-3.71	3.19
<b>TOTAL</b>	<b>(18.61)</b>	<b>73.35</b>

**E Plan Assets comprise of the following:**

Particulars	31-Mar-24	31-Mar-23
Equities	0%	0%
Bonds	0%	0%
Gilts	0%	0%
Pooled assets with an insurance company	100%	100%
Others	0%	0%
<b>TOTAL</b>	<b>100%</b>	<b>100%</b>

**F Actuarial assumptions**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Economic assumptions:</b>		
Discount Rate (Per annum)	7.15%	7.45%
Future Salary increase	6.50%	6.50%
<b>Demographic assumptions:</b>		
Retirement Age (Years)	58	58
Mortality rates inclusive of provision for disability	IALM (2012-14)	IALM (2012-14)
Withdrawal Rate (%)	1.00%	1.00%

**G Sensitivity Analysis**
**(Rs. in Lakhs)**

Particulars	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
<b>Present Value of Obligation at the end of the period</b>	485.63	462.91
a) Discount rate-100 basis points	47.44	44.69
b) Discount rate+100 basis points	(41.24)	(38.68)
c) Salary Growth Rate -100 basis points	(41.84)	(39.34)
d) Salary Growth Rate+100 basis points	47.27	44.67

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the standalone balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**H Risk Exposure**

**Investment Risk**-The funds are invested by LIC and they provide returns on the basis of the prevalent bond yields. LIC on an annual basis, requests for contributions to the fund, while the contribution requested may not be on the same interest rate as the prevalent bond yields, based on the past experience it is a low risk.

**Interest Risk**-LIC does not provide market value of assets, rather maintains a running statement with interest rates declared annually- the fall in interest rate is not therefore offset by increased in value of bonds, hence may pose a risk.

**Longevity Risk**-Since the gratuity payment happens at the retirement age of 58, longevity impact is very low at this age, hence this is a non-risk.

**Salary Risk**-The liability is calculated taking into account the salary increases, basis our past experience of salary increases with the assumptions used, they are in line, hence this risk is low.

**I Maturity profile of defined benefit obligation**
**(Rs. in Lakhs)**

Actuarial Assumptions	Gratuity (Funded)	
	31-Mar-24	31-Mar-23
Year 1	28.17	54.02
Years 2-5	174.19	133.97
Years 6-10	170.53	178.59
Beyond 10	690.50	692.19

**36. Financial instruments and risk management**

**I Financial instruments by category as at March 31, 2024**

(Rs. in Lakhs)

Particulars	Carrying Value	Fair Value through Profit and Loss	Fair Value through Other comprehensive Income	Amortised Cost
<b>Financial assets</b>				
Investments				
- in equity instruments	301.72	-	301.72	-
- mutual funds	1,208.32	1,208.32	-	-
Trade Receivable	16,691.52	-	-	16,691.52
Security deposits	745.16	-	-	745.16
Term deposit with banks	248.74	-	-	248.74
Cash and cash equivalents	74.23	-	-	74.23
Bank balances other than above	883.35	-	-	883.35
Other financial assets	411.54	-	-	411.54
<b>Total financial assets</b>	<b>20,564.58</b>	<b>1,208.32</b>	<b>301.72</b>	<b>19,054.54</b>
<b>Financial liabilities</b>				
Terms Loans from bank	22,819.78	-	-	22,819.78
Lease liability	482.28	-	-	482.28
Working capital loans	6,509.41	-	-	6,509.41
Trade payables	12,650.55	-	-	12,650.55
Current maturities of long-term debt	5,558.00	-	-	5,558.00
Unclaimed dividends	53.29	-	-	53.29
Capital liabilities	1,356.67	-	-	1,356.67
Expenses payable	1,517.26	-	-	1,517.26
<b>Total financial liabilities</b>	<b>50,947.24</b>	<b>-</b>	<b>-</b>	<b>50,947.24</b>

**Financial instruments by category as at March 31, 2023**

(Rs. in Lakhs)

Particulars	Carrying Value	Fair Value through Profit and Loss	Fair Value through Other comprehensive Income	Amortised Cost
<b>Financial assets</b>				
Investments				
- in equity instruments	226.15	-	226.15	-
- mutual funds	2,047.81	2,047.81	-	-
Trade Receivable	14,163.41	-	-	14,163.41
Security deposits	712.13	-	-	712.13
Term deposit with banks	244.25	-	-	244.25
Cash and cash equivalents	515.69	-	-	515.69
Bank balances other than above	61.45	-	-	61.45
Other financial assets	269.54	-	-	269.54
<b>Total financial assets</b>	<b>18,240.43</b>	<b>2,047.81</b>	<b>226.15</b>	<b>15,966.47</b>
<b>Financial liabilities</b>				
Terms Loans from bank	12,750.00	-	-	12,750.00
Lease liability	489.40	-	-	489.40
Working capital loans	7,796.68	-	-	7,796.68
Trade payables	8,042.30	-	-	8,042.30
Current maturities of long-term debt	4,250.00	-	-	4,250.00
Unclaimed dividends	61.45	-	-	61.45
Capital liabilities	1,930.23	-	-	1,930.23
Expenses payable	2,709.85	-	-	2,709.85
<b>Total financial liabilities</b>	<b>38,029.92</b>	<b>-</b>	<b>-</b>	<b>38,029.92</b>

**II Fair value hierarchy**

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

(Rs. in Lakhs)				
As at 31 March 2024	Note No.	Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Financial instruments at FVTPL				
Investments in mutual funds	6/6A	1,208.32	-	-
Financial instruments at FVTOCI				
Quoted equity instruments	6	124.45	-	-
Unquoted equity instruments	6	-	-	177.27
<b>Total financial assets</b>		<b>1,332.77</b>	<b>-</b>	<b>177.27</b>

As at 31 March 2023	Note No.	Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Financial instruments at FVTPL				
Investments in mutual funds	6/6A	2,047.81	-	-
Financial instruments at FVTOCI				
Quoted equity instruments	6	48.88	-	-
Unquoted equity instruments	6	-	-	177.27
<b>Total financial assets</b>		<b>2,096.69</b>	<b>-</b>	<b>177.27</b>

**Level 1:** Quoted prices in the active market. This level of hierarchy includes financial assets that are measured by reference to quoted prices in the active market. This category consists of mutual funds, quoted equity shares etc.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize 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. The company does not have any investments which are categorized as Level 2.

**Level 3:** Valuation techniques with unobservable inputs. This level of hierarchy includes items measured using inputs that are not based on observable market data (unobservable inputs). Fair value determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data. This is the case for investment in unlisted equity securities.

**Note:**

- There are no transfers between level 1 and level 2 during the year.
- The fair value of financial assets and liabilities carried at approximate carrying amount measured under Level III hierarchy.

The fair value of the financial assets are determined at the amount that would be received on sell of an financial asset in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

**Investments in mutual funds:** Fair value is determined by reference to quotes from the financial institutions, i.e. net asset value (NAV) for investments in mutual funds declared by mutual fund house.

**Quoted equity investments:** Fair value is determined by reference to quotes from the active market.

**Unquoted equity investments:** Fair value is the book value of the instrument.

Reconciliation of Level 3 fair value measurement		(Rs. in Lakhs)
Particulars		Unlisted equity instruments
<b>As at 01 April 2022</b>		<b>41.95</b>
Acquisition/(Dispose of)		135.32
Gains/(losses) recognized		-
- in other comprehensive income		-
<b>As at 31 March 2023</b>		<b>177.27</b>
Acquisition/(Dispose of)		-
Gains/(losses) recognized		-
- in other comprehensive income		-
<b>As at 31 March 2024</b>		<b>177.27</b>



**37. Financial risk management**

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements: -

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables and financial assets measured at amortized cost	Ageing analysis	Diversification of bank deposits and credit limits
Liquidity risk	Business commitment and other liabilities	Credit rating	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognized financial assets and liabilities not denominated in Indian rupee	Rolling cash flow forecasts Cash flow forecasting	Forward foreign exchange contracts
Market risk - security prices	Investments in equity instruments and debt mutual funds	Sensitivity analysis	Portfolio diversification

**Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables. The Company computes an allowance for impairment of trade receivables for unrelated parties based on a simplified approach that represents its expected credit losses. The Company uses an allowance matrix to measure the expected credit loss of trade receivables. Loss rates are based on actual credit loss experienced over the past 3 years. These loss rates are adjusted with scalar factors to reflect differences between current and historical economic conditions and the management's view of economic conditions over the expected lives of the receivables.

Financial instruments that are subject to such risk, principally consist of investments, trade receivables and other loans and advances. None of the financial instruments of the Company results in material concentration of credit risks.

**Expected credit loss for trade receivables under simplified approach**

The Company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein the Company has defined percentage of provision by analyzing historical trend of default relevant to each category of customer based on the criteria defined above and such provision percentage determined have been considered to recognize life time expected credit losses on trade receivables (other than those where default criteria are met).

