Kiri Industries Limited

Future Full of Colours.....

September 04, 2024

To,	To,
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 **Scrip Code: 532967**	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 **Scrip ID: KIRIINDUS**

Dear Sir/Madam,

Sub: Annual Report for the FY 2023-24.

In Compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report for the FY 2023-24 along with the Notice convening 26th Annual General Meeting, scheduled to be held on Friday, September 27, 2024 at 11.00 A.M. through Video Conferencing ("VC").

The aforesaid Annual Report is also available on the website of the Company i.e. www.kiriindustries.com.

We request to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kiri Industries Limited

GONDALIA SURESH SAVAJIBHAI

Digitally signed by GONDALIA SURESH SAVAJIBHAI
Date: 2024.09.04 13:44:03 +05'30'

Suresh Gondalia
Company Secretary
M. No.: F7306
Encl: As stated

Kiri Industries Limited
Future Full of Colours.....

COLOURING
OUTSIDE THE LINES

KIRI INDUSTRIES LIMITED
ANNUAL REPORT 2023-24

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Manish Kiri
Chairman & Managing Director

Mr. Yagnesh Mankad
Whole Time Director

Mr. Girish Tandel
Whole Time Director

Mr. Keyoor Bakshi
Independent Director

Mr. Mukesh Desai
Independent Director

Ms. Veena Padia
Independent Director

Mr. Ulrich Hambrecht (up to May 30, 2023)
Independent Director

Mr. Nanubhai Kathiria (w.e.f. August 29, 2024)
Additional Director (Independent Director)

Mr. Ashokkumar Rajpara (w.e.f. August 29, 2024)
Additional Director (Independent Director)

SENIOR MANAGEMENT

Mr. Jayesh Vyas
Chief Financial Officer

Mr. Suresh Gondalia
Company Secretary

Mr. Prashant Pandya
President - Corporate Affairs & Strategy

REGISTERED OFFICE

7th Floor, Hasubhai Chambers, Opp. Town Hall
Ellisbridge, Ahmedabad - 380006
T: 079-26574371/72/73 |
E: info@kiriindustries.com | W: www.kiriindustries.com
CIN: L24231GJ1998PLC034094

WORKS

DYES DIVISION
Plot No 299/1/A and B & 10/8, Near Water Tank, Phase-II
GIDC, Vatva, Ahmedabad - 382445, Gujarat, India

DYE INTERMEDIATE DIVISION
Plot No. 396 & 390A, ECP Canal Road
Village: Dudhwada, Ta: Padra, D: Vadodara - 391450
Gujarat, India

CHEMICAL DIVISION
Plot No. 552/A, ECP Canal Road,
Village: Dudhwada, Ta: Padra, D: Vadodara - 391450
Gujarat, India

AUDITORS

STATUTORY: Pramodkumar Dad & Associates, Chartered Accountants, Ahmedabad
COST: V. H Savaliya & Associates, Cost Accountants, Ahmedabad
SECRETARIAL: Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad

REGISTRAR & SHARES TRANSFER AGENT

Cameo Corporate Services Limited,
Subramanian Building #1, Club House Road
Chennai - 600002
T: (044) 40020700 | F: (044) 28460129
E: investor@cameoindia.com | W: http://wisdom.cameoindia.com

CONTENT

CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL REPORTS

A TRIBUTE

Shri Pravinchandra Amrutlal Kiri

(Founder Chairman, Kiri Industries Limited)
(Birth: 01-11-1945 | Death: 12-06-2022)

वासांसि जीर्णानि यथा विहाय नवानि गृह्णाति नोरोपणानि। तथा शरीराणि विहाय जीर्णान्य न्यानि संयाति नवानि देहि।।

(જેમ માણસ જૂના વસ્ત્રો ત્યજીને નવા પહેરે છે, તેવી જ રીતે આત્મા પણ જૂના અને નકામા શરીરનો ત્યાગ કરીને નવું શરીર ધારણ કરે છે).

A visionary who has left an inspirational legacy.
The values set by you in Kiri Group, will always remain with us.
A fountainhead of Knowledge and always a source of motivation,
he has left behind reach harvests of memories to cherish, honour and emulate.
As we move forward to add colour to the lives of millions,
we will carry your philosophy forward to greater heights.

Kiri Industries Limited
Future Full of Colours.....

Kiri Industries Family

ABOUT KIRI INDUSTRIES

Founded in 1998, Kiri Industries Limited (Kiri) is a leading manufacturer and exporter of a wide variety of Dyes, Dyes Intermediates, and Basic Chemicals from India. Headquartered in Ahmedabad, Gujarat, the company manufactures a vast array of products at three manufacturing facilities.

WE DON'T JUST SELL SOLUTIONS; WE TAILOR THEM.

Kiri works closely with each customer to understand their needs and deliver customised products.

WE ARE TRUSTED BY THE BEST.

Kiri is an accredited and certified Key Partner to major Dyestuff companies across Asia-Pacific, the EU, and America.

WE MARKET IN INDIA AND ACROSS THE WORLD.

Our products are used by leading corporates in India. We also have an expansive global presence.

WE ARE PUBLICLY TRADED.

Our commitment to transparency extends to the market. Kiri is listed on the BSE Limited and the National Stock Exchange of India Limited.

QUANTIFYING OUR IMPACT - CONSOLIDATED

March 31, 2024 (in ₹ Million)

9,492

Revenue from operations

(122)

EBITDA

1,324

Profit after Tax, including share of Profit of Associates

2,209

Share of Profit of Associates

28,117

Net Worth

29,145

Capital Employed

BUILDING A LEGACY

1998

- Incorporated as Kiri Dyes and Chemicals Pvt Ltd

1999

- Started export to USA and Taiwan

2004

- Two-Star Export House
- Obtained Environmental Clearance for further expansion
- Conversion of manufacturing unit into a 100% Export Oriented Unit

2005

- Started strategic backward integration project for the production of Vinyl Sulphone

2006

- Commercial production of the backward integrated project for Vinyl Sulphone
- Conversion from Private Limited to Public Limited Company

2007

- Started backward integration project for the production of H Acid

2008

- Entered into a JV Agreement with Well Prospering Ltd to set up manufacturing facilities of Dyestuff
- Successfully completed the IPO

2009

- Successfully completed the JV project.
- Successfully completed the installation of a basic chemical plant and started commercial production.

2010

- Acquisition of the assets of DyStar

2011

- Changed the name to Kiri Industries Ltd

2013

- Dystar became profitable

2014

- Completed expansion of the Intermediate Project, which made Kiri the largest VS manufacturer in India
- Restructured debts of the Company

2015

- Filed minority oppression suit against Senda International Capital Limited (Senda) and DyStar Global Holdings (Singapore) Pte. Ltd. (DyStar) in the Singapore Court

2017

- Successfully repaid the majority of restructured debts.

2018

- Achieved highest PAT since inception
- Singapore Court delivered a milestone judgment in favour of Kiri for a buyout of Kiri's stake in DyStar by Senda.

2019

- Kiri won the appeal in the Singapore case

2020

- Kiri became a system partner of Bluesign

2021

- SICC awarded a valuation of US$481.60Mn for Kiri's stake in DyStar

2022

- Kiri won the appeal on valuation judgment and appeal of cost award of SICC

2023

- SICC awarded a value of US$603.80 Mn for Kiri's stake in DyStar

2024

- SICC Order En Bloc sale of DyStar through the court-appointed receiver and award priority payment of US$ 603.80 Mn to the Company.

OUR MANUFACTURING FACILITIES

Unit I, II & IV

LOCATION: Ahmedabad, India

PRODUCTS MANUFACTURED

S. O. Dyes

Disperse Dyes

CAPACITY INSTALLED

Reactive Dyes: 36,000 MTPA

Disperse Dyes: 8,000 MTPA

Unit III

LOCATION: Vadodara, India

PRODUCTS MANUFACTURED

Intermediates: Vinyl Sulphone, H. Acid and other Naphthalene and Aniline based specialities intermediates

CAPACITY INSTALLED

Commodity Intermediates: 25,200 MTPA
Vinyl Sulphone: 18,000 MTPA
H-Acid: 7,200 MTPA
Speciality Intermediates: 16,000 MTPA
Acetanilide: 12,000 MTPA

Unit V

LOCATION: Vadodara, India

PRODUCTS MANUFACTURED

Sulphuric acid

Oleum

Chloro-sulphonic acid

Thionyl Chloride

CAPACITY INSTALLED

Basic Chemicals: 500 TPD (182,500 MTPA)

Sulphuric Acid: 280 TPD

Oleum: 23%-50 TPD

Oleum: 65%-70 TPD

Chloro Sulphonic Acid: 100 TPD

Thionyl Chloride: 150 TPD

Steam-based power plant: 3.3 MW

OUR PRODUCT PORTFOLIO

DYES

Reactive Dyes
Acid Dyes
Direct Dyes
Disperse Dyes

50%

Proportion of turnover (FY24)

DYES INTERMEDIATES

H-acid
Vinyl Sulphone
Naphthalene & Aniline based intermediates

47%

Proportion of turnover (FY24)

BASIC CHEMICALS

Sulphuric Acid
Oleum 65% and 23%
Thionyl Chloride
Chloro Sulphonic Acid

3%

Proportion of turnover (FY24)

OUR USER SECTORS

DYES

- Textile manufacturers include manufacturers of cotton fabrics, dress material, papers, carpets, bed sheets, etc.
- Leather manufacturing, dying, finishing etc

DYES INTERMEDIATES

- Manufacturers of reactive dyes across the globe

BASIC CHEMICALS

- Manufacturer of Chemicals, Pharmaceuticals, Fertilizers, Automobile batteries, Paper bleaching, Sugar bleaching, Water treatment, Sulfonation agents, Cellulose fibres, Steel manufacturing, Colouring agents, Regeneration of ion exchange resins etc.

OUR GEOGRAPHICAL PRESENCE


THE NETHERLANDS
UK
CZECH REPUBLIC
BELGIUM
HUNGARY
SPAIN
PORTUGAL
ITALY
TURKEY
GREECE
TUNISIA
LEBANON
ISRAEL
EGYPT
UAE
PAKISTAN
UZBEKISTAN
NEPAL
CHINA
KOREA
TAIWAN
BANGLADESH
INDIA
HONGKONG
THAILAND
PHILIPPINES
MALAYSIA
SRI LANKA
SINGAPORE
INDONESIA
COTE D'IVOIRE
KENYA
ZIMBABWE
MAURITIUS
S.AFRICA
AUSTRALIA
NEWZEALAND
AHMEDABAD
VADODARA
MANUFACTURING FACILITIES
EXPORTS

THE PROOF IS IN THE AWARDS

AWARD FOR DIRECT EXPORT OF SELF MANUFACTURED DYES
2000-01

PLATINUM AWARD FOR SMALL SCALE SECTOR
2002-03

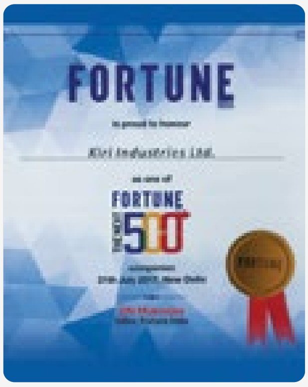
TRISHUL AWARD FOR SMALL SCALE SECTOR
2005

CHEMEXCIL GOLD AWARD
2006-07

FIRST AWARD FOR DIRECT EXPORTS OF SELF MANUFACTURED DYES
2008-09

FIRST AWARD FOR DIRECT EXPORTS OF SELF MANUFACTURED DYES
2009-10

OUTSTANDING ENTREPRENEUR AWARD
2011



CERTIFICATE FOR THE NEXT FORTUNE 500 COMPANIES
2017

INDUSTRIAL SAFETY AWARD
2018

SYSTEM PARTNER OF BLUESIGN
2020

APPOLLO INSTITUTE OF PHT
2022

AMC AIDS CONTROL SOCIETY
2023

BEST EFFORTS FOR WATER CONSERVATION
2023

OUR PILLARS OF STRENGTH

EXPERIENCE

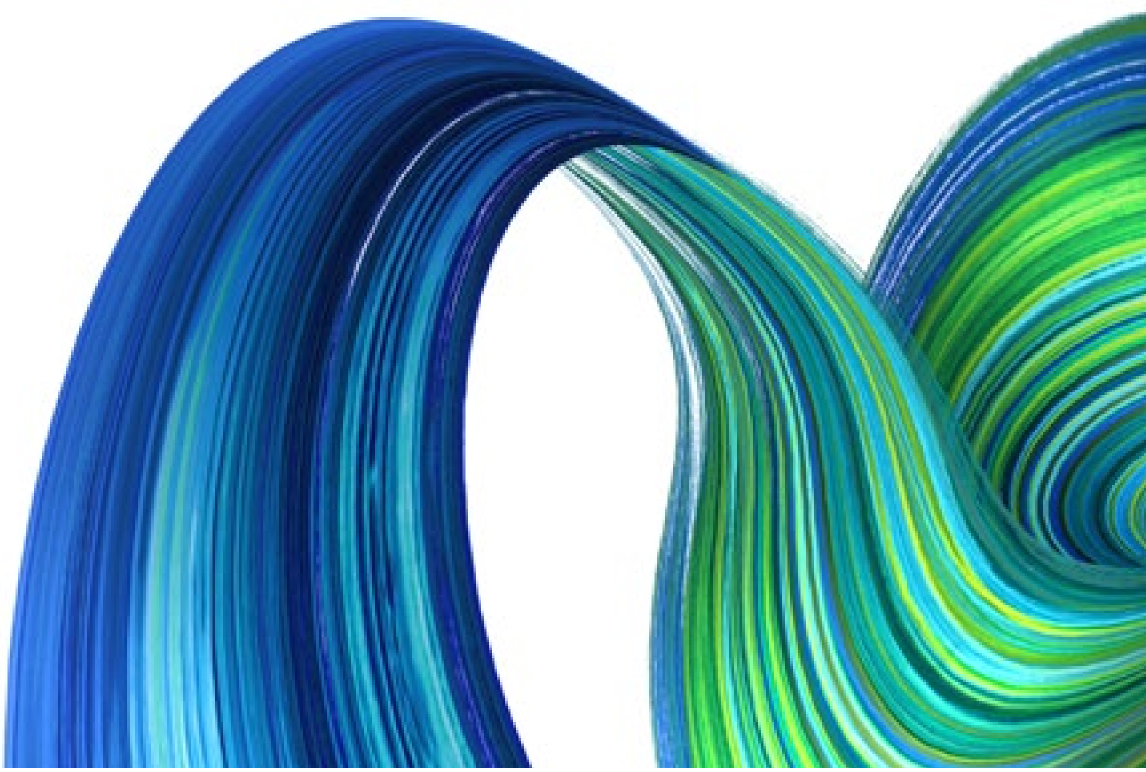
The company benefits from committed and experienced leaders who steer its direction. Its board comprises a mix of promoters, executives, and independent directors, ensuring fair and transparent governance practices.

INFRASTRUCTURE

The company's state-of-the-art manufacturing facilities and globally benchmarked operating processes position it at the forefront of delivering internationally recognised quality products. The versatility of its facilities allows for the production of a diverse range of dyes, including Reactive Dyes, acid/metal complex dyes, and wool reactive dyes, catering to various market demands with agility.

QUALITY

Its facilities have received global certifications such as ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, Global Organic Textile Standard (GOTS), Bluesign System Partner, and Zero Discharge of Hazardous Chemicals (ZDHC), which underscores its commitment to excellence and sustainability, setting it apart as a leader in the industry.



RESEARCH AND DEVELOPMENT

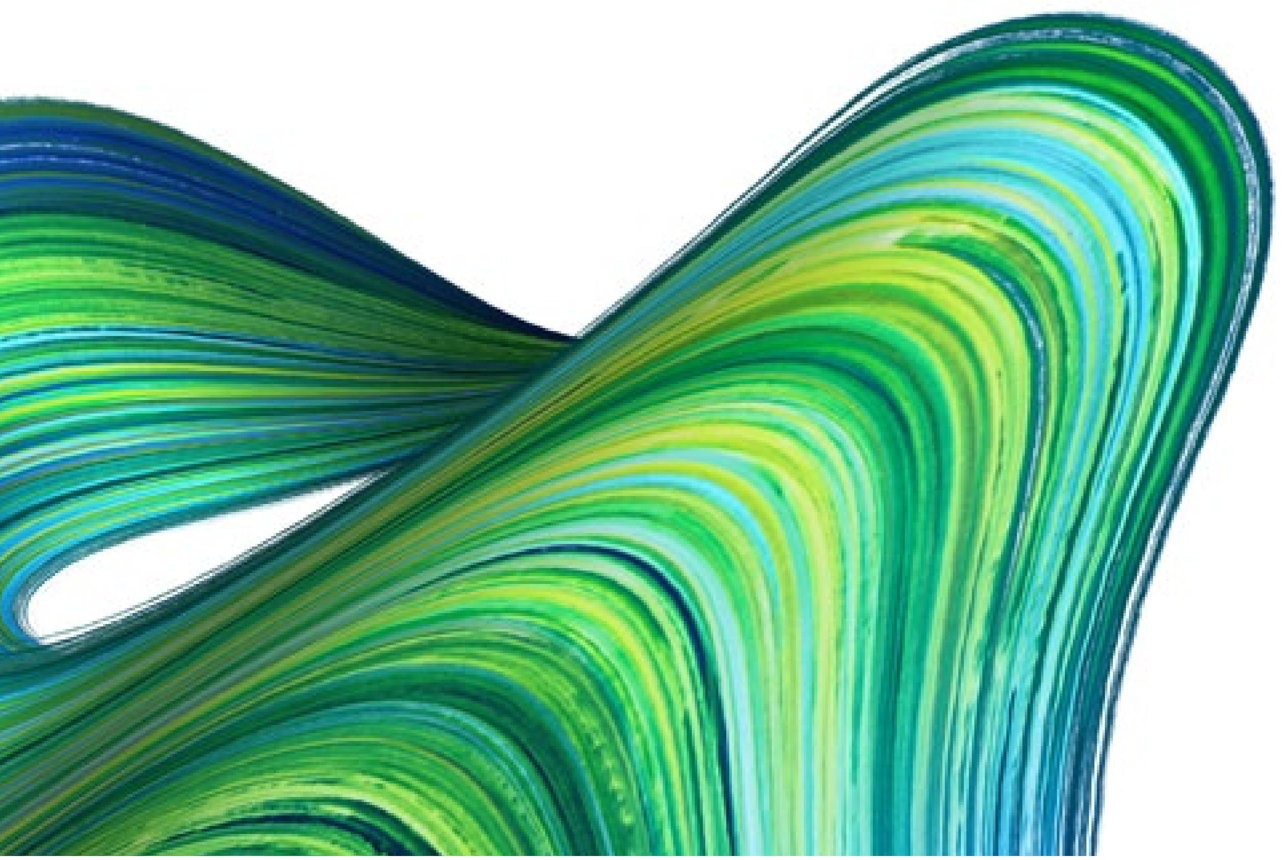
The company's competitive edge lies in its expertise in research and development, enabling it to seamlessly integrate cutting-edge technologies into its manufacturing processes and spearhead the development of innovative products. This proficiency enhances operational efficiency and facilitates the creation of new solutions that meet evolving market demands. Furthermore, the Company's adeptness in R&D provides the flexibility to tailor products to meet specific customer requirements, offering a personalised approach that fosters strong client relationships and bolsters its market position.

DIVERSIFICATION

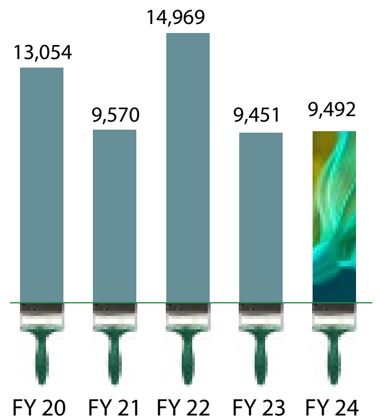
The company is one of the industry's foremost manufacturers of reactive dyes, dye intermediates, speciality intermediates, and basic chemicals, fortified by robust backward integration capabilities. This expansive manufacturing capacity solidifies its status as a major player in the market and underscores its ability to ensure a steady and reliable supply chain. Furthermore, the Company's adeptness in integrating processes enables it to deliver value-added products, enriching its product portfolio and enhancing its competitiveness by offering comprehensive solutions to meet diverse customer needs.

CUSTOMER CENTRICITY

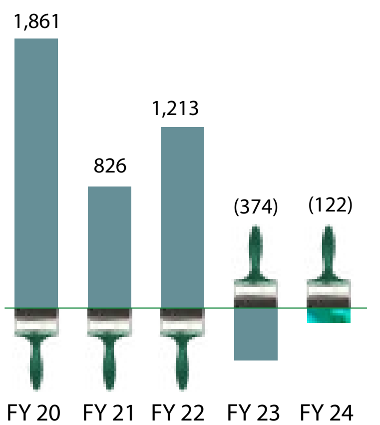
The company maintains connections with its key clientele across the globe, cultivating robust, long-standing relationships founded on trust and mutual success.



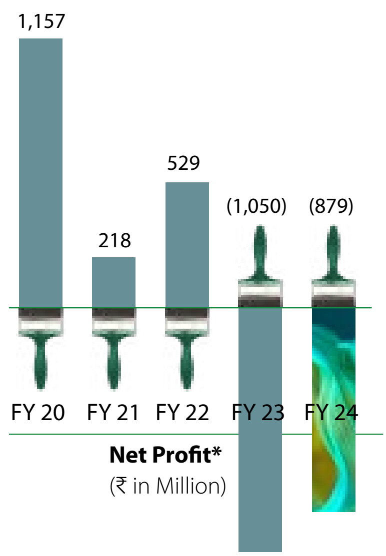
KEY PERFORMANCE INDICATORS – CONSOLIDATED



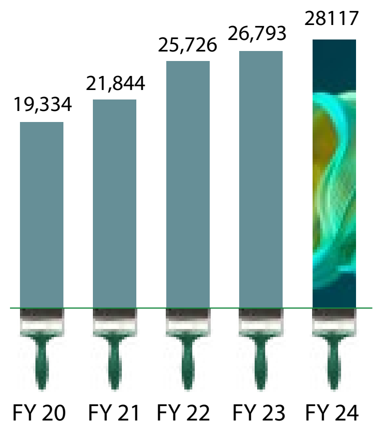
Revenue from Operations
(₹ in Million)



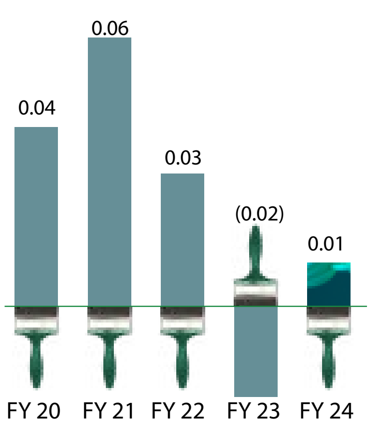
EBITDA*
(₹ in Million)



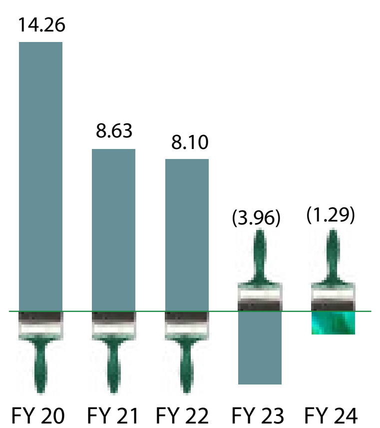
Net Profit*
(₹ in Million)



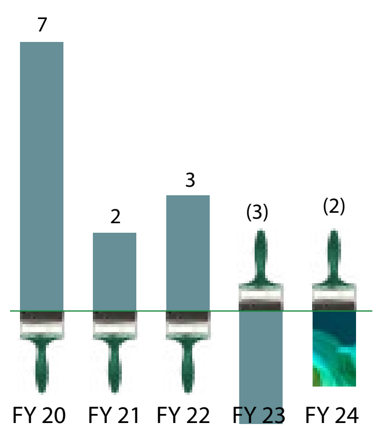
Net Worth
(₹ in Million)



Net Debt/Equity
(X)



EBITDA Margin*
(%)

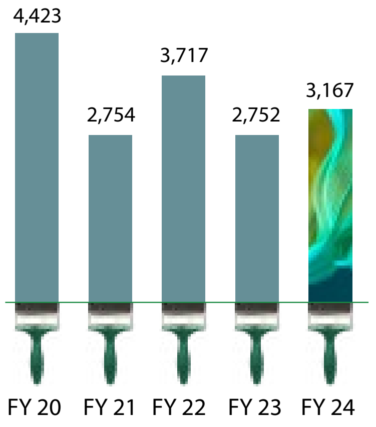


Return on Capital Employed
(%)

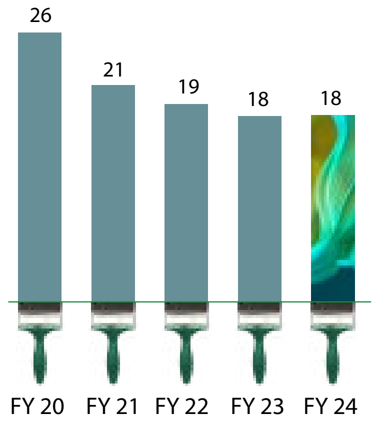
*(before share of profit of Associates and OCI)

SEGMENT WISE REVENUE BREAK-UP

DYESTUFF

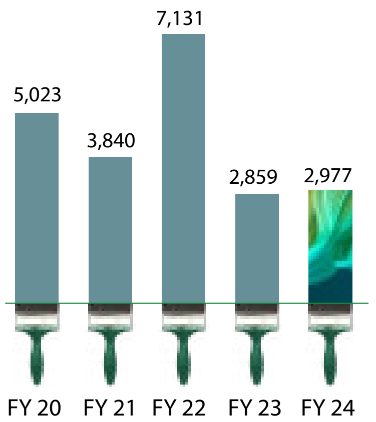


Revenue
(₹ in Million)

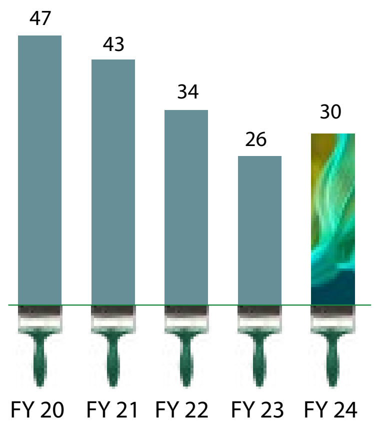


Gross Margin
(%)

DYE INTERMEDIATES

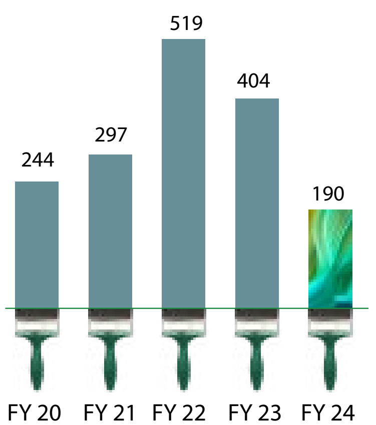


Revenue
(₹ in Million)

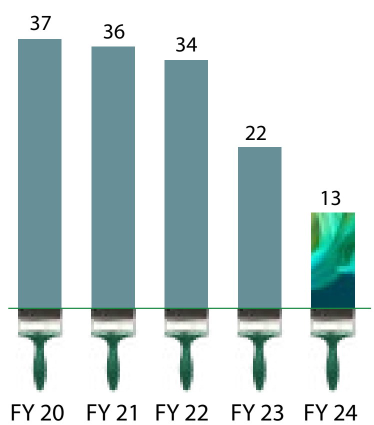


Gross Margin
(%)

BASIC CHEMICALS



Revenue
(₹ in Million)



Gross Margin
(%)

STATEMENT FROM
THE CHAIRMAN'S DESK

"AFTER MANY DECADES, WE WOULD BE COLOURING OUTSIDE THE LINE. WE ARE ACTIVELY EXPLORING NEW BUSINESS OPPORTUNITIES. ALTHOUGH THESE VENTURES ARE NOT SYNERGISTIC WITH OUR CURRENT OPERATIONS, THEY ARE CLOSELY ALIGNED WITH INDIA'S ECONOMIC RESURGENCE."

Dear Shareholders,

It is my honor to present to you the Annual Report for the financial year 2023-24. This year, amidst a dynamic and evolving economic landscape, I am proud to share that Kiri Industries Ltd has navigated the turbulence with resilience, emerging stronger and more prepared for the future.

We have charted a comprehensive and ambitious roadmap for our transformation journey—one that extends beyond overcoming past challenges and positions us at the forefront of industries critical to India's economic resurgence. Before we embark on this exciting future, allow me to reflect on the achievements of the past year.

Performance in FY24

The past several years have been nothing short of challenging for the global chemical industry, with declining demand and volatile raw material prices testing even the most resilient of companies. Yet, we stood strong. Our depth of experience, combined with our unwavering focus on customer relationships and operational efficiency, allowed us to rise above these challenges.

Despite the adverse conditions, we managed to increase our consolidated revenue from operations by 0.4%, bringing it to ₹9,492 million. While modest, this growth signifies the strength of our business fundamentals and the trust our customers place in us, even in tough times.

Our strategic focus on cost optimization proved pivotal. We successfully reduced our net loss before share of profit of associates by 16%, from ₹1,050 million to ₹879 million. These efforts, while demanding, have positioned us for future growth as market conditions recover.

Navigating DyStar Litigation

As you are well aware, the long-standing DyStar litigation has posed significant financial burdens, impacting our growth over the last decade. However, I am optimistic that the legal complexities surrounding this matter will soon be resolved, allowing us to focus entirely on growth and expansion.

In a landmark decision, the Singapore International Commercial Court (SICC) determined the final valuation of our stake in DyStar at US$ 603.8 million in March 2023. Further, on February 23, 2024, the court ordered the en-bloc sale of DyStar's entire equity, with Deloitte & Touche LLP, Singapore, appointed to oversee the process. Notably, we were awarded priority payment of the US$ 603.8 million from the sale proceeds, with a deadline set for December 31, 2025.

While appeals related to interest payments and priority awards are pending, we remain confident that the resolution will significantly strengthen our financial position and allow us to reinvest in our core and emerging business areas.

Looking Ahead: New Horizons

We recognize that progress is driven by action. With the anticipated resolution of the DyStar litigation, we are turning our focus to new ventures—strategically aligned with India's evolving economic landscape.

We are poised to enter new sectors that, while distinct from our existing operations, are integral to India's economic revival. Through our subsidiary, Indo Asia Copper Limited (IACL), we are investing in world-class manufacturing facilities for copper and fertilizers. These ventures position us as a key player in two industries vital to India's growth story.

Why Copper?

Copper is at the heart of India's transition to a sustainable, energy-efficient future. With its unparalleled conductivity and durability, copper is critical to renewable energy, electric vehicles, and the modernization of power grids. By 2027, India's copper demand is expected to soar to 2.4 million tons per annum, driven by the nation's decarbonization targets and its push for electric vehicles. This presents a tremendous opportunity for us to be at the forefront of this growth, as India becomes the world's third-largest copper consumer, after China and the USA.

Why Fertilizers?

India's agricultural landscape is changing rapidly. With limited arable land and a growing population, the need for increased productivity from existing farmland is more urgent than ever. The fertilizer industry, already growing at a compound annual growth rate (CAGR) of 8% over the past two decades, is poised for even greater expansion, with projected growth of 15% CAGR over the next twenty years.

India currently imports large quantities of fertilizers such as diammonium phosphate (DAP) and nitrogen, phosphorus, and potassium (NPK), to meet its annual demand of 16 million tons by 2027. This dependency on imports presents a strategic opportunity for domestic production, and we are positioning ourselves to be a significant contributor to this vital sector.

Our Bold Investment Plan

Our vision for the future is bold and ambitious. We are investing ₹16,000 crore to establish a state-of-the-art 1 million ton per annum copper unit and a 1.65 million ton per annum fertilizer facility. This investment will be executed in phases, with an initial allocation of ₹2,450 crore to set up production capacities of 200,000 tons of copper and 500,000 tons of DAP/NPK fertilizers annually. We expect this first phase to be operational within the next 24 to 36 months.

Upon the completion of our entire investment, we aim to generate annual revenues of ₹30,000 crore, with an anticipated profit contribution of ₹3,000 crore annually. This expansion underscores our belief in the long-term growth potential of these industries and our commitment to creating value for our shareholders.

In closing

As we move forward with renewed energy and a clear sense of purpose, I want to express my deepest gratitude for your continued trust and support. Together, we are building a company that is not only resilient in the face of adversity but also positioned to thrive in the future. We remain committed to delivering long-term value and success for all our stakeholders, ensuring shared prosperity as we boldly shape our future.

Warm regards,

Manish Kiri
Chairman and Managing Director

BOARD OF DIRECTORS

MR. MANISH KIRI

Chairman & Managing Director

He holds a Bachelor's degree in Engineering (Electronics & Communication) from Gujarat University and a Master's degree in Business Management from Wayne State University, USA. He is instrumental in shaping the Company's operational strategies and directing its future growth and expansion.

He is also in charge of creating and executing marketing strategies, handling sales and exports, and looking after customer relationships to ensure consistent growth. His leadership was crucial in the Company's joint venture with Lonsen Kiri Chemical Industries Ltd. and the acquisition of DyStar. In 2011, he received the 'Outstanding Entrepreneur' award from the Ahmedabad Management Association.

He currently serves as Chairman of the Gujarat Council - Chemical Committee for ASSOCHAM and is a member of the Gujarat Chamber of Commerce and Industry Advisory Committee. Additionally, he is a Special Invited Member of the Executive Committee of the Gujarat Dyestuff Manufacturers Association. In July 2024, he appointed as Trade Commissioner of Asian Countries.

MR. YAGNESH MANKAD

Whole Time Director

He has a Bachelor's degree in Mechanical Engineering and a Master's degree in Business Management. With over forty years of extensive experience in the Engineering, Plastics, Textiles, and Chemical industries, he has worked across various corporations. His expertise includes operations, marketing, executing large projects, and managing corporate affairs.

MR. GIRISH TANDEL

Whole Time Director

He holds a Master's degree in Science, a Master of Philosophy in Polymer Chemistry, and a Doctorate degree in the Synthesis and Physico-Chemical Characterization of Homo and Co-polymers based on S-Triazine. With 35 years of experience in the Chemical Industry, he specialises in developing new products and enhancing existing dye manufacturing processes. He is also a technical working group member for the Best Available Technique Reference (BREF) Document for the Gujarat Textile Sector. He serves as a member on the Technical Committee of PCD 26.

MR. KEYOOR BAKSHI

Independent Director

He has degree in Commerce and Law from Gujarat University and is a Fellow Member of the Institute of Company Secretaries of India. In 2008, he served as the President of the Institute of Company Secretaries of India. He is actively engaged in tasks related to Corporate Laws, Finance, mergers and acquisitions, corporate restructuring, and planning. He also serves as an independent director for several companies.

MR. MUKESH DESAI

Independent Director

He has a Bachelor's degree in Production Engineering and a Post Diploma in Management Studies from Bombay University. With vast experience in various manufacturing sectors in India and internationally, he has effectively managed projects across industries such as Engineering, Chemicals, Automobiles, Rubber and Water.

MS. VEENA PADIA

Independent Director

She holds a Master's degree in Economics from M. S. University. With extensive leadership experience, she specialises in strategic advisory. She oversees the development and execution of large-scale programs related to livelihoods, education, microfinance, gender and health for marginalised and socially excluded communities. She has collaborated with private-sector CSR divisions, Government Agencies, International Donors, and NGOs such as DFID, USDA, ADB, World Bank, CARE and IFAD. She has led large teams of middle and senior-level managers and managed complex projects, including administration and finances.

MR. NANUBHAI KATHIRIA

Additional Director (Independent Director)

He is a fellow member of the Institute of Company Secretaries of India and also holds Bachelor's degree of Commerce and Legislative Law. With over rich experience of more than 36 years in the fields of Company Law, Corporate Laws, Amalgamation & Mergers, Secretarial Audit, IPOs, Intellectual Property Rights and Project Management, he has worked as a Company Secretary in several Public Companies. He is practicing Company Secretary since last 25 years.

MR. ASHOKKUMAR RAJPARA

Additional Director (Independent Director)

He is a fellow member of the Institute of Chartered Accountants of India ("ICAI") and also holds Bachelor's degree of Commerce. Additionally, he has done Master in Valuation of Real estate from Sardar Patel University and also done certified course on Forensic Accounting and Fraud Detection from ICAI. He has extensive experience of more than 27 years as a Practicing Chartered Accountant in the field of Accounting, Direct & Indirect Tax Planning, Auditing, and Corporate Finance.

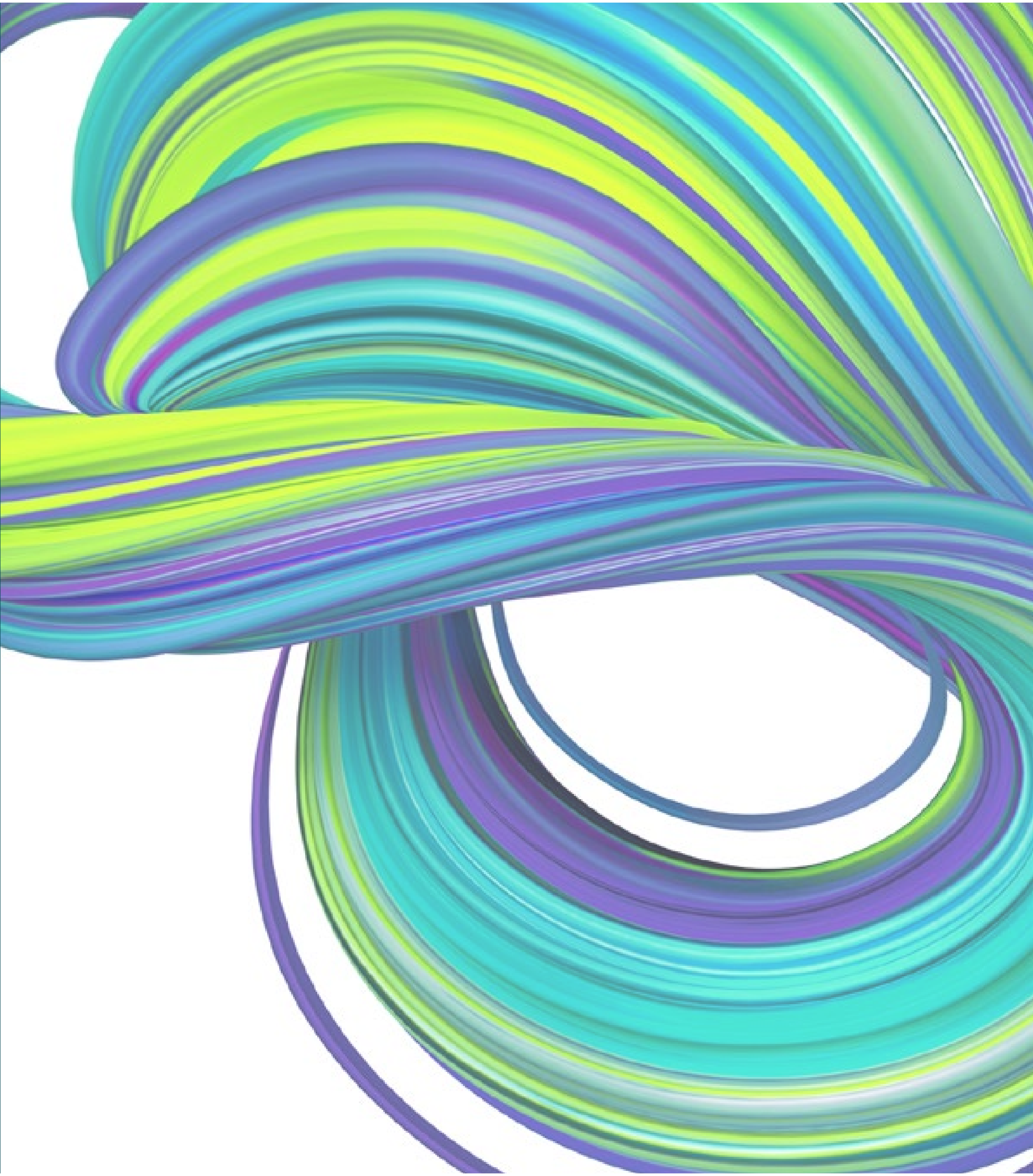
BALANCING PROFIT & PLANET

Kiri's commitment to a sustainable future is unwavering. The company recognizes that business is a part of the greater ecosystem and is constantly seeking ways to be more environmentally friendly. Its goal is to contribute to a world where prosperity and sustainability can coexist harmoniously. Kiri's adoption of greener practices, from product manufacturing to operational processes, is a testament to its enduring commitment to sustainability.

The Company has made significant investments to ensure it exceeds pollution control standards and regulations. Sufficient stack heights have been installed for all flue gas stacks and process vents to minimise emissions. Advanced air pollution control systems are in place at each unit, regularly operated and maintained to meet GPCB's pollution control requirements.

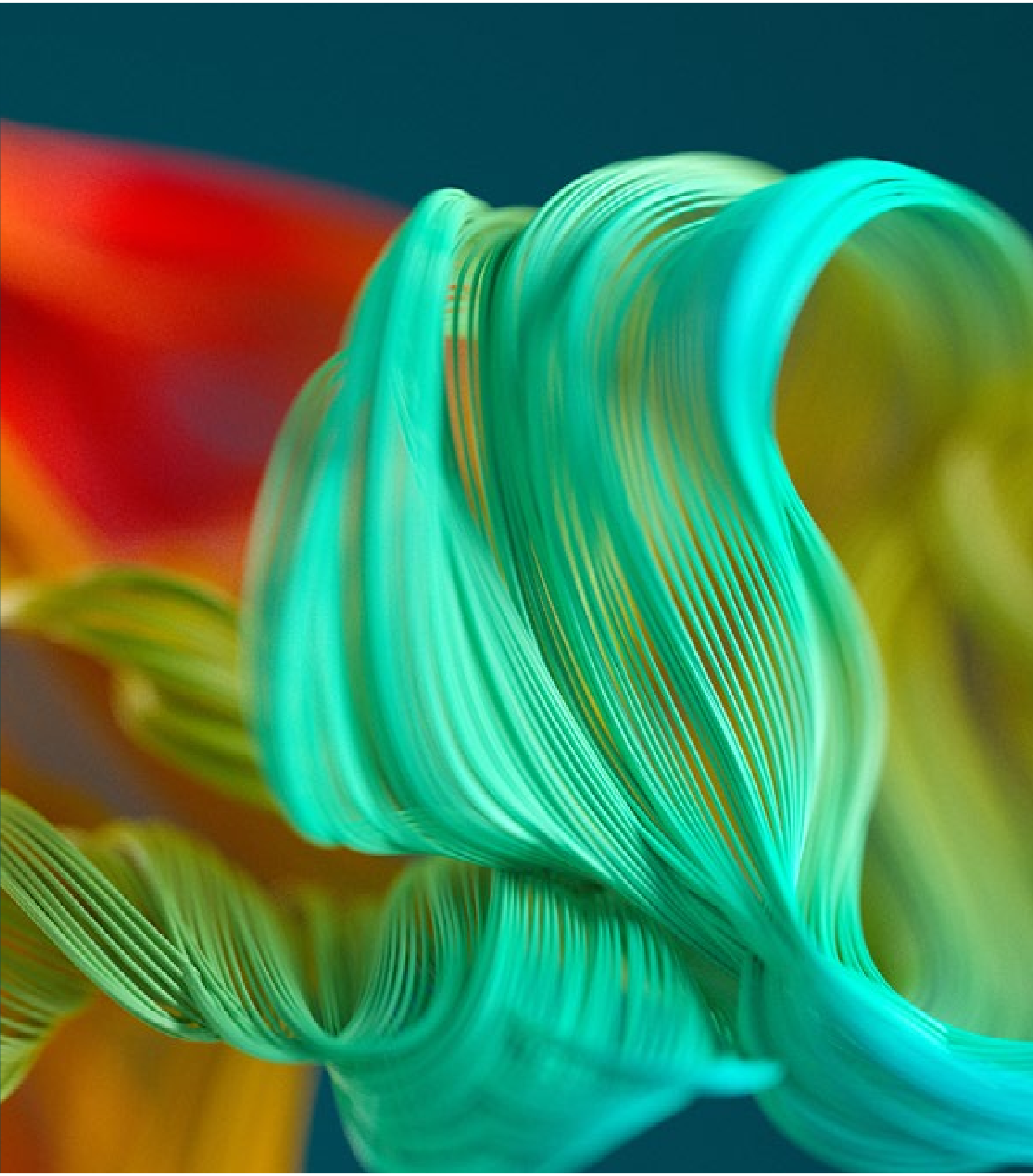
Kiri is steadfast in its commitment to becoming a zero-waste organization. Rather than viewing spent acids as a disposal expense, Kiri is converting them into commercially viable products, demonstrating its dedication to sustainability. The operation of its Dye Intermediate facility with Zero Liquid Discharge (ZLD) is a clear testament to Kiri's environmental and societal care, providing stakeholders with confidence in the company's responsible practices.

Hazardous wastes are collected, stored, and disposed off according to the latest Hazardous Wastes Management Rules 2016. Additionally, all working areas are designed to prevent soil contamination.



ANNEXURE G

MANAGEMENT DISCUSSION & ANALYSIS REPORT



AN ECONOMIC OVERVIEW

GLOBAL ECONOMY

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually.

The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability. Chapter 2 explains that changes in mortgage and housing markets over the prepandemic decade of low interest rates moderated the near-term impact of policy rate hikes. Chapter 3 focuses on medium-term prospects and shows that the lower predicted growth in output per person stems, notably, from persistent structural frictions preventing capital and labor from moving to productive firms. Chapter 4 further indicates how dimmer prospects for growth in China and other large emerging market economies will weigh on trading partners.

(https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024)

INDIAN ECONOMY

India emerged as a beacon of economic strength, with an impressive GDP growth rate of 8.2%. Central to India's economic success story is its thriving manufacturing sector, which has served as a pillar of growth and prosperity.

India's manufacturing sector surged ahead, propelled by a significant uptick in new orders and heightened output levels. The favourable trend of easing commodity prices further bolstered this upward momentum.

Despite confronting formidable global headwinds, India's economic resilience manifested in its record-breaking overall exports, which soared to an unprecedented US$ 776.68 billion in the fiscal year ending March 31. This achievement underscores the nation's unwavering dedication to international trade amidst adversity.

Notably, India's trade deficit exhibited a promising trend, improving by an impressive 35.77% from US$ 121.62 billion in FY23 to US$ 78.12 billion in FY24, indicative of the nation's proactive stance in navigating the intricate dynamics of global trade.

The Reserve Bank of India (RBI) has projected a promising 7% plus expansion in GDP for FY25. This optimistic outlook is supported by several favourable factors, including the anticipation of a regular monsoon season, which is pivotal for agricultural productivity, alongside a gradual alleviation of inflationary pressures across the economy.

Furthermore, the sustained vigour observed in the manufacturing and services domains adds to the buoyancy of this growth projection. However, amidst these optimistic forecasts, it is essential to acknowledge and address potential risks to the economic landscape. Prolonged geopolitical tensions and the escalating disruptions in global trade routes loom as significant challenges that could impede the envisioned growth trajectory.

THE CHEMICAL INDUSTRY OVERVIEW

GLOBAL CHEMICAL INDUSTRY

In Calendar Year 2023, chemical companies faced challenges restoring operational efficiency due to the lingering adversities of the preceding year, a drop in consumer confidence leading to sluggish consumer demand and elevated operational costs owing to elevated inflation and high interest rates.

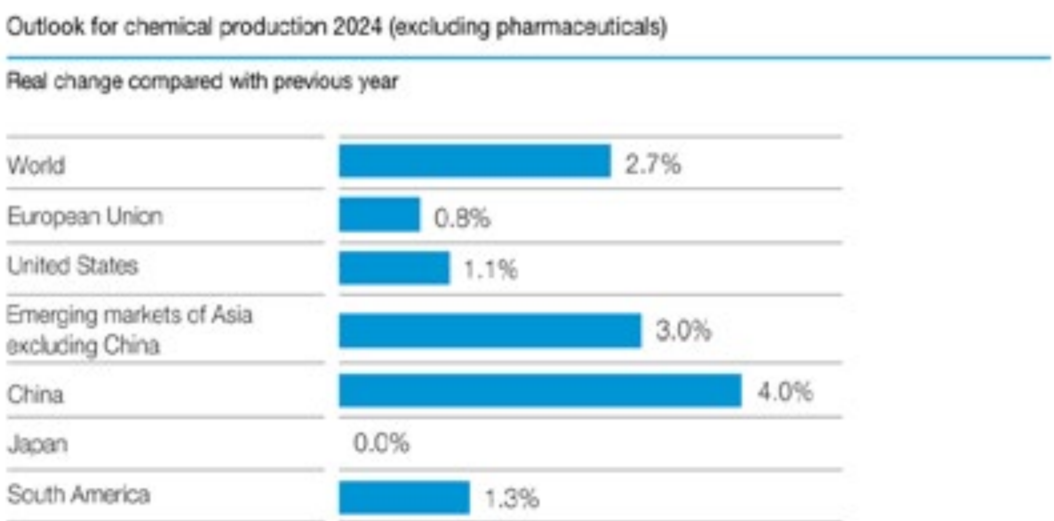
Globally, the chemical industry reported a drop in output of close to 4% in the calendar year ending December 31, 2023.

Production levels in the EU and Germany stayed mostly unchanged from the low levels in the previous year. This was primarily owing to reduced demand and intense competition from China (dumping products at low costs).

Chemical production in the U.S. also remained stagnant throughout the year. A significant factor contributing to this performance was the minimal domestic demand for household equipment and construction-related materials.

In contrast, chemical production in Asia expanded by 4.6%, primarily driven by a huge spike in output in China, even as Japan, South Korea, and Taiwan (other major chemical manufacturers) recorded sharp declines in production.

Outlook: The global chemical industry, excluding pharmaceuticals, is expected to recover in 2024, with a projected growth of 2.7%. While emerging markets are the current growth engine, advanced economies are showing signs of recovery. However, uncertainties remain, particularly regarding interest rates and the potential for a recession in some regions. However, some positive signs, such as a decline in gas prices and a gradual increase in consumer demand, could offer some support.



(Source: BASF Report)

THE INDIAN CHEMICAL INDUSTRY

India's chemicals market, currently valued at US$ 220 billion in 2023, is forecasted to soar to US$ 383 billion by 2030. This growth is underpinned by an 8.1% anticipated CAGR from 2021 to 2030.

According to recent projections, the value added in the chemicals market is expected to reach US$ 29.7 billion in 2024, with a compound annual growth rate (CAGR) of 3.26% from 2024 to 2029.

Ranked as the sixth largest worldwide in chemical sales, India has attracted significant foreign direct investment (FDI), with cumulative FDI inflows reaching US$ 21.7 billion from April 2000 to September 2023. The sector benefits from 100% FDI under the automatic route, bolstering investor confidence and facilitating growth.

India's Petroleum, Chemical, and Petrochemical Investment Regions (PCPIR) are expected to attract investments worth US$ 420 billion, reflecting the sector's robust potential.

Two key growth drivers for India

China Plus One: Major companies within the global chemical sector are actively seeking ways to lessen their dependence on China as the main supplier of raw materials. This transition has created appealing opportunities for India to service global demand and draw investments into its chemical industry.

Europe+1: Additionally, there is growing consideration for the 'Europe+1' strategy. With the EU pursuing rigorous policies like climate regulations, there's a growing inclination to shift some chemical manufacturing operations to India, anticipating lower production costs.

Union Budget 2024 impact

By strategically prioritising the manufacturing sector, infrastructure, employment and skills with sustainable and inclusive development, the Budget has fostered an attractive climate for investment, innovation, and industry scaling, which will give an impetus to the Indian chemical industry.

Source: The Economic Times, May 25, 2024
https://economictimes.indiatimes.com/industry/indl-goods/svs/chem-/-fertilisers/indias-chemicals-market-to-hit-29-7-bn-in-2024-set-for-steady-growth-with-3-26-cagr-through-2029/articleshow/110418837.cms?from=mdr#

12%

The chemicals sector contributes 12% to India's total exports, highlighting its significance in the global market.

THE DYES INDUSTRY OVERVIEW

GLOBAL DYES INDUSTRY

The global dyes and pigment market was valued at US$ 38.2 billion in 2023 and is poised to grow to US$ 57.8 billion by 2031, growing at a CAGR of 5.3% in the forecast period (2024-2031).

More products sold online (e-commerce) have made it easier for businesses to reach more customers. This has helped the overall market grow.

Additionally, the global construction industry is booming, which is also creating a bigger demand for these products. Some countries, like the U.S., China, and India, are expected to see much more construction in the coming years, so the need for these products will continue to grow.

The market for dyes and pigments is rich with prospects due to the rising demand for environmentally friendly and sustainable products, developments in nanotechnology, the expansion of sectors including the automotive and construction industries, and the growing textile and clothing industry.

The demand for natural and organic dyes and pigments with no negative environmental effects has increased due to the focus on ecologically friendly products.

Additionally, there are opportunities for market expansion due to the demand for brilliant and long-lasting colour solutions in sectors like packaging, construction and automotive.

INDIA DYES INDUSTRY

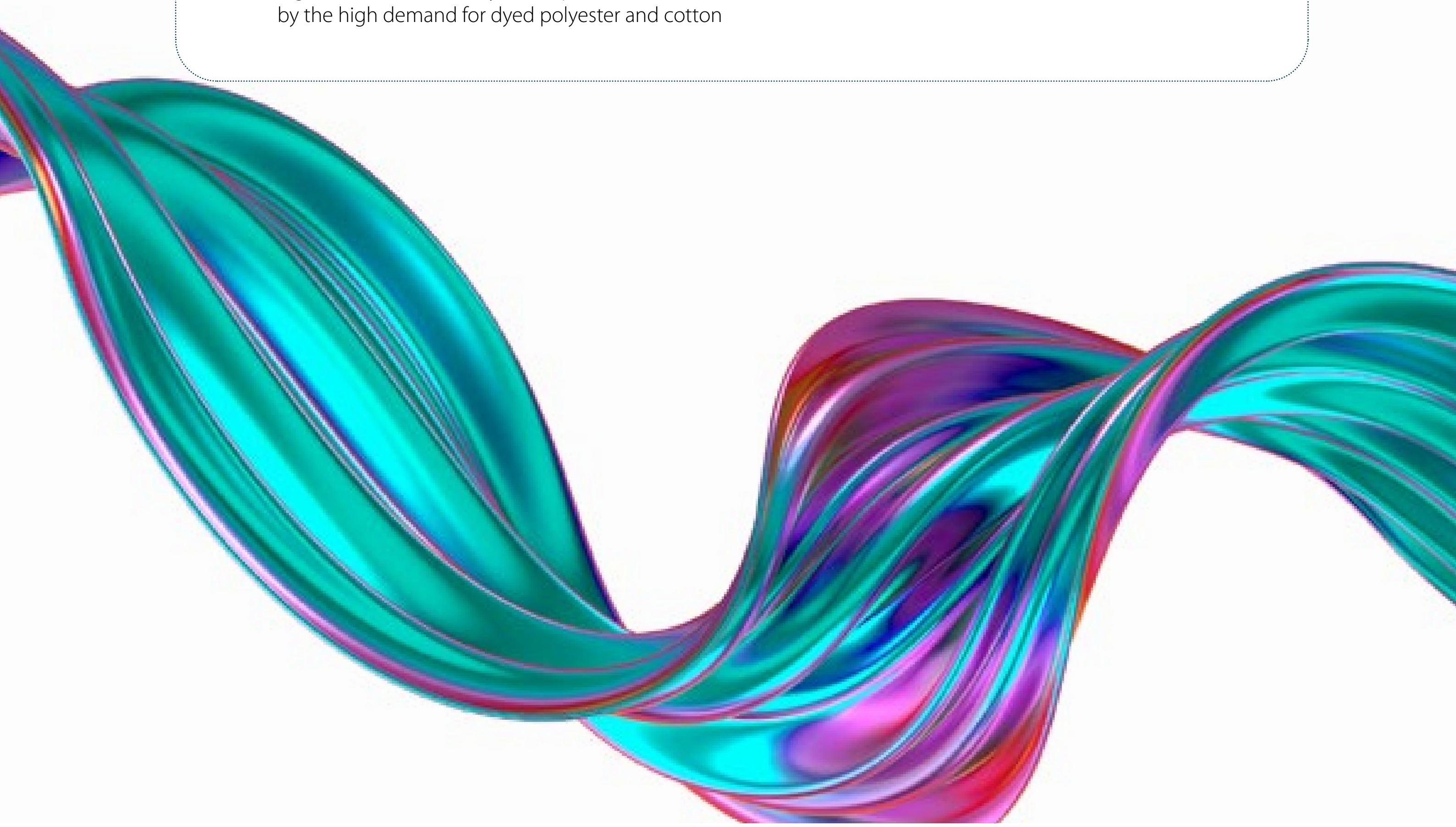
Dyestuff and pigments is the only industry within the chemical sector in India that holds 17% of the global market compared to other industries in terms of market share. The sector is self-sufficient and contributes positively to India's economy on the world stage.

In India, Maharashtra and Gujarat take the lead in producing 90% of the country's dyestuffs. This is mainly because these regions have easy access to raw materials and are home to a thriving textile industry.

Regarding the end-users, benefits go to a diverse range of industries. Textiles lead the pack, consuming around 80% of the dyestuffs produced, driven by the high demand for dyed polyester and cotton fabrics. Additionally, sectors such as paper, plastics, printing ink and food processing are large consumers of dye and dye intermediates.

In the fiscal year 2024, the Indian dyestuff sector encountered some tough times. This was primarily owing to the dismal performance of the textile. Additionally, the dyestuff industry had to deal with fluctuating material costs and logistics challenges.

Experts predict the dyestuff sector will regain strength as the textile industry bounces back. Additionally, if input prices stabilise, it will further boost the industry's performance. Moreover, the market is expected to grow due to the increasing demand for vibrant and durable colour solutions.



SPECIALITY CHEMICAL INDUSTRY

GLOBAL SPECIALITY CHEMICALS

The speciality chemicals industry is a critical component of the global chemical sector. It has demonstrated robust growth and resilience in recent years. The global market size for speciality chemicals was valued at US$ 641.5 billion in 2023 and is anticipated to grow at a CAGR of 5.2% from 2024 to 2030.

The APAC region's emerging economies have been a major driving force behind these growth projections. Various sectors in these nations, such as construction, cosmetics, plastics, and water treatments, are expected to grow rapidly. This will, in turn, lead to a rise in demand for speciality chemicals.

This sector is characterised by producing high-value chemicals tailored to specific applications. This industry spans diverse markets, including pharmaceuticals, agrochemicals, construction, personal care and performance materials.

INDIAN SPECIALITY CHEMICALS

The Indian speciality chemicals sector is also on the rise. It is experiencing a remarkable surge, with projections indicating an impressive annual growth of 9.3% CAGR between 2023-2050. This growth trajectory opens up substantial avenues for domestic and international industry players.

What is driving the growth is the significant demand from diverse sectors such as food, automotive, real estate, fashion, cosmetics and more. These industries increasingly rely on speciality chemicals to enhance their products and processes, creating a fertile ground for market expansion.

Speciality chemicals currently command a sizeable portion in the grand scheme of things, accounting for approximately 22% of India's overall chemicals and petrochemicals market.

Several pivotal factors contribute to India's status as a highly lucrative destination for manufacturing speciality chemicals, as detailed below.

- India offers many business advantages, making the country an attractive destination for investment and growth. Firstly, there's abundant availability of feedstock, providing a solid foundation for manufacturing processes. Additionally, India has an extensive coastline and navigable rivers, facilitating seamless trade and domestic and international transportation.
- Moreover, the country's regulatory framework is conducive to business operations, offering favourable government regulations that support growth and innovation. This, coupled with ample opportunities to substitute imported goods with locally manufactured alternatives, enhances India's self-reliance and economic resilience.
- India provides robust protection for intellectual property rights, instilling confidence in investors and fostering a conducive environment for innovation and creativity. Continued investments in core research and development capabilities, coupled with the country's sheer size and efficiency measures driving down production costs, position India favourably to expand its global market share. As a result, the Indian speciality chemicals industry is poised for sustained growth, with forecasts indicating it may outpace the rest of the world in the upcoming years.
- Indian speciality chemical companies are using the cost-plus pricing model that will likely minimise the impact of the sharp increase in raw material prices. Right now, the prices of these materials might stay high because of the conflict between Russia and Ukraine. Despite this, companies are still making marginal profit by adjusting their prices to match the increased costs, even if there's a bit of delay.

Growing disposable incomes and rapidly increasing urbanisation are fuelling growth in end-user segments, such as paints, textiles, adhesives, and personal and home care products, which in turn bodes well for the domestic consumption outlook of the speciality chemicals industry in India.

TEXTILE INDUSTRY OVERVIEW

GLOBAL TEXTILE INDUSTRY

The global textile industry grappled with persistent challenges as it navigated through 2023.

The global textile industry faced a tumultuous 2023, marked by a dramatic downturn in investment. This was a direct consequence of a precipitous decline in demand for textile products, particularly in key consumer markets such as the United States and Europe.