**As at March 31, 2024**
**(Rs. in Lakhs)**

Particulars / days post due	<=90 days	91-180 days	181-365 days	366-730 days	731-1095 days	More than 1095 days	Total
Gross carrying amount	15,582.67	723.41	281.23	2.48	13.33	214.75	16,817.86
Expected loss rate	0.00%	0.29%	0.29%	35.64%	53.72%	53.72%	
Expected credit loss (Loss allowance provision)	-	2.11	0.82	0.88	7.16	115.37	126.34
Carrying amount of trade receivables (net of impairment)	15,582.67	721.30	280.41	1.59	6.17	99.38	16,691.52

**As at March 31, 2023**
**(Rs. in Lakhs)**

Particulars / days post due	<=90 days	91-180 days	181-365 days	366-730 days	731-1095 days	More than 1095 days	Total
Gross carrying amount	12,921.55	1,104.92	-	18.37	52.39	173.19	14,270.42
Expected loss rate	0.00%	0.50%	0.50%	10.00%	25.00%	50.00%	
Expected credit loss (Loss allowance provision)	0	5.47	0.00	1.84	13.10	86.60	107.01
Carrying amount of trade receivables (net of impairment)	11,418.78	231.49	157.81	-	129.37	24.62	14,163.41

**Reconciliation of loss allowance provision – Trade and other receivables**
**(Rs. in Lakhs)**

Particulars	31-Mar-24	31-Mar-23
Opening balance	107.01	94.80
Provision made/(reverse) during the year	19.33	12.21
<b>Closing balance</b>	<b>126.34</b>	<b>107.01</b>

Other than financial assets mentioned above, none of the financial assets were impaired and there were no indications that defaults in payment obligations would occur.

**ii. Liquidity risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure funds are available for use as per the requirements. The company mitigates liquidity risk by way of formulation of cash budget and comparison of actual cash flows with budget on a continuous basis.

**Maturity profile**
**(Rs. in Lakhs)**

Particulars	Contractual cash flows		
	31-Mar-24	Less than 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>			
Borrowings	34,887.19	12,067.41	22,819.78
Trade Payables	12,650.55	12,650.55	-
Lease liability	482.28	43.58	438.71
Other financial liabilities	2,927.21	2,927.21	-
<b>Total non-derivative liabilities</b>	<b>50,947.24</b>	<b>27,688.75</b>	<b>23,258.49</b>

**Maturity profile**
**(Rs. in Lakhs)**

Particulars	Contractual cash flows		
	31-Mar-23	Less than 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>			
Borrowings	24,796.68	12,046.68	12,750.00
Trade Payables	8,042.30	8,042.30	-
Lease liability	489.40	43.94	445.46
Other financial liabilities	4,701.54	4,701.54	-
<b>Total non-derivative liabilities</b>	<b>38,029.92</b>	<b>24,834.46</b>	<b>13,195.46</b>

**iii. Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, debt and equity investments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**a. Foreign Currency risk**

Currency risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in the foreign exchange rate. The Company has exposure to foreign currency risk on account of its payables and receivables in foreign currency which are mitigated through the guidelines under the approved foreign currency risk management policy. The carrying amounts of the company's foreign exchange monetary items as at the end of reporting period are as follows:

Particulars	Currency	3/31/2024		3/31/2023	
		Foreign Currency (in Lakhs)	INR (in Lakhs)	Foreign Currency (in Lakhs)	INR (in Lakhs)
<b>Transaction currency</b>					
<b>--&gt; Financial assets</b>					
Cash and cash equivalent	AED	0.27	6.15	0.27	6.00
Trade receivables	USD	9.71	809.89	21.90	1,800.24
<b>--&gt; Financial Liability</b>					
Trade Payables	CNY	1.41	129.88	1.57	18.80
<b>Net statement of financial position Exposure</b>			<b>686.16</b>		<b>1,787.44</b>

Note: Foreign currency assets and liabilities are natural hedged as at the year end.

**Sensitivity analysis**

The Company's currency exposures in respect of foreign currency monetary items at each period end presented that result in net currency gains and losses in the income statement and equity arise principally from movement in INR exchange rates. At each period end, if INR had weakened by 10% against the USD, with all other variables held constant, the changes in profit or loss will be as summarized in the following table. 10% is the sensitivity rate used when reporting to foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis has been carried out without considering the hedged items. A positive number below indicates an increase in profit or equity and vice-versa.

Particulars	(Rs. in Lakhs)	
	Profit/ (loss)	
	10% Increase	10% Decrease
<b>31st March 2024</b>		
AED	0.61	(0.61)
USD	80.99	(80.99)
CNY	(12.99)	12.99
<b>31st March 2023</b>		
AED	0.60	(0.60)
USD	180.02	(180.02)
CNY	(1.88)	1.88

**b. Interest rate risk**

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Any rise in market rate of interest effecting valuation of financial instruments, financial assets and financial liabilities have been regularly analyzed for mitigation measure.

**Exposure to interest rate risk:**

Particulars	(Rs. in Lakhs)	
	Carrying Amount	
	31-Mar-24	31-Mar-23
<b>Financial Assets/Liabilities</b>		
<b>Variable-rate instruments</b>		
Borrowings	34,887.19	24,796.68
<b>Profit/ (loss)</b>		
Rate of interest increased by 0.5%	(174.44)	(123.98)
Rate of interest decreased by 0.5%	174.44	123.98

**Fair value sensitivity analysis for fixed-rate instruments**

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

**c. Price Risk**

The Company's exposure to Investments securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

**Sensitivity Analysis**

The table below summarizes the impact of increases/decreases in the BSE Index on the Company's Investments and resultant Profit/ Loss for the period. The analysis is based on the assumption that the Index has increased by 10 % or decreased by 10 % with all other variables held constant, and that all the Company's Investments moved in line with the Index. A change of 10% in market index would have following impact on profit before tax

Particulars	(Rs. in Lakhs)	
	Carrying Amount	
	31-Mar-24	31-Mar-23
<b>Financial Assets</b>		
Investment fair valued through profit and loss	1,208.32	2,047.81
<b>Profit or (loss)</b>		
Increase in price of investment by 10%	120.83	204.78
Decrease in price of investment by 10%	(120.83)	(204.78)

### 38. Capital Management

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits to other stakeholders and
- maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short-term deposits.

Particulars	(Rs. in Lakhs)	
	31-Mar-24	31-Mar-23
Interest-bearing loans and borrowings (Note No 16 & 20)	34,887.19	24,796.68
Trade and other payables (Note 17, 21 & 22)	16,060.04	13,233.23
Less: cash and short-term deposits (Note 11)	(74.23)	(515.69)
<b>Net debt</b>	<b>50,873.01</b>	<b>37,514.23</b>
Other Equity (Note 15)	58,408.20	56,967.35
Equity (Note 14)	623.71	519.75
<b>Total Capital</b>	<b>59,031.89</b>	<b>57,487.10</b>
Capital and net debt	1,09,904.90	95,001.33
<b>Gearing ratio</b>	<b>46.29%</b>	<b>39.49%</b>

In order to achieve this overall objective, the Company's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 2023.

### 39. Details of dues to Micro and Small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 ["MSMED Act"]:

S.No.	Particulars	(Rs. in Lakhs)	
		31-Mar-24	31-Mar-23
1	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	1,224.19	2,061.02
2	The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
3	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 MSMED Act	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
5	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	-	-

Management has conducted the procedure of identifying the MSME vendors during the year and as per the review there were Micro and Small-Scale Business Enterprises with whom the company had made transaction during the year and which are outstanding for more than 45 days as 31st March, 2024. There is no delay in payment to MSME's vendors.

**40. Leases**
**Company as a lessee**

The Company has adopted Ind AS 116 “Leases” effective April 1, 2019 as notified by the Ministry of Corporate Affairs (“MCA”) and applied the Standard to its leases using the simplified approach. This has resulted in recognizing right –of –use assets and corresponding lease liabilities.

Recognition and Carrying value of right-of-use assets during the year:

Particulars	(Rs. in Lakhs)	
	31-Mar-24	31-Mar-23
<b>Balance as at beginning of the period</b>	2,164.95	2,167.45
Right of use asset recognized during the period	14.91	60.65
Remeasurement of liability	(8.82)	(14.66)
Depreciation charged during the period	(48.20)	(48.49)
<b>Total</b>	<b>2,122.84</b>	<b>2,164.95</b>

The following is the break-up of current and non-current lease liabilities:

Particulars	(Rs. in Lakhs)	
	31-Mar-24	31-Mar-23
Current lease liabilities	43.58	43.94
Non-current lease liabilities	438.71	445.46
<b>Total</b>	<b>482.28</b>	<b>489.40</b>

The following is the movement in lease liabilities during the year:

Particulars	(Rs. in Lakhs)	
	31-Mar-24	31-Mar-23
Balance as at beginning of the period	489.40	493.61
Remeasurement of liability	(8.82)	(14.66)
Lease liability recognized during the period	4.07	8.18
Finance cost accrued during the period	41.21	43.27
Lease rent paid/payable during the period	(43.58)	(41.00)
<b>Lease liability at the end of the period</b>	<b>482.28</b>	<b>489.40</b>

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	(Rs. in Lakhs)	
	31-Mar-24	31-Mar-23
Not later than one year	43.58	44.40
Later than one year and not later than five years	174.31	177.59
Later than five years	2,069.43	2,108.13

The Company has incurred Rs. 122.25 (Previous year : 121.77) for the period ended March 31, 2024 towards expense relating to short-term leases which has not been considered to be recorded as lease liability.