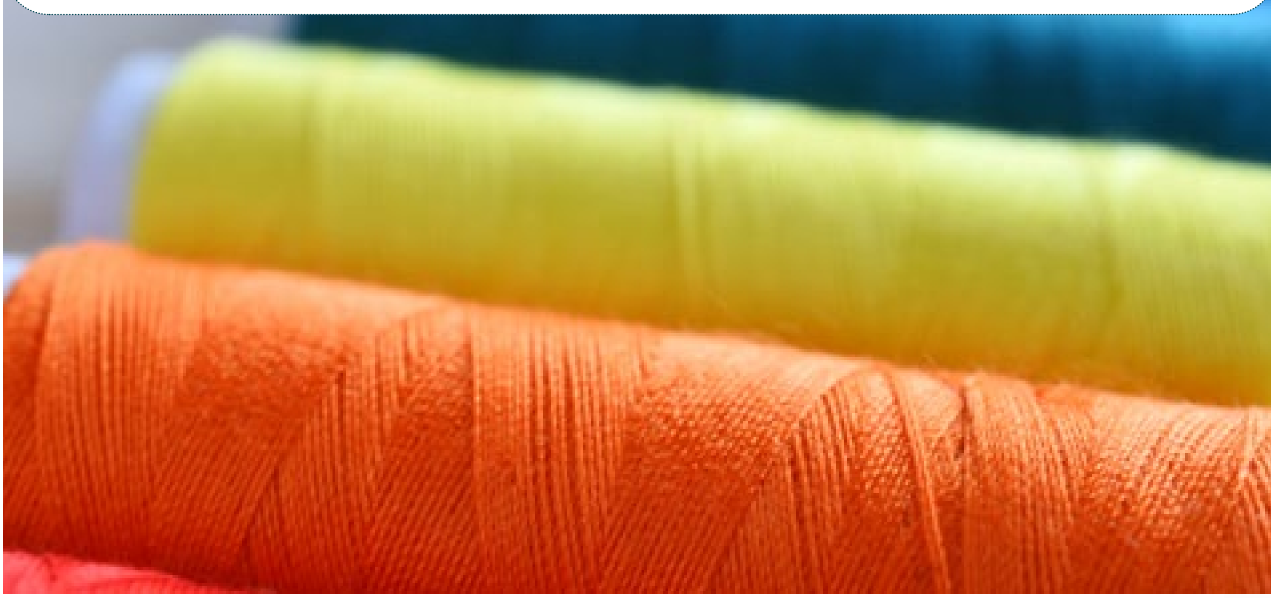
Textile manufacturers worldwide were caught in a perfect storm of soaring production costs and tepid consumer spending. This lethal combination led to a significant buildup of unsold inventory throughout the supply chain, sharply reducing new orders for textile producers.

Another significant factor that influenced the industry was inflation, which led individuals to tighten their spending, resulting in reduced consumption. Consequently, businesses within the industry faced diminishing demand, prompting a noticeable shift in overall consumption patterns.

While McKinsey forecasts a modest global industry growth of 2 to 4% in 2024, the recovery is expected to be uneven. The luxury segment is anticipated to outperform, continuing its trend of high profitability. However, both Europe and China are projected to experience continued sluggishness, while the United States is expected to show signs of improvement compared to the previous year.

Furthermore, with the growing emphasis on environmental sustainability and the adoption of circular economy principles, consumers increasingly demand sustainable and eco-friendly textile options. This shift in consumer preferences has opened up lucrative industrial growth opportunities.

Medium-term projections indicate that the textile industry will experience an upward trajectory as it will reach an estimated US$ 755.38 billion by 2027, driven by a steady compound annual growth rate (CAGR) of 5.5%.



Indian Textile Industry

The textile industry in India holds a significant place in the country's economy, just behind agriculture. It's one of the world's largest, with a vast base for making raw materials and textiles. The economy relies heavily on textile manufacturing, trade, and other major industries.

A big chunk of India's foreign exchange earnings, about 27%, comes from exporting textiles and clothing alone. This sector also plays a crucial role in the country's industrial production, contributing around 14%, and adds about 3% to the overall gross domestic product (GDP).

Some trends in the Indian textile industry are mentioned below.

- **Increasing Demand for Man-made Fibres:** India ranks as the world's second-largest producer of man-made fibres, constituting nearly 100% of non-cotton and blended fabrics. With annual production exceeding 1,441 million kilograms of synthetic fibres and over 3,000 million kilograms of synthetic filaments, these fibres, such as viscose and polyester, offer flexibility, durability and hydrophobic properties. They are vital to India's textile industry, providing adaptability to changing market dynamics and reinforcing its global leadership position in textile manufacturing.

- **Growing Need for Yarn Quality:** Today's consumers prioritise quality over price when making purchasing decisions. In garment manufacturing, quality extends across processes and products, encompassing attributes such as durability, aesthetics, functionality and adherence to standards. Manufacturers play a crucial role in meeting these demands, as consumers value reliability and overall value. Quality remains paramount in the garment manufacturing industry, reflecting its enduring importance in satisfying consumer preferences and expectations.

- **Demand For Natural Fibres:** With a growing focus on environmental sustainability, there's a noticeable surge in demand for natural fibres within the textile industry. These fibres, such as cotton, silk, linen, wool, jute and cashmere, form the foundation of the Indian textiles sector. This industry, valued at US$138 billion, is expected to expand significantly, reaching an estimated US$195 billion by 2025.

The market for Indian textiles and apparel manufacturers may touch the US$ 350 billion mark by 2030 on the back of a long-term positive outlook for the Indian economy and a strong focus on emerging areas like technical textiles, home furnishing, specialised fabrics and fashion apparel.

FINANCIAL PERFORMANCE

STANDALONE FINANCIAL STATEMENTS

Total Revenue increased from ₹624.88 crore in FY23 to ₹669.95 crore in FY24. This rise was primarily driven by a boost in sales, which benefited from improved pricing of raw materials as the year progressed.

Expenditure grew from ₹760.80 crore in FY23 to ₹763.38 crore in FY24. This increase was attributed to higher inventory purchase costs and a rise in Financial Cost.

Finance Cost scaled from ₹6.10 crore to ₹22.50 crore compared to FY 23 due to increased borrowing in FY24.

Net Profit/Loss: While revenue increased, it was insufficient to balance out the significant rise in expenses, resulting in a negative profit for the year. The Company's losses decreased from ₹134.21 crore in the previous year to ₹93.55 crore in the current year.

Non-Current Liabilities: The non-current liabilities have decreased from ₹50.17 crore as on March 31, 2023 to ₹31.60 crore as on March 31, 2024. This decrease is primarily in long-term borrowing, which is payable in the next financial year.

Current Liabilities: The current liabilities have increased from ₹428.41 crore as on March 31, 2023 to ₹525.27 crore as on March 31, 2024. This increase is primarily due to long-term borrowing, which is payable in the next financial year.

Non-Current Assets: The non-current assets have reduced from ₹772.62 crore as on March 31, 2023 to ₹739.16 crore as on March 31, 2024. The decline in total non-current assets is due to a decrease in a net block of assets such as property, plant, and equipment on account of the provision of depreciation.

Current Assets: The current assets increased marginally from ₹197.27 crore as on March 31, 2023 to ₹214.86 crore as on March 31, 2024. This jump was owing to a marginal increase in inventory.

CONSOLIDATED FINANCIAL PERFORMANCE

Total Revenue remained largely at the previous year's levels due to muted customer demand.

Total Expenses declined marginally from ₹1,037.74 crore in FY23 to ₹1,032.82 crore in FY24.

The Company recorded a net profit (before OCI) of ₹133.02 crore compared to ₹106.64 crore in the preceding financial year.

Non-Current Liabilities decreased from ₹50.50 crore as on March 31, 2023, to ₹31.87 crore as on March 31, 2024. This decrease is primarily in long-term borrowing, which is payable in the next financial year.

Current Liabilities increased from ₹474.83 crore as of March 31, 2023, to ₹567.28 crore as of March 31, 2024, consequent to an increase in current borrowings. This increase is primarily due to long-term borrowing, which is payable in the next financial year.

Non-Current Assets increased from ₹2,668.12 crore as on March 31, 2023, to ₹2,852.18 crore as on March 31, 2024.

Current Assets increased from ₹536.48 crore as on March 31, 2023, to ₹558.69 crore as on March 31, 2024, due to a rise in inventory and trade receivable balances.

DETAILS OF KEY FINANCIAL RATIOS

In compliance with the requirement of the listing regulations, the key financial ratios were examined and the ratios with significant changes of 25% or more as compared to the immediately previous financial year have been provided hereunder along with the explanation for the changes, if any.

Key Financial Ratios	FY 2023-24	FY 2022-23	Reason for Significant Change, if any
Inventory Turnover Ratio (times)	4.41	4.39	No Significant Change hence not applicable.
Interest Coverage Ratio (times)	-3.18	-21.19	Interest Coverage Ratio is in negative due to loss incurred during the year. Further, this ratio decreased due to increase in Interest expense on account of new additional borrowings made during the year.
Current Ratio (times)	0.41	0.46	No Significant Change hence not applicable.
Debt Equity Ratio (times)	0.31	0.10	Debt Equity Ratio increase due to addition of new borrowings during the year
Operating Profit Margin (%)	-17.97%	-25.40%	Due to increase in sales realisation which leads to absorption of fixed costs and slight decrease in operational expenses.
Net Profit Margin (%)	-14.87%	-22.23%	Due to increase in sales realisation leading to absorption of fixed costs and slight decrease in operational expenses
Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof	-23.71%	-27.21%	Due to decrease in Net Loss incurred as compare to previous year, this ratio is improved marginally.

INTERNAL CONTROL SYSTEMS

The Company's internal control systems are effective and robust, ensuring efficient use and protection of resources and compliance with policies, procedures, financial reporting, and statutory requirements. They are commensurate with the size of the Company and the nature of its business activities. There are also proper systems in place to safeguard the Company's interests by reviewing audit controls and making changes in the scope of the audit committee when necessary.

Auditing standards conduct internal audits to review the design effectiveness of internal control systems and procedures to manage risks, operate monitoring controls, ensure compliance with relevant policies and procedures, and recommend improvements in processes and procedures.

The Audit Committee regularly reviews the adequacy and effectiveness of internal audit systems. It monitors the implementation of internal audit recommendations, including those relating to strengthening the Company's risk management policies and systems. The systems are regularly updated and enhanced to face changing business requirements.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES

The Company's Human Resource Development strategy is rooted in relevance, continuity and equity. It steadfastly pursues investments in human capital and talent management processes, characterised by various initiatives tailored to engage the workforce, particularly the younger generation, while ensuring a harmonious alignment between organisational objectives and individual aspirations.

The HR department remains firmly committed to synchronising its strategic interventions and operational procedures with a forward-looking vision to generate enduring value for the Company and its stakeholders. This steadfast dedication stands as a cornerstone in augmenting overall business performance. The Company has diligently fostered positive employee relations throughout the year, prioritising training and skill development opportunities to equip them with the capabilities needed to thrive in an evolving work landscape.

MANAGEMENT OUTLOOK

The past several years proved particularly challenging for the chemical industry and the Company due to the slow demand for dyes and chemicals, fluctuating raw material prices, high energy costs, high legal cost for Singapore Case and high inflations, especially in the USA and EU countries.

Despite these hurdles, our extensive experience in mitigating such challenges enabled us to navigate these turbulent times with poise, thereby minimising the impact on our financial performance. The Company is improving its quarterly performance through better product mix, cost control and overall increase in operational efficiency.

Due to enough capacity in the chemical sector, the company is looking to diversify and venture into copper and fertiliser business through its subsidiary companies.

RISKS AND CONCERNS

The Company maintains an extensive risk management framework meticulously tailored to the unique needs of its diverse business portfolio. This framework is diligently crafted, considering a myriad of factors, such as the scale and nature of inherent risks and the regulatory landscape specific to each business segment or operational entity. Given the prevailing global and domestic challenges, there is a heightened focus on closely monitoring external factors that could impact business operations. Vigilance remains a cornerstone of the Company's risk management ethos.

The Board engages in rigorous risk management processes, fortified by robust internal controls, to safeguard strategic objectives and shield the organisation from adverse events. This comprehensive approach enhances corporate sustainability and underscores the pivotal role of risk management in the Company's overarching corporate philosophy and strategic execution. To further bolster this framework, the Company has established a dedicated Risk Management Committee tasked with monitoring, reporting and mitigating various risks encountered.

CAUTIONARY STATEMENT Certain statements made in this Report relating to the Company's outlook, estimates, predictions, etc. may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such estimates, whether express or implied. Several factors that could make a difference to Company's operations include climatic conditions and economic conditions affecting demand and supply, changes in Government regulation tax regimes, natural calamities, etc. over which the Company does not have any direct control.

Notice

NOTICE is hereby given that the 26th Annual General Meeting ("**AGM**") of the members of **KIRI INDUSTRIES LIMITED ("the Company")** will be held on Friday, September 27, 2024 at 11.00 A.M. through Video Conference ("**VC**"), to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the year ended on March 31, 2024, together with the reports of the Directors' and Auditors' thereon.**
2. **To re-appoint a Director in place of Mr. Girish Tandel (DIN:08421333), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESSES:

3. **To appoint Mr. Nanubhai Kathiria (DIN : 00319037) as an Independent Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "**Act**"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "**SEBI Listing Regulations**"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (the "**Board**"), Mr. Nanubhai Kathiria (DIN: 00319037) who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 29, 2024, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. up to August 28, 2029.

   RESOLVED FURTHER THAT the Board, which term shall be deemed to include any committee(s) constituted thereunder and key managerial personnel of the Company, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To appoint Mr. Ashokkumar Rajpara (DIN: 01987200) as an Independent Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, (the "**Act**") the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "**SEBI Listing Regulations**"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (the "**Board**"), Mr. Ashokkumar Rajpara (DIN: 01987200), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 29, 2024, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. upto August 28, 2029.

   RESOLVED FURTHER THAT the Board which term shall be deemed to include any committee(s) constituted thereunder and key managerial personnel of the Company, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To ratify the remuneration of Cost Auditors of the Company for the FY 2024-25.**

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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for payment of remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable tax and out of pocket expenses to M/s. V. H. Savaliya & Associates, Cost Accountants, who have been appointed by the Board of Directors of the Company (the "**Board**") at its meeting held on August 12, 2024, for audit of cost records for the Financial Year 2024-25 and the same be and is hereby ratified and confirmed by the members of the Company.

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

6. **To approve to give loans, guarantee and to provide security under Section 185 of the Companies Act, 2013.**

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 185 and all other applicable provisions, if any of the Companies Act, 2013 (the "**Act**") and Rules made thereunder, and applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") read with rules, regulations, directions made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), and subject to such other consents, permissions, approvals, as may be required in that behalf, and in accordance with the Memorandum of Association and the Articles of Association of the Company and pursuant to approval of Board of Directors (the "**Board**"), the consent of the members of the Company be and is hereby accorded to the Board of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to a limit not exceeding ₹ 1000 Crore (Rupees One Thousand Crore), from time to time, in one or more tranches in their absolute discretion as may be deemed beneficial and in the interest of the Company, on such terms and conditions as the Board may consider fit and proper.

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

7. **To issue warrants, convertible into equity shares on preferential basis to the Promoters and Members of the Promoter Group 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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") on which the equity shares of the Company having face value of ₹ 10/- (Rupees Ten) each ("**Equity Shares**") are listed (collectively, "**Concerned Authorities**"), from time to time to the extent applicable, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Concerned Authorities and subject to such terms, conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, consents and permissions, which may be agreed by the Board of Directors of the

Company (the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution and key managerial personnel of the Company), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot on a preferential basis, in one or more tranches, up to 1,33,33,789 (One Crore Thirty Three Lakh Thirty Three Thousand Seven Hundred and Eighty Nine) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("**Warrants**") at a price of ₹ 369/- (Rupees Three Hundred Sixty Nine only) each payable in cash (**"Warrants Issue Price"**), aggregating up to ₹ 492.02 Crore, which may be converted or exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following Promoters and Members of the Promoter Group ("**Proposed Allottees/ Warrant Holders**"), in such manner and on such terms and conditions as set out herein and in the explanatory statement attached hereto and as may be determined by the Act, Chapter V of the SEBI ICDR Regulations and other applicable laws (**"the Preferential issue"**).

Sr. No.	Name of Proposed Allottees/Warrant Holders	Category	Number of Warrants proposed to be issued
1	Manishkumar P Kiri	Promoter	36,33,789
2	Anupama Manishkumar Kiri	Promoter Group	38,00,000
3	Arunaben Pravinbhai Kiri	Promoter Group	27,00,000
4	Hemil Manishkumar Kiri	Promoter Group	32,00,000
	Total		**1,33,33,789**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determination of the issue price of the Warrants is Wednesday, August 28, 2024, being the date 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT the Preferential issue of the Warrants and Equity Shares to be allotted upon exercise of rights attached to the Warrant(s) shall be subject to the following terms and conditions, apart from others as outlined in the explanatory statement annexed hereto and as prescribed under applicable laws:

i. the Warrant Holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

ii. the Warrant Holders shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the issue price in terms of the SEBI ICDR Regulations and the balance 75% at the time of exercise of the right attached to the Warrant(s) to convert the Warrant(s) and subscribe to the Equity Shares(s) of the Company;

iii. the consideration for allotment of Warrants and/ or Equity Shares arising out of exercising the right attached to the Warrant(s) shall be paid to the Company from the Bank account of the Warrant Holders;

iv. the Warrants shall be issued and allotted by the Company in Dematerialized form within a period of 15 (fifteen) days from the date of passing of a Special Resolution by the Members of the Company, provided that where the allotment of said Warrants is pending on account of pendency of any approval or permissions from any Concerned Authorities, the allotment shall be completed within the period of 15 days from the date of receipt of last of such approval or within such further period/s as may be prescribed or allowed by the Concerned Authorities;

v. the right attached to the Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of Warrants by issuing a written notice ("**Conversion Notice**") to the Company by specifying the number of Warrants proposed to be converted and the date for the same. The company shall accordingly, without any further approval from the Members, issue and allot the corresponding number of Equity shares in dematerialised form to the Warrant Holders;

vi. in case the Warrant Holders fails to exercise its right against the outstanding Warrants to convert the same into Equity Shares of the Company within the said 18 (eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;

vii. the Equity Shares to be allotted on exercise of the rights attached to the Warrants shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and the provisions of the Memorandum and Articles of Association of the Company;

viii. the Equity Shares to be allotted on exercise of the rights attached to the Warrants will be listed and traded on the Stock Exchange(s), where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be;

ix. the entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per the provisions of Chapter V of the SEBI ICDR Regulations;

x. the Warrants allotted in terms of this resolution and the equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of Chapter V of SEBI ICDR Regulations;

xi. the Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend and voting rights) in the Company in respect of such Warrants.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer letter in Form PAS-4 along with application form, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient to the issue and allotment of the Warrants/ Equity Shares arising on exercise of rights attached to such Warrants, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

i. to issue and allot the Warrants and such number of equity shares upon exercise of the rights attached to the Warrants;

ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to the Concerned Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing and trading approval for the equity shares to be allotted upon exercise of the rights attached to the Warrants;

iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Warrant holders, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the relevant terms and conditions with respect to the issue and allotment of Warrants and/or resultant equity shares, as may be required by the Concerned Authorities involved in or concerned with;

iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted upon exercise of the rights attached to the Warrants and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted upon exercise of the rights attached to the Warrants and listing of such equity shares on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted upon exercise of the rights attached to the Warrants);

vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the Act, the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), or Committee of Director or Company Secretary or any officer(s) of the Company to give effect to the aforesaid resolution, including execution of any documents on behalf of the Company and to represent the Company before any Concerned Authorities and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors

Suresh Gondalia
Company Secretary
M. No.: F7306

Place: Ahmedabad
Date: August 29, 2024

Registered Office:
7th Floor, Hasubhai Chambers,
Opp. Townhall, Ellisbridge,
Ahmedabad – 380 006
CIN: L24231GJ1998PLC034094

Notes:

1. Pursuant to the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by the Securities and Exchange Board of India ("SEBI") (collectively, "the Circulars"), the Companies are allowed to hold AGM through video conference ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue and also allowed to send notice and annual report through electronic mode only. Hence, in compliance with the aforesaid Circulars, the AGM of the Company is being held through VC. The deemed venue for AGM shall be the Registered Office of the Company. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, participation in the AGM through VC facilities and e-Voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 14 and is also available on the website of the Company at www.kiriindustries.com.

2. Pursuant to the provisions of the Companies Act, 2013 ("Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate and cast their votes through e-Voting and requested to send a true copy of board resolution or authorization letter to the Company by email to info@kiriindustries.com or upload on VC portal. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

3. Participation of Members through VC will be reckoned for the purpose of ascertaining quorum for the AGM as per Section 103 of the Act.

4. The Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories, in accordance with the aforesaid Circulars. Members may note that Notice and Annual Report has also been uploaded on the website of

the Company at www.kiriindustries.com and also be accessed from the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of CDSL i.e. www.evotingindia.com.

5. The Members can join the AGM through VC mode, 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to 1000 members on "first come first serve basis". This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

6. The Company has notified closure of Register of members and share transfer books from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of AGM.

7. Relevant documents referred to in the accompanying Notice and all the statutory registers will be available for inspection without fees by members from the date of circulation of this notice till the date of AGM i.e. September 27, 2024. Members seeking to inspect such documents can send an email to info@kiriindustries.com.

8. Notice of the Meeting is being sent to all the Members, whose names appeared in the Register of Members as on Friday, August 30, 2024.

9. As per provisions of Regulations 40 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI notification dated 24 January, 2022, transfer of listed securities shall not be processed unless the securities are held in dematerialized form. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. Trading in equity shares of the Company is compulsory in dematerialised mode by all the members. Members are therefore advised to convert their shares in dematerialized form in case they wish to trade their equity shares.

10. Members are requested to:

    a. Intimate any changes in their address, details relating to nomination, e-mail address, telephone or mobile number, bank details such as name of bank and branch details, bank account number, MICR code, IFSC code etc. and dividend related matter to their Depository Participants ("DP") in case the shares are held in electronic form and to the Company's Registrar and Share Transfer Agent i.e. Cameo Corporate Services Limited, Subramanian Building # 1, Club House Road, Chennai- 600 002, in case shares are held in physical form.

    b. Note that dividends that are not claimed within seven (7) years from the date of transfer to the Company's unpaid dividend account will be transferred to Investor Education and Protection Fund (IEPF) as per Section 124 of the Act. The shares on which dividend remains unclaimed/ unpaid for seven (7) consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable Rules.

    The following table provides dates on which unclaimed/unpaid dividend and their corresponding shares would become liable to be transferred to the IEPF:

Financial Year	Type of Dividend	Dividend Rate (%)	Date of Declaration	Due date for transfer to IEPF
2018-19	Final	20	27.09.2019	27.10.2026
2019-20	Final	5	25.09.2020	25.10.2027

    c. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents i.e. Cameo Corporate Services Limited.

    d. Quote Folio No./ DP ID and Client ID number in all correspondence with the Company and Registrar & Transfer Agent.

    e. Register their e-mail address with their respective DP to receive the Annual Report and other communications from the Company in electronic form.

11. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business set out above is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item No. 2, 3 and 4 of the Notice are also annexed.

12. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, there were no shares required to be transferred to IEPF Authority during Financial Year 2023-24.

13. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

14. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and the Circulars, the Company is pleased to offer the facility of voting through electronic means for the businesses set out in the Notice. For this purpose, the Company has appointed CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by members using remote e-Voting as well as voting during AGM will be provided by CDSL.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC ARE AS UNDER:

(i) The voting period begins on Tuesday, September 24, 2024 at 9.00 A.M. (IST) and ends on Thursday, September 26, 2024 at 5.00 P.M. (IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 20, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during AGM.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed by SEBI that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS " Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode-login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

(v) Login method for e-Voting and joining virtual meeting for shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.

1) The shareholders should log on to the e-Voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant “Kiri Industries Limited” on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option

"YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians – for Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@kiriindustries.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-Voting.
3. Shareholders who have voted through remote will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@kiriindustries.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA's email id investor@cameoindia.com.

2. For Demat shareholders, please update your email id & mobile no. with your respective DP.

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

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

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

GENERAL INSTRUCTIONS:

a) M/s. RTBR & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting in a fair and transparent manner.

b) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company.

c) The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted to the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website www.kiriindutries.com and CDSL's website www.cdslindia.com.

Brief Profile of Directors being Appointed/Re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A. Mr. Girish Tandel – Whole Time Director

Name	Mr. Girish Tandel
Director Identification Number (DIN)	08421333
Date of Birth	May 12, 1962
Nationality	Indian
Date of first appointment to the Board	February 11, 2023
Qualifications	Master of Science, Master of Philosophy, Doctor of Philosophy
Brief resume and nature of expertise in specific functional areas	He is heading Research & Development department and leading the chemist team for new product development, improvement of existing process and indulge in sustainable manufacturing activities relevant to Reactive Dyes, Disperse Dyes & its Intermediates. He is also looking after the all kind of certification like Bluesign System Partner, Zero Discharge of Hazardous Chemicals and Global Organic Textile Standard.
Disclosure of relationship between Directors inter-se	Not Applicable
The number of Meetings of the Board attended during the year (2023-24)	4 (four)
Remuneration proposed to be paid	As approved by members by passing special resolution through postal ballot dated May 07, 2023.
Remuneration last drawn	Please refer to Corporate Governance Report
Names of Listed entities in which he also holds the directorship and the membership of committees of the board along with listed entities from which the person has resigned in the past three years	Nil
No. of shares held	Nil

B. Mr. Nanubhai Kathiria – Independent Director

Name	Mr. Nanubhai Kathiria
Director Identification Number (DIN)	00319037
Date of Birth	September 09, 1962
Nationality	Indian
Date of first appointment to the Board	August 29, 2024
Qualifications	F.C.S., B. Com., LL. B.,
Brief resume and nature of expertise in specific functional areas	He is a fellow member of the Institute of Company Secretaries of India and also holds bachelor degree of Commerce and Legislative Law. He has rich experience of more than 36 years in the fields of Company Law, Corporate Laws, Amalgamation & Mergers, Secretarial Audit, IPOs, Intellectual Property Rights and Project Management. He has worked as a Company Secretary in various public companies and practicing since last 25 years.
Disclosure of relationship between Directors inter-se	Not Applicable
The number of Meetings of the Board attended during the year (2023-24)	NA
Remuneration proposed to be paid	He shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board/ Committees as approved by the Board.
Remuneration last drawn	N.A being first appointment
Names of Listed entities in which he also holds the directorship and the membership of committees of the board along with listed entities from which the person has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which Mr. Nanubhai Kathiria meets such requirements	As per the resolution at Item no. 3 of this Notice, read with the explanatory statement thereto.
No. of shares held	Nil

C. Mr. Ashokkumar Rajpara – Independent Director

Name	**Mr. Ashokkumar Rajpara**
Director Identification Number (DIN)	01987200
Date of Birth	May 19, 1970
Nationality	Indian
Date of first appointment to the Board	August 29, 2024
Qualifications	F.C.A., B. Com, Master of Valuation of Real Estate
Brief resume and nature of expertise in specific functional areas	Mr. Ashokkumar Rajpara is a fellow member of the Institute of Chartered Accountants of India ("ICAI") and also holds bachelor degree of Commerce. Further, he has done master in Valuation of Real estate from Sardar Patel university and also done certified course on Forensic Accounting and Fraud Detection from ICAI. He has rich experience of more than 27 years as a practicing chartered accountant in the fields of Accounting, Direct & Indirect Tax Planning, Auditing, Corporate Finance.
Disclosure of relationship between Directors inter-se	Not Applicable
The number of Meetings of the Board attended during the year (2023-24)	NA
Remuneration proposed to be paid	He shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board/ Committees as approved by the Board.
Remuneration last drawn	N.A being first appointment
Names of Listed entities in which he also holds the directorship and the membership of committees of the board along with listed entities from which the person has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which Mr. Ashokkumar Rajpara meets such requirements	As per the resolution at Item no. 4 of this Notice, read with the explanatory statement thereto.
No. of shares held	Nil

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

The Board of Directors, upon recommendation of Nomination and Remuneration Committee, in its meeting held on August 29, 2024, appointed Mr. Nanubhai Kathiria (DIN: 00319037) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 consecutive years with effect from August 29, 2024 to August 28, 2029. He would hold office up to the date of the ensuing Annual General Meeting of the members of the Company.

Mr. Nanubhai Kathiria is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("**Act**") and has given his consent to act as a Director. The Company has also received a declaration from Mr. Nanubhai Kathiria that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Nanubhai Kathiria for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Nanubhai Kathiria fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

The Nomination and Remuneration Committee reviewed the capabilities of Mr. Nanubhai Kathiria vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Nanubhai Kathiria as an Independent Director, for a term of 5 (Five) consecutive years effective from August 29, 2024. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Nanubhai Kathiria possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

Considering Mr. Nanubhai Kathiria's Professional experience in the fields of Ethics, Corporate Governance, Risk Management, Company Law, Corporate Laws, Amalgamation & Mergers, Secretarial Audit, IPOs, Intellectual Property Rights and Project Management, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from August 29, 2024 to August 28, 2029 and he shall not be liable to retire by rotation. Mr. Nanubhai Kathiria will be entitled to receive sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the meetings.

Draft letter of appointment of Mr. Nanubhai Kathiria setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Additional information in respect of Mr. Nanubhai Kathiria, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice. A brief profile of Mr. Nanubhai Kathiria is also provided at Annexure to this Notice.

None of the Directors or Key Managerial Personnel ("**KMP**") of the Company or their respective relatives, except Mr. Nanubhai Kathiria and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board of Directors recommends the special resolution proposing the appointment of Mr. Nanubhai Kathiria as an Independent Director of the Company, as set out in Item No. 3 1for approval by the Members.

Item No. 4

The Board of Directors, upon recommendation of Nomination and Remuneration Committee, in its meeting held on August 29, 2024, appointed Mr. Ashokkumar Rajpara (DIN: 01987200) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 consecutive years with effect from August 29, 2024 to August 28, 2029, subject to approval of the Members of the Company.

Mr. Ashokkumar Rajpara is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("**Act**") and has given his consent to act as a Director. The Company has also received a declaration from Mr. Ashokkumar Rajpara that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Ashokkumar Rajpara for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Ashokkumar Rajpara fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

The Nomination and Remuneration Committee reviewed the capabilities of Mr. Ashokkumar Rajpara vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Ashokkumar Rajpara as an Independent Director, for a term of 5 (Five) consecutive years effective from August 29, 2024. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Ashokkumar Rajpara possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

Considering Mr. Ashokkumar Rajpara's Professional experience in the fields of Ethics, Corporate Governance, Risk Management, Internal Audit, Accounting, Direct & Indirect Tax Planning, Auditing and Corporate Finance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from August 29, 2024 to August 28, 2029 and he shall not be liable to retire by rotation. Mr. Ashokkumar Rajpara will be entitled to receive sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the meetings.

Draft letter of appointment of Mr. Ashokkumar Rajpara setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Additional information in respect of Mr. Ashokkumar Rajpara, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice. A brief profile of Mr. Ashokkumar Rajpara is also provided at Annexure to this Notice.

None of the Directors or Key Managerial Personnel ("**KMP**") of the Company or their respective relatives, except Mr. Ashokkumar Rajpara and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board of Directors recommends the special resolution proposing the appointment of Mr. Ashokkumar Rajpara as an Independent Director of the Company, as set out in Item No. 4 for approval by the Members.

Item No. 5

The Board of Directors of the Company at their meeting held on August 12, 2024, have appointed M/s. V. H. Savaliya & Associates, Cost Accountants, as Cost Auditors at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and out of pocket expenses for audit of the cost records for the financial year 2024-25 upon recommendation of their appointment by the Audit Committee at its meeting held on the even date.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and rules framed thereunder, the remuneration payable to the Cost Auditors shall be ratified by the members of the Company.