**Group 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 recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

**41. a. Contingent Liabilities in respect of:**

(i) Claims against the Company not acknowledged as debts

-Direct Tax matters in dispute under appeal of Rs. 1071.78 Lakhs (Previous year 104.70 Lakhs).

-Indirect Tax matters in dispute under appeal of Rs. 462.39 Lakhs (Previous year 778.00 Lakhs).

**b. Commitments**

(i) Estimated amounts of contracts remaining to be executed on capital account and not provided for Rs. 1,042.82 Lakhs (Previous year Rs. 5,534.67 Lakhs).

(ii) Bank guarantees of Rs. 2,666.82 Lakhs (Previous Year 1651.30 Lakhs) includes Financial and Performance guarantees issued in favor of Statutory Authorities, PSU, Government bodies and Corporates.

(iii) Corporate guarantee (in the form of counter guarantee) extended to Gujarat Industrial Development Corporation (GIDC) for Rs.7.39 Lakhs (Previous year Rs.7.39 Lakhs) on account of Bharuch Eco Infrastructure Limited, for proportionate share of financial assistance pertaining to the Company extended to GIDC by Industrial Development Finance Corporation (IDFC) for laying the common pipe line for treated water from industrial units.

**42. Related Party Transactions:**

The disclosure in pursuance to Indian Accounting Standard-24 on "Related Party disclosures" is as under:

(a) Name of related party and nature of related party relationship where control exist:

(i) Subsidiary Company Gulshan overseas- FZCO

(b) Name of related party and nature of related party relationship other than those referred to in (a) above having transaction with the company:

(i) Joint Venture Nil  
(ii) Key Management Personnel : Dr. Chandra Kumar Jain, Chairman and Managing Director  
Mrs. Arushi Jain, Joint Managing Director  
Mrs. Aditi Pasari, Joint Managing Director  
Mr. Ashwani Kumar Vats, CEO & Whole Time Director  
Mr. Rajiv Gupta, CFO  
Ms. Asha Mittal, CS (upto January 13, 2024)  
Ms. Archisha Tyagi, CS (w.e.f. January 18, 2024)

(iii) Relative of KMP Mrs. Archana Vats (wife of Mr. Ashwani kumar Vats)

(iv) Non-Executive Independent Directors Mr. Akhilesh Kumar Maheshwari  
Mr. Rakesh Kapoor  
Mr. Rakesh Kumar Gupta  
Ms. Archana Jain

(v) Entities over which key Management personnel are able to exercise significant influence:  
Gulshan Sugars and Chemicals Ltd.  
Gulshan Lamee Pack Private Limited  
Gulshan Family Benefit Trust  
Chandra Holding Trust  
Mridula Family Trust (Formerly Known as Gulshan Holding Trust)  
Lotus Holding Trust  
A Cube Impex  
Reliance Expovision Private Limited  
ARP Developers Private Limited  
Gulshan Care Foundation  
Daara Commercials  
Houzilla Interiors Pvt. Ltd.  
Genus Paper & Boards limited  
Gulshan Organics Pvt. Ltd.  
Gulshan Mercantile Urban Co-opertative Bank  
Gulshan Rai Charitable Trust  
Cherry Blossom Trust  
Mridual Literacy Society

(c) Transactions with related parties

(Rs. in Lakhs)

Particulars	2023-24	2022-23
<b>(a) Key Managerial Personnel</b>		
<b>Remuneration to Key Personnel:</b>		
- Salaries & Perks	636.79	615.39
- Commission on Profits to executive Directors	-	-
- Commission on Profits and Conveyance to Non-executive Directors	20.00	20.00
- Sitting Fees	3.40	3.80
<b>Rent Paid</b>		
- Dr. Chandra Kumar Jain	108.00	108.00
- Mrs. Mridula Jain, Relative	9.60	9.60
<b>Equity Share Dividend</b>		
Directors and others	208.70	695.22
<b>Loan towards incorporation expenses and others</b>		
Gulshan Overseas FZCO	11.27	15.92
<b>(b) Others</b>		
Gulshan Lamee Pack Pvt. Ltd.- Product Sales	75.02	69.45
Genus Paper & Boards Limited - Product Sales	1,953.77	1,922.87

(d) Balances with related parties

(Rs. in Lakhs)

Particulars	2023-24	2022-23
<b>Trade Receivables</b>		
Gulshan Lamee Pack Pvt. Ltd.	7.37	7.39
Genus Paper & Boards Limited	947.26	776.66
<b>Loans</b>		
Gulshan Overseas FZCO	11.27	-

**43. Information on segment reporting pursuant to Ind AS 108:**
**Operating segments:**

- Mineral Processing
- Grain Processing
- Ethanol (Bio-Fuel)/Distillery

**Identification of Segments:**

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss of the segment and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products.

**Segment revenue and results:**

The expenses and income which are not directly attributable to any business segment are shown as Un-allocable expenditure (net of un-allocable income).

**Segment assets and liabilities:**

Assets used by the operating segment mainly consist of Property, Plant and Equipment, Trade Receivables, Cash and Cash Equivalents and Inventories. Segment Liabilities include Trade Payables and Other Liabilities. Common Assets and Liabilities which cannot be allocated to any of the segments are shown as a part of Un-allocable Assets/ Liabilities.

Particulars	Ethanol (Bio-Fuel)/ Distillery		Grain Processing		Mineral Processing		Total	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
<b>Revenue</b>								
External sales	49,330.06	18,910.04	78,514.74	87,481.73	9,952.78	11,581.20	<b>137,797.58</b>	<b>117,972.97</b>
Unallocated	-	-	-	-	-	-	-	-
<b>Total Revenue</b>	<b>49,330.06</b>	<b>18,910.04</b>	<b>78,514.74</b>	<b>87,481.73</b>	<b>9,952.78</b>	<b>11,581.20</b>	<b>137,797.58</b>	<b>117,972.97</b>
<b>Results</b>								
Segment results before interest and Finance cost	1,579.55	(29.40)	(633.49)	3,327.90	1,829.49	2,940.27	<b>2,775.55</b>	<b>6,238.76</b>
Un-allocable Income	-	-	-	-	-	-	<b>1,015.88</b>	<b>394.08</b>
<b>Operating Profit</b>	<b>1,579.55</b>	<b>(29.40)</b>	<b>(633.49)</b>	<b>3,327.90</b>	<b>1,829.49</b>	<b>2,940.27</b>	<b>3,791.44</b>	<b>6,632.84</b>
Interest Expenses							<b>1,011.52</b>	<b>612.73</b>
Current Tax (Net of MAT)							-	<b>1,450.51</b>
Deferred Tax Charge							<b>1,004.14</b>	<b>51.41</b>
<b>Net Profit</b>							<b>1,775.76</b>	<b>4,518.18</b>

Other Information								
Particulars	Ethanol (Bio-Fuel)/ Distillery		Grain Processing		Mineral Processing		Total	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Segment Assets	73,210.21	49,244.12	34,405.01	40,369.23	5,231.45	5,953.66	112,846.67	95,567.01
Unallocated Assets / Others	-	-	-	-	-	-	2,797.32	3,206.07
<b>Total Assets</b>	<b>73,210.21</b>	<b>49,244.12</b>	<b>34,405.01</b>	<b>40,369.23</b>	<b>5,231.45</b>	<b>5,953.66</b>	<b>115,643.99</b>	<b>98,773.08</b>
Segment Liabilities	43,330.82	23,495.18	9,106.60	15,370.47	1,606.33	822.03	54,043.74	39,687.68
Unallocated Liabilities & Provisions	-	-	-	-	-	-	2,568.33	1,598.30
<b>Total Liabilities</b>	<b>43,330.82</b>	<b>23,495.18</b>	<b>9,106.60</b>	<b>15,370.47</b>	<b>1,606.33</b>	<b>822.03</b>	<b>56,612.07</b>	<b>41,285.98</b>

44. **Additional Information as required by Schedule III of Companies Act, 2013, of Enterprises Consolidated as Subsidiary/Joint Venture/ Associates**

Additional information for the year ended 31st March 2024

Particulars	Net Assets (Total Assets minus Total Liabilities)		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	Amount in Lakhs	Percentage	Amount in Lakhs	Percentage	Amount in Lakhs	Percentage	Amount in Lakhs	Percentage
<b>Parent Company :</b>								
Gulshan Polyols Limited	59,039.04	100.01%	1,764.09	99.34%	(80.86)	99.98%	1,844.95	99.37%
<b>Foreign Subsidiary :</b>								
Gulshan Overseas FZCO	(7.13)	-0.01%	(11.06)	-0.62%	(0.01)	0.02%	(11.05)	-0.59%
<b>Total</b>	<b>59,031.91</b>	<b>100.00%</b>	<b>1,753.03</b>	<b>98.72%</b>	<b>(80.87)</b>	<b>100.00%</b>	<b>1,833.90</b>	<b>98.78%</b>
Adjustments arising out of Consolidation	(0.00)	0.00%	22.74	1.28%	-	0.00%	22.74	1.22%
<b>Total</b>	<b>59,031.91</b>	<b>100.00%</b>	<b>1,775.77</b>	<b>100.00%</b>	<b>(80.87)</b>	<b>100.00%</b>	<b>1,856.64</b>	<b>100.00%</b>

Additional information for the year ended 31st March 2023

Particulars	Net Assets (Total Assets minus Total Liabilities)		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	Amount in Lakhs	Percentage	Amount in Lakhs	Percentage	Amount in Lakhs	Percentage	Amount in Lakhs	Percentage
<b>Parent Company :</b>								
Gulshan Polyols Limited	57,505.93	100.03%	4,536.17	100.40%	48.01	98.29%	4,488.16	100.42%
<b>Foreign Subsidiary :</b>								
Gulshan Overseas FZCO	3.92	0.01%	(18.00)	-0.40%	0.83	1.69%	(18.82)	-0.42%
<b>Total</b>	<b>57,509.85</b>	<b>100.04%</b>	<b>4,518.18</b>	<b>100.00%</b>	<b>48.84</b>	<b>99.98%</b>	<b>4,469.34</b>	<b>100.00%</b>
Adjustments arising out of Consolidation	(22.75)	-0.04%	-	0.00%	0.01	0.02%	0.01	0.00%
<b>Total</b>	<b>57,487.10</b>	<b>100.00%</b>	<b>4,518.18</b>	<b>100.00%</b>	<b>48.85</b>	<b>100.00%</b>	<b>4,469.33</b>	<b>100.00%</b>

45. The Board, on July 21, 2021, based on the recommendation of the Nomination, Remuneration and Compensation Committee, had granted Options under GPL Employees Stock Option Scheme - 2018 to selective employees, which due for vesting during the period from 1st April 2024 to 31st May 2024 at the exercise rate of ~ 137.00 per share (based on the Average Buying cost of the Company from the BSE/NSE market).
46. Figures for the previous period have been regrouped/ rearranged wherever necessary to make them comparable with current figure.



**47. Additional Regulatory Information**

(i) Title deed of Immoveable properties not held in the name of company

Relevant line item in the Balance sheet	Description of item of property	Gross Carrying value	Title deeds held in the name of	Is title deed holder, 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
Investment Property	Land and Buildings remaining idle at Muzaffarnagar	139.52	Gulshan Holdings Private Limited	NA	30-Mar-22	The certain necessary steps and formalities in respect of transfers of properties, investments, trademark & licenses, approvals and modification of charges in pursuant to the Scheme are under process.
Investment Property	Land and Buildings remaining idle at Muzaffarnagar	136.73	East Delhi Importers and Exporters Private Limited	NA	30-Mar-22	

(ii) The Company has not revalued any of its Property, Plant & Equipment (including Right of Use assets) and Intangible assets.

(iii) The Company has not given any Loans or Advances in the nature of loans to promoters, directors, KMP's, & related parties.

(iv) Benami property : The company do not hold any benami properties and thus clause for proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) are not applicable.

(v) Quarterly returns or statements of current assets filed by the Company with banks or financial Institution and are in agreement with the books of accounts.

(vi) Willful Defaulter: The Company has not been declared as a willful defaulter by any bank or financial Institution or any other lender.

(vii) The Company does not have transactions or relationship with struck off companies.

(viii) There are no charges or satisfaction pending for registration with ROC beyond the statutory period.

(ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(x) There is no transaction which is not recorded in the books of accounts that has been surrendered or disclosed as Income during the year in the tax assessment under the Income Tax act 1961.

(xi) The Company has not traded or invested in Crypto currency during the financial year.

(xii) The company has not received/advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) through Intermediaries during the financial year.

(xiii) The value of any of the assets other than Property, Plant and Equipment on realization in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

**48. Corporate Social Responsibility**
**(Rs. in Lakhs)**

Particulars	2023-2024	2022-2023
(a) Gross amount required to be spent by the Company during the year	178.86	156.68
(b) Amount spend during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	135.59	95.51
(c) Shortfall at the end of the year*	36.77	61.17
(d) Previous year shortfall	-	-
(e) Reason for shortfall	pertains to ongoing projects	pertains to ongoing projects
(f) Nature of CSR Activities	Multiple activities as per Schedule VII of Companies Act, 2013	Multiple activities as per Schedule VII of Companies Act, 2013
(g) Details of contribution		
(i) Contribution to Related party	-	-
(ii) Other than above	135.59	151.02
*The amount unspent during the year is deposited in unspent CSR account on March 29, 2024		
It excludes administrative charges.		

**As per our report of even date attached**  
**For RAJEEV SINGAL & CO.**  
Chartered Accountants  
**(Registration No.008692C)**

**(Sunil Kumar)**  
Partner  
Membership no: 408730

**Date: May 21, 2024**  
**Place : Delhi**  
**UDIN: 24408730BKEOJK8003**

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

**DR. CHANDRA KUMAR JAIN**  
Chairman & Managing Director  
DIN: 00062221

**ARCHISHA TYAGI**  
Company Secretary

**ASHWANI KUMAR VATS**  
Whole Time Director and CEO  
DIN : 00062413

**RAJIV GUPTA**  
Chief Financial Officer

**NOTICE****24<sup>th</sup> Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH (24<sup>th</sup>) ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF **GULSHAN POLYOLS LIMITED** ("THE COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 20, 2024 AT 01:00 P.M. (IST) AT THE SOLITAIRE INN HOTEL, 6 MILE STONE, MEERUT ROAD, NATIONAL HIGHWAY 58, MUZAFFARNAGAR, UTTAR PRADESH-251001, TO TRANSACT THE FOLLOWING BUSINESSES:

**ORDINARY BUSINESS****1. To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Auditors thereon.

**2. To declare Final Dividend at the rate of ₹0.30 per equity share of ₹1/- (One rupees only) each fully paid-up of per Equity Share for the Financial Year ended 31st March, 2024.****3. To appoint a Director in place of Mr. Ashwani Kumar Vats (DIN: 00062413), who retires by rotation and being eligible, offers himself for the re-appointment.****SPECIAL BUSINESS:****4. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2024- 2025**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. MM & Associates, Cost Accountants (Firm Registration No. 000454), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company, as applicable, for the financial year 2024-2025, amounting to ₹85,000/- (Rupees Eighty Five Thousand Only) plus applicable taxes as approved by the Board of Directors be and is hereby ratified.

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

**5. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY AND TO APPOINT STATUTORY AUDITORS FROM THE CONCLUSION OF ENSURING TWENTY-FOURTH (24<sup>TH</sup>) ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE TWENTY-NINTH (29<sup>TH</sup>) ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Shahid & Associates, Chartered Accountants (FRN: 002140C), who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, M/s Rajeew Singhal & Co., Chartered Accountants till the conclusion of this Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ending on 31st March, 2025 and such other audit/review/certification/work as may be required and/or deemed expedient on such remuneration as may be fixed by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Shahid & Associates, Chartered Accountants (FRN: 002140C), be and are hereby appointed as Statutory Auditors of the Company for a further period of five (5) Consecutive years, from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2029 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration as determined by the Audit Committee/ Board of Directors of the Company in consultation with the auditors.

**RESOLVED FURTHER THAT** any of the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**6. APPOINTMENT OF MR. VARDHMAN DOOGAR (DIN: 07148980) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO (2) YEARS, EFFECTIVE FROM OCTOBER 1, 2024 UPTO SEPTEMBER 30, 2026.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and in terms of the Articles of Association of the Company and pursuant to the approval of the Board of Directors of the Company (hereinafter referred to as “Board”) on the recommendation of the Nomination, Remuneration and Compensation Committee, **Mr. Vardhman Dooger (DIN:07148980)**, and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of two years i.e. from **October 1, 2024 to September 30, 2026**;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, **Mr. Vardhman Dooger (DIN:07148980)**, shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and Listing Regulations, as recommended by the Nomination, Remuneration and Compensation Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory, modification, amendment, clarification, substitution or re-enactment thereof for the time being in force), read with Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and as per the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of commission, to the Non-Executive Directors, of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors) to be determined by the Board of Directors for each of such Non-Executive Director for every financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company in any financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard and such payments paid in case of the profits earned by the Company in each year during a period of 5 (five) years commencing from the financial year 2023-24.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and the reimbursement of expenses for participation in the Board and other meetings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**8. APPROVAL FOR RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, Section 42, Section 62, Section 71, Section 179 and other applicable provisions of the Companies Act, 2013, read with rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (“collectively, the “Companies Act”), the provisions of the memorandum of association and articles of association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder (including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended) (collectively, “FEMA”), the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Government of India, as amended and replaced from time to time (“FDI Policy”), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR

Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the listing agreements entered into by the Company with the BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (“Government of India”), the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), and together, (the “Stock Exchanges”) where the equity shares of the Company of face value of ₹ 1 (Rupee One only) each (“Equity Shares”) are listed, and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, permission and sanction, the approval of the members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board) and the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, whether denominated in Indian currency or in foreign currency, for an aggregate amount upto ₹ 250 Crores (Rupees Two Hundred and Fifty Crore Only), by way of one or more private offerings, and/or a qualified institutions placement (“QIP”) to “qualified institutional buyers” as defined in the SEBI ICDR Regulations, and/or any other permitted modes through issue of an offer document and/or a private placement offer letter and/or placement document including preliminary placement document and/or such other documents/writings/ circulars/memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of and/or any other “Eligible Securities”(hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations) (instruments listed under Regulation 171(a) of the SEBI ICDR Regulations collectively with the Equity Shares to be hereinafter referred to as the “Securities”) with or without premium as may be fixed on Securities, to be subscribed in Indian and/or any foreign currencies, by way of private placement through one or more qualified institutions placement in accordance with Chapter VI of the SEBI ICDR Regulations or through any other permissible mode or any combination thereof mentioned above (the “Issue”), by eligible investors, including, residents or non-resident investors/whether institutions, foreign portfolio investors and/or incorporated bodies or otherwise/qualified institutional buyers, mutual funds/pension funds/venture capital funds/banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and/or any other category of persons or entities who are authorised to invest in the Securities of the Company, being eligible “qualified institutional buyers” as defined in Regulation 2(1) (ss) of the SEBI ICDR Regulations (“QIBs”) in accordance with Chapter I of the SEBI ICDR Regulations, to all or any of them, jointly or severally, whether or not are existing members of the Company (collectively called “Investors”), through an offer/ placement document and/or offer letter or circular, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations), with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer issue and allotment of Securities shall be made to the exclusion of others, in such manner, exercised by the Company, and where necessary in consultation with the global coordinator(s), book running lead manager(s) or lead manager(s) and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/redemption/ extinguishment of debt(s), rights attached to the warrants, terms of issue, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) and/or book running lead manager or lead manager to be appointed by the Company so as to enable the Company to list on any stock exchange in India or having overseas jurisdictions.

**RESOLVED FURTHER THAT** in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

1. the allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations;
2. the Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the memorandum of association and articles of association of the Company;
3. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
4. the Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank pari passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
5. the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, right issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

6. the Eligible Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid up securities;
7. in the event Equity Shares are issued, the “relevant date” for the purpose of pricing of the Eligible Securities to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue of such Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of Companies Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
8. in the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
9. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
10. issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”). The Board may, however, at its absolute discretion in consultation with the book running lead managers or lead manager, issue Eligible Securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
11. no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
12. no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company; and
13. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose, Board is authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the offer document(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the proceeds as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Securities to be created, issued, allotted and offered in terms of this resolution shall be subject to the provisions of the memorandum of association and articles of association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, or allotment of Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** in respect of the Issue, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the MCA, ROC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any committee of directors formed, Directors or one or more executives/officers of the Company to give effect to the above resolutions, in accordance with applicable law and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory/regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution.”

**By the Order of the Board  
For Gulshan Polyols Limited**

**Dr. Chandra Kumar Jain**  
Chairman & Managing Director  
DIN: 00062221

Date: August 13, 2024  
Place: Delhi

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 24<sup>TH</sup> AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE ACT, READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF A COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES, TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Corporate members/Institutional Investors (i.e. other than Individuals, HUF's, NRI's, etc.) intending to send their authorized representative(s) to attend the Meeting in terms of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution/Power of Attorney/Authority Letter authorizing their representative(s) with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email at [scrutinizer.dmk@gmail.com](mailto:scrutinizer.dmk@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com) for attending and voting on their behalf at the Meeting. Corporate Members/ Institutional investors (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
3. Members /Proxies /Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting and shall handover at the entrance for attending the meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the attendance slip for attending the Meeting. Members of the Company under the category of Corporate members/ Institutional Investors are encouraged to attend and participate in the AGM.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in relation to the business under Item No. 4, 5, 6, 7 and 8 of the Notice, is annexed hereto.  
Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, relevant details of **Mr. Vardhman Dooger (DIN:07148980)**, Directors proposed for appointment and **Mr. Ashwani Kumar Vats, (DIN: 00062413)** Director retiring by rotation and proposed for re-appointment are provided in the **Annexure-I** to this Notice.
6. Pursuant to the SEBI circular dated April 20, 2018, members whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the RTA or to the Company for registration in the folio. Members who hold shares in physical form in multiple folios with identical names or joint holding in the same order of names as requested to send the share certificates to the RTA for consolidation into a single folio.
7. **Book Closure and Dividend:**
  - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 13, 2024 to Friday, September 20, 2024 (both days inclusive)** for the purpose of payment of dividend.
  - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or after September 25, 2024 to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose at the end of the business hours on September 12, 2024.
8. **TDS on Dividend**

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961 ('the IT Act') including any amendments or modifications thereto. For the prescribed rates for various categories, the members are requested to refer to **Annexure II** of this AGM Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with their depository participants ('DPs') in case shares are held in Demat mode or in case shares are held in physical form, with the Company/ RTA by sending duly filled ISR-1 along with supporting documents.
9. **Electronic Credit of Dividend**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023 and master circular dated May 7, 2024) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, KYC details, bank account details and specimen signature. The Final Dividend for FY 2023-24 if declared at the AGM will be paid only to those physical shareholders who have updated their PAN, KYC details, bank account details and specimen signature.



SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service ("NECS")/ National Electronic Fund Transfer ("NEFT")/Real Time Gross Settlement (RTGS)/ Direct Credit, etc.

In order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving dividend directly in their bank accounts through Electronic Clearing Service or any other means are requested to submit a duly filled Form ISR-1 along with necessary supporting documents in physical form, to the RTA by September 13, 2024.

Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in demat form.

#### **10. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF)**

Pursuant to the provisions of Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. The list of shareholder of Unclaimed dividend is available on Company's website i.e. [www.gulshanindia.com](http://www.gulshanindia.com)

The Members/Claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

Pursuant to the provisions of the Act, read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('Rules'), Final Dividend for FY 2016-17 and under lying shares will be due for transfer to IEPF on October 19, 2024. The transfer to the IEPF shall be made within a period of thirty days from October 19, 2024. Accordingly, the shareholders are requested to claim their unpaid dividend on or before September 18, 2024 by sending request to Registrar and Share Transfer Agent ("RTA") of the Company on [shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com) or to the Company at [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com)

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has during the Financial Year 2023-24 transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to IEPF Authority are available on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

#### **11. NRI Members are requested to:**

- a. change their residential status on return to India permanently.
- b. furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.

12. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.

13. Pursuant to Circular No. 20/2020 dated May 05, 2020, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs (the "MCA") in this regard and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other relevant circulars issued by the SEBI in this regard (the "Circulars"), the **Notice of the AGM** (along with Attendance Slip, Proxy Form and Route Map) and **Annual Report 2023-24** is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants, unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2023-24 to those Members who request the same at [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com) mentioning their Folio No. / DP ID and Client ID. The Notice convening the 24<sup>th</sup> AGM has been uploaded on the website of the Company at [www.gulshanindia.com](http://www.gulshanindia.com) under 'Investors Relations' section and can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members of the Company holding shares either in physical form or in Dematerialised form as on **August 23, 2024** will be sent Annual Report for the financial year 2023-24 and Notice of 24<sup>th</sup> Annual General Meeting through electronic mode.

#### **14. Registration of E-mail ID**

Shareholders who have still not registered their E-mail ID are requested to get their E-mail ID registered as follows:

1. **Shareholders holding Shares in Physical Mode:** Such Shareholders are requested to register their E-mail ID with the Registrar and Share Transfer Agent ("RTA") of the Company viz. Alankit Assignments Limited by sending request to Company's RTA on

[shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com) or to the Company at [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com). The said request be accompanied with Form ISR-1 for KYC updation.

- Shareholders holding Shares in Dematerialized Mode:** Such Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s).

In case of any queries / difficulties in registering the e-mail address, Shareholders may write to RTA at [shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com) or to the Company at [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com).

- Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/145 dated 11th August 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

## 16. Nomination

As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out from the Nomination facility, then they may submit a request in Form ISR-3. The said forms can be downloaded from the website of the Company at [www.gulshanindia.com](http://www.gulshanindia.com).

Members are requested to submit the relevant form to their DP in case shares are held in demat form and to the RTA either by emailing signed copies on [shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com) or to the Company at [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com) or sending physical copies to the Company /RTA, in case shares are held in physical form, quoting their folio number.

- SEBI, vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, e-mail, Bank Details, Signature) and Nomination/ opt-out of Nomination.

In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

With effect from 1st April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Alankit Assignments Limited at [shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com).

Those physical shareholders who have not yet submitted Form ISR-1, ISR-2, SH-13/SH-14 are requested to submit the same to RTA/Company at earliest. Those shareholders who are holding shares in dematerialised mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.

## 18. Issue of securities in Demat mode and Demat of shares

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, while making any service request, Members are requested to submit duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.gulshanindia.com/shareholders-service-request-forms-and-procedures.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, transfer of equity shares can be made only in dematerialised mode. Hence, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at earliest. Members can contact the Company or Company's Registrars and Transfer Agent i.e. Alankit Assignments Limited in case of any queries in this regard.

- All the documents referred in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. upto the date of the AGM and at the venue of the meeting in the duration of the meeting. Further, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and Certificate received from the Secretarial Auditors of the Company certifying that GPL Employees Stock Option Scheme 2018 have been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 read with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection by the members at the AGM.