Therefore, the Board of Directors of the Company proposes Ordinary Resolution as set out in Item No. 5 of the Notice for approval of Members of the Company.

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

Item No. 6

In terms of the provisions of Section 185 of the Companies Act, 2013 (the "**Act**"), amended from time to time, a Company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

The Company is expected to render support for the business requirements of other companies in the group, from time to time. The management is of the view that the Company may be required to extend financial assistance by way of loan, guarantee or security to the any person in whom any of the Directors of the Company is interested/ deemed to be interested.

Accordingly, consent of the members of the Company by way of a special resolution is required for extending financial assistance by way of loan, guarantee or security to any entity which is a subsidiary or associate or joint venture of the Company or to the any person in whom any of the Directors of the Company is interested/deemed to be interested.

Hence, the Board of Directors of your Company seeks consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act to advance any loan, or to give guarantee or provide any security up to a sum of ₹ 1000 Crore (Rupees One Thousand Crore Only).

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

Item No. 7

The Board of Directors of the Company (the "**Board**"), in its meeting held on August 29, 2024, subject to the necessary approvals as may be required, have approved the proposal for raising funds aggregating up to ₹ 492,01,68,141 (Rupees Four Hundred Ninety Two Crore One Lakh Sixty Eight Thousand One Hundred Forty One Only) by way of issuance of, up-to 1,33,33,789 (One Crore Thirty Three Lakh Thirty Three Thousand Seven Hundred and Eighty Nine) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("**Warrants**") at a price of ₹ 369/- each payable in cash ("**Warrants Issue Price**"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to Promoter and members of the Promoter group of the Company ("**Proposed Allottees/ Warrant Holders**"), by way of a preferential issue through private placement offer (the "**Preferential Issue**").

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations, to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "**Act**") and Rules made there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("**SEBI ICDR Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue Warrants and Equity Shares upon exercise of rights attached to the warrants on a preferential basis.

The salient features of the Preferential Issue, including disclosures required in accordance with the Act and Chapter V of the SEBI ICDR Regulations are as under:

1. **Objects of the Preferential Issue:**

   The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

   i. Repayment of debts together with interest thereon or any other secured or unsecured debt availed by the Company ("**Debt Repayment**");

   ii. To meet the Working Capital requirements including payment of legal/professional fees towards Singapore case of the Company ("**Working Capital requirements**");

   iii. To provide Financial assistance by way of loan and investment in securities to the group companies/ Subsidiary Companies/associate companies ("**Financial assistance**");

   iv. the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, operational and project related expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws ("**General Corporate Purposes**").

Utilization of Issue Proceeds:

Given that the funds to be received against Warrants conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (₹ In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Debt Repayment	125	Within 24 months from receipt of funds for the Warrants
2.	Working Capital requirements	200	
3.	Financial assistance	117	
4.	General Corporate Purposes	50	
	Total	**492**	

***considering 100% conversion of Warrants into equity shares within the stipulated time.**

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022 and amendments made thereafter, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. **Particulars of the Preferential Issue including date of passing of Board resolution and kinds and maximum number of securities offered and the Issue Price:**

The Board at its meeting held on August 29, 2024, subject to the approval of the members and other necessary approval(s), as may be required, approved to create, offer, issue and allot, on preferential basis, in one or more tranches, up-to 1,33,33,789 Warrants each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("Warrants") at a price of ₹ 369/- (including a premium of ₹ 359/-) each payable in cash.

3. **Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price of the Warrants shall be August 28, 2024, being the date 30 days prior to the date of this Annual General Meeting.

4. **Basis or justification for the price (including the premium, if any) at which the offer or invitation is being made along with the report of the Registered Valuer:**

The Equity Shares of the Company are listed and frequently traded on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The NSE, being the Stock Exchange with higher trading volumes for the preceding ninety/ten trading days prior to the Relevant Date, has been considered for determining the minimum issue price in accordance with the SEBI ICDR Regulations.

In terms of the SEBI ICDR Regulations, the minimum issue price at which the Warrants can be issued is ₹ 368.81/- per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

(a) 90 (ninety) trading days volume weighted average price of the equity shares of the Company quoted on the NSE, preceding the relevant date: ₹ 368.81/- per equity share;

(b) 10 (ten) trading days volume weighted average price of the equity shares of the Company quoted on the NSE, preceding the relevant date: ₹ 350.58/- per equity share;

(c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

As the proposed Preferential issue is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the Company has, in compliance with the provisions of Regulation 166A of the SEBI ICDR Regulations, obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report dated August 28, 2024, issued by M/s. Atharva Valuation (OPC) Private Limited, Registered Valuer having Reg. no. IBBI/RV-E/03/2022/174 is ₹ 368.81/- per warrant. The said report is available on the website of the Company at www.kiriindustries.com.

In view of the above, the Board of the Company has fixed the Warrant Issue price of ₹ 369/- (Rupees Three Hundred Sixty Nine Only) which is above the Minimum issue Price as determined in compliance with the requirements of the SEBI ICDR Regulations.

5. **Amount which the company intends to raise by way of such securities:**

The Company intends to raise an Amount not exceeding ₹ 492,01,68,141/- (Rupees Four Hundred Ninety Two Crore One Lakh Sixty Eight Thousand One Hundred Forty One Only).

6. **The class or classes of persons to whom the allotment is proposed to be made:**

   The Preferential issue of Warrant is proposed to be made to the Promoters and members of the Promoter Group of the Company.

7. **Name of the proposed allottees, the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

Sr. No.	Name of the Proposed Allottees	Category	Pre-issue Holding		Maximum No. of Warrants to be allotted	Post-issue Holding	
			No. of Shares	%		No. of Shares	%
1	Manishkumar P Kiri	Promoter	17,47,728	3.37	36,33,789	53,81,517	8.26
2	Anupama Manishkumar Kiri	Promoter Group	57,01,238	11.00	38,00,000	95,01,238	14.58
3	Arunaben Pravinbhai Kiri	Promoter Group	4,61,550	0.89	27,00,000	31,61,550	4.85
4	Hemil Manishkumar Kiri	Promoter Group	0	0.00	32,00,000	32,00,000	4.91
	Total		**79,10,516**	**15.26**	**1,33,33,789**	**2,12,44,305**	**32.60**

   Notes:

   a. ***The Pre-issue shareholding pattern is as on August 23, 2024.***

   b. ***The above post-issue shareholding has been calculated assuming all the proposed Warrants will be subscribed and subsequently be exercised or converted into equity shares.***

   Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, there will be corresponding changes in the shareholding as well as voting rights to the extent of Equity shares issued to the Proposed Allottees.

8. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees:**

   Not Applicable, as all the Proposed Allottees are natural persons.

9. **Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:**

   The Proposed Allottees are Promoters and/or member of the Promoter Group of the Company as mentioned above. The proposed allottee has confirmed their intention to invest an aggregate amount up to ₹ 492.02 Crore in the Company. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel or senior management of the Company intend to subscribe to the offer.

10. **Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter:**

    As mentioned above, the Proposed Allottees are Promoter and member of the Promoter Group of the Company and such status will continue to remain the same post the Preferential Issue.

11. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

    The Company has not made any preferential allotment during the current Financial Year 2024-25.

12. **Shareholding pattern of the Company before and after the preferential issue:**

Sr. No.	Categories	Pre-issue Shareholding (As on 23/08/2024)		Post-issue Shareholding*	
		No. of Shares held	% Holding	No. of Shares held	% Holding
A	**Promoters & Promoter Group Holding**				
1	**Indian**				
a)	Individuals & HUF	1,03,50,486	19.97	2,36,84,275	36.34
b)	Bodies corporate	35,00,000	6.75	35,00,000	5.37
	Sub-total (A1)	1,38,50,486	26.72	2,71,84,275	41.71
2	**Foreign promoters**				
a)	Individual	--	--	--	--
b)	Bodies corporate	--	--	--	--
	Sub-total (A2)	--	--	--	--
	Total Promoters & Promoter Group Holding (A)	1,38,50,486	26.72	2,71,84,275	41.71
B	**Non-Promoters' Holding**				
1	**Institutional Investor**				
a)	Domestic Institutions	5,70,873	1.10	5,70,873	0.88
b)	Foreign Institutions - Foreign Portfolio Investor (Category I & II)	2,01,94,447	38.96	2,01,94,447	30.99
	Sub-total (B1)	2,07,65,320	40.06	2,07,65,320	31.87
2	**Non-Institutions**				
a)	Resident Individuals	1,29,11,091	24.91	1,29,11,091	19.81
b)	Bodies Corporate	21,55,991	4.16	21,55,991	3.31
c)	Key Managerial Personnel	3,70,874	0.72	3,70,874	0.57
d)	Non-Resident Indians (NRIs)	5,69,708	1.10	5,69,708	0.87
e)	Foreign Nationals	37,611	0.07	37,611	0.06
f)	HUF	10,74,054	2.07	10,74,054	1.65
g)	Trusts	40,300	0.08	40,300	0.06
h)	LLP	58,557	0.11	58,557	0.09
i)	Clearing Members	219	0.00	219	0.00
	Sub-Total (B2)	1,72,18,405	33.22	1,72,18,405	26.42
	Total Non-Promoters' Holding (B)	3,79,83,725	73.28	3,79,83,725	58.29
	Grand Total (A + B)	**5,18,34,211**	**100.00**	**6,51,68,000**	**100.00**

***** *The post preferential shareholding pattern has been calculated assuming all the proposed Warrants will be subscribed and subsequently be exercised or converted into equity shares.***

13. **Time frame within which the preferential issue shall be completed:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, the Warrants shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing of a Special Resolution by the Members of the Company, provided that where the allotment of said Warrants is pending on account of pendency of any approval or permissions from any Concerned Authorities, the allotment shall be completed within the period of 15 days from the date of receipt of last of such approval or within such further period/s as may be prescribed or allowed by the Concerned Authorities.

14. **Lock-in period:**

The Warrants allotted in terms of this resolution and the equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in for such period as may be specified under the Chapter V of SEBI ICDR Regulations.

The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in for such period as may be specified under the Chapter V of the SEBI ICDR Regulations.

15. **Certificate from Practicing Company Secretaries:**

The certificate obtained from M/s. RTBR & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection to the Members at the Meeting and is available on the website of the Company at www.kiriindustries.com.

16. **Monitoring of utilisation of funds:**

Given that the issue size exceeds ₹ 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Crisil Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

17. **Undertakings:**

The Company hereby undertakes that:

a. None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations; None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations

b. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

c. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange;

d. The proposed allottee of warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

e. The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so; If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

f. The Company has obtained the Permanent Account Number of the Proposed Allottees.

The Board of Directors are of opinion that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolutions at Item no. 7 of the accompanying Notice for approval by the Members of the Company.

Mr. Manish Kiri, Chairman and Managing Directors of the Company and his relatives are interested in the Special Resolution being Promoter/Members of the Promoter Group and Shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding, is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 7 of this Notice.

By order of the Board of Directors

Suresh Gondalia
Company Secretary
M. No.: F7306

Place: Ahmedabad
Date: August 29, 2024

Registered Office:
7th Floor, Hasubhai Chambers,
Opp. Townhall, Ellisbridge,
Ahmedabad – 380 006
CIN: L24231GJ1998PLC034094

Director's Report

To,
The Members
Kiri Industries Limited

Your Board of Directors are pleased to present the 26th Annual Report together with Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024.

❖ Standalone Performance

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Income	**66,995.09**	**62,488.10**
Operational Expenses	69,668.50	71,056.96
Earning Before Finance Cost, Tax, Depreciation and Amortisation (EBITDA)	**(2,673.41)**	**(8,568.86)**
Less:Finance Cost	2,249.68	610.14
Depreciation and Amortisation	4,420.11	4,413.05
Profit/(Loss) Before Tax	**(9,343.20)**	**(13,592.06)**
Less: Tax Expenses	(12.03)	171.24
Profit/(Loss) For the Period	**(9,355.23)**	**(13,420.82)**
Other Comprehensive Income	(60.11)	50.03
Profit/(Loss) and Comprehensive income	**(9,415.34)**	**(13,370.79)**

❖ Highlights of Standalone Operations

During the year under review, the Company has reported a total income of ₹ 66,995.09 Lakhs as compared to ₹ 62,488.10 Lakhs in FY 2022-23, which is increased by 7% as compared to previous financial year primarily due to improved business operations.

The increase in sales volume can be credited to several key factors like higher capacity utilization of specialty dyes intermediates which enable company to meet higher demand and boost overall revenue, addition of new customers resulted into diversified market reach and enhanced sales. After outbreak of Covid 19, the chemical industry has shown signs of recovery and marginal growth. Business operations are partially normalized compared to previous years, contributing to a more stable market environment and increasing demand for our products. The combination of increased capacity utilization, expansion of our customer base and a recovering industry landscape resulted into higher sales volume.

The Company has reported negative Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA") of ₹ 2,673.41 Lakhs for the FY 2023-24 as against negative EBITDA of ₹ 8,568.86 Lakhs for the FY 2022-23. The Company was able to restrict EBIDTA deficit mainly on account of better material margins in commodities market.

The Company has reported loss of ₹ 9,415.34 Lakhs for FY 2023-24 as against loss of ₹ 13,370.79 Lakhs for FY 2022-23.

Hopefully, the material margins continue to strengthen in next financial year and demand in international market picks up and also industry players are able to sell their products at better prices enabling them to earn profits.

❖ Consolidated Performance

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Income	**95,788.36**	**94,840.14**
Operational Expenses	96,135.92	98,254.28
Earning Before Finance Cost, Tax, Depreciation and Amortisation (EBITDA)	**(347.56)**	**(3,414.14)**
Less:Finance Cost	2,282.34	631.02
Depreciation and Amortisation	4,863.99	4,888.19
Share of Profit of Associates	22,091.59	21,161.03
Profit/(Loss) Before Tax	**14,597.70**	**12,227.68**
Less: Tax Expense	1,295.58	1,563.19
Profit/(Loss) For the Period	**13,302.12**	**10,664.48**
Other Comprehensive Income	(60.11)	50.33
Profit/(Loss) and Comprehensive income	**13,242.01**	**10,714.81**

❖ Highlights of Consolidated Operations

During the year under review, the Company has reported consolidated total income of ₹ 95,788.36 Lakhs as compared to ₹ 94,840.14 Lakhs FY 2022-23. The Company has reported negative EBITDA of ₹ 347.56 Lakhs for the FY 2023-24 as compared to negative EBITDA of ₹ 3,414.14 Lakhs for the previous financial year and significantly restrict EBIDTA deficit.

The Company has reported Earnings After Tax to ₹ 13,302.12 Lakhs in FY 2023-24 from ₹ 10,664.48 Lakhs in FY 2022-23, which is 24.73% higher. In the consolidated Earnings After Tax, Lonsen Kiri Chemical Industries Limited has contributed to ₹ 3,661.58 Lakhs.

❖ Dividend

With a view to conserve resources for future operations and growth and due to current year losses, the Directors do not recommend any dividend on Equity Shares for the year under review. In accordance with Regulation 43A of the Listing Regulations, the Company has formulated a 'Dividend Distribution Policy' and the same is available on the Company's website i.e. www.kiriindustries.com.

❖ Transfer to Reserves

During the year under review, the Company has not transferred any amount to General Reserves.

❖ Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 ("**Act**") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**"), any money transferred to Unpaid Dividend Account and which remains unpaid or unclaimed for 7 (Seven) consecutive years from the date of such transfer shall be transferred by the Company into IEPF account, established by the Government of India. Further, the Company shall also transfer shares of members whose dividends remain unpaid/unclaimed for a continuous period of seven years to the demat account of IEPF Authority. During the year, there were no funds/shares required to be transferred to IEPF Authority.

The following table provides dates on which unclaimed/unpaid dividend and their corresponding shares would become due to be transferred to the IEPF:

Financial Year for which dividend declared	Type of Dividend	Dividend Rate (%)	Date of Declaration	Amount of Unpaid/ Unclaimed Dividend as on 31.03.2024	Due Date for transfer to IEPF
2018-19	Final	20	27.09.2019	₹ 2,82,870/-	27.10.2026
2019-20	Final	5	25.09.2020	₹ 90,467/-	25.10.2027

The Company has appointed a Nodal Officer as per IEPF Rules, the details of which are available on the website of the Company i.e. www.kiriindustries.com.

❖ Subsidiaries, Associates, Joint Venture and Consolidated Financial Statements

In accordance with Section 129(3), Schedule III of the Act, and the Indian Accounting Standards ("**Ind AS**") the Company has prepared Consolidated Financial Statements of the Company and its Subsidiary, Associates and Joint Venture, which forms part of this Annual Report. Except where otherwise stated, the accounting policies are consistently applied. The Board has reviewed the affairs of the Company's subsidiaries during the year at regular intervals.

As on March 31, 2024, there are total 7 (Seven) Subsidiaries, 3 (three) Associate Companies and 1 (one) Joint Venture Company. However, two subsidiaries have ceased their operations and therefore have not been considered in the consolidation. Claronex Holdings Pte. Ltd. became wholly owned subsidiary company w.e.f. 14.02.2024. A statement containing salient features of the financial statements of the Subsidiary /Joint Ventures/Associates Companies in Form AOC-1 is attached herewith as "**Annexure A**" of this report. During the year under review, there were no other Companies which have become or ceased to become subsidiary, associate or joint venture of your Company.

In accordance with Section 136(1) of the Act, the audited financial statements including consolidated financial statements of the Company alongwith all other documents required to be attached thereto and audited accounts of the subsidiary companies, are available on the website of the Company at www.kiriindustries.com.

Your Company has also implemented Policy for determining Material Subsidiary as per the requirements under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). The said policy is available on the website of the Company i.e. www.kiriindustries.com.

❖ Directors and Key Managerial Personnel

As of March 31, 2024, your Company's Board of Directors ("**Board**") have six members comprising of three Executive Directors and three Non-Executive Independent Directors including one Women Independent Director. The details of Board and Committees composition, tenure of Directors, areas of expertise and other details are available in the Corporate Governance Report, which forms part of this Annual Report.

As required under Regulation 17(1C) of the Listing Regulations, the appointment of Mr. Yagnesh Mankad (DIN: 03204060) and Mr. Girish Tandel (DIN: 08421333) as Whole Time Directors w.e.f. February 11, 2023 and re-appointment of Mr. Manish Kiri as a Chairman and Managing Director w.e.f. April 01, 2023 were approved by the shareholders by passing requisite resolutions through Postal Ballot on May 07, 2023.

As per the provisions of Section 152(6) of the Act, Mr. Girish Tandel (DIN: 08421333), Whole Time Director, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The Company has received requisite notices from the member under Section 160 of the Act, in respect of the Director Mr. Girish Tandel, proposing candidature for the office of Director. The resolution for re-appointment of aforementioned Director along with his brief profile forms part of the Notice of the 26th AGM.

Mr. Ulrich Hambrecht, Independent Director resigned as director of the Company w.e.f. May 30, 2023 due to his health issue.

There was no other change in the composition of the Board of Directors and Key Managerial Personnel during the year under review, except as stated above.

Auditors

- **Statutory Auditors**

  M/s. Pramodkumar Dad & Associates, Chartered Accountants, were re-appointed as Statutory Auditors of the Company at the 24th AGM held on September 29, 2022 for a second term of 5 years.

  The Report issued by the statutory auditors on the financial statements along with the notes to the financial statements of the Company for the financial year 2023-24 is forming part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

- **Cost Auditors**

  Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, M/s. V. H. Savaliya & Associates, Cost Accountants were appointed as Cost Auditors of the Company by the Board of Directors at their meeting held on August 11, 2023 for the financial year 2023-24.

  Your Company has maintained the cost records as prescribed under Section 148 of the Act and rules made thereunder.

  The Cost Audit Report for the financial year 2023-24, issued by the cost auditors does not contain any qualification, reservation, adverse remark or disclaimer.

- **Secretarial Auditors**

  Pursuant to Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Listing Regulations, as amended, M/s. Kashyap R. Mehta & Associates, Practicing Company Secretaries, were appointed as Secretarial Auditors of the Company by the Board, at their meeting held on August 11, 2023 for the financial year 2023-24. The Secretarial Audit Report in the prescribed form MR-3 is attached herewith as "**Annexure B**" of this report.

  The Secretarial Audit Report for the year ended on March 31, 2024 does not contain any qualifications, reservations or adverse remarks.

Declaration by Independent Directors and statement on compliance of Code of Conduct

During the year under review, all Independent Directors have given their declarations stating that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and have also complied with the Code for Independent Directors as prescribed in Schedule IV to the Act. In opinion of the Board, they fulfill the conditions of independence as specified in the Act and Rules made thereunder and the Listing Regulations. They have further declared that they are not debarred or disqualified from being appointed or continuing as directors of the Companies by the SEBI/ Ministry of Corporate Affairs or any other statutory authority. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, all the Independent Directors are persons of integrity and possess relevant expertise and experience including the proficiency.

In terms of provisions of the Listing Regulations, the Board of Directors of the Company have laid down a Code of Conduct ("**Code**") for all Board Members and Senior Management Personnel of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. Code of Conduct for Board Members and Senior Management Personnel is available on the website of the Company at www.kiriindustries.com.

Meetings of the Board, Committees & Compliance to the Secretarial Standards

During the year under review, 4 (Four) Meetings of Board of Directors were held on May 30, 2023, August 11, 2023, November 08, 2023 and February 12, 2024.

Pursuant to the requirements of Schedule IV to the Act and the Listing Regulations, separate Meeting of the Independent Directors of the Company was held on February 12, 2024.

Details of Composition and meetings of various committees held during the year are provided in Corporate Governance Report, which is forming part of this report.

During the year under review, the Company has complied with the provisions of Secretarial Standard on Board Meetings (SS-1) and Secretarial Standard on General Meetings (SS-2).

Listing Fees

The Equity Shares of your Company are listed and actively traded on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The

Company had paid Annual Listing fees to both the stock exchanges for the financial year 2024-25 within the stipulated time.

❖ Changes in Capital Structure

There was no change in the Capital Structure of the Company during the year under review.

❖ Board Evaluation

The Nomination and Remuneration Committee and the Board have laid down the process and criteria for annual performance evaluation of the Board, its Committees and individual directors. The Board has carried out an evaluation of its own performance, Committees and individual directors in compliance with the provisions of the Act and Listing Regulations.

The evaluation process covered aspects such as Board structure and composition, frequency of Board Meetings, participation in the long term strategic planning, contribution to and monitoring of corporate governance practices and the fulfilment of Directors' obligation and fiduciary responsibilities, including but not limited to active participation at the Board and Committee meetings. The Board has reviewed the performance of the Board as a whole, its Committees and individual directors taking into account feedback of the Nomination and Remuneration Committee and the Independent Directors, which includes the evaluation of the Chairman and Non-Independent Directors of the Company.

❖ Remuneration of Directors and Employees

A Statement pursuant to Section 197 of the Act read with Rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is attached herewith as "**Annexure C**" of this report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. However, in accordance with the provisions of the Section 136 of the Act, the Annual Report is being sent to the Members of the Company excluding the aforesaid information. The aforesaid information is available for inspection at the Registered Office of the Company. The Copies of this statement may be obtained by the members by writing to the Company Secretary.

❖ Policy on Directors' Appointment and Remuneration

The Company's policy on directors' appointment and remuneration and other matters as provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on website of the Company i.e. www.kiriindustries.com.

❖ Familiarisation Programme for Directors

In compliance with the requirements of Listing Regulations, the Company has system in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The Company believes that a Board, which is adequately informed/familiarised with the Company and its affairs, can contribute significantly towards discharging its fiduciary duty as director of the Company and that fulfils stakeholders' aspirations and societal expectations. In this regard, the Directors of the Company are updated on changes/developments in the domestic/global industry scenario in the sector which affect the business of the Company, to enable them to take well informed and timely decisions. The details of familiarization programmes have been disclosed on the Company's website i.e. www.kiriindustries.com.

❖ Directors Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Act, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

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

d) the Directors had prepared the annual accounts for the year ended March 31, 2024 on a 'going concern' basis;

e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

❖ Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size and nature of its business operations. The Company has appointed an external audit firm for internal audit of the Company. The Internal Auditor reviews the adequacy of internal control system in the Company and its compliance with operating systems and policies & procedures. Based on the report of internal auditor, the account department undertakes corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee on quarterly basis.

The details in respect of internal financial control and their adequacy are also included in the Management Discussion and Analysis Report, which is a part of this report.

❖ Deposits from public

During the year under review, the Company has not accepted any deposits from public within the meaning of Section 73 to 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 or any other applicable provision(s), if any.

❖ Details of Loans, Investments and Guarantees

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are provided in the note no. 3, 4, 6, 13 and 47 to the standalone financial statements of the Company for the year ended March 31, 2024.

❖ Related Party Transactions

All related party transactions entered into during FY 2023-24 were on arm's length basis and in the ordinary course of business and were reviewed and approved by the Audit Committee and are in compliance with the applicable provisions of the Act and the Listing Regulations.

With a view to ensure continuity of day-to-day operations, an omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. A statement giving details of all related party transactions entered pursuant to the omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review. The specific related party transactions has also been approved by the Audit Committee as and when required.

Since all related party transactions entered into by the Company were in ordinary course of business and were on arms' length basis, Form AOC-2 is not applicable to the Company. The details of the transactions with Related Party are provided in the note no. 44 to standalone financial statements in accordance with the Accounting Standards.

In terms of Regulation 23 of the Listing Regulations, the Company submits details of related party transactions to the stock exchanges on a half-yearly basis. However, there are no material related party transactions entered into by the Company with Related Parties, which may have potential conflict with the interest of the Company or which requires the approval of the members.

An abridged policy on related party transactions is available on the website of the Company i.e. www.kiriindustries.com.

❖ Conservation of energy, research and development, technology absorptions and foreign exchange earnings and outgo

The relevant information on conservation of energy, technology absorption, foreign exchange earnings & outgo as required to be disclosed in terms of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached herewith as "**Annexure D**" of this report.

❖ Risk Management

The Company has a Risk Management framework in place to identify, assess, monitor and mitigate various risks to the business, which also enables to take certain risks to remain competitive and achieve higher growth and at the same time mitigate other risks to maintain sustainable results. The Company has constituted a Risk Management Committee and details of the Committee, meetings held during the financial year 2023-24 and its terms of reference are provided in Corporate Governance Report. The Risk Management Policy of the Company is available on the website of the Company i.e. www.kiriindustries.com.

Vigil Mechanism (Whistle Blower Policy)

As per the provisions of Section 177 of the Act and Regulation 22 of the Listing Regulations, the Company has devised a vigil mechanism named Whistle Blower Policy for escalating system of ethical concerns etc. and to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy is available on the website of the Company at www.kiriindustries.com and also given in the Corporate Governance Report.

Composition of Committees

With an object to strengthen the governance standards and to comply with the applicable statutory provisions, the Board has constituted various committees namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee. A detailed note on the said committees are provided in the Corporate Governance Report.

Corporate Social Responsibility Initiatives

The Company has always been committed to the cause of social service and has repeatedly channelized its resources and activities, which positively affects the society socially, ethically and environmentally. Your Company has taken up various Corporate Social Responsibility ("**CSR**") initiatives and enhanced value in the society.

The Company has formulated CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

The Company does not fall under the criteria prescribed under Section 135(1) of the Act and hence the Section 135(5) of the Act is not applicable to the Company and the Company is not required to utilize towards CSR for the FY 2023-24. However, the Company, being responsible corporate citizen, undertook activities for betterment of the society and the environment under the umbrella of CSR and good corporate governance practice.

The brief outline of the CSR policy and the initiatives undertaken by the Company on CSR activities during the year under review is attached herewith as "**Annexure E**" of this report as per the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy is available on the website of the Company i.e. www.kiriindustries.com.

Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

As prescribed under Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has adopted Nomination and Remuneration policy for Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director, which is available on the website of the Company i.e. www.kiriindustries.com. The relevant information as per Regulation 19 of the Listing Regulations is available in the Corporate Governance report.

Human Resource Development

Your Company believes that Human Resources play a vital role in achieving its long term corporate goal and it has always remained one of the most important assets and a key variable in achieving operational performance. Hence, the Company continues to invest on hiring the best talent from other industries, developing and retaining the available talent to ensure a sustainable talent supply within the organization. The Company continues to provide them with a safe and comfortable working environment. The Company provides various opportunities to the employees to develop their skills to take up higher responsibilities in the organization.

Corporate Governance & Management Discussion and Analysis Report

As prescribed under Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices implemented by the Company, along with the compliance certificate from the Secretarial Auditors regarding compliance of conditions of corporate governance as stipulated in Listing Regulations is attached herewith as "**Annexure F**" of this report.

The Management Discussion and Analysis Report on the industry and business operations of the Company, as required under the Listing Regulations is attached herewith as "**Annexure G**" of this report.

Business Responsibility and Sustainability Report (BRSR)

The Business Responsibility and Sustainability Report for the year ended on March 31, 2024 as stipulated under Regulation 34 of the Listing Regulations is attached herewith as "**Annexure H**" of this report.

❖ Annual return

As required under Section 92 and 134 of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014, Annual Return as on March 31, 2024 is available on the website of the Company at www.kiriindustries.com.

❖ Material Changes

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year to which the financial statements relate and date of this report.

❖ Significant and Material orders passed by the Regulators or Courts

During the financial year, no significant or material orders were passed by any Regulatory/Statutory Authorities or the Courts or Tribunals which would impact the going concern status of the Company and its future operations.

❖ Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government

During the financial year, the Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors as prescribed under Section 143(12) of the Act and rules made thereunder.

❖ Disclosure

As per Regulation 43A of the Listing Regulations, the Dividend Distribution Policy is available on the Company's website i.e. www.kiriindustries.com.

The details in respect of compliances with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder is available on the Company's website i.e. www.kiriindustries.com.

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders which prohibits trading in securities of the Company by directors and designated persons while in possession of Unpublished Price Sensitive Information in relation to the Company. The said code is available on the website of the Company i.e. www.kiriindustries.com.

During the year under review, the Company has complied with Secretarial Standards as applicable to the Company.

❖ Updates on court case in Singapore

In the matter of DyStar Global Holdings (Singapore) Pte. Ltd. ("**DyStar**"), where the company holds 37.57% equity stake, the Company has been very successful and has won against Senda International Capital Limited ("**Senda**"), a wholly owned subsidiary of Longsheng Group wherein on March 03, 2023, Singapore International Commercial Court ("**SICC**") crystallized and decided the final valuation of the Company's stake at US$ 603.8 Million.

The Company has filed an Alternate Relief Application on July 25, 2023 with SICC for enforcement of Valuation Judgement and to recover US$603.8 Million determined by SICC vide its judgement dated March 03, 2023.

On January 24 & 25, 2024, hearing took placed for Alternate Relief Application and enforcement of final valuation amount of US$ 603.8 million of our stake in DyStar as decided by SICC.

On February 23, 2024, SICC has issued an interim order that the respective shareholdings (collectively, the "**Shares**") in DyStar belonging to Company and Senda are to be sold en bloc within such period as the court may determine. Further, Mr Matthew Stuart Becker, Mr Lim Loo Khoon and Mr Tan Wei Cheong of Deloitte & Touche LLP are appointed as joint and several receivers over the Shares to manage and control the Shares to the extent necessary for the purpose of the en bloc sale.

On May 20, 2024, SICC issued an order and grounds of decision for the enforcement proceedings on the basis of the hearing took placed on January 24 & 25, 2024 and in continuation of the interim order delivered by SICC on February 23, 2024. SICC order that:

1. The en bloc sale of DyStar shall be conducted without a reserve price.
2. The en bloc sale of DyStar shall be completed within the long-stop date i.e. December 31, 2025.
3. Any proceeds of the sale, after deducting the remuneration for the Receivers and the expenses of the sale, shall be distributed in the following manner:
    a. Kiri shall receive US$603.8 Million in priority; and
    b. Senda shall receive the balance of the proceeds of sale.
4. Court did not allow interest on buy out price and advance payment from DyStar.

The Company has filed an appeal with Court of Appeal (Singapore Supreme Court) on decision of SICC for not awarding interest on buy out amount. Senda has also filed an appeal against SICC decision to award priority payment of US$603.8 Million to the Company out of en-bloc sale proceeds. The Court of Appeal fixed hearing of Appeal on November 12, 2024.

❖ Acknowledgement

The Board takes this opportunity to sincerely thank all its stakeholders, shareholders, customers, legal advisors, suppliers/contractors, employees, Government agencies, local authorities and the immediate society for their un-stinted support and co-operation during the year.

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN: 00198284

Place: Ahmedabad
Date: August 29, 2024

Annexure A

Form AOC-I

Statement containing salient features of the financial statements 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)

Sr. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Invest-ments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed Dividend	% of Shareholding
1	Chemhub Trading DMCC	March 31, 2024	1US$ = ₹ 83.3739*	28.81	(141.92)	2,465.37	2,465.37	Nil	8,891.15	237.38	Nil	237.38	Nil	100.00
2	Amrat Lakshmi Foundation	March 31, 2024	₹	1.00	(0.75)	0.40	0.40	Nil	Nil	(0.01)	Nil	(0.01)	Nil	99.99
3	Kiri Renewable Energy Private Limited	March 31, 2024	₹	1.00	(0.38)	0.96	0.96	Nil	Nil	(0.14)	Nil	(0.14)	Nil	99.99
4	Indo Asia Copper Limited	March 31, 2024	₹	150.00	(24.11)	344.30	344.30	Nil	Nil	(12.23)	Nil	(12.23)	Nil	99.87

** P&L items are converted at yearly average exchange rate i.e. 1 US$ = ₹ 82.7954*

Names of subsidiaries which are yet to commence operations : Claronex Holdings Pte. Ltd.

Names of subsidiaries which have been liquidated or sold during the year : Not Applicable

Part "B": Associates and Joint Ventures

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

(₹ in Lakhs)

Name of Associates/Joint Ventures	Kiri Infrastructure Private Limited (Associate Company)	DyStar Global Holdings (Singapore) Pte. Ltd. (Associate Company)	Plutoeco Enviro Association (Associate Section 8 Company)	Lonsen Kiri Chemical Industries Limited (Joint Venture)
Latest audited Balance Sheet Date	March 31, 2024	December 31, 2023	March 31, 2024	March 31, 2024
Shares of Associate/Joint Ventures held by the Company on the year end				
No. of Equity Shares	26,25,000	26,23,354	2,500	3,00,00,000
Amount of Investment in Associates/Joint Venture	1,443.75	9,550.24	0.25	3,000.00
Extend of Holding %	47.61%	37.57%	25.00%	40.00%
Description of how there is significant influence	Due to holding of stake by the Company			
Reason why the Associate/Joint Venture is not consolidated	N.A			
Net worth attributable to Shareholding as per latest Audited Balance Sheet	1,257.73	2,87,657.51#	422.46	34,299.30
Profit / (Loss) for the year (for the FY 2023-24)				
i. Considered in Consolidation	(0.05)	22,091.65	0.00	3,661.58
ii. Not Considered in Consolidation	(0.06)	36,709.65	0.00	5,492.37

 # Exchange rate as at December 31, 2023: 1 US$ = ₹ 83.1164

Names of Associates or Joint Ventures which are yet to commence operations. : Not Applicable

Names of Associates or Joint Ventures which have been liquidated or sold during the year : Not Applicable

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: August 29, 2024

Manish Kiri
Chairman & Managing Director
DIN: 00198284

Annexure B

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

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

To,
The Members,
Kiri Industries Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kiri Industries Limited** [CIN: L24231GJ1998PLC034094] ('hereinafter called the Company') having Registered Office at 7th Floor, Hasubhai Chambers, Town Hall, Ellisbridge, Ahmedabad – 380006, Gujarat. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives whether electronically or otherwise during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 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 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;

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

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

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

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the audit period)

   (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable during the audit period)

   (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable during the audit period)

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

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable during the audit period)

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable during the audit period)

   (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi) Various common laws applicable to the manufacturing and other activities of the Company such as Labour Laws, Land Laws etc. and sector specific laws such as The Environment (Protection) Act, 1986, The Water (Prevention and Control of Pollution) Act, 1974, The Water (Prevention and Control of Pollution) Cess Act, 1977, The Air (Prevention and Control of Pollution) Act, 1981, The Public Liability Insurance Act, 1991 and Explosives Act, 1884 for which we have relied on Certificates/ Reports/ Declarations/Consents/ Confirmations obtained by the Company from the experts of the relevant field such as Advocate, Labour Law Consultants, Engineers, Occupier of the Factories, Registered Valuers, Chartered Engineers, Factory Manager, Chief Technology Officer of the Company, Local Authorities, Effluent Treatment Adviser etc. and have found that the Company is generally regular in complying with the provisions of various applicable Acts.

For the compliances of Labour Laws, Environmental Laws & other General Laws, our examination and reporting is based on the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are adequate systems and processes existing in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

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

(i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Listing Agreements entered into by the Company with the Stock Exchanges.

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

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the Board of Directors and Key Managerial Personnel were carried out in compliance with the provisions of the Companies Act, 2013. During the period under review, though Postal ballot process, the Company re-appointed Mr. Manish Kiri as Chairman & Managing Director and appointed 2 Whole time Directors viz. Mr. Girish Tandel and Mr. Yagnesh Mankad on its Board in compliance with applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that the Company has passed the following Resolutions on 7th May, 2023 through Postal Ballot process in compliance with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015:

- the re-appointment of Mr. Manish Kiri (DIN: 00198284), as Chairman & Managing Director of the Company for a period of 3 years from 1st April, 2023 by way of Special Resolution;
- the appointment of Mr. Girish Tandel (DIN: 08421333), as a Whole Time Director of the Company for a period of 3 years from 11th February, 2023 by way of Ordinary Resolution;
- the appointment of Mr. Yagnesh Mankad (DIN: 03204060), as a Whole Time Director of the Company for a period of 3 years from 11th February, 2023 by way of Special Resolution.

We further report that the Company has incorporated a Wholly Owned Subsidiary in Singapore named "Claronex Holdings Pte. Ltd." after passing resolution in the Board Meeting held on 12th February, 2024.

FOR KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES
FRN: S2011GJ166500

KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 COP-2052 PR-5709/2024
UDIN : F001821F001068535

Place: Ahmedabad
Date: August 29, 2024

Disclaimer: We have conducted the assignment by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations /guidelines listed in our report which have been complied by the Company pertaining to Financial Year 2023-24. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time or still there is time line to comply with such compliances.

Note: This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

Annexure - 1

To,
The Members,
Kiri Industries Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We relied on the statutory report provided by the Statutory Auditor as well as Internal Auditor of the Company for the financial year ended 31st March, 2024.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES
FRN: S2011GJ166500

KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 COP-2052 PR-5709/2024
UDIN : F001821F001068535

Place: Ahmedabad
Date: August 29, 2024

Annexure C

DISCLOSURE REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Name of Director	Ratio of remuneration
1.	Mr. Manish Kiri, Chairman & Managing Director	60.94 : 1
2.	Mr. Yagnesh Mankad, Whole Time Director$	6.74 : 1
3.	Mr. Girish Tandel, Whole Time Director$	8.65 : 1

(ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name of Directors/ Chief Financial Officer/ Company Secretary	Percentage increase in remuneration
Executive Directors		
1.	Mr. Manish Kiri, Chairman & Managing Director	0%
2.	Mr. Yagnesh Mankad, Whole Time Director$	NA
3.	Mr. Girish Tandel, Whole Time Director$	NA
Key Managerial Personnel		
4.	Mr. Jayesh Vyas, Chief Financial Officer	15.18%
5.	Mr. Suresh Gondalia, Company Secretary	12.88%

$The percentage increase in remuneration is provided only for those directors/KMP who have drawn remuneration from the Company for full FY 2023-24 and full FY 2022-23.

(iii) Percentage increase in the median remuneration of employees in the financial year:

11.45%

(iv) Number of permanent employees on roll of the Company:

As on March 31, 2024, there are total 787 permanent employees on roll of the Company.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile increase in the salaries of employees other than the managerial personnel in the FY 2023-24 is 13.38%. The average percentile increase in remuneration of managerial personnel during the FY 2023-24 is 17.82%. Increase in managerial remuneration are based on the performance, industry trend and market standards.

(vi) Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:

The Company affirms that the remuneration is as per the Nomination and Remuneration Policy of the Company.

(vii) Details of remunerations:

The details of employees of the Company who have drawn remuneration of more than the amount prescribed under the Section 197(12) of the Companies Act, 2013 and rules made thereunder are provided herein below:

Name of Employee	Mr. Manish Kiri	Mr. Yagnesh Mankad	Mr. Girish Tandel
Designation	Chairman & Managing Director	Whole Time Director	Whole Time Director
Remuneration received	₹ 156 Lakhs	₹ 17.26 Lakhs	₹ 22.14 Lakhs
Nature of Employment	Contractual	Contractual	Contractual
Qualification and experience of Employee	B.E. (Electronic & Communication) and MBA having experience of more than 25 years.	B.E. (Mechanical Engineering) & MBA and has 43 years' experience	Master of Science, Master of Philosophy, Doctor of Philosophy and has experience of 35 years.
Date of commencement of employment	May 14, 1998	February 11, 2023	February 11, 2023
Age of Employee	50 Years	69 Years	62 Years
Last Employment held by employee	None	Kiri Industries Limited	Kiri Industries Limited
Percentage of Equity Shares held in the Company	3.37%	0.19%	Nil
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	NA	NA	NA

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Place: Ahmedabad
Date: August 29, 2024

Annexure D

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

Energy Conservation:

Particulars	Details
Steps taken or impact on conservation of energy	The Company is using gas as compared to other sources of energy and also generating in-house power. The Company has also started using steam generated through basic chemical plant for manufacturing of intermediates which leads to reduce usage of electricity and coal resulting in reduction of cost and pollution free operations. Further, the Company is using LED lights in offices to save power and energy. The Company is using renewal energy through power trading to reduce overall energy cost. The Company has installed variable drives to control speed of the reactors/stirrers to reduce the electricity. To increase output of all gas based spray dryer, continual improvement in feed rate. For Dyes unit, wet standardization is implemented instead of Physical Blending process to reduce electricity consumption and environment impact.
Steps taken by the Company for utilising alternate sources of energy	
Capital investment on energy conservation equipments	

Technology Absorption:

Particulars	Details
Efforts made towards technology absorption	The Company's R&D department is developing process technology to manufacture various products mix of dyes segments. The Company is through R&D continuously reduce environmental impact. The Company has recycled, re-used, reduced water quantity by applying reverse osmosis process for manufacturing the products. The Company's dyes intermediate division operates on the concept of zero liquid discharge to reduce water consumption.
	In FY 2021-22, the Company is able to successfully register patent of Reactive Azo Dyes for Black Mixtures.
Benefits derived like product improvement, cost reduction, product development or import substitution	The Company is able to cater its customers through innovation in technology, continuously provides new formulation as per the customer demand and product mix. Sustainable high performance Reactive dyes introduce in the product portfolio. Continuous improvement for existing process to increase the productivity which directly impact on energy consumption.
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	The Company has not imported any technology since last three financial year.
Details of technology imported	N.A.
Year of import	N.A.
Whether the technology been fully absorbed	N.A.
if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.

Particulars	Details
Specific areas in which R & D was carried out by the Company Benefits derived as a result of the above (R & D)	The Company is fully equipped with R&D department to develop products as per specifications of the customers. The Company is updating manufacturing process of the existing products leading to reduction in process time, cost of production, environmental impact, conserve resources and developing new products. The Company has installed MVR at intermediate facility to recover salt, which further used for manufacturing of dyes.
Future Plan of Action	The Company is continuously trying and will also try to absorb new technology available in the market to improve production processes which leads to reduce cost of production per unit. The Company is committed to reduce carbon foot print through implementing new technic and technology. The Management of the company is under consideration to take up modernization of Disperse Dyes manufacturing and to produce some value added products from generated waste at dyes intermediate unit.

Foreign Exchange Earnings & Outgo:

(₹ in Lakhs)

Particulars	2023-24	2022-23
Total Foreign Exchange Outgo	4,978.99	6,252.19
Total Foreign Exchange Earnings	11,892.29	12,310.14

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Place: Ahmedabad
Date: August 29, 2024

Annexure E

THE ANNUAL REPORT ON CSR ACTIVITIES

1. **Brief outline on CSR Policy of the Company:**

   In compliance of Section 135 of the Companies Act, 2013 ("the **Act**"), your Company has always taken care of social concerns since its inception and has repeatedly channelized a part of its resources and activities, positively for society which contributes socially, ethically and also environmentally. Your Company has taken up various Corporate Social Responsibility ("**CSR**") initiatives and enhanced value in the society.

   Your Company has formulated CSR Policy which was approved by the Board of Directors. The said policy encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programmes for the welfare & sustainable development of the society.

2. **Composition of CSR Committee:**

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Veena Padia	Chairperson to the Committee/ Independent Director	1	1
2.	Mr. Manish Kiri	Member/Chairman & Managing Director	1	1
3.	Mr. Mukesh Desai	Member/Independent Director	1	1

3. **The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.:**

   www.kiriindustries.com

4. **Details of 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, if applicable (attach the report).:**

   Not Applicable

5. (a) **Average net profit of the Company as per Section 135(5).:** Not Applicable as no profit since last 3 years.
   (b) **Two percent of average net profit of the Company as per section 135(5):** Not Applicable
   (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 (7b+7c-7d).:** Nil

6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 8.02 Lakhs
   (b) **Amount spent in Administrative Overheads:** Nil
   (c) **Amount spent on Impact Assessment, if applicable:** Nil
   (d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** ₹ 8.02 Lakhs
   (e) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	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 ₹)	Date of Transfer	Name of the Fund	Amount (in ₹)	Date of Transfer
8.02 Lakhs	NIL			NIL	

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

Sr. No.	Particulars	Amount (₹ in Lakhs)
i.	Two percent of average net profit of the company as per Section 135(5)	Nil
ii.	Total amount spent for the Financial Year	8.02
iii.	Excess amount spent:	
	a. for the Financial Year 2023-24 and available for set-off upto immediate succeeding three financial years i.e. upto FY 2026-27	8.02
	b. for the financial year 2022-23 and available for set-off upto immediate succeeding three financial years i.e. upto FY 2025-26	17.91
	c. for the financial year 2021-22 and available for set-off upto immediate succeeding three financial years i.e. FY 2024-25	3.59
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	29.52

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

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under sub- section (6) of Section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund Specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
NIL								

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No Capital Asset is created or acquired during the FY 2023-24

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

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Sr. No.	Short particulars of the property or asset(s) (including complete address and location of the property)	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount Spent (in ₹)	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NIL							

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:** Not Applicable

For Kiri Industries Limited

	Manish Kiri	Veena Padia
Place: Ahmedabad	Chairman & Managing Director	Chairperson of CSR Committee
Date: August 29, 2024	DIN: 00198284	DIN: 06992591

Annexure F

REPORT ON CORPORATE GOVERNANCE

Corporate Governance Report for the year ended March 31, 2024, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Corporate Governance has broad scope, which include both social and institutional aspects. It is set of processes, customs, policies, laws and instructions affecting the way the corporates are directed, managed, administered or controlled in the best interest of its stakeholders.

The Corporate Governance includes transparency, accountability, ethical behavior, independence and fair corporate disclosures. Effective corporate governance practices are crucial for achievement of long term corporate goals of the Company.

1. Company's Philosophy on Code of Governance:

The Company believes in transparency and has immense value for the principles of corporate governance. Company is committed to the highest standards of Corporate Governance in all its activities and processes. Our corporate governance practice consists of integrity, transparency, accountability which involves standards of safety, health and environment; legal compliances and communication to the stakeholders; fair disclosures, value creation, ethics and governance; monitoring internal controls and risk management. It is a well-accepted fact, both in India and world over, that a good governed organization results in maximizing its stakeholders' value in long run. In line with these globally accepted principles of good corporate governance, the Company has ensured and implemented the same in its true letter and spirit, to maximize shareholders' wealth. The Board of Directors believes that corporate governance is the foundation for long term sustainable performance, better services to all its stakeholders. The entire process begins with the functioning of the Board of Directors, having professionals and experts serving as Independent Directors and represents in various Board Committees. The Company has always believed in and practices the highest standards of Corporate Governance since its inception and considers that sound governance practices are crucial for its smooth and efficient business operations, balancing the interests of all its stakeholders.

A report on the matters and the practices followed by the Company is detailed herein below.

2. Board of Directors:

The Board of Directors ("**the Board**") and its Committees provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company. The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary duties and ensuring that the management observes the highest standards of ethics, transparency and disclosure.

The Board meets at least once in a quarter to review the general business performance, global industry scenario and financial performance of the Company. The Chairman & Managing Director briefs the Directors at every Board Meeting on overall business performance and general industry trend. All major decisions/approvals are taken at the Board Meeting. Any Board member may bring up any matter for consideration of the Board, in consultation with the Chairman.

The Board of the Company consists of optimum combination of Executive and Non-Executive Directors having in-depth knowledge of dyes and specialty chemicals industry in addition to their own areas of specialization and expertise as required under Regulation 17 of Listing Regulations. As on March 31, 2024, the Board has six members comprising of three Executive Directors and three Independent Directors including one Woman Independent Director and not less than fifty per cent of the Board is comprised of non-executive directors as per the requirements of Regulation 17 of Listing Regulations.

The details of the composition, nature of directorship, the number of meetings attended by each director and the directorships in other Companies as at March 31, 2024 are detailed herein below:

Sr. No.	Name of Directors	Category	No. of Board Meetings held and attended during the year		Attendance at last AGM held in 26.09.2023	No. of Directorship in other Public Companies*	No. of Committee positions held in other public Companies#		Directorship in other listed entity including Category of Directorship$
			Held	Attended			AC	SRC	
1.	Mr. Manish Kiri	Chairman & Managing Director	4	4	Yes	3	Member	-	-
2.	Mr. Keyoor Bakshi	Independent Director	4	4	Yes	7	Chairman	-	Infibeam Avenues Limited- ID
							Chairman	-	Gokul Agro Resources Limited – ID
							Member	-	Saanvi Advisors Limited – ID
							Chairman	Member	Innovative Tyres & Tubes Limited – ID@
							-	-	Praveg Limited – ID
							Member	-	Jhaveri Credits & Capital Limited-ID
3.	Mr. Mukesh Desai	Independent Director	4	4	Yes	-	Member	Member	Innovative Tyres & Tubes Limited – NED
4.	Ms. Veena Padia	Independent Director	4	4	Yes	-	-	-	-
5.	Mr. Yagnesh Mankad	Whole Time Director	4	4	Yes	1	Chairman	-	-
6.	Mr. Girish Tandel	Whole Time Director	4	4	Yes	-	-	-	-
7.	Mr. Ulrich Hamberchtˆ	Independent Director	1	1	NA	-	-	-	-

Note:
** Other directorships do not include directorships of private limited companies, Companies formed under Section 8 of the Companies Act, 2013 and Companies incorporated outside India.*
@ Resigned w.e.f. August 09, 2023.
 # Chairmanship/ Membership of Board Committees include only Audit Committee (AC) and Stakeholders Relationship Committee (SRC) as per Regulation 26 of Listing Regulations.
ˆ Resigned w.e.f. May 30, 2023.
$ where ID=Independent Director, NED=Non-executive Director.

- **Number of Board Meetings held during the year:**

During the year under review, 4 (Four) Meetings of Board of Directors were held as per details given below:

Sr. No.	Date of Board Meeting
1.	May 30, 2023
2.	August 11, 2023
3.	November 08, 2023
4.	February 12, 2024

- **Disclosure of relationships between directors inter-se:**

As on March 31, 2024, none of the Directors is related inter-se.

- **Number of shares and convertible instruments held by Non Executive Directors:**

None of the Non - Executive Directors of the Company holds any shares and convertible instruments in the Company.

- **Web link where details of familiarisation programs imparted to independent directors is disclosed:**

  All Independent Directors are familiarized from time to time with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Company makes consistent efforts to periodically acquaint the Board with the overall business performance covering all business verticals, by way of presenting specific performance of each plant, product category, global competition, diversification plan, major capital expenditure etc. They are also updated about the amendments to various enactments viz., Companies Act, 2013 ("**Act**"), applicable SEBI regulations and other important changes in the regulatory framework and business environment having impact on the business operations of the Company. The details regarding Independent Directors' Familiarisation Programmes is available on the website of the Company i.e. www.kiriindustries.com.

- **A chart or a matrix setting out the Skills/Expertise/Competence of the Board of Directors:**

  The Board of the Company comprises qualified members who bring in the required skills, expertise, competencies that allow them to make effective contributions at the Board and its committee meetings.

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

Skill/ Expertise/ Competency	Detail for such Skills / Expertise / Competencies	Mr. Manish Kiri	Mr. Yagnesh Mankad	Mr. Girish Tandel	Mr. Keyoor Bakshi	Mr. Mukesh Desai	Ms. Veena Padia
Business	Understanding of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.	✓	✓	✓	✓	✓	✓
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.	✓	✓	✓	✓	✓	✓
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.	✓	✓	✓	✓	✓	✓
Financial Expertise	Qualification and/ or experience in accounting and/ or finance coupled with ability to analyze key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.	✓	✓	✓	✓	✓	✓

  The eligibility of a person to be appointed as a Director of the Company depends upon whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. Being a Specialty Chemical Company, Board gives more preference to candidate having expertise in Specialty Chemical & allied Industry.

- **Confirmation regarding independence of Independent Directors:**

  Based on the confirmation / disclosures received from the Independent Directors, the Board confirm that in its opinion, the Independent Directors fulfill the conditions specified in SEBI Regulations and the Act and that they are independent from the management of the Company.

- **Detailed reasons for the resignation of an independent director:**

  Mr. Ulrich Hambrecht (DIN: 01967154) has tendered his resignation as Non-Executive Independent Director of the Company w.e.f. May 30, 2023, before the expiry of his tenure due to his health conditions. Mr. Ulrich Hambrecht has also confirmed that there are no other material reasons for his resignation other than those provided in his resignation letter.

3. Committees of the Board:

The Company has constituted committees to focus on specific areas and to make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its charter, which defines the scope, powers and composition of the Committee. All the decisions and recommendations of the Committees are placed before the Board for information or approval. The Board has constituted the following five (5) Committees:

a) Audit Committee;
b) Nomination and Remuneration Committee;
c) Stakeholders' Relationship Committee;
d) Corporate Social Responsibility (CSR) Committee;
e) Risk Management Committee

(a) Audit Committee:

➢ **Brief description of terms of reference:**

In compliance with Section 177 of the Act and Regulation 18 of the Listing Regulations, the Company has constituted the Audit Committee. The role of the Audit Committee is in accordance with the provisions of Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II of the Listing Regulations and terms of reference of the Audit Committee *inter-alia* includes:

1. Review and monitor the auditors' independence and performance and effectiveness of audit process;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Examination of the financial statements and auditors' report thereon;
4. Approval or any subsequent modification of transactions of the Company with related parties;
5. Scrutiny of inter-corporate loans and investment;
6. Valuation of undertakings or assets of the Company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters;
9. Reviewing the functioning of the Whistle Blower Mechanism;
10. Reviewing the adequacy and structure of the internal audit function, frequency of internal audit and discussion with internal auditors of any significant findings and follow up there on;
11. Any other matters as prescribed by law from time to time.

The Audit Committee of the Company meets as per criteria laid down under Section 177 of the Act and Regulation 18 of the Listing Regulations.

➢ **Composition, Meetings and Attendance of Audit Committee:**

During the Financial Year 2023-24, Audit Committee met 4 (Four) times on May 30, 2023, August 11, 2023, November 08, 2023 and February 12, 2024.

Name of Member	Designation	Category	No. of meetings during the year	
			Held	Attended
Mr. Keyoor Bakshi	Chairman	Independent Director	4	4
Mr. Manish Kiri	Member	Executive Director	4	4
Mr. Mukesh Desai	Member	Independent Director	4	4
Ms. Veena Padia	Member	Independent Director	4	4

Mr. Suresh Gondalia, Company Secretary & Compliance Officer acts as a Secretary to the Committee.

During the year, all the recommendations made by the Audit Committee were accepted by the Board.

(b) Nomination and Remuneration Committee:

➢ **Brief description of terms of reference:**

In compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has constituted a Nomination & Remuneration Committee. All members of the Committee are Independent Directors. The terms of reference of the Committee inter alia, includes:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and senior management;

2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. 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 their appointment and removal;
4. Oversee familiarization programmes for directors;
5. Framing, recommending to the Board and implementing, on behalf of the Board and Shareholders, policy on remuneration of Directors, Key Managerial Personnel (KMP) & senior management, including ESOP and any other compensation payment.

- **Composition, Meetings and Attendance of Nomination and Remuneration Committee:**

During the year, 1 (One) meeting of Nomination and Remuneration Committee was held on February 12, 2024.

Name of Member	Designation	Category	No. of meetings during the year	
			Held	Attended
Mr. Mukesh Desai	Chairman	Independent Director	1	1
Mr. Keyoor Bakshi	Member	Independent Director	1	1
Ms. Veena Padia	Member	Independent Director	1	1

Mr. Suresh Gondalia, Company Secretary & Compliance Officer acts as a Secretary to the Committee.

- **Nomination and Remuneration policy:**

The remuneration paid to Executive Directors of the Company is approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on performance review, on a periodical basis. The Board has approved a Nomination and Remuneration Policy of the Company and available on the website of the Company i.e. www.kiriindutries.com. This Policy is in compliance with Section 178 of the Act, read with the applicable rules thereto and Regulation 19 and Schedule II, Part D of the Listing Regulations.

- **Performance evaluation criteria for selection of Independent Directors:**

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and compliance requirements.

During the year, the Board has adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Chairman who were evaluated broadly on parameters such as:

a. Achievement of financial/ business targets prescribed by the Board viz-a-viz general industry scenario.
b. Developing and managing / executing business plans, operational plans, risk management and financial affairs of the Company;
c. Display of leadership qualities i.e. correctly anticipating business trends, opportunities and priorities affecting the Company's prosperity and operations;
d. Development of policies, and strategic plans aligned with the vision and mission of Company and which harmoniously balance the needs of shareholders, customers, employees, and other stakeholders;
e. Establishment of an effective organization structure to ensure that there is management focus on key functions necessary for the organization to align with its mission;

f. Managing relationships with the Board, management team, regulators, bankers, industry representatives and other stakeholders;

g. Director comes well prepared and informed for the Board / Committee meeting(s);

h. Participation at the Board / Committee meetings;

i. Director has ability to remain focused at a governance level in Board/ Committee meetings;

j. Commitment (including guidance provided to senior management outside of Board/ Committee meetings);

k. Effective deployment of knowledge and expertise;

l. Integrity and maintaining of confidentiality;

m. Independence of behavior and judgment;

n. Impact and influence.

The evaluation of the Independent Directors was carried out by the entire Board based on below criteria:

a. Director's preparedness prior to the meeting;

b. Director's willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits;

c. Director's ability to remain focused at a governance level in Board/ Committee meetings;

d. Quality of Director's contributions at Board/ Committee meetings;

e. Proactive attitude of Directors in development of strategy and risk management of the Company;

f. Director's understanding about governance, regulatory, financial, fiduciary and ethical requirements of the Board /Committee;

g. Director's willingness to refresh his/ her knowledge and skills and up to date with the latest developments in areas such as corporate governance framework, financial reporting and the industry and market conditions;

h. Convincing power of the director in presenting his/her views before board;

i. Maintaining high standard of ethics and integrity.

Further, the evaluation of the Chairman and the Executive Director was carried out by the Independent Directors. The Directors were satisfied with the evaluation results.

➢ **Independent Directors:**

There were no pecuniary transactions between Company and Independent Directors of the Company except sitting fees and reimbursement of expenses for attending meetings of board and committees.

Sitting fees paid to Independent Directors during the year are as under:

Name	Sitting Fees
Mr. Keyoor Bakshi	₹ 95,000
Mr. Mukesh Desai	₹ 1,05,000
Ms. Veena Padia	₹ 95,000
Mr. Ulrich Hambrecht*	US$ 2500

** Resigned w.e.f. May 30, 2023*

(c) Stakeholders' Relationship Committee:

In compliance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations, a Stakeholders' Relationship Committee of the Board has been constituted which comprises of three members. The main responsibility of the Committee is to ensure cordial investor relations and supervise the mechanism for redressal of investor grievances.

➢ **Name of the Non-Executive Director heading the Committee:**

Stakeholders' Relationship Committee is headed by Ms. Veena Padia, Independent Director of the Company.

➢ **Composition, Meetings and Attendance of Stakeholders' Relationship Committee:**

During the Financial year 2023-24, Stakeholders' Relationship Committee met on February 12, 2024.

Name of member	Designation	Category	No. of meetings during the year	
			Held	Attended
Ms. Veena Padia	Chairperson	Independent Director	1	1
Mr. Manish Kiri	Member	Executive Director	1	1
Mr. Mukesh Desai	Member	Independent Director	1	1

Mr. Suresh Gondalia, Company Secretary & Compliance officer acts as a Secretary to the Committee.

➢ **Details of investor complaints received and redressed during the year 2023-24 are as follows:**

Number of shareholders complaints received and resolved	Number of complaints not solved to the satisfaction of shareholders	Number of pending complaints
1	NIL	NIL

(d) Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee has been constituted in line with the provisions of Section 135 of the Act:

➢ **The terms of reference:**

1. To formulate and recommend to the Board, a Corporate Social Responsibility ("**CSR**") Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act;
2. To finalise a list of CSR projects or programs or initiatives proposed to be undertaken periodically and to review the same from time to time in accordance with requirements of Section 135 of the Act;
3. To recommend the amount of expenditure to be incurred on the CSR activities;
4. To monitor the CSR Policy of the Company from time to time;
5. To review the CSR report and other disclosures on CSR matters for the approval of the Board for their inclusion in the Board Report.

➢ **Composition, Meeting and Attendance of Corporate Social Responsibility Committee**:

During the Financial year 2023-24, CSR Committee met on August 11, 2023.

Name of member	Designation	Category	No. of meetings during the year	
			Held	Attended
Ms. Veena Padia	Chairperson	Independent Director	1	1
Mr. Manish Kiri	Member	Executive Director	1	1
Mr. Mukesh Desai	Member	Independent Director	1	1

Mr. Suresh Gondalia, Company Secretary and Compliance officer acts as Secretary to the Committee.