20. During the period, beginning 24 hours, before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 (three) days written notice is given to the Company.
21. Members are encouraged to submit their queries in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com), a week before the date of AGM i.e. by **Friday, September 13, 2024**. Queries that remain unanswered at the AGM will be appropriately responded to the members by the Company at the earliest, post conclusion of the AGM. The members are requested to bring their attendance slip at the meeting.
22. The Company has a dedicated E-mail address(s) i.e. [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com) for members to mail their queries or lodge grievances, if any via email or at the address of Corporate Office of the Company. We will endeavor to reply the queries at the earliest.

All the share(s) and dividend(s) related correspondence may be sent to Registrar and Share Transfer Agent of the Company, Alankit Assignments Limited (hereinafter referred as 'RTA' or 'Alankit') at the following address:

Alankit Assignments Limited (Unit: Gulshan Polyols Limited)  
Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110 055, India  
Mobile: +91-98998 88262 Phone: +91-11-42541234/ 42541951/955; Fax: +91-11-42541201, +91-11-2355 2001  
E-mail(s): [rta@alankit.com](mailto:rta@alankit.com) , [shagun.bhardwaj@alankitassignments.com](mailto:shagun.bhardwaj@alankitassignments.com) , [info@alankit.com](mailto:info@alankit.com)

In all correspondence, please quote your DP ID & Client ID or Folio Number.

#### **A. GENERAL INSTRUCTIONS AND GUIDELINES FOR ACCESSING AND PARTICIPATING IN THE 24<sup>TH</sup> AGM**

- i. Pursuant to 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 (SS-2) issued by 'The Institute of Company Secretaries of India' (ICSI) and Regulation 44 of Listing Regulations, the Company is providing Remote E-Voting facility to its Members in respect of the business to be transacted at the 24<sup>th</sup> AGM and facility for those Members participating in the 24<sup>th</sup> AGM to cast vote through ballot paper/poll paper during the 24<sup>th</sup> AGM.  
  
For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the Authorised e-voting agency, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as voting through ballot papers/ poll paper on the date of the AGM will be provided.
- ii. A person who has acquired the shares and has become a member of the Company and whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e. Friday, September 13, 2024**, shall be entitled to avail the facility of remote e-voting before 24<sup>th</sup> AGM as well as voting through ballot papers on the date of the AGM at the Venue. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice for information purpose only.
- iii. The remote e-voting period begins on **Tuesday, September 17, 2024 at 9:00 A.M.** and ends on **Thursday, September 19, 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 13, 2024**, may cast their vote electronically.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. **Friday, September 13, 2024**.
- vi. The facility for voting through Poll would be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. The members can opt for only one mode of voting i.e. remote e-voting or physical voting through poll paper at the meeting. In case of voting by both the modes, vote cast through remote e-voting, will be considered final and voting through physical voting at the meeting will not be considered.
- viii. The Board of Directors of the Company has appointed CS Monika Kohli, Practicing Company Secretary (Membership No. F5480 & CP No. 4936) Partners of M/s. DMK Associates, Company Secretaries, New Delhi, as Scrutinizer and in case of failing her, Mr. Deepak Kukreja (holding Certificate of Practice No.8265), Partner, DMK, as an alternate Scrutinizer to scrutinize the remote e-Voting process and voting through ballot/poll papers during the meeting, in a fair and transparent manner.
- ix. The Scrutinizer shall after the conclusion of voting at the 24<sup>th</sup> AGM, unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes casted in favor or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within the time prescribed under the Listing Regulations and / or the Act, who shall then countersign and declare the result of the voting forthwith.

- x. The Chairman shall, at the end of discussion on the resolutions placed at the AGM on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members/ proxies who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- xi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.gulshanindia.com](http://www.gulshanindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited. The results shall be displayed at the Registered Office at 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh - 251001 and the Corporate Office at G-81, Preet Vihar, Delhi- 110092.

**B. PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE THROUGH REMOTE E-VOTING:**




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

**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

**A) Login method for e-Voting for Individual members holding securities in demat mode is given below:**

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

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

Type of Members	Login Method
Individual members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Members holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Members holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B. Login Method for e-Voting for members other than Individual Members holding securities in demat mode and members holding securities in physical mode.**

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

- 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, your Password/OTP and a Verification Code as shown on the screen.

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

- Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<p>a) For Members who hold shares in demat account with NSDL.</p>	<p>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*****.</p>

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	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***

Password details for members other than Individual members are given below:

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

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

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

**Step 2: Cast your vote electronically on NSDL e-Voting system****How to cast your vote electronically on NSDL e-Voting system?**

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

**General Guidelines for Members:**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [monika.kohli@dmkassociates.in](mailto:monika.kohli@dmkassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- 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](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886-7000 and 022-2499 7000 or send a request to Mr. Abhishek Mishra, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## EXPLANATORY STATEMENT

### ITEM NO. 4

The Board of Directors of the Company at its meeting held on May 21, 2024, on the recommendation of the Audit Committee approved the appointment and remuneration of M/s MM & Associates, Cost Accountants (Firm Registration No. 000454) as Cost Auditors of the Company to carry out the audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of ₹ 85,000/- (Rupees Eighty Five Thousand Only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company to carry out the Cost Audit and submit their report for the financial year ending March 31, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for consideration by the members of the Company.

### ITEM NO. 5

M/s Rajeev Singal & Co., Chartered Accountant (Firm Registration No. 008692C) the existing Statutory Auditors have tendered their resignation w.e.f. August 13, 2024 due to their personal reasons and pre-occupation in the other assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company.

As per the Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next annual general meeting.

The Board of Directors of the Company at their meeting held on August 13, 2024, on recommendations of the Audit Committee, considered and subject to the approval of the Members at the ensuing Annual General Meeting approved the appointment of M/s Shahid & Associates (ICAI Firm Registration No. 002140C) as Statutory Auditors of the Company to fill the casual vacancy in the office of Statutory Auditors who will hold office till the conclusion of the ensuing 24th Annual General Meeting of the Company and also recommended their appointment u/s 139(1) of the Act for a further period of five (5) years, from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2029.

M/s Shahid & Associates (ICAI Firm Registration No. 002140C) have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013 and the RBI Guidelines.

#### **Brief profile of M/s Shahid & Associates are as under**

M/s Shahid & Associates was established in 1983 by CA. Mohammad Shahid, who has more than 45 years of experience in the said profession. Shahid & Associates strives to provide quality services to render timely, independently and objective counsel in the areas pertaining to accounting, auditing, taxation and management consultancy. The focus of the firm has been in the non-traditional areas also such as Ind-AS Implementation, Valuations, Due Diligence, Fund Raising, Fixed Asset Verification and Other variants of Audits. The firm is also in the panel for Statutory Auditors of Public Sector Banks. Work with clientele includes companies (large and medium sized), firms, banks, trusts, societies, charitable and educational institutions besides few renowned individuals.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for consideration by the members of the Company.

### ITEM NO. 6

The Board of Directors of the Company at its meeting held on August 13, 2024 had approved and recommended to the members, the appointment of **Mr. Vardhman Dooger (DIN: 07148980)** as Non-Executive Independent Director for a term of two (2) years on the Board of the Company, effective from **October 1, 2024 to September 30, 2026**.

Mr. Vardhman Doogar is a qualified Company Secretary, MBA in International Business, IBBI Registered Valuer and an experienced Chartered Accountant. He has over a decade of diversified experience in Auditing, Management Consultancy and Merchant Banking activities. As a corporate consultant, he has been advising/offering a large number of SMEs and he has years of experience and expertise across abroad spectrum of economic



and financial situations and has also assisted in varied Investment Banking and Valuation assignments. Also a registered IBBI Valuer. Handling ASM assignments.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Vardhman Doogar being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director for two (2) years. In terms of the provisions of the Companies Act, 2013, Mr. Vardhman Doogar has filed requisite consent(s)/disclosures before the Board. The Company has also received an intimation from him in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Vardhman Doogar as a candidate for the office of Non-Executive Independent Director of the Company. The Company has also received a declaration from Mr. Vardhman Doogar confirming that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Vardhman Doogar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Independent Director of the Company.

Details of Mr. Vardhman Doogar is provided in the “**Annexure I**” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vardhman Doogar is appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Vardhman Doogar as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members. The resolution seeks the approval of members for the appointment of Mr. Vardhman Doogar as an Non-Executive Independent Director of the Company and he shall not be liable to retire by rotation.

Except Mr. Vardhman Doogar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for consideration by the members of the Company.

#### **ITEM NO. 7**

The Company’s Non-executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Non-executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI LODR with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-executive directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits.

As the earlier approval accorded by the members at the 18<sup>th</sup> Annual General Meeting was valid till the financial year ended on March 31, 2023, fresh approval is being sought from the members for the payment of remuneration to Non-Executive Directors by way of commission.

The Board has at its meeting held on August 13, 2024, on recommendation of Nomination, Remuneration and Compensation Committee, subject to the approval of the Members at the ensuing Annual General Meeting, approved payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive Directors for a period of 5 (five) years commencing from the Financial Year 2023-24.

Except all of the Non-Executive Directors of the Company to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their respective relatives are concerned or interested in Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for consideration by the members of the Company.