➢ **Corporate Social Responsibility Policy:**

The CSR activities shall be focused not just around the plants and offices of the Company, but also in other geographies, based on the needs of the communities. The key focus areas where special community development programmes would be run, are:

1. Eradicating hunger, poverty and malnutrition, and sanitation and making available safe drinking water;
2. Promoting education;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;
6. Rural developments;
7. Disaster management, including relief, rehabilitation and reconstruction activities.

In compliance with Section 135 of the Act, read with the applicable rules thereto, the Board has approved a CSR Policy of the Company which is available on the website of the Company i.e. www.kiriindustries.com.

(e) Risk Management Committee:

The Risk Management Committee of the Company is constituted as per Regulation 21 of the Listing Regulations.

- **The terms of reference:**

  The objective of the Risk Management Committee is to create and protect shareholder value by minimizing threats or losses and identifying and maximizing opportunities. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

- **Composition, Meeting and Attendance of the Committee:**

  During the Financial year 2023-24, Risk Management Committee met 2 (Two) times on May 30, 2023 and November 08, 2023.

Name of the member	Designation	Category	No. of meetings during the year	
			Held	Attended
Mr. Manish Kiri	Chairman	Executive Director	2	2
Mr. Keyoor Bakshi	Member	Independent Director	2	2
Mr. Mukesh Desai	Member	Independent Director	2	2
Mr. Yagnesh Mankad	Member	Executive Director	2	2
Mr. Jayesh Vyas	Member	Chief Financial Officer	2	2

Mr. Suresh Gondalia, Company Secretary & Compliance officer acts as a Secretary to the Committee.

- **Risk Management policy:**

  The Company has adopted the Risk Management Policy to protect and safeguard the assets of Company and reducing volatility in various areas of the business. Developing and supporting people by providing framework to enable the future activities, which is available on the website of the Company i.e. www.kiriindustries.com.

(f) Independent Director's Meeting:

During the year under review, the Independent Directors met on February 12, 2024 inter alia to:

1. Evaluate performance of Non-Independent Directors and the Board of Directors;
2. Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
3. Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;
4. To updates on regulatory changes.

All the Independent Directors were present at the Meeting. Further, in the opinion of the board, the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

(g) Senior management:

Particulars of senior management including the changes therein since the close of the previous financial year are as under.

S. No.	Particulars	Designation
1.	Mr. Jayesh Vyas	Chief Financial Officer
2.	Mr. Suresh Gondalia	Company Secretary
3.	Mr. Prashant Pandya	Group President-Corporate Affairs
4.	Mr. Tej Malhotra	Director-Projects
5.	Mr. Mukeshbhai Dave	Chief Operating Officer
6.	Mr. Prasanna Patankar	Chief Marketing Officer
7.	Mrs. Jignasha Upadhyay	Chief Quality Assurance Officer
8.	Mrs. Kaushambi Patel	Chief ESG Officer
9.	Mrs. Neelima Rajput	President - Sales & Marketing

S. No.	Particulars	Designation
10.	Mr. Nilesh Vyas	President - Production
11.	Mr. Bhaskar Joshi	Vice President-Manufacturing
12.	Mr. Antony Morera	Vice President - Sales & Marketing
13.	Mr. Simon Joseph	Vice President – Purchase
14.	Mr. Kanjibhai Rabari	Vice President - Product Planning & SCM
15.	Mr. Ronak Shah	Vice President – Commercial
16.	Mr. Jayesh Hirani	Vice President - Accounts & Finance
17.	Mr. Shail Soni	Vice President – HR

Changes in senior management made during the year:

- Mr. Janardan Bhatt resigned as Sr. Vice President-Purchase w.e.f. May 31, 2023.
- Mrs. Jignasha Upadhyay was appointed as Chief Quality Assurance Officer w.e.f. June 06, 2023.
- Mr. Nilesh Vyas was appointed as President - Production w.e.f. June 06, 2023.
- Mr. Simon Joseph was appointed as Vice President – Purchase w.e.f. June 06, 2023.
- Mr. Ronak Shah was appointed as Vice President – Commercial w.e.f. June 06, 2023.
- Mr. Shail Soni was appointed as Vice President – HR w.e.f. June 06, 2023.

4. General Body Meetings:

➢ **Details of Annual General Meetings held during the last three financial years:**

Financial Year	Date	Time	Location
2022-23	September 26, 2023	10.30 a.m.	The meeting was held through video conferencing (VC).
2021-22	September 29, 2022	02.30 p.m.	The meeting was held through video conferencing (VC).
2020-21	September 28, 2021	02.30 p.m.	The meeting was held through video conferencing (VC).

➢ **Details of Special Resolutions passed in the previous three AGMs:**

Number and Date of Annual General Meeting	Particulars of Special Resolutions passed at the AGM
25th AGM held on September 26, 2023	No Special Resolution was passed.
24th AGM held on September 29, 2022	To approve continuation of directorship of Mr. Ulrich Hambrecht (DIN: 01967154) as Non-Executive Independent Director.
23rd AGM held on September 28, 2021	No Special Resolution was passed.

- No Extraordinary General Meeting was held during the Financial Year 2023-24.
- The following special resolutions has passed through postal ballot process during financial year 2023-24:
  1. To re-appoint Mr. Manish Kiri (DIN: 00198284) as Chairman and Managing Director as a Special Resolution
  2. To appoint Mr. Yagnesh Mankad (DIN: 03204060) as Whole Time Director as a Special Resolution.

5. Remuneration of Directors:

➢ During the year under review, there is no pecuniary relationship or transactions with the Company by any Non-Executive Directors, other than sitting fees and reimbursement of expenses incurred by them for attending meetings of the Board/Committee.

➢ **Criteria of making payments to Non-Executive Directors:** Non-Executive Directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to the decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company. The sitting fees to the Independent Directors are being paid as per the industry standards as well as the qualification, knowledge, experience and expertise of the respective directors.

➢ **Disclosures with respect to remuneration:** In addition to disclosures required under the Act, the following disclosures are being made:

(i) All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.:

(₹ in Lakhs)

Sr. No.	Name	Mr. Manish Kiri	Mr. Yagnesh Mankad	Mr. Girish Tandel	Mr. Keyoor Bakshi	Mr. Mukesh Desai	Ms. Veena Padia	Mr. Ulrich Hambrecht*
	Designation	**Chairman-Managing Director**	**Whole Time Director**	**Whole Time Director**	**Independent Director**	**Independent Director**	**Independent Director**	**Independent Director**
1	Gross salary	156	17.26	22.14	-	-	-	-
2	Sitting Fees, if applicable	-	-	-	0.95	1.05	0.95	US$ 2500
2	Benefits	-	-	-	-	-	-	-
3	Bonuses	-	-	-	-	-	-	-
4	Pension	-	-	-	-	-	-	-
5	Stock Option	-	-	-	-	-	-	-
6	Sweat Equity	-	-	-	-	-	-	-
7	Commission as % of profit	-	-	-	-	-	-	-
8	Others, please specify	-	-	-	-	-	-	-
	Total	**156**	**17.26**	**22.14**	**0.95**	**1.05**	**0.95**	**US$ 2500**

Resigned w.e.f. May 30, 2023.

(ii) Details of fixed component and performance-linked incentives, along with the performance criteria: Nil

(iii) Service contracts, notice period, severance fees: Nil

(iv) Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: Nil

6. Disclosures:

➢ **Related Party Transactions:**

During the year under review, the Company has transactions/contracts/ agreements that are classified as "Related Party Transactions" under provisions of the Act and the Rules framed thereunder. These contracts/ arrangements/agreements were in the ordinary course of the business of the Company, to facilitate the business of the Company and the Audit Committee and the Board have approved the same. Necessary disclosures as required under Indian Accounting Standards ("**IND AS**") have been made in the notes to the financial statements. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large.

As required under Regulation 23(1) of the Listing Regulations, the Company has also formulated a Policy on materiality of Related Party Transactions and dealing with related party transactions, which is available on the website of the Company viz. www.kiriindustries.com.

➢ **Legal Compliances:**

There were no instances of any non-compliances and no penalties or strictures which were imposed on the Company by SEBI, Stock Exchanges or any statutory authority on any matter related to capital markets, during the last three years.

➢ **Vigil Mechanism / Whistle Blower Policy:**

The Company has established a whistle blower mechanism to provide an avenue to raise concerns, if any, in line with the Company's commitment to the high standards of ethical, moral and legal conduct of business. The mechanism also provides adequate safeguards against victimization of employees who avail of the mechanism. The policy also lays down the process to be followed for dealing with complaints and provides for access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is available on the Company's website at www.kiriindustries.com.

- **Subsidiary Companies:**

  Pursuant to Regulation 16 of the Listing Regulations, the Company has adopted a Policy for determining Material Subsidiary, which is available on the website of the Company i.e. www.kiriindustries.com. The Company has no material subsidiary as per threshold limit laid down in the Listing Regulations.

- **Commodity price risk or foreign exchange risk and Commodity hedging activities:**

  Pursuant to Regulation 34(3) read with clause 9(n) of Part C of Schedule V of the Listing Regulations, the Company does not have exposure of any commodity, therefore hedging of such exposures are not required, hence do not require to disclose such information as per SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

  The Company has not raised fund through preferential allotment or QIP during the financial year.

- **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:**

  Not Applicable

- Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part, is given in the notes to the Financial Statements.

- The Company has constituted an Internal Complaints Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the committee has not received any complaint as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review. The policy on Prevention of Sexual Harassment is available on the website of the Company at www.kiriindustries.com.

- **Non-mandatory (Discretionary) requirements:**

  The status of Non-mandatory (Discretionary) requirements under Regulation 27(1) read with Part E of Schedule II of the Listing Regulations are as below:

  - **The Board:**

    The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

  - **Shareholders Rights:**

    The Company has adopted practice of providing management notes with quarterly results through stock exchanges for its shareholders for better understanding of financial performance, industry scenario etc. The quarterly financial result as well as management notes thereon as approved by the Board are disseminated to the Stock Exchanges and website of the Company viz. www.kiriindustries.com as per the Listing Regulations. Quarterly financial results are also published in the newspapers as per Regulation 47 of the Listing Regulations. The Conference calls were also scheduled at every quarter for all the investors for discussion of the financial performance and business of the Company.

  - **Modified opinion(s) in audit report:**

    There are no such modified opinions in audit report.

  - **Reporting of Internal Auditor:**

    As per Section 138 of the Act read with rules made thereunder, if any, the Company has appointed an Internal Auditor who reports to the Audit Committee. The Internal Auditor submits their report to the Audit Committee on quarterly basis for their reviews and suggestion for necessary action.

- **Compliance with mandatory requirements:**

  The Company has complied with all mandatory Corporate Governance requirements as specified in Regulation 17 to 27 and Regulation 46(2) of the Listing Regulations during the Financial Year 2023-24.

7. Means of Communications:

The website of the Company i.e. www.kiriindustries.com is the primary source of information about the Company to the public. The Company maintains a functional website containing the basic details of the Company in terms of Regulation 46 of the Listing Regulations. All information, which could have a material bearing on the share price, is released at the earliest to the stock exchanges in accordance with the requirements of the Listing Regulations through their respective portals. The financial results are also made available on the website of the Company at www.kiriindustries.com. The Company normally publishes financial results and other communications of the Company in English Language daily newspaper having nationwide circulation and a Gujarati Language newspaper circulating in Ahmedabad city. During the year, the Company has uploaded all the presentations made to institutional investors or to the analysts, updates on ongoing Court Case in Singapore and other disclosures as required under Regulation 46 of the Listing Regulations on the website of the Company.

8. General Shareholders Information:

A. Annual General Meeting	Day : Friday Date : September 27, 2024 Time : 11.00 a.m.
B. Financial Year	The Financial Year of the Company is 1st April to 31st March.
C. Date of Book Closure	From Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive)
D. Listing on Stock Exchanges	**The BSE Limited** Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 **The National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051.
E. Listing Fees	The Company has paid annual listing fees to both Stock Exchanges during the year.
F. Stock Code	**The BSE Limited :** 532967 **The National Stock Exchange of India Limited:** KIRIINDUS
G. CIN of the Company	L24231GJ1998PLC034094
H. ISIN	INE415I01015

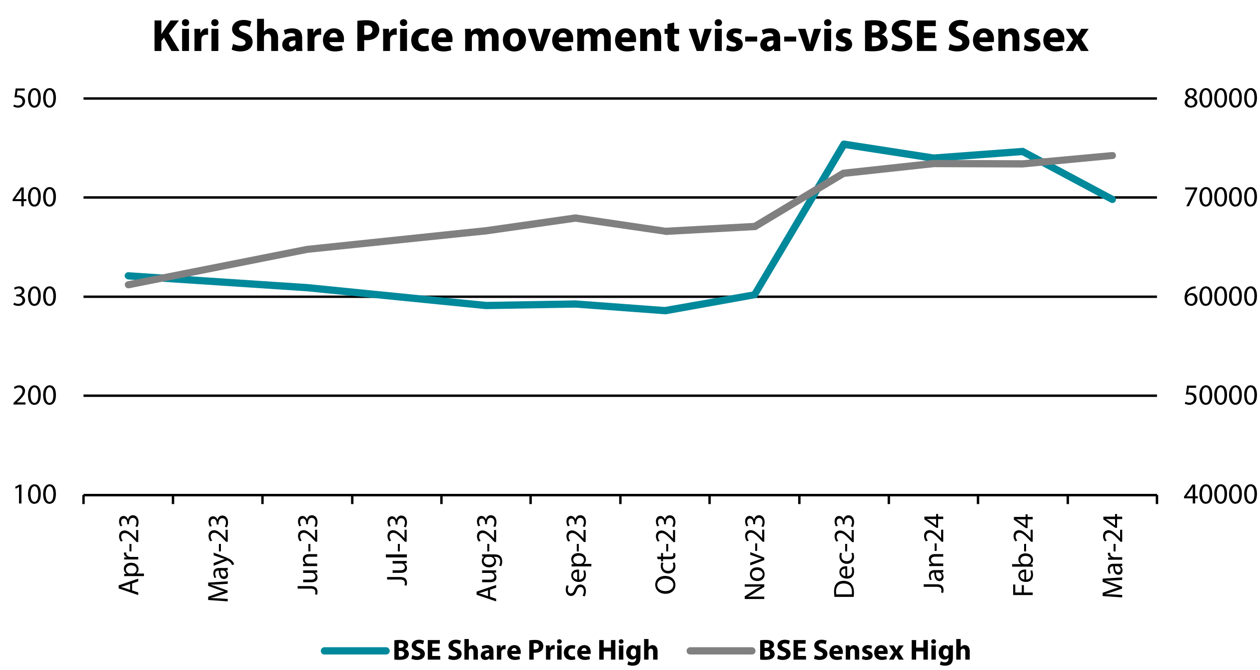
I. Dividend History of last 3 years:

Financial Year	Kind of Shares	Rate (%)	Per Share(₹)
2022-23	-	-	-
2021-22	-	-	-
2020-21	Preference Shares	0.15%	0.015

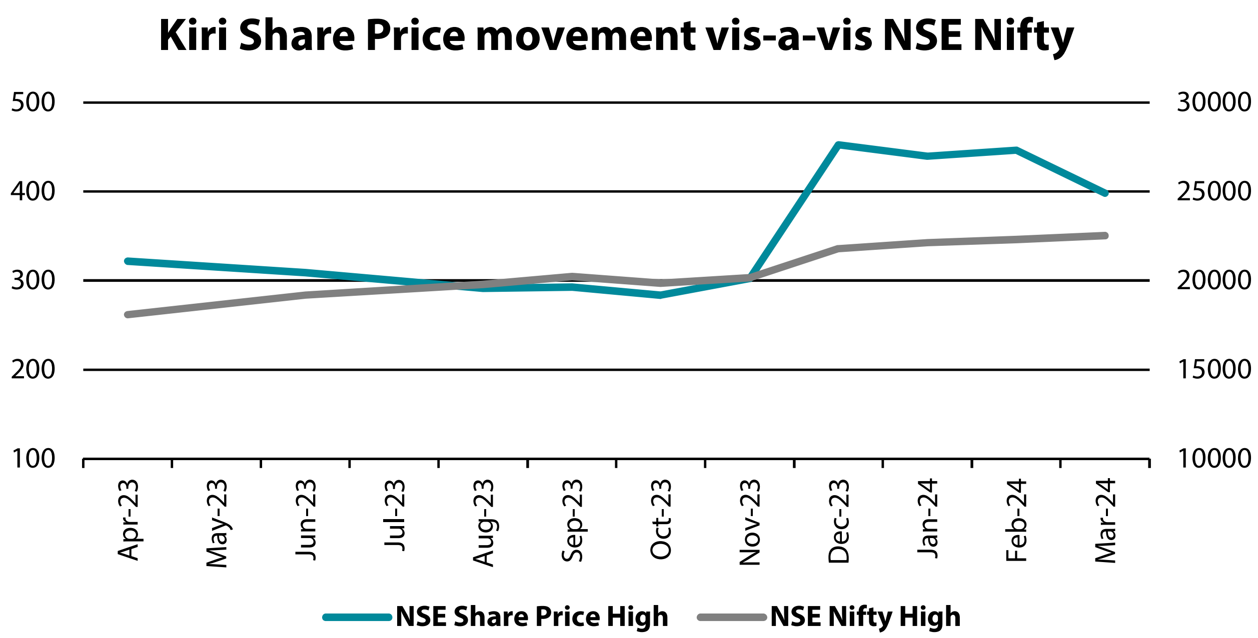
J. **Monthly high, low prices and number of shares traded from April, 2023 to March, 2024 at BSE and NSE are as follows:**

Months	BSE Share Price		BSE Sensex		BSE	NSE Share Price		NSE NIFTY		NSE
	High (₹)	Low (₹)	High	Low	Volumes	High (₹)	Low (₹)	High	Low	Volumes
April-23	321.10	285.95	61209.46	58793.08	221464	321.70	286.00	18089.15	17312.75	2354307
May-23	306.00	288.55	63036.12	61002.17	149369	306.25	288.85	18662.45	18042.40	2145681
June-23	309.15	274.05	64768.58	62359.14	138103	309.00	277.00	19201.70	18464.55	2745080
July-23	314.75	266.60	67619.17	64836.16	216061	314.70	266.80	19991.85	19234.40	4474917
August-23	291.00	266.80	66658.12	64723.63	164451	291.50	266.40	19795.60	19223.65	3088249
Sept-23	292.55	264.00	67927.23	64818.37	203917	292.80	264.00	20222.45	19255.70	3410500
Oct-23	285.95	262.10	66592.16	63092.98	122307	283.65	261.00	19849.75	18837.85	2009773
Nov-23	302.00	264.00	67069.89	63550.46	229012	302.20	266.75	20158.70	18973.70	4769276
Dec-23	453.90	289.95	72484.34	67149.07	850035	452.50	289.55	21801.45	20183.70	17768211
Jan-24	439.80	385.00	73427.59	70001.60	450862	439.75	383.05	22124.15	21137.20	11694495
Feb-24	446.70	365.75	73413.93	70809.84	635677	446.60	366.05	22297.50	21530.20	9826095
March-24	398.05	295.95	74245.17	71674.42	1061478	398.05	300.10	22526.60	21710.20	4905971

Performance in comparison to broad-based indices viz. BSE Sensex



Performance in comparison to broad-based indices viz. NSE Nifty



K.	Registrar and Transfer Agents:	**Cameo Corporate Services Limited** Subramanian Building #1, Club House Road, Chennai-600002. Phone No.: (044) 40020700 Fax No.: (044) 28460129 Email: investor@cameoindia.com Online Investor Portal: http://wisdom.cameoindia.com
L.	Share Transfer System:	Trading in equity shares of the Company through recognized Stock Exchanges can be done only in dematerialized form. As per Regulation 40 of the Listing Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in demat form with a depository. In compliance of the provisions of Listing Regulations, the share transfer system of the Company is audited every six months by a Practicing Company Secretary and a certificate to that effect is issued by him/ her.
M.	Address for Correspondence:	**Company Secretary & Compliance Officer** **Kiri Industries Limited** 7th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad – 380006. Tel:+91-79-26574371-73; Email id: info@kiriindustries.com investor@kiriindustries.com Website: www.kiriindustries.com

N.	**Plant Locations:**	Presently Company is engaged in the business of manufacturing of Dyes, Dyes Intermediates and Basic Chemicals at its following plants: • **Dyestuff Division**: Plot No. 299/1/A&B & 10/8, Near Water Tank, Phase-II, GIDC, Vatva, Ahmedabad-382 445, Gujarat, India • **Intermediates Division:** Block No. 396 & 390A, ECP Canal road, Village: Dudhwada, Karakhadi, Tal: Padra, Dist: Vadodara, Gujarat, India • **Basic Chemicals Division:** Block No. 552/A, ECP Canal road, Village: Dudhwada, Karakhadi, Tal: Padra, Dist: Vadodara, Gujarat, India.
O.	**Dematerialization of Shares:**	99.93% Paid-up Equity Share Capital of the Company is in dematerialised form as on March 31, 2024.
P.	**Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity:**	The Company has not issued any GDRs/ADRs as on date. There are no outstanding Convertible instruments pending for conversion into equity shares.

Q. Categories of equity shareholding as on March 31, 2024:

Sr. No.	Categories	No. of Shares	% of Total Capital
1	Promoters and Promoter Group	1,38,50,486	26.72
2	Financial Institutions / Banks	2,46,442	0.48
3	Bodies Corporate	19,32,580	3.73
4	Key Managerial Personnel	3,70,874	0.72
5	Individuals	1,20,95,717	23.34
6	Foreign Nationals	37,611	0.07
7	Hindu Undivided Family	9,03,895	1.74
8	Non Resident Indians	5,71,362	1.10
9	Trusts	17,500	0.03
10	Foreign Portfolio Investments/Foreign Institutional Investors	2,18,07,744	42.07
	Total	**5,18,34,211**	**100.00**

R. Distribution Schedule as on March 31, 2024:

Sr. No.	Categories	No. of Holders	% of Total Holders	No. of Shares	% of Total Shares
1	Between 10 - 5000	27434	89.03	24,10,938	4.65
2	Between 5001 - 10000	1402	4.55	11,09,528	2.14
3	Between 10001 - 20000	887	2.87	13,18,564	2.54
4	Between 20001 - 30000	335	1.08	8,51,806	1.64
5	Between 30001 - 40000	152	0.49	5,46,334	1.05
6	Between 40001 - 50000	145	0.47	6,76,052	1.30
7	Between 50001 -100000	230	0.74	16,96,101	3.27
8	> 100000	226	0.73	4,32,24,888	83.39
	Overall Total:	**30811**	**100.00**	**5,18,34,211**	**100.00**

S. Position of Shares as on March 31, 2024:

The percentage of shares held in NSDL (85.07%), CDSL (14.86%) and in Physical Form (0.07%).

T. Disclosures with respect to demat suspense account / unclaimed suspense account:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	NIL
Number of shareholders to whom shares were transferred from the suspense account during the year	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL

U. Disclosure of certain types of agreements binding listed entities:

No agreements are executed which are covered under clause 5A of paragraph A of Part A of Schedule III of Listing Regulations and hence disclosure is not required.

Green Initiative:

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report etc. to shareholders at their e-mail address registered with their Depository Participants (DPs)/Company/Registrar & Transfer Agents.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with our Registrar and Transfer Agent i.e. M/s. Cameo Corporate Services Limited.

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Place: Ahmedabad
Date: August 29, 2024

CONFIRMATION ON CODE OF CONDUCT

[Regulation 34(3) read with Schedule V (Part D) of
the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015]

To,
The Members,
Kiri Industries Limited

This is to confirm that the board has laid down a code of conduct for Board of Directors and senior management of the Company. It is further confirmed that all the Directors and senior management of the Company have affirmed compliance with the Code of Conduct of the Company as at March 31, 2024, as envisaged in Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Place: Ahmedabad
Date: August 29, 2024

COMPLIANCE CERTIFICATE

We, the undersigned, in our respective capacities as Chairman & Managing Director and Chief Financial Officer of Kiri Industries Limited ("**the Company**") to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended on March 31, 2024 and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

D. We have indicated to the auditors and the Audit Committee:

a. there are no significant changes in internal control over financial reporting during the year;

b. there are no significant changes in accounting policies during the year; and

c. there are no instances of significant fraud of which we have become aware.

For Kiri Industries Limited

Place: Ahmedabad
Date: August 29, 2024

Manish Kiri
Chairman & Managing Director

Jayesh Vyas
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Kiri Industries Limited

We have examined the compliance of conditions of Corporate Governance by Kiri Industries Limited ('the Company'), for the financial year ended on 31st March, 2024 as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance as stipulated in Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations. During the financial year 2023-24, the Company confirmed the re-appointment of a Managing Director w.e.f. 01st April, 2023, appointment of two Whole time Directors w.e.f. 11th February, 2023 and noted the resignation of an Independent Director w.e.f. 30th May, 2023. The Board of Directors of the Company is in compliance with Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015.

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 **KASHYAP R. MEHTA & ASSOCIATES,**
COMPANY SECRETARIES,
FRN: S2011GJ166500

KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 : COP-2052 : PR-5709/2024
UDIN : F001821F001068557

Date: August 29, 2024
Place: Ahmedabad

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 Disclosures Requirements) Regulations, 2015]

To,
The Members,
Kiri Industries Limited
7th Floor, Hasubhai Chambers,
Town Hall, Ellisbridge,
Ahmedabad – 380006

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kiri Industries Limited [CIN: L24231GJ1998PLC034094] having Registered Office at 7th Floor, Hasubhai Chambers, Town Hall, Ellisbridge, Ahmedabad – 380006 (hereinafter referred to as 'the Company'), produced before us by the Company, whether electronically or otherwise, for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 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:

Sr. No.	Name of the Director	DIN	Date of original appointment	Date of appointment as Independent Director
1	Manishkumar Pravinchandra Kiri	00198284	14-05-1998	N.A.
2	Keyoor Madhusudan Bakshi$	00133588	27-06-2007	27-09-2019
3	Mukesh Gunvantrai Desai$	00089598	11-08-2014	27-09-2019
4	Veena Jayantilal Padia*	06992591	10-10-2014	25-09-2020
5	Yagnesh Mankad#	03204060	11-02-2023	N.A.
6	Girish Hirabhai Tandel#	08421333	11-02-2023	N.A.

$ Re-appointed as an Independent Directors of the Company for a second term of 5 (Five) consecutive years w.e.f. September 27, 2019.

** Re-appointed as Independent Director of the Company for a second term of 5 (Five) consecutive years w.e.f. September 25, 2020.*

 # Appointed as Whole-time Directors of the Company w.e.f. February 11, 2023.

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

For **KASHYAP R. MEHTA & ASSOCIATES,**
COMPANY SECRETARIES,
FRN: S2011GJ166500

KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 : COP-2052 : PR-5709/2024
UDIN : F001821F001068557

Date: August 29, 2024
Place: Ahmedabad

Annexure H

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The BRSR framework is based on the National Guidelines for Responsible Business Conduct (NGRBC) and consists of three sections:

Section A provides a broad overview of the business, its offerings, business and operations footprint, employees, related parties, CSR and transparency.

Section B covers management and process disclosures related to the businesses aimed at demonstrating the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Section C demonstrate Company's performance in integrating the nine Principles of NGRBC and Core Elements with key processes and decisions.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L24231GJ1998PLC034094
2.	Name of the Listed Entity	Kiri Industries Limited
3.	Year of incorporation	1998
4.	Registered office address	7th Floor, Hasubhai Chambers, Townhall, Ellisbridge, Ahmedabad – 380006, Gujarat, India
5.	Corporate address	7th Floor, Hasubhai Chambers, Townhall, Ellisbridge, Ahmedabad – 380006, Gujarat, India
6.	E-mail	info@kiriindustries.com
7.	Telephone	+91-79-2657 4371-72-73
8.	Website	www.kiriindustries.com
9.	Financial year for which reporting is being done	April 1, 2023 to March 31, 2024 (FY 2023-24)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	The paid-up equity share capital of the Company as of March 31, 2024, stood at ₹ 5183 Lakhs consisting of 5,18,34,211 equity shares of ₹ 10/- each
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Suresh Gondalia, Company Secretary of the Company Email ID: info@kiriindustries.com
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).	The disclosures under this report are made on a Standalone basis.
14.	Name of Assurance Provider	Not Applicable
15.	Type of Assurance obtained	Not Applicable

II. Products/ Services

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

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Manufacturing and trading of Dyes, Dyes Intermediates and Basic Chemicals	100

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

Sr. No.	Product/Service	NIC Code	% of Total Turnover contributed
1	Dyes Intermediates	2011	47
2	Dyes	20114	50
3	Basic Chemicals	2011	3

III. Operations

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

Locations	Number of Plants	Number of Offices	Total
National	4	4	8
International	0	1	1

19. Markets served by the entity:

a. Number of Locations

Locations	Number
National (No. of States)	11
International (No. of Countries)	47

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

The Contribution of exports is 41.90% of the total turnover of the Company.

c. A brief on types of customers

The Company distributes its products through dealer and distributor network. The Company's products cater to the Chemical, Dyes, Dyes Intermediates, Pharma, Paper and Textile industries. In case of Dyes, the customer segment is textile manufacturers, leather manufacturers, dying, finishing etc. In case of Dyes Intermediates, the customer segment is various manufacturers of reactive dyes mainly in domestic market. Basic Chemical segment caters to the customers in dyes intermediates and pharma industries at domestic level.

IV. Employees

20. Details as at the end of Financial Year:

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

Sr No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	787	770	97.84	17	2.16
2.	Other than Permanent (E)	0	0	0.00	0	0.00
3.	Total Employees (D+E)	787	770	97.84	17	2.16
Workers						
4.	Permanent (F)	0	0	0.00	0	0.00
5.	Other than Permanent (G)	467	415	88.87	52	11.13
6.	Total Workers (F+G)	467	415	88.87	52	11.13

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

Sr No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently Abled Employees						
1.	Permanent (D)	2	2	100	0	-
2.	Other than Permanent (E)	Not Applicable				
3.	Total differently abled Employees (D+E)	2	2	100	0	-
Differently Abled Workers						
4.	Permanent (F)	Not Applicable				
5.	Other than Permanent (G)	1	1	100	0	-
6.	Total differently abled Workers (F+G)	1	1	100	0	-

21. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	6	1	16.67
Key Management Personnel	5	0	0.00

22. Turnover rate for permanent employees and workers:

	FY 2023-24 (%)			FY 2022-23 (%)			FY 2021-22 (%)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	32.10	42.36	31.63	26.20	29.63	26.31	14.58	11.11	14.50
Permanent Workers	Not Applicable								

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of Holding / Subsidiary / Associate Companies / Joint Ventures:

Sr. No.	Name of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Indicate whether Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Refer Annexure-A (Form AOC-1) of Directors' Report for FY 2023-24 for information on Holding/Subsidiary/ Associate Companies/ Joint Ventures.				

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: No

(ii) Turnover (in ₹): ₹ 59,317.66 Lakh for FY 2022-2

(iii) Net worth (in ₹): ₹ 48,697.29 Lakh for FY 2022-23

VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		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, http://www.kiriindustries.com/general-shareholders-information/	NIL	NIL	NA	NIL	NIL	NA
Investors (other than shareholders)		NIL	NIL	NA	NIL	NIL	NA
Shareholders		NIL	NIL	NA	NIL	NIL	NA
Employees and workers		NIL	NIL	NA	NIL	NIL	NA
Customers		4	NIL	Complaints received were related to the Quality and Packaging of the products. All the complaints received during the year have been resolved.	11	NIL	Complaints received were related to the Quality of the products. All the complaints received during the year have been resolved.
Value Chain Partners		NIL	NIL	NA	NIL	NIL	NA

26. Overview of entity's material responsible business conduct issues:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water Management	Risk	Increased water consumption and constrained water supply are among the most critical global risks. Considering our dependency on water for the viability of our operations, we have identified it as a material risk for us.	The Company has implemented total Zero Liquid Discharge (ZLD) at its dyes intermediates facilities and implemented Zero Liquid Discharge for few products of dyes manufacturing facility in order to reduce fresh water consumption and to maximize recycle and reuse of water. Further, we have optimized reuse, recycle of treated waste water in the plant operations to reduce overall fresh water consumption. We have also increased reaction concentration in process to reduce waste water generation.	Negative
2.	Community Development	Opportunity	Community development activities help the Company to create a positive impact on society by undertaking meaningful interventions to bring significant benefits to large sections of society.	The Company is dedicated to generate sustainable opportunities for underprivileged communities through initiatives such as enhancing education, promoting sustainable livelihoods, fostering a healthy society, and supporting rural infrastructure development.	Positive
3.	Health and Safety	Risk	In chemical industry, failure to ensure Health & Safety can directly impact people and community and disrupt the operations.	The Company recognizes and accords highest priority to safety and well-being of its employees and other relevant parties. The Company's dyes manufacturing unit is ISO 45001:2018 Occupational Health and Safety (OHS) Management System with 100% coverage as on 31st March, 2024. We have embraced the safety and health management system which covers all manufacturing locations, offices, laboratories and supply chain partners. We ensure health, safety and well-being of our employees, visitors, contractors, and stake holders.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4.	Diversity, Equity and Inclusion (DEI)	Opportunity	To be on top of our innovation culture, we need diversity of thought, ideas, and perspectives. Focus on DEI helps to create better trust with employees which helps them in turn to perform better. Diversity, Equity, and Inclusion allows us to be more reflective of the society that we live in, provide opportunities to include people from all walks of life, respect our differences, foster socio-economic inclusion and help marginalized communities.	---	Positive
5.	Employee Practices & Benefits	Risk & Opportunity	Risk – Employee development programmes and provision for employee benefits could be considered as incurred expenses to the Company. Opportunities- Structured employee development and engagement programmes accelerate the work satisfaction of the Company, thereby enhancing the performance and Company's top-line. An enhanced collaboration amongst the team members lead to better communication, trust, talent pipeline, understanding of Company's long term corporate goals and priorities and improved employee retention.	By continuously improving employee skills through on-the-job learning experiences, workshops, seminars, and other training programs, we strive to enhance employee performance to overall organization enhancement.	Negative & Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Responsible Supply Chain	Risk	Organizations are under increased pressure from shareholders, customers, and regulators to mitigate environmental, social and governance (ESG) risk exposures within their supply chain. Not having sustainable supply chain management practices, a Company may be exposed to more risks including labour disruptions, workforce health and safety incidents, human rights issues, and shortages of raw materials.	The Company has established an integrated and flexible network to meet business requirements and engage with suppliers to assess their performance in accordance to industry leading social and environmental certification standards. It always focus on adoption of new-age technology to enhance productivity and efficiency.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section describes the structures, policies and processes aligned to nine principles of business responsibility.

These briefly are as follows:

P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.
P2	Businesses should provide goods and services in a manner that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should respect and promote the wellbeing of all employees, including those in their value chains.
P4	Businesses should respect the interests of and be responsive towards all its stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect and make efforts to restore and protect the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible and transparent manner.
P8	Businesses should promote inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	http://www.kiriindustries.com/investors/								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustees) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO9001:2015, ISO14001:2015, ISO45001: 2018, Global Organic Textile Standard (GOTS), Bluesign System Partner, Zero Discharge of Hazardous Chemicals (ZDHC) Registration								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	N	N	N	N	N	N	N	N	N
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	NA	NA	NA	NA

Governance, leadership and oversight

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

Business responsibility has developed new trends in the sustainability landscape. These are driven by initiatives that translate the sustainability philosophy into actions that impact companies and their stakeholders. In this challenging era, the Company is committed to demonstrate its highest level of service towards Environment, Social and Governance. Each operation in our plant which we undertake, we make sure and keep a track to act responsibly towards the environment and the society.

We have made notable achievements in the realm of ESG initiatives, showcasing its commitment to sustainability and responsible practices. The Company has undertaken extensive plantation activities during Monsoon, 2023, resulting to reduction of greenhouse gas emissions which in turns contributes to environmental conservation & biodiversity. Additionally, the Company holds an ISO 14001:2015 Certification for Environment Management, for its dyes and dyes Intermediates division.

We believe that industrial development and environmental integrity are not mutually exclusive. Indeed, they should be two sides of a coin, each side being equally important components of the coin's value. For which, the Company has developed policy of Duo-Eco-Growth i.e. economic growth encompassing ecological growth.

We ensures that it is compliant with all the statutory and regulatory requirements and the appropriate reporting / filings in this regard are done timely without any lapse. The Company follows a well-defined procurement policy for procurement of goods and services. The IT infrastructure security and management systems are well deployed including disaster recovery. The HR Policies of the Company ensure holistic employee well-being and benefits, career progression, adequate training, safety and encouragement for women employees and well defined grievance redressal mechanism, thus ensuring proper governance. Accordingly, the Company has taken appropriate measures to inculcate beneficial and fair business practices to the labour, human capital and to the community at large. It provides employees and workers with working conditions that are clean, healthy and safe.

Further, we have been actively engaging our resources in CSR volunteering activities by providing a platform to interact with local communities with a sense of purpose and satisfaction. Our CSR projects focus on Education, Health & Wellness, and Women Empowerment.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. Manish Kiri Designation: Chairman and Managing Director DIN: 00198284 Email ID: info@kiriindustries.com								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related	The Company does not have a specific Committee. However, periodic joint assessments are carried by the Chairman and Managing Director along with key employees and functional heads of the Company. These joint assessments focus on the environmental and social issues, how these issues impact the continuity of the business and the way forward to deal with them.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	D	D	D	D	D	D	D	D	D	A	A	A	A	A	A	A	A	A
Compliance with statutory requirements of relevance to the principles, and rectifications of any non-compliances	D	D	D	D	D	D	D	D	D	A	A	A	A	A	A	A	A	A

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated	Not Applicable. All the principals are covered by policies of Kiri Industries Limited.

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/ principals covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	1	Familiarization programmes are carried out by way of notes or presentations on various updates related to regulatory changes and other important topics/ areas.	100
Key Managerial Personnel			

Segment	Total number of training and awareness programmes held	Topics/ principals covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Employees other than BoDs and KMPs	33	Familiarise with the Company's business, human rights, health, safety and to appraise about Company's policies.	100
Workers	20	Familiarise with the Company's productions, health & safety, human rights.	100

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):**

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in ₹)	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Penalty/ fine			NIL		
Settlement					
Compounding fee					

	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				

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 Anti-Bribery and Anti-Corruption Policy which is a part of Human Resource Management Policy. The Company has a zero tolerance policy towards the giving and receipt of bribes and of bribery and corruption in any form. The policy provides the ethical guidelines and expectations for conducting business on behalf of the Company, its subsidiaries and affiliate Companies. It applies to all employees; any consultant, representative, agent or subcontractor acting on the Company's business, whether in a paid or unpaid capacity; any board member or adviser, whether in a paid or unpaid capacity and suppliers and vendors of the Company.

The policy can be viewed at: http://www.kiriindustries.com/investors/

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	FY 2022-23
Directors	NIL	
KMPs		
Employees		
Workers		

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

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NA	NIL	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NA	NIL	NA

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

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2023-24	FY 2022-23
Number of days of accounts payables	147	93

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans & advances and investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	68.00%	76.00%
	b. Number of trading houses where purchases are made from	185	195
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	65.30%	64.32%
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	16.00%	13.00%
	b. Number of dealers/ distributors to whom sales are made	140	132
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	49.16%	63.20%
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	13.07%	1.73%
	b. Sales (Sales to related parties / Total Sales)	33.00%	44.50%
	c. Loans & advances (Loans & advances given to related parties/ Total loans & advances)	32.30%	23.80%
	d. Investments (Investments made in related parties/ Total investments)	1.05%	0.00%

- Leadership Indicators

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

Yes, the Company have a Code of Conduct ("CoC") for Directors and Senior Management Personnel that details out the processes in place to avoid and manage conflict of interest. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall be disclosed promptly to the Company Secretary. Accordingly, the Company receives periodic/ ongoing declarations from its Board members, on the entities they are interested in and ensures requisite approvals, as required under the statute as well as the CoC of the Company, are in place before transacting with such individuals / entities.

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.

	FY 2023-24 (%)	FY 2022-23 (%)	Details of improvements in environmental and social impacts
R&D	4	6	The Company's R&D department is developing process technology to manufacture various product mix of dyes segments. The Company is through R&D, continuously reduce environmental impact. The Company has recycled, re-used and reduced water quantity by applying reverse osmosis process for manufacturing the products. The Company's dyes intermediate division operates on the concept of zero liquid discharge to reduce water consumption.
Capex	9	4	

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

Yes, the Company has responsible Supply Chain Mechanism and also has a standard operating procedures for approving vendors. Materials are procured from approved vendors both local and international. The Company has long standing business relations with regular vendors and the requirements of Business Integrity, Human Rights (labour standards), Health and Safety and Sustainable environmental standards in their business activities, production processes, services provision and their own purchasing procedures apply to all suppliers and their sub-tier suppliers.

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

35%

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.

a) Plastics (including packaging):

HDPE material used in packaging and other materials were collected by inhouse housekeeping workers, stored on separate storage area having impervious floor and cover on the top. Collected bags were reused for hazardous waste packing and leftover HDPE bags/liners were sold to GPCB authorised decontamination and reprocessing facility through GPCB XGN manifest system for its safe recycle and reuse.

b) E-waste

Electronic waste collected and stored on separate E-waste storage area. This collected E-waste from our units were sent to GPCB authorised E-waste recycler.

c) **Hazardous waste:**

Each type of Hazardous waste generated from our units, were collected, segregated, stored on separate storage area having impervious flooring and cover on the top. Stored hazardous wastes were either reused in captive consumption or sold to GPCB authorised agency/vendors for its recycle/reprocessing and left over quantity disposed off to the GPCB authorised common landfill facility through GPCB XGN manifest system.

d) **Other waste:**

Other wastes such as MS scrap waste were sold to the local vendors.

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

The Company manufactures products which are input materials for our customers who in turn finally manufactures the finished products. Therefore, these products packaging materials become pre-consumer plastic waste to our customers who recycle it through certified recyclers.

- Leadership Indicators

1. **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 (%)	FY 2022-23 (%)
Spent Sulphuric Acid	1.40	2.12
Spent Hydrochloric Acid	0.40	0.43
Acetic Acid	0.37	0.62
Glaubber salt	0.07	0.38

2. **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 products sold in respective category
Quantity of reclaimed products is very negligible. Reclaimed products are sold as low grade products.	

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)
Permanent Employees											
Male	770	0	-	0	-	0	-	0	-	0	-
Female	17	0	-	0	-	17	100	0	-	0	-
Total	**787**	**0**	**-**	**0**	**-**	**17**	**2.16**	**0**	**-**	**0**	**-**
Other than Permanent Employees											
Male	Not Applicable										
Female											
Total											

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

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	Not Applicable										
Female											
Total											
Other than Permanent Workers											
Male	415	0	-	0	-	0	-	0	-	0	-
Female	52	0	-	0	-	0	-	0	-	0	-
Total	**467**	**0**	**-**	**0**	**-**	**0**	**-**	**0**	**-**	**0**	**-**

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

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	0	Y	100	0	Y
Gratuity	100	0	N.A.	100	0	N.A.
ESI	58.10	0	Y	77.66	0	Y
Others- Please specify	--	--	--	--	--	--

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, we have taken a comprehensive approach to ensure accessibility for differently abled employees in all aspects of our infrastructure. The premises and offices are designed with keeping in mind the accessibility of differently abled employees.

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 has established a Manpower Planning and Recruitment Policy, which is a part of Human Resource Management Policy, which ensures non-discrimination on the basis of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race (includes color, nationality and ethnic origins), religion, sexual orientation, handicapped and on the basis of any illness. All the employees have equal chance to apply for any internal job postings or promotions and training opportunities at the workplace. By adhering to the policy, the Company shall give equal opportunity and equal pay without any discrimination with respect to the employment and occupation, in line with principles of UN Global compact. Our policy can be accessed at http://www.kiriindustries.com/investors/.

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				
Female	NIL			
Total				

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

	(If Yes, then give details of the mechanism in brief)
Permanent Workers	Not Applicable
Other than Permanent Workers Permanent Employees	The Company has established a Grievances Policy, which is a part of Human Resource Management Policy, to facilitate employees and workers to communicate /raise voice for their concern/ dissatisfaction/ complaints in a constructive way and in orderly manner and resolve the same to maintain a cordial work place atmosphere. They are encouraged to talk to each other to resolve their problems. If, after communicating with each other, the problem is not resolved, they can communicate informally with their direct supervisor who try to discuss the matter and resolve it by having an informal meeting. When they are unable to do so, they should refer to the HoD/ HR department. If the grievance relates to a supervisor behaviour that can bring disciplinary action, employees should refer directly to the HoD /HR department or the next level supervisor. The HR department ask employees/ workers to fill out a grievance form or submit application, organize conciliation procedures, investigate the matter, communicate the formal decision to all employees involved and take all necessary actions to resolve the matter effectively. Further, they have rights to file an appeal on any formal decisions with Chairman and Managing Director.
Other than Permanent Employees	Not Applicable

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

There are no workers or employees in the Company who are part of any Association or Union.

8. **Details of training given to employees and workers:**

Category	FY 2023-24					FY 2022-23				
	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)
Employees										
Male	770	459	59.61	0	0	925	537	58.05	0	0
Female	17	7	41.18	0	0	24	18	75.00	0	0
Total	**787**	**466**	**59.21**	**0**	**0**	**949**	**555**	**58.48**	**0**	**0**
Workers										
Male	415	107	25.78	0	0	469	314	66.95	0	0
Female	52	6	11.54	0	0	48	0	0	0	0
Total	**467**	**113**	**24.20**	**0**	**0**	**517**	**314**	**60.73**	**0**	**0**

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

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (D)	No. (E)	% (E/D)
Employees						
Male	770	770	100	925	925	100
Female	17	17	100	24	24	100
Total	**787**	**787**	**100**	**949**	**949**	**100**
Workers						
Male	415	415	100	469	469	100
Female	52	52	100	48	48	100
Total	**467**	**467**	**100**	**517**	**517**	**100**

10. Health and safety management system:

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

Yes, the Company recognizes and accords highest priority to safety and well-being of its employees and other relevant parties. The Company's dyes manufacturing unit is ISO 45001:2018 Occupational Health and Safety (OHS) Management System with 100% coverage as on March 31, 2024. The safety and health management system covers all manufacturing locations, offices, laboratories and supply chain partners. We ensure health, safety and well-being of our employees, contractors, visitors and stake holders.

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

The company has a comprehensive Risk Assessment plan, Onsite emergency plan, Disaster management plan for all its manufacturing locations. The company has well defined hazard & risk identification, assessment, control, documentation, monitoring and reviewing process to prevent incidents, injuries, occupational disease, emergency control & prevention and continuity of plant operations. Hazard & risk assessment considers roles and responsibilities, monitoring control measures, competency training and awareness of employees and workers associated with such activities.

Before starting of any activities, our qualified and experienced safety team identifies the routine and non-routine hazards, carry out risk assessment and management through Hazard Identification and Risk Assessment (HIRA), Job Safety Analysis (JSA), Standard Operating Procedure (SOP). On day to day basis unsafe conditions and hazards are identified by our safety team during plant safety round and through safety checklists. The compliance of the same is tracked during safety committee meeting and during internal safety audits to ensure risk control at work place.

The company has carried out Quantitative Risk Assessment, HAZOP study, Safety audits, onsite emergency and disaster management plan by internal as well as external agencies for all its production plants.

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

Yes, we encourage our workers to report work related hazards i.e. near miss incidents, injuries, unsafe conditions and unsafe acts through reporting to our safety committee members, which are being analysed during safety committee meetings. Tool box talk, work permit system and regular training is mandatory for all workers to inform and train them regarding work related hazards to mitigate such risks.

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

Yes. All eligible employees are covered under ESI scheme. All production plants have in-house occupational health centres with qualified factory medical officers.

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

Safety incident/ Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	2
	Workers	0	0
Total recordable work-related injuries	Employees	2	2
	Workers	0	0
No. of fatalities	Employees	1	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 work place.**

The well-being and safety of our personnel hold paramount significance for us. The Company recognizes that Occupational, Health and Safety (OHS) and overall physical and mental wellbeing of its employees is integral to its success and growth aspirations. We engage with individuals at all levels of our workforce and work towards reinforcing a safety culture throughout all our Company's operations. Our objective is to reduce incidents, minimize injuries, and consistently monitor the safety performance of our sites in order to provide safe workplace.

As part of our health and safety initiatives, we have put in place various measures in our facilities, a few of which are listed below:

a. Provision and maintenance of fire detection, alarm and suppression systems

b. Employee engagement campaigns on health & safety topics

c. Regular training on occupational health & safety to sensitize employees

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

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. **Assessments for the year:**

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

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

All incidents are investigated by safety committee members. Root cause analysis and investigation and corrective/ preventive actions carried out to prevent recurrence of the same incident. This detailed investigation was reviewed by senior management. This incident investigation report was discussed during safety meetings and during tool box training to bring awareness among employees and workers to prevent its recurrence.

- 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, we provide wide range of benefits through ESI policy, workman compensation policy etc.

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

   The Company periodically confirms with value chain partners to ensure timely deduction and deposit of statutory dues in accordance with applicable laws and regulations.

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 are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total number of affected employees / workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	1	0	1	0
Workers	0	0	0	0

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

   Yes

PRINCIPLE 4

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

- Essential Indicators

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

   Identification of key stakeholders is being done as a part of intergraded management system. The relevant stakeholder identification exercise has been carried out by the senior management in consultation with different departments. The stakeholders are identified based on a group who can affect or be affected by the Company. The identified stakeholder includes both internal and external stakeholders relevant to the organisation. The key stakeholder for the organisation includes employees and workers, investors and shareholders, government and regulators, vendors, customers and dealers, bank and financial institution, and the community.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of Engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees & Workers	No	Email/Meetings/ Conference calls/ Training Manuals	Continuous engagement throughout the year	HR policies, Career progression, Trainings, Health, Safety and Engagement initiatives.

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
Shareholders & Investors	No	Email/ Website/ Newspaper/ Conference calls/ Shareholder Meetings/ Public disclosures	Quarterly/ Need based	Corporate governance, Financial performance, Compliance, Profitability and Financial stability.
Customers	No	Email/ Telephone/ Virtual meetings/ In-person meetings	Regularly	Product quality and availability, Aftersales service, Timeliness of delivery, Responsiveness to needs
Suppliers	No	Email/ Conference calls/ Meetings	Regularly	Quality, Timely delivery and payments, ESG consideration, Credit worthiness, Fair Business Practices.
Government and Government officials	No	Email communication/ Telephone/ Meetings/ Legal submissions and approvals	Need based	Compliance, Policy advocacy, Timely contribution to local infrastructure, Proactive engagement.
Bank and Financial Institutions	No	Email/ Meetings/ Calls	Need based	Effective and timely payments and receipts, Avail credit facilities, Various bank accounts.

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			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	787	466	59.21	949	555	58.48
Other than Permanent	Not Applicable					
Total Employees	**787**	**466**	**59.21**	**949**	**555**	**58.48**
Workers						
Permanent	Not Applicable					
Other than Permanent	467	113	24.20	517	314	60.73
Total Workers	**467**	**113**	**24.20**	**517**	**314**	**60.73**

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

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. B	% (B/A)	No. C	% (C/A)		No. E	% (E/D)	No. F	% (F/D)
Employees										
Permanent	787	130	16.52	657	83.48	949	249	26.23	700	73.77
Male	770	128	16.62	642	83.38	925	249	26.91	676	73.08
Female	17	2	11.76	15	88.24	24	-	-	24	100
Other than Permanent	Not Applicable									
Male										
Female										
Workers										
Permanent	Not Applicable									
Male										
Female										
Other than Permanent	467	211	45.18	256	54.82	517	170	32.88	347	67.12
Male	415	192	46.27	223	53.73	469	159	33.90	310	66.10
Female	52	19	36.54	33	63.46	48	11	22.91	37	77.08

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

a. **Median remuneration / wages:**

Gender	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)[1]	3	₹ 86.63 Lakh	0	--
Key Managerial Personnel[2]	2	₹ 31.63 Lakh	0	--
Employees other than BoD and KMP	770	₹ 2.38 Lakh	17	₹ 9.12 Lakh
Workers	415	₹ 0.20 Lakh	52	₹ 0.18 Lakh

Note:

1. *BoD includes only Chairman & Managing Director, Whole-time Directors, who have drawn remuneration for the full FY 2023-24.*
2. *Key Managerial Personnel includes Chief Financial Officer and Company Secretary.*

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24 (in %)	FY 2022-23 (in %)
Gross wages paid to females as % of total wages	4.83	5.13

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

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

The Company is committed to provide a safe and positive work environment. In keeping with this philosophy, the organization has a Human Rights policy which is a part of Human Resource Management Policy. It applies to all the employees and to all locations where the Company conducts business and to all Company - sponsored events. Employees also have access to the HR team of the Company to whom they can highlight matters or concerns faced at the workplace.

Further, the Company encourages any employee having complaints, concerns of suspected incidents, amongst others, unethical practices, violation of applicable laws and regulations, including the Integrity Code, PIT Code, and Fair Disclosure Code to promptly come forward and express them without any fear of retaliation. Violation of this policy or the refusal to cooperate will result in disciplinary action, up to and including termination and referral to the appropriate authorities.

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

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	NIL	NIL	NA	NIL	NIL	NA
Discrimination at work place	NIL	NIL	NA	NIL	NIL	NA
Child labour	NIL	NIL	NA	NIL	NIL	NA
Forced labour/ Involuntary labour	NIL	NIL	NA	NIL	NIL	NA
Wages	NIL	NIL	NA	NIL	NIL	NA
Other human rights related issues	NIL	NIL	NA	NIL	NIL	NA

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2023-24	FY 2022-23
Total complaints reported under Sexual Harassment on of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/ workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

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

The Company aims to provide a safe working environment and prohibits any form of discrimination/harassment or related retaliation against or by any associate. We have policies like Grievances Policy, Whistle blower and Policy on Prevention of Sexual Harassment (POSH) which intend to prohibit such occurrences and ensure that there are no adverse consequences when an associate reports a complaint on discrimination or harassment. The Company ensures that he/she would not be jeopardized, terminated, or retaliated against for reporting any Protected Disclosure under the Policy unless it appears that the complaint is materially and unambiguously abusive and/or malicious or false and also ensures complete confidentiality by discussing only to the extent or with the persons required for the purpose of completing the process and investigations. Victimisation to be treated as a serious matter including initiating disciplinary action on such person/(s) that subjects or threatens to subject the other person to any detriment.

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

No

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	None

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

Not applicable, as we have not come across any significant concerns from assessments conducted at our plant and offices.

- Leadership Indicators

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

There are no human right grievances, therefore the Company do not require to change in business processes.

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

No human rights due-diligence was conducted.

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, we have implemented specific provisions to cater to the needs of differently abled employees as well as visitors, in accordance with the Rights of Persons with Disabilities Act, 2016. We strongly advocate for equal opportunities for all individuals and recognize the significance of fostering a diverse and inclusive work environment. Our workplaces are designed to provide necessary assistance and support, including modifications to workstations or positions, to enable employees with disabilities to perform their job responsibilities.

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	Unit	FY 2023-24	FY 2022-23
From renewable sources			
Total electricity consumption (A)	-	-	-
Total fuel consumption (B)	-	-	-
Energy consumption through other sources (C)	-	-	-
Total energy consumed from Renewable Sources (A+B+C)	**-**	**-**	**-**
From non-renewable sources			
Total electricity consumption (D)	TJ	4,07,99,269	4,40,06,879
Total fuel consumption (E)	TJ	3,10,64,869	3,51,88,881
Energy consumption through other sources (F)	-	-	-
Total energy consumed from non-Renewable Sources (D+E+F)	**TJ**	**7,18,64,138**	**7,91,95,760**
Total energy consumed (A+B+C+D+E+F)	**TJ**	**7,18,64,138**	**7,91,95,760**

Parameter	Unit	FY 2023-24	FY 2022-23
Energy intensity per rupee of turnover (Total energy consumption/ Revenue from Operations)	TJ/₹	0.01	0.01
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total energy consumed / Revenue from operations adjusted for PPP)		0.26	0.31
Energy intensity in terms of physical output – Production in MT	TJ/MT	0.01	0.01

**For the purpose of calculation of revenue from operations adjusted for Purchasing Power Parity (PPP), PPP conversion factor for India published for the year 2022 by World Bank which is 22.88 has been considered.*

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.

During the year, Environmental Audit have been conducted by GPCB approved Environmental Auditors for our dyes and dyes intermediates units.

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

   Not Applicable

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

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	3,35,020.1	5,23,198.90
(iii) Third party water	22,067.51	3,381.00
(iv) Seawater / desalinated water	0	0
(v) Others – Reused/recycled water	93,186.33	87,181.05
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**4,50,273.94**	**6,13,760.90**
Total volume of water consumption (in kilolitres)	**3,13,797.24**	**5,67,534.04**
Water intensity per rupee of turnover (Water consumed /turnover in rupees)	**$5.0*10^{-5}$**	**$9.6*10^{-5}$**
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total water consumption / Revenue from operations adjusted for PPP)	**$1.1*10^{-3}$**	**$2.2*10^{-3}$**
Water intensity in terms of physical output – Production in MT	**2.99 KL/MT**	**3.10 KL/MT**

**For the purpose of calculation of revenue from operations adjusted for Purchasing Power Parity (PPP), PPP conversion factor for India published for the year 2022 by World Bank which is 22.88 has been considered.*

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.

During the year, Environmental Audit have been conducted by GPCB approved Environmental Auditors for our dyes intermediates units.

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

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment	-	-
(iii) To Seawater	5078	4228
- No treatment	-	-
- With treatment – *Primary treated effluent from ETP via effluent conveyance channel discharged to sea water*	5078	4228
(iv) Sent to third-parties	27609.29	26831.37
- No treatment	11995.09	11891.37
- With treatment – *Primary & Tertiary treated effluent steam sent to Common Effluent Treatment Plant (CETP) for further treatment and safe disposal*	15614.20	14940.00
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	**32687.29**	**31059.37**

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.

During the year, Environmental Audit have been conducted by GPCB approved Environmental Auditors for our dyes and dyes intermediates units.

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

The Company has implemented total Zero Liquid Discharge (ZLD) at its dyes intermediates facilities and implemented Zero Liquid Discharge for few products of dyes manufacturing facility. The main object of ZLD is to reduce fresh water consumption and to maximize recycle and reuse of water.

Following the treatment process, we endeavour to maximize the utilization of the treated water for internal purposes whenever feasible, promoting sustainable water management practices. By adhering to these measures, we strive to minimize our environmental impact and contribute to the preservation of natural resources.

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

Parameter	Unit	FY 2023-24	FY 2022-23
NOx	MT /Month	0.1700	0.1915
SOx	MT /Month	0.6326	0.8355
Particulate Matter (PM)	--	--	--
Persistent Organic Pollutants (POP)	--	--	--
Volatile Organic Compounds (VOC)	--	--	--
Hazardous Air Pollutants (HAP)	--	--	--
Others – please specify	--	--	--

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.

During the year, Environmental Audit have been conducted by GPCB approved Environmental Auditors for our dyes and dyes intermediates units.

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

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break- up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent/ Month	6514.12	6839.00
Total Scope 2 emissions (Break- up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent/ Month	2344.81	2851.17
Total Scope 1 and Scope 2 emissions per rupee of turnover	**tCO_2/₹**	**$1.7*10^{-5}$**	**$1.9*10^{-5}$**
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	**tCO_2/₹**	**$3.2*10^{-5}$**	**$3.7*10^{-5}$**
Total Scope 1 and Scope 2 emissions intensity in terms of physical output - Production in MT	**tCO_2/MT**	**1.07**	**0.64**

**For the purpose of calculation of revenue from operations adjusted for Purchasing power parity (PPP), PPP conversion factor for India published for the year 2022 by World Bank which is 22.88 has been considered*

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.

During the year, Environmental Audit have been conducted by GPCB approved Environmental Auditors for our dyes and dyes intermediates units.

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

Reduction measures includes energy efficiency improvements and tree plantation. The company had planted approximately 1750 nos. of trees. The company is under progress to identify various locations and carry out massive plantation to further reduce CO_2 emission.

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

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	Nil	Nil
E-waste (B)	Nil	0.59
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste, Please specify, if any. (G)	89195.83	105528.40
Other Non-hazardous waste generated (H)	Nil	Nil
Total (A + B + C + D + E + F + G + H)	**89195.83**	**105528.99**
Water intensity per rupee of turnover (Water consumed /turnover in rupees)	**$1.4*10^{-5}$**	**$1.8*10^{-5}$**
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total water consumption / Revenue from operations adjusted for PPP)	**$3.3*10^{-4}$**	**$4.1*10^{-4}$**
Water intensity in terms of physical output - Production in MT	**0.85**	**0.58**

Parameter	FY 2023-24	FY 2022-23
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	30828.68	36793.82
(ii) Re-used	Recycled waste reused in process	Recycled waste reused in process
(iii) Other recovery operations	--	--
Total	30828.68	36793.82
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	--	--
(ii) Landfilling	11601.00	10393.10
(iii) Other disposal operations	55134.90	58341.53
Total	66735.90	68734.63

**For the purpose of calculation of revenue from operations adjusted for Purchasing power parity (PPP), PPP conversion factor for India published for the year 2022 by World Bank which is 22.88 has been considered*

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.

During the year Environmental Audit have been conducted by GPCB approved Environmental Auditors for our dyes and dyes intermediates units.

10. **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.**

    At Company's all plants, various hazardous wastes are collected, stored and disposed of as per the Hazardous Wastes Management Rules 2016. Working area of all units is impervious to protect the soil contamination. Company's business practice governs by "Reduction, Reuse, Recycling and Recovery" principle with a strong emphasis on resource optimization. The Company is updating production process of the existing products for reduction in process time, cost of production and wastes right at the source and to develop environment friendly and non-hazardous new products. The Company ensures responsible waste management practice involving maximum quantity of recycling and reusing its co-products. The Company converts its wastes to value added products.

11. **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:**

Sr. 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.
1.	GIDC, Vatva, Ahmedabad	Synthetic Organic Dyes and dyes intermediates	Yes. All conditions of Consolidated Consents and Authorisation orders are complied with.
2.	Village : Dudhwada, Taluka : Padra, District : Vadodara	Dyes intermediates manufacturing unit	
3.	Village : Dudhwada, Taluka : Padra, District : Vadodara	Basic Chemicals manufacturing unit	

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

    During current year, no new project was started by the Company. Therefore, no environmental impact assessments are required.