#### **ITEM NO. 8**

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized for augmenting long term cash resources, expansion of business, funding the organic or inorganic growth opportunities in the area of the Company’s operations, ongoing and future capital expenditure requirements of our Company, working capital

requirements and adjacencies, growing existing businesses or entering into new businesses in line with the strategy of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable law and approved by the Board of Directors of the Company in their meeting dated August 13, 2024. As Company is continuously moving towards its expansion plans, hence to meet the expenditure requirements pertaining to expansions, the company may require to raise the funds again.

The Company has been exploring various avenues for raising funds by way of issue of Equity Shares or by way of an issue of and/or any other "Eligible Securities" (hereinafter referred to as "Eligible Securities" within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations) (instruments listed under Regulation 171(a) of the SEBI ICDR Regulations collectively with the Equity Shares to be hereinafter referred to as the "Securities") for an aggregate amount of up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crore Only) through qualified institutions placement (the "QIP") to qualified institutional buyers (the "QIBs") as defined in SEBI ICDR Regulations or private placement or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law. The issue of Securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers and such other authority or authorities as may be necessary and as applicable, to the SEBI ICDR Regulations, the Depository Receipts Scheme, 2014 and other applicable guidelines, notifications, rules and regulations, each as amended.

Accordingly, the Board, at its meeting held on August 13, 2024, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager or lead manager and/or other advisor(s) appointed in relation to the Issue, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Securities allotted will be listed and traded on stock exchange(s) where Equity Shares are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities shall be subject to obtaining of regulatory approvals, if any by the Company.

Pursuant to Section 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Securities is required to obtain prior approval of the members by way of a special resolution.

The proposed Special Resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (including a committee thereof), the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements and market conditions. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law and other relevant factors. Accordingly, the Board (including a committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

In the event of issuance of Securities by way of a QIP, as per the provisions of the SEBI ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. The Board or Committee of Directors duly authorised by the Board will be authorised to offer a discount of not more than 5% (five percent) on such price determined in accordance with the pricing formula provided under Regulation 176 of the SEBI ICDR Regulations or such other discount as may be permitted in accordance with applicable law.

Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members or such other time as may be permitted under the SEBI ICDR Regulations from time to time. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable. Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter, or any person related to promoters in terms of the SEBI ICDR Regulations.

Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post – Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board to decide on the Issue, to the extent and in the manner stated in the special resolution, as set out in item no. 14 of this notice, without the need for any fresh approval from the members of the Company in this regard.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares on such date as may be determined by the Board

but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

Equity Shares, proposed to be issued, shall in all respects, rank pari passu with the existing Equity Shares of the Company.

The Securities allotted as above would be listed on BSE Limited and/or National Stock Exchange of India Limited or other stock exchanges outside India. The offer/issue/allotment would be subject to the regulatory approvals, if any. The conversion of Securities, if any, held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap, if any, and the applicable foreign exchange regulations. As and when the Board or a committee thereof takes a decision on matters pertaining to the proposed fund raise, on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Regulations.

If the Issue is made through a QIP, the Promoters including Promoter Group will not participate in the Issue.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the proposed resolution set out at Item No. 8 of the Notice.

The proposed Issue is in the interest of the Company and the Board recommends the resolution set out at Item no. 8 of the notice for the approval of the members as a special resolution.

**By the order of the Board of Directors**

**Dr. Chandra Kumar Jain**  
Chairman & Managing Director  
DIN:00062221

Delhi, August 13, 2024

**ANNEXURE-I**
**ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING APPOINTMENT/REAPPOINTMENT/ AT THE ANNUAL GENERAL MEETING**

(Information as per Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on “General Meetings”)

Resolution No.	3	6
Name of Director	<b>Mr. Ashwani Kumar Vats</b>	<b>Mr. Vardhman Dooger</b>
Director Identification Number(DIN)	00062413	07148980
Category	Executive Director & Non-Independent (Whole-time Director & CEO)	Non-Executive & Independent Director
Age	62 years	38 years
Nationality	Indian	Indian
Date of First Appointment on the Board (DD/ MM/YYYY)	30/10/2008	Not Applicable
Qualification	Mr. Ashwani Kumar Vats is a graduate in Commerce and having Diploma in Marketing and Management.	Mr. Vardhman Dooger is a qualified Company Secretary, MBA in International Business, IBBI Registered Valuer and an experienced Chartered Accountant.
Brief resume including experience, expertise in specific functional areas	Mr. Ashwani Kumar Vats is having over 38 years of core experience in matter related to Marketing and Production. Further, he is having dedicated experience in the sector and industry, the GPL works in. He has been associated with the Company over three decades and responsible for operating, business development, marketing etc.	Mr. Vardhman Dooger has over a decade of diversified experience in Auditing, Management Consultancy and Merchant Banking activities. Further he is having expertise in handling statutory audits, tax audits and conducted due diligence for FDI & IPO, co-ordination with legal managers, legal advisors, Merchant Bankers etc.
Number of shares held in the Company as on 31st March, 2024	74,080 (0.11%)	Nil
Terms and Conditions of Appointment	Mr. Ashwani Kumar Vats is Executive Whole Time Director & CEO of the Company and liable to retire by rotation. Terms & conditions of appointment of Mr. Ashwani Kumar Vats are as per resolution passed by the members at the AGM held on 29th September, 2023.	Mr. Vardhman Dooger is appointed as a Non-Executive Independent Director for a term of two (2) years effective from October 1, 2024 to September 30, 2026 which is subject to the approval of the shareholders.
Number of Board Meetings attended during the F.Y 2023-24	Mr. Vats attended four out of six meetings of Board of Directors of the Company.	Not Applicable
Directorships held in other public Companies, including listed Companies [excluding foreign, deemed public companies and private Companies, Section 8 companies] as on 31 <sup>st</sup> March, 2024	None	None
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31st March, 2024	None	None
Relationships with other Directors and KMPs	None	None
Remuneration last drawn	Remuneration drawn for FY 2023-24 Rs. 84,75,594/-	Mr. Vardhman Dooger shall be entitled for sitting fees as may be approved by the Board from time to time and commission as may be decided by the Board.

## ANNEXURE II

TAXABILITY OF DIVIDENDS**Tax Deduction at Source (TDS) on Final Dividend for FY 2023-24**

W.e.f. 1st April 2020, Dividend Distribution Tax u/s 115-O of the Income-tax Act, 1961 ("the IT Act") payable by domestic companies on declaration of dividend has been abolished. Pursuant to this amendment and certain consequential amendments brought vide Finance Act, 2020, the Company is required to deduct tax at source ("TDS") in accordance with the provisions of the IT Act, from dividend distributed on or after 1st April 2020.

Please take note of the below TDS provisions and information/ document requirements for each shareholder:

**Section 1: For all Members – Details that should be completed and / or updated, as applicable**

All Members are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account/s maintained with the Depository Participant/s; or in case of shares held in physical form, with the Company, by **September 9, 2024**. Please note that these details as available on record date will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number (PAN).
- II. Residential status as per the Act i.e. Resident or Non- Resident for FY 2023-24.
- III. Category of the Member:
  - i. Mutual Fund
  - ii. Insurance Company
  - iii. Alternate Investment Fund (AIF) Category I and II
  - iv. AIF Category III
  - v. Government (Central/State Government)
  - vi. Foreign Portfolio Investor (FPI) /Foreign Institutional Investor (FII): Foreign Company
  - vii. FPI/FII: Others (being Individual, Firm, Trust, AJP, etc.)
  - viii. Individual
  - ix. Hindu Undivided Family (HUF)
  - x. Firm
  - xi. Limited Liability Partnership (LLP)
  - xii. Association of Persons (AOP), Body of individuals (BOI) or Artificial Juridical Person (AJP)
  - xiii. Trust
  - xiv. Domestic Company
  - xv. Foreign Company
- IV. Email Address.
- V. Residential Address.

**For Resident Shareholders:** Tax shall be deducted at source under section 194 of the Income-tax Act, 1961, @10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2024-25 provided a valid PAN is provided by the shareholder and PAN status is operative i.e. PAN is linked to Aadhaar. If PAN is not submitted or is not linked to Aadhaar, TDS would be deducted @ 20% as per section 206AA of the Income-tax Act, 1961.

- a) **For Resident Individual:** No TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2024-25 does not exceed rupees 5,000/-. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2024-25.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual who are 60 years and above), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

- b) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:
- i. **Insurance Companies:** Self-declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India (IRDAI)/LIC/GIC.
  - ii. **Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income-tax Act, 1961 along

with self-attested copy of PAN card and certificate of registration with SEBI.

- iii. **Alternative Investment Fund (AIF):** Self declaration that its income is exempt under section 10 (23FBA) of the Income-tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF alongwith self attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. **New Pension System (NPS) Trust:** Self declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Income-tax Act, 1961 and is being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
- v. **Recognised Provident funds:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the IT Act, or Self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
- vi. **Approved Superannuation fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the IT Act needs to be submitted.
- vii. **Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the IT Act needs to be submitted.
- viii. **Other Non-Individual shareholders:** Self attested copy of documentary evidence supporting the exemption along with self attested copy of PAN card. Please note that as per section 206AB introduced by the Finance Act, 2021 effective 1st July, 2021 and amended by Finance Act, 2022 in case a person has not filed his/ her Return of Income for the preceding financial year and the aggregate of tax deducted at source in his/her case is rupees 50,000 or more in the said financial year, TDS will be higher of the following:
  - a) Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or
  - b) Twice the rate or rates in force; or
  - c) The rate of five per cent.

The non-residents who do not have the permanent establishment and residents who are not required to file a return under section 139 of Income Tax Act, 1962 are excluded from the scope of a "specified person" i.e. levy of higher TDS under section 206AB of Income-tax Act, 1961.

**For Non-resident Shareholders:** Taxes are required to be withheld in accordance with the provisions of section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of GDRs and Foreign Portfolio Investors ("FPI")/ Foreign Institutional Investors ("FI"), the withholding tax shall be as per the rates specified in section 196C and 196D of the Income Tax Act, 1961 respectively plus applicable surcharge and cess on the amount of Dividend payable to them. However, as per section 90 of the Income-tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of the PAN card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) for Financial Year 2024-25 obtained from the tax authorities of the country of which the shareholder is a resident.
- Shareholders who have PAN and propose to claim treaty benefit need to mandatorily file the Digital Form 10F online at the link <https://eportal.incometax.gov.in/> with effect from 1st April, 2023 to avail the benefit of DTAA.
- Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement for Financial Year 2024-25.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
- In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

**Other general information for the Members:**

- I. For all self-attested documents, Members must mention on the document "certified true copy of the original". For all documents being sent / accepted by email, the Member undertakes to send the original document/s on the request by the Company.

- II. In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Record Date, then in terms of Rule 37BA of Income Tax Rules 1962, registered Member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person.
- III. Shareholders holding Equity shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- IV. The members shall download Form 26AS from the Income Tax Department's website: <https://incometaxindiaefiling.gov.in>. for TDS deducted.
- V. Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of Members on the Book Closure Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
- VI. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund, if eligible.
- VII. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and cooperation in any appellate proceedings.

Members are requested to take note of the TDS rates and document/s, if any, required to be submitted to the Company by September 9, 2024 for their respective category, in order to comply with the applicable TDS provisions on the email ids to the Company on [investorsrelation@gulshanindia.com](mailto:investorsrelation@gulshanindia.com). The hard copy can also be submitted to the Company at G-81, Preet Vihar, Delhi- 110092.

**Note: Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.**

**By the Order of the Board  
For Gulshan Polyols Limited**

**Dr. Chandra Kumar Jain**  
Chairman & Managing Director  
DIN: 00062221

Date: August 13, 2024  
Place: Delhi

**Form No. MGT-11**

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name & Address of Member : .....

Regd. Folio No/Client ID : ..... D.P. ID / Client ID.....

Email Id : .....

I / We, being the member(s) of ..... equity shares of the above named Company, hereby appoint:

1. Name: .....  
 Email:.....  
 Address: .....  
 Signature: ....., or failing him/her
2. Name: .....  
 Email:.....  
 Address: .....  
 Signature: ....., or failing him/her
3. Name: .....  
 Email:.....  
 Address: .....  
 Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 24<sup>th</sup> Annual General Meeting of the Company, to be held on **Friday, September 20, 2024 at 1.00 P.M (IST)** at The Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh-251001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Particulars	Resolution Type	For/ Against
<b>Ordinary Business(es)</b>			
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024 together with the Reports of the Auditors thereon.	Ordinary Resolution	
2.	To declare a Final Dividend at the rate of ₹ 0.30 per equity share of ₹ 1/- (One rupees only) each fully paid-up of per Equity Shares for the financial year ended 31 <sup>st</sup> March, 2024.	Ordinary Resolution	
3.	To appoint a Director in place of Mr. Ashwani Kumar Vats (DIN:00062413), who retires by rotation, and being eligible, offers himself for the re-appointment.	Ordinary Resolution	
<b>Special Business(es)</b>			
4.	Ratification of remuneration of Cost Auditors for the Financial Year 2024- 2025.	Ordinary Resolution	
5.	Appointment of Statutory Auditor to fill casual vacancy and to appoint Statutory Auditor from the conclusion of ensuring Twenty-Fourth (24 <sup>th</sup> ) Annual General Meeting until the conclusion of the Twenty Ninth (29 <sup>th</sup> ) Annual General Meeting and to fix their remuneration.	Ordinary Resolution	
6.	Appointment of Mr. Vardhman Doogar (DIN:07148980) as a Non-Executive Independent Director of the Company for a period of Two (2) years, effective from October 1, 2024 upto September 30, 2026	Special Resolution	
7.	Payment of commission to Non-Executive Directors of the Company.	Special Resolution	
8.	Approval of raising of funds and issuance of securities by the Company.	Special Resolution	

Signed this ..... day of ..... 2024.

Signature of Shareholder:

Signature of Proxy holder(s):

**Affix  
Revenue  
Stamp**

**Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**



**Attendance Slip for attending the 24<sup>th</sup> Annual General Meeting**

Full name of the member attending.....

Full name of the joint-holder .....

*(To be filled, if first named Joint- holder does not attend meeting)*

Name of Proxy .....

*(To be filled, if Proxy Form has been duly deposited with the Company )*

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting held at The Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh-251001 on Friday, September 20, 2024 at 1.00 PM (IST).

Folio No.....DP ID No. \*.....Client ID No. \*.....

*\*Applicable for members holding shares in electronic form.*

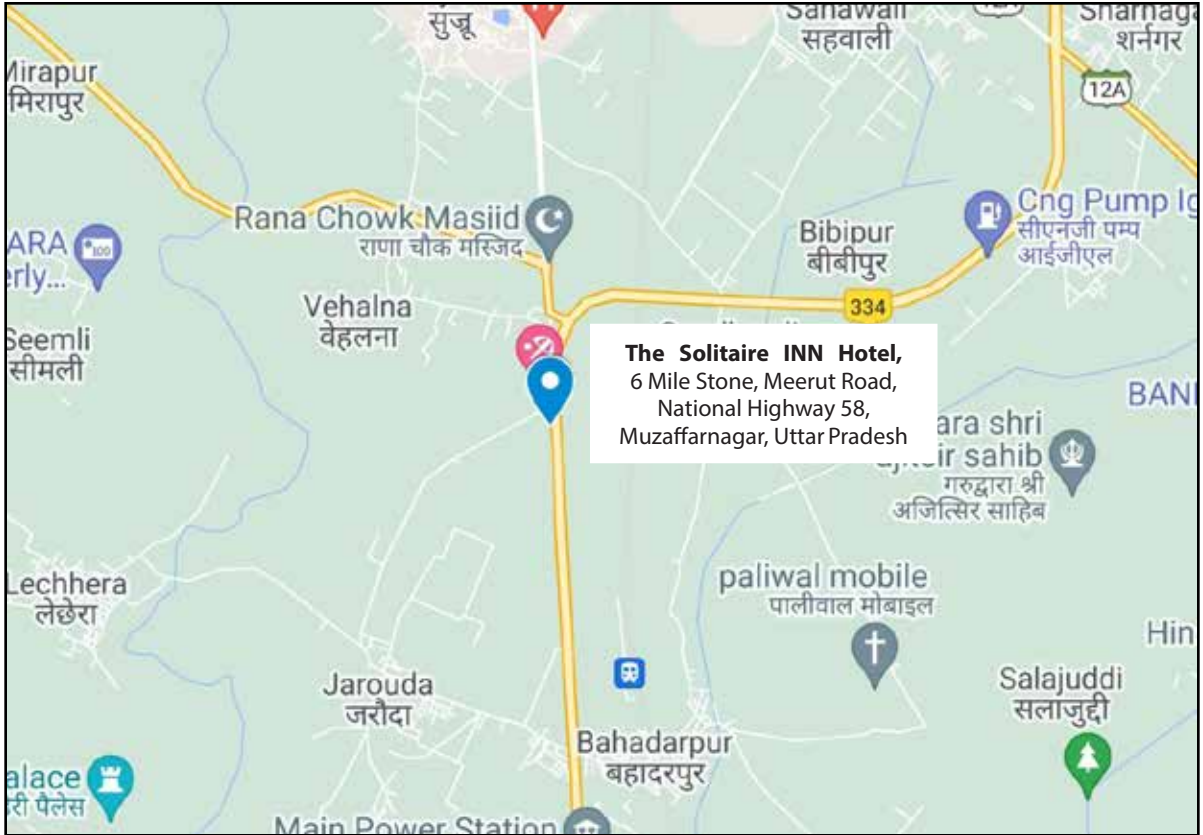
No. of Share(s) held

**Member's / Proxy's Signature**

**ROUTE MAP TO THE VENUE**

**OF THE 24<sup>th</sup> AGM TO BE HELD ON FRIDAY, SEPTEMBER 20, 2024**

**Venue:** The Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh-251001





**GULSHAN**  
POLYOLS LIMITED

### **PLANT LOCATION**

**MUZAFFARNAGAR, U.P. | BHARUCH, GUJARAT**  
**CHHINDWARA, M.P. | DHAULA KUAN, H.P.**  
**ABU ROAD, RAJASTHAN | GOALPARA, ASSAM**  
**TRIBENI, W.B. | AMLAI, M.P.**

**Corporate Office:**  
**G-81, Preet Vihar, Delhi-110092**  
**Phone: (011) 49999200**  
**[www.gulshanindia.com](http://www.gulshanindia.com)**