13. 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.

The Company has complied with all the applicable environmental law/ regulations/ guidelines.

- Leadership Indicators

1. 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:

Sr. No.	Initiative undertaken	Details of the initiative	Outcome of the initiative
1.	Reduction of fresh water consumption and waste water generation	▪ Optimize recycle and reuse of treated industrial waste water in the plant operations to reduce overall fresh water consumption. ▪ Increased reaction concentration in process to reduce waste water generation. ▪ Segregation of waste water streams according to its characteristics to further improve efficiency of effluent treatment plant.	We have optimized reuse, recycle of treated water which in turn saves natural resource water.
2.	Energy efficiency improvement steps taken to reduce fuel and electricity consumption	▪ Increased batch size. ▪ Increased total solids in our products before spray drying. ▪ Some modifications done in ice plants such as increased cooling coil, harvesting & freezing time settling done. ▪ Increased spray drying capacity through airflow and pressure increase, spray nozzle and swirl chamber size increase, changed pulse timing etc.	Reduction in fuel and electricity leads to reduction in greenhouse gas emissions.
3.	Segregation of hazardous waste	Segregation of ETP waste done at dyes unit. Segregated Gypsum sludge units sent to cement industries for co-processing instead of land filling at authorised landfill sites.	Reduces the non-renewable resource lime stone powder and land required for land filling.
4.	Plantation activities	During Monsoon 2023, the company had planted approximately 1750 nos. of trees. The company is under progress to identify various locations and carry out massive plantation to further reduce greenhouse gas emissions.	Plantation activities leads to reduction in greenhouse gas emissions.

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

We have provided separate disaster management plan for all units of the Company. This plan comprises of geographical details of facilities available, Risk analysis and environmental Impact assessment, storage & process hazards and controls, effluent treatment methods and other controls, fire protection control method of major hazards, plant wise on-site action plan in case of various emergency, mutual aid arrangements, medical and safety services, key persons available along with phone numbers & addresses and other relevant information to combat the emergency.

The key objectives of the plan are to provide the framework for an integrated multi–agency crisis response to a significant disaster incident within the Company, to define roles & responsibilities, preparedness for any emergency incident and to reduce the adverse impacts of an emergency incident.

3. 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?

There is no adverse impact to the environment due to business operations of the Company. Company's units in Vatva and Padra feature optimally effective in-house effluent treatment plants, conforming to GPCB's outlet norms.

Company's units have always maintained the highest level of compliance with the rules and regulations of the Government of India, vis a vis Health, Safety and Environment Protection.

Their consistent adherence to zero effluent discharge products at dyes units and zero effluent discharge at dyes intermediates unit has gained the acknowledgement and appreciation of GPCB representatives, other government agencies and environmental groups.

At dyes intermediate unit, by-products are being recovered, recycled and re-used in process and leftover quantity sold to end users. Dyes intermediate unit has developed unique water reduction, recovery, recycling and reusing system. The Company has opted reverse osmosis technology for effluent recycling system at its dyes unit.

The Company takes pro-active measures for pollution prevention. Periodical internal evaluations are conducted, backed by third-party i.e. an Environmental Auditor recognized by the GPCB.

The Company is having ISO 14001:2015 Certification for Environment Management, for its dyes and dyes Intermediates division.

For emission minimization, adequate stack heights have been provided to all the flue gas stacks and process vents. Efficient air pollution control systems are installed in respective units and all are operated and maintained regularly to ensure adherence to GPCB's pollution control norms. At dyes plant, the Company opted bag type dust collector system for all spray dryers to abate air pollution.

Additional to air exhaust ventilators, the Company has provided scrubbing systems at dyes and dyes intermediates units to improve work place air quality. At all units, preventive maintenance of all valves, fittings, pumps and other equipment is carried out regularly to ensure that there are no spillages/leakages leading to fugitive emission.

Sulphuric Acid is manufactured through the Double Conversion Double Absorption (DCDA) system, ensuring that emissions remain below than the prescribed limit of GPCB.

At Company's plants, various hazardous wastes are collected, stored and disposed off as per the updated Hazardous Wastes Management and Handling Rules 2016. The Company Working area of all units is impervious to protect the soil contamination. Proper housekeeping practices makes the system easier and less costly.

The Company believes that industrial development and environmental integrity are not mutually exclusive. Indeed, they should be two sides of a coin, each side being equally important components of the coin's value. The Company has developed policy of Duo-Eco-Growth i.e. economic growth encompassing ecological growth.

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.**

   Six (6)

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

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	Bombay Chamber of Commerce & Industry	State
2	Gujarat Chamber of Commerce & Industry	State
3	Gujarat Dyestuff Manufacturers Association	State
4	Federation of Indian Export Organisations	National
5	Basic Chemicals, Cosmetics & Dyes Export Promotion Council (CHEMEXCIL)	National
6	Associated Chambers of Commerce & Industry of India	National

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

Name of authority	Brief of the case	Corrective action taken
	Not Applicable	

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

- Essential Indicators

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

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
No such project require SIA in the current or previous financial year					

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

Sr. No.	Name of project for which R&R is ongoing	State	District	No. of Projects Affected Families (PAFs)	% PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not Applicable						

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

We are committed to ensuring inclusive environment, where people are treated with dignity and respect, so that employees can bring their best selves to work. The community stakeholders have the facility of sharing their concerns with the management via e- mail mentioned on our website. Based on their grievances, we take corrective action where required in consultation with the concerned persons.

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

	FY 2023-24 (%)	FY 2022-23 (%)
Directly sourced from MSMEs/ small producers	7.44	0.49
Sourced directly from within the district and neighbouring districts*	92.17	88.83

**Input material sourced from MSMEs is not considered in the calculation of input material sourced from within the district and neighbouring districts.*

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:**

Location	FY 2023-24 (%)	FY 2022-23 (%)
Rural	57.07	51.40
Semi-urban	0.00	0.00
Urban	0.00	0.00
Metropolitan	42.93	48.60

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan).

- Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments**

Details of negative social impacts identified	Corrective action taken
Not applicable	

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.**

The Company has implemented well-defined systems to receive and address consumer complaints. Marketing department receives customers' complaint through dedicated email address. Resolving these complaint in a timely and efficient manner is a key priority for our business operations. Once the complaint received, marketing department registers that complaint in ERP system and then it is forwarded to the respective departments. They acknowledge the receipt of the complaint and are required to close the complaints within a specified timeframe. After receiving the reply from respective departments, the Marketing departments update the same with consumers and assure them to provide amicable solution. This proactive approach has allowed the business to effectively address the concerns of their stakeholders and continuously enhance the consumer experience.

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

	As a percentage to total turnover (%)
Environmental and social parameters relevant to the product	100
Safe and responsible usage	100
Recycling and/or safe disposal	100

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

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at the end of the year		Received during the year	Pending resolution at the end of the year	
Data privacy	NIL	NIL	NA	NIL	NIL	NA
Advertising	NIL	NIL	NA	NIL	NIL	NA
Cyber-security	NIL	NIL	NA	NIL	NIL	NA
Delivery of essential services	NIL	NIL	NA	NIL	NIL	NA
Restrictive Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Unfair Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Other	4	NIL	Complaints received were related to the Quality and Packaging of the products. All the complaints received during the year have been resolved.	11	NIL	Complaints received were related to the Quality of the products. All the complaints received during the year have been resolved.

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

	Number	Reasons for recall
Voluntary recalls	NIL	NA
Forced recalls	NIL	NA

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.

No

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

The Company maintains records of customers, customer's complaints, resolution of compliant in ERP system, which allowed access to authorised person only. There is no action taken by any regulatory authorities on safety of products.

- Leadership Indicators

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

   The information can be accessed through our website, the link is http://www.kiriindustries.com/our-products/.

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

   Technical booklets and Product Shade card are provided to the customers wherein usage & other data are available.

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

   Not Applicable

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Place: Ahmedabad
Date: August 29, 2024

INDEPENDENT AUDITOR'S REPORT

To,

The Members

KIRI INDUSTRIES LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of **Kiri Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the loss including total comprehensive income, changes in equity and the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (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 standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

1. We draw attention to various court cases and judgments in relation to disputes between Kiri Industries Ltd., ("the Company") and DyStar Global Holdings (Singapore) Pte. Ltd. ("DyStar") & Senda International Capital Ltd. ("Senda")

   The Singapore International Commercial Court ("SICC") vide its judgement dated March 3, 2023 ("valuation judgement") has confirmed the final value of Company's 37.57% stake in DyStar as US$603.80 million as against US$481.60 million, which was valued by the SICC vide its judgement dated June 21, 2021 which was significantly increased by US$122.20 million.

   Senda not able to complete buyout of the Company's stake in DyStar, therefore the Company has filed application on July 23, 2023 for enforcement of valuation judgement with SICC. After submissions by parties, hearing of enforcement proceedings took placed on January 24 and 25, 2024, SICC delivered interim judgment on February 23, 2024:

   Brief points of order are reproduced below:

   (i) The respective shareholdings (collectively, the "Shares") in DyStar belonging to the Company and Senda are to be sold en-bloc within such period as the Court may determine. For the avoidance of doubt, the en-bloc sale of the Shares will not be subject to a reserve price and "en-bloc sale" in this context shall mean the execution of a binding and enforceable sale and purchase agreement for the Shares.

   (ii) Mr. Matthew Stuart Becker, Mr. Lim Loo Khoon and Mr. Tan Wei Cheong of Deloitte & Touche LLP are appointed as joint and several receivers (collectively, the "Receivers") over the Shares to manage and control the Shares to the extent necessary for the purpose of the en-bloc sale. The

Receivers shall have conduct of the en-bloc sale and shall be empowered to:

(a) execute all documents necessary for the purposes of the en-bloc sale;

(b) give such directions to the Board of Directors and Company Secretary of DyStar as may be necessary to facilitate the en-bloc sale; and

(c) engage such professionals and advisors as may be appropriate in the Receivers' judgment to advise and assist the Receivers with the en-bloc sale.

(iii) The Receivers' costs and disbursements will be subject to assessment by the Court in the event they are disputed by any or both of the Company and Senda, and shall be paid from the proceeds of sale, subject to any interim payments ordered by the Court which shall be borne and paid by the Company and Senda equally.

(iv) Within two weeks of the Receivers' appointment, the Receivers shall notify the Court and the parties as to how much time they require to advise on the estimated period required to enter into an en bloc sale. The Court shall then fix the time within which the Receivers shall notify the Court and the parties as to the estimated period they require to enter into an en bloc sale, and following notification and after hearing from the parties the Court shall fix the longstop date by which the en bloc sale is to have been entered into.

(v) The Company, DyStar and Senda shall cooperate with the Receivers and render all such assistance as the Receivers may require for the purpose of the en-bloc sale including, but not limited to, the provision of information and documents; the procuring of all necessary approvals; and the execution of all necessary documents for this purpose.

As on March 31, 2024, further order by SICC in continuation of interim order was awaited.

2. We draw attention to cash loss incurred by the company during the year under review, cash losses in previous financial year and also losses in the last three financial years. We have been informed by the management of the company that the business of the company is cyclical in nature and is affected either favorably or adversely by various local and global factors. The main reasons for losses are the operating losses due to disturb supply chain along with an ongoing logistic issues which affected the export sales, increases in raw material prices without corresponding increase in the sales prices, sluggish demand in overseas market due to ongoing war between Russia-Ukraine and latest Israel-Gaza which affected entire European market and the significant litigation costs incurred to protect the economic interest in the investment in the overseas associate namely DyStar Global Holdings (Singapore) Pte. Ltd. Further repayment of loan amounting to ₹ 128.03 Crore during these last few years has squeezed company's cash reserves. However, the realizable value of the assets including investment in overseas associate is significantly higher than the liabilities as ascertained by Singapore International Commercial Court in its Judgment. On discussion regarding risk assessment, the management of the company informed us that the company is able to realise its assets and discharge its liabilities in the normal course of business and the management does not intend to liquidate the company or cease its operations. However, the continuance of the business as a going concern is dependent upon the company's ability to generate adequate profits to wipe off the accumulated losses of the company

Our Opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone 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. Against Key audit matter, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements.

The results of our audit procedures, including the procedures performed to address the matter below, provide the basis of our audit opinion on the accompanying financial statement.

Sr. No.	Key Audit Matter	Auditor's Response
	Inventory of Raw material and Finished Goods	
1	We refer to material accounting policies on inventory and Note No. 1.12. Inventories are considered as Key Audit Matter due to nature of business, technical indicators governing inventory valuation, size of Balance sheet and because inventory valuation involves management judgement. According to accounting policy followed by the company, inventories are valued at lower of cost or market value. Cost comprise in addition to other things, overheads related to material, labour and other overheads. The company has specific procedures to identify risk for obsolescence and valuation of inventories.	To address the matter our audit procedure included amongst others: ➢ Assessing the compliance of accounting policies over inventory with applicable accounting standards. ➢ Assessing the inventory valuation process and practices. ➢ Assessing the analysis and assessment made by management with respect to slow moving or obsolete stock. ➢ Discussion with those charged with responsibility of overlooking inventory management process. ➢ Expert opinion obtained by the company on the technicalities of matter. ➢ Justification of management estimates and Judgements. ➢ Assessing the effectiveness of perpetual and physical inventory verification process.
	Assessment of Trade Receivables	
2	We refer to material accounting policies on trade receivables and Note No.1.13 Trade receivables amounting to ₹ 6,818.51 lakhs are considered as Key Audit Matter as they represent approx. 32% of the current assets of the company. Significant management judgement is required to assess the recoverability of trade receivables. Management performed a detailed analysis considering customer's ageing profile, existence of disputes, credit history, increase in competition, historical payment pattern, forward-looking information for the estimation of expected credit losses on its trade receivables and any other available information concerning the creditworthiness of counterparties. Management uses this information to determine whether a provision for impairment is required either for a specific transaction or for a customer's balance overall. The accounting policies, accounting judgements and estimates and disclosures of trade receivables are included in Note No. 05 and 10 to the financial statements.	To address the matter our audit procedure included amongst others: ➢ Obtaining an understanding of and evaluating the company's process and control over the collection and the assessment of the recoverability of trade receivables. ➢ We evaluated the management's assessment on the expected credit loss of trade receivables with reference to the historical payment records, credit history of the company's customers and the correspondence with customers. ➢ We tested the ageing of trade receivables at the end of the reporting period on a sampling basis. ➢ We assessed the ageing of trade receivables and advances, the customer's historical payment patterns and whether any post year-end payments have been received up to the date of completing our audit procedures. ➢ We also obtained evidence of any disputes between the parties involved, attempts by management to recover the amounts outstanding and on the credit status of significant counterparties wherever available. ➢ We also tested the subsequent settlements and the latest amounts of revenue certified by customers on a sampling basis.

We have determined that there are no other Key Audit Matters to communicate in our report.

Information other than the Standalone Financial Statements and Auditor's Report thereon

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

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

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

Responsibilities of the management for the Standalone Financial Statements

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

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

The Board of Directors are 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 Standards on Audit (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 Standards on Audit (SAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by Central Government in terms of sub-Section (11) of section 143 of the Act, we give in "**Annexure-1**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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

    b. In our opinion, proper books of accounts 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, Statement of Profit and Loss including statement of other comprehensive income, Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts;

    d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended;

    e. On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors are 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 Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate report in "**Annexure-2**" to this report.

    g. In our opinion the managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

   (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

    ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts.

iii. There has been no delay in transferring amounts, required to be transferred to the Investors Education and Protection Fund by the company.

iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The company has not declared dividend or paid during the year.

vi. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares.

The feature of recording audit trail was not enabled at the database layer to log any direct data changes for the accounting software used for maintaining the books of accounts

The audit trail was not enabled for certain changes which were performed by users having privilege access rights related to debug access, for the accounting software used for maintaining the books of accounts. Further, for the period where audit trail (edit log) facility was enabled and operated through-out the year for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

For, **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN: 038261
FRN: 115869W
UDIN: 24038261BKHHZP3205

Place: Ahmedabad
Date: May 30, 2024

ANNEXURE - 1 TO THE INDEPENDENT AUDITORS' REPORT TO MEMBERS OF KIRI INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2024

(Referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date on the standalone financial statements of the company for the year ended March 31, 2024)

On the basis of such checks as we considered appropriate, according to the information and explanation given to us by the management and on the basis of examination of books of accounts during the course of our audit, we report that:

(i) a) The company has maintained proper records showing full particulars including quantitative details and situation of its Property, plant and equipment.

b) Property, Plant and Equipment were physically verified during the year by independent expert appointed by management. The report of physical verification issued by independent expert and confirmed by management were considered. Accordingly, physical verification was performed at reasonable intervals and no material discrepancies were noticed on such verification.

c) All the title deeds of freehold land are held in the name of the company except a plot of an Agricultural Land intended for Industrial purpose held in the name of the Late Chairman Mr. Pravin Kiri in his fiduciary capacity as per section 88 of the Indian Trust Act 1882, pending necessary approval for conversion of agricultural land into non-agricultural land and transfer to company, details are as under:

Description of Property	Gross Carrying Value	Held in name of	Designation	Period held	Reason for not being held in the name of company
Agricultural Lands at Kadodara, Bharuch, Gujarat	₹ 6.40 Crores	Late Mr. Pravin Kiri	Appointed Chairman before Demise	15 years	Management decided to purchase land in name of promoter director of the Company for future projects of the Company. The said lands are held on behalf of the Company and will be transferred in name of the company after conversion into non agriculture for projects.

d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or Intangible Assets or both during the year.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) a) Physical verification of Inventory has been conducted at reasonable intervals by the management. The coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

b) The company has not been sanctioned working capital limits in excess of five crore rupees.

(iii) During the year the company has made investments in and granted unsecured loan to companies -

(a) (A) during the year, the aggregate amount of loan given is ₹ 112.00 Lakhs, and balance outstanding at the balance sheet date is ₹ 141.14 Lakhs with respect to such loans to subsidiaries, joint ventures and associates;

(B) during the year, loans or advances are provided to employees and balance outstanding at the balance sheet date is ₹ 206.03 Lakhs.

(b) the investments made and the terms and conditions of the grant of loans are not prejudicial to the company's interest;

(c) the schedule of repayment of principal and payment of interest has not been stipulated with respect to loan given and no repayments have been started during the year except for loans or advances provided to employees;

(d) total amount due for more than ninety days is ₹ 121.14 Lakhs for loans or advances given to subsidiaries, joint ventures and associates, which according to the company is not overdue.

(e) According to the company no loan is fallen due during the year.

(f) Loan of ₹ 112.00 Lakhs is granted to a related company with terms or period of repayment mutually decided and the aggregate amount granted is the only amount of loan granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013.

(iv) The company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) The company has not accepted any deposits during the concerned financial year under section 73 to 76 or any other relevant provision of the Companies Act, 2013 during the concerned financial year.

(vi) We have been informed that maintenance of cost records under sub-section 1 of section 148 of the Companies Act 2013 is mandatory for the company and such records are maintained by the company. However, we have not made the detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, GST, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there is no outstanding undisputed statutory dues as on March 31, 2024 for a period of more than six months from the date they became payable except for the following:

(₹ in Lakhs)

Sr. No.	Type of Statutory Dues	Amount
1	Provident Fund	34.53
2	ESIC	1.19
3	Professional Tax	14.85

b) According to the information and explanation given to us, there are no dues outstanding with respect to, income tax, sales tax, service tax, value added tax, customs duty, excise duty, GST on account of any dispute except for the following:

Sr. No.	Name of the Statute	Section under which dispute is pending	Period to which amount relates (FY)	Amount (₹ in Lakhs)	Forum where the dispute is pending
1	The Income Tax Act, 1961	271(1)(c)	2005-06	53.69	Commissioner of Income Tax (Appeal)
2	The Central Excise Act, 1944	CENVAT Refund	2009-10	341.08	Gujarat High Court
			2010-11	116.76	Gujarat High Court
			2010-11	153.73	Gujarat High Court
		Similar Goods	2010-11	344.00	Central Excise Commissioner
			2011-12	4.09	Central Excise Commissioner
		Outward Transportation of Finished Goods	2013-14	2.17	Central Excise Commissioner
3	The Gujarat VAT Act, 2003	VAT Liabilities	2007-08	62.39	Gujarat Value Added Tax Tribunal
4	The Central Goods and Service Tax Act, 2017	Rules 96(10) r.w.s 54	2017 to 2023	337.16	Gujarat High Court
		16(2)	2020-21	180.06	The Deputy Commissioner of State GST (Appeals)
		16(2)	2021-22	12.51	The Deputy Commissioner of State GST (Appeals)
5	The Customs Act, 1962	28(4), 111(o) & 114A	2017 to 2019	2039.84	The Commissioner of Customs(Appeals)

(viii) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of accounts, in the tax assessments under Income Tax Act, 1961 as income during the year.

(ix) (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The company is not declared willful defaulter by any bank or financial institution or other lender during the year.

(c) The company has obtained term loan during the year and as per management representation the loan is applied for the purpose for which it was obtained.

(d) Funds raised on short term basis have not been utilised for long term purposes.

(e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The company has not raised money through initial public offer or further public offer (including debt instruments) during the year.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

(xi) (a) No material fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) Whistle-blower complaints, if any, received during the year by the company were considered.

(xii) The company is not Nidhi Company, therefore provisions of clause 3 (xii) of the order are not applicable.

(xiii) The transactions with related party are in compliance with sections 177 and 188 of the Companies Act, 2013 and all the details have been disclosed in Financial Statements 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) Reports of the Internal Auditors for the period under audit were considered.

(xv) The company has not entered into any non-cash transaction with its directors or person connected with them during the year with respect to section 192 of Companies Act, 2013.

(xvi) The company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

(xvii) The company has incurred cash loss of ₹ 4,923.09 Lakhs in the current financial year and incurred cash losses of ₹ 9,179.01 Lakhs in immediately preceding financial year. Net profit before tax and extraordinary items is adjusted for depreciation to arrive at cash loss.

(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 realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, knowledge of the Board of Directors and management plans, no material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) With respect to other than ongoing projects, the company does not have any unspent amount to a Fund specified in Schedule VII to the Companies Act.

(b) With respect to ongoing projects, company does not have any unspent amount remaining unspent under sub-section (5) of section 135 of the Companies Act.

For, **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN: 038261
FRN: 115869W
UDIN: 24038261BKHHZP3205

Place: Ahmedabad
Date: May 30, 2024

ANNEXURE - 2 TO THE INDEPENDENT AUDITORS' REPORT TO MEMBERS OF KIRI INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2024

(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 over financial reporting of **Kiri Industries Limited** ("the Company") as of March 31, 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 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

During the year, review of internal financial control by an Independent IFC Auditor is under process.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations 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 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 company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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.

For, **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN: 038261
FRN: 115869W
UDIN: 24038261BKHHZP3205

Place: Ahmedabad
Date: May 30, 2024

BALANCE SHEET
AS AT MARCH 31, 2024

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	2.1	43,689.09	47,364.84
(b) Other Intangible Assets	2.2	2.61	3.76
(c) Right of Use Assets	2.3	26.41	-
(d) Capital Work-in-Progress	2.4	6,787.39	6,740.16
(e) Investment in Subsidiary / Associate /Joint Venture	3	14,174.90	14,025.84
(f) Financial Assets			
(i) Investments	4	1.00	2.30
(ii) Trade Receivables	5	-	136.62
(iii) Loans	6	171.42	-
(iv) Other Financial Assets	7	1,294.82	1,289.24
(g) Deferred Tax Assets (Net)	24	2,041.50	1,702.07
(h) Other Non-Current Assets	8	5,726.72	5,996.85
Total Non-Current Assets		**73,915.86**	**77,261.68**
(2) Current Assets			
(a) Inventories	9	12,326.12	9,886.37
(b) Financial Assets			
(i) Investments	-	-	-
(ii) Trade Receivables	10	6,818.51	6,491.52
(iii) Cash and Cash equivalents	11	92.48	47.06
(iv) Bank Balances other than (iii) above	12	154.91	172.67
(v) Loans	13	175.75	363.96
(vi) Others Financial Assets	14	84.57	99.75
(c) Current Tax Assets (Net)	15	85.78	398.36
(d) Other Current assets	16	1,748.23	2,267.71
Total Current Assets		**21,486.35**	**19,727.40**
Total Assets		**95,402.21**	**96,989.08**
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	17	5,183.42	5,183.42
(b) Other Equity	18	34,531.88	43,947.22
Total Equity		**39,715.30**	**49,130.64**
(2) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	2,371.17	4,115.37
(ii) Lease Liabilities	20	17.65	-
(iii) Trade Payables			
(a) Towards other then Micro & Small Enterprises	21	-	271.47
(b) Towards to Micro & Small Enterprises		-	-
(iv) Other Financial Liabilities	22	179.93	113.73
(b) Provisions	23	591.63	516.09
Total Non-Current Liabilities		**3,160.38**	**5,016.66**
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	25	9,757.91	754.54
(ii) Lease Liabilities	26	9.92	-
(iii) Trade Payables			
(a) Towards other then Micro & Small Enterprises	27	34,515.36	34,688.92
(b) Towards to Micro & Small Enterprises		1,293.45	476.97
(iv) Other Financial Liabilities	28	3,263.71	2,601.96
(b) Other Current Liabilities	29	3,496.42	4,108.23
(c) Provisions	30	189.76	211.16
(d) Current Tax Liabilities	-	-	-
Total Current Liabilities		**52,526.53**	**42,841.78**
Total Equity and Liabilities		**95,402.21**	**96,989.08**
Material Accounting Policies	1		
Notes form an Integral part to Financial statements			

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

STATEMENT OF **PROFIT & LOSS**
FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

	Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
	Income			
I	Revenue from Operations	31	63,338.58	60,145.67
II	Other Income	32	3,656.51	2,342.43
III	**Total Income (I+II)**		**66,995.09**	**62,488.10**
IV	**Expenses**			
	Cost of Materials consumed	33	46,457.84	46,488.85
	Purchases of Stock-in-Trade	34	4,194.40	-
	Changes in Inventories of finished goods, stock-in-trade and work-in-progress	35	(1,879.04)	354.68
	Employee Benefits expense	36	4,042.08	4,290.98
	Finance Costs	37	2,249.68	610.14
	Depreciation and Amortization expense	2	4,420.11	4,413.05
	Other Expenses	38	16,853.22	19,922.45
	Total Expenses (IV)		**76,338.29**	**76,080.15**
V	**Profit/(loss) before exceptional items and tax (III-IV)**		**(9,343.20)**	**(13,592.06)**
VI	Exceptional Items		-	-
VII	**Profit/(loss) before tax (V-VI)**		**(9,343.20)**	**(13,592.06)**
VIII	**Tax Expense:**	24		
	(1) Current tax		-	-
	(2) Deferred tax		(339.43)	(171.24)
	(3) Current tax of previous years		351.46	-
IX	**Profit (Loss) for the period from continuing operations (VII-VIII)**		**(9,355.23)**	**(13,420.82)**
X	**Profit/(loss) for the Period**		**(9,355.23)**	**(13,420.82)**
XI	**Other Comprehensive Income**			
	A (i) Items that will not be reclassified to Profit or Loss		(60.11)	50.03
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		-	-
	B (i) Items that will be reclassified to Profit or Loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income (XI)		**(60.11)**	**50.03**
XII	**Total Comprehensive Income for the period (X+XI) (comprising profit (loss) and other comprehensive income for the period)**		**(9,415.34)**	**(13,370.79)**
XIII	**Earnings per equity share of ₹10 each (for continuing operations)**			
	(1) Basic		(18.16)	(25.80)
	(2) Diluted		(18.16)	(25.80)
XIV	**Earnings per equity share (for discontinued operation)**			
	(1) Basic		-	-
	(2) Diluted		-	-
XV	**Earnings per equity share(for discontinued & continuing operations)**			
	(1) Basic		(18.16)	(25.80)
	(2) Diluted		(18.16)	(25.80)
	Material Accounting Policies	1		
	Notes form an Integral part to Financial statements			

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

	Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
A	**Cash Flow from Operating Activities :**			
	Net Profit before Tax and Extraordinary items		(9,343.20)	(13,592.06)
	Adjustment for:			
	- Depreciation & Amortisation Expense		4,420.11	4,413.05
	- Impairment Loss on Investment		1.30	-
	- Impairment Loss under ECL		16.74	-
	- Interest & Dividend Income		(3,656.51)	(2,342.43)
	- Interest charged to P & L		2,249.68	610.14
	- Loss/(Profit) on Sale of Fixed Assets		0.44	4.44
	Operating Profit before working capital changes:		**(6,311.44)**	**(10,906.87)**
	Adjustment for :			
	- Trade Receivables		(207.11)	4,090.01
	- Inventories		(2,439.75)	1,696.53
	- Other Current Financial Assets		32.94	117.15
	- Other Current Assets		519.48	(957.43)
	- Other Non-Current Financial Assets		(5.58)	(70.50)
	- Other Non-Current Assets		270.13	1,796.70
	- Trade Payables		371.45	9,202.69
	- Other Non-Current Financial Liabilities		66.20	(17.92)
	- Other Current Financial Liabilities		661.75	50.69
	- Other Current Liabilities		(611.81)	103.85
	- Provisions		(5.97)	123.36
	Cash Generated from Operations		**(7,659.71)**	**5,228.26**
	- Taxes paid/ provision		(38.88)	(244.48)
	Net Cash Flow from Operations		**(7,698.59)**	**4,983.78**
B	**Cash Flow from Investment Activities :**			
	- Purchase of Property, Plant & Equipments including Capital Work-in-Progress		(780.90)	(2,009.53)
	- Sale of Fixed Assets		0.24	5.03
	- Interest and Dividend Income		3,656.51	2,342.43
	- Loans given/repaid		16.79	(65.64)
	- Investment		(149.06)	(0.61)
	Net cash flow from Investing Activities		**2,743.58**	**271.68**
C	**Cash Flow from Financing Activities :**			
	- Proceeds from Long Term Borrowings		7,400.00	1,900.00
	- Increase/(Decrease) in Short Term Borrowings (Net)		209.36	51.78
	- Interest charged		(2,246.74)	(610.14)
	- Lease Liability paid		(12.00)	-
	- Repayment of Long Term Borroiwngs		(350.19)	(6,968.05)
	Net Cash Flow from Financing Activities		**5,000.43**	**(5,626.41)**
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		**45.42**	**(370.95)**
	Cash and Cash Equivalents as at (Opening)		47.06	418.01
	Cash and Cash Equivalents as at (Closing)		**92.48**	**47.06**
	Reconciliation of Cash and Cash Equivalent			
	Total Cash and Bank Balance as per Balance Sheet		92.48	47.06
	Cash and Cash Equivalents compries as under:			
	Balance with Banks in Current account		79.68	43.04
	Cash on Hand		12.80	4.02
	Cash and Cash Equivalent at the end of the year		**92.48**	**47.06**
	Material Accounting Policies	1		

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

STATEMENT OF **CHANGES IN EQUITY**
FOR THE YEAR ENDED MARCH 31, 2024

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	**51,834,211**	**5,183.42**	**51,834,211**	**5,183.42**
Change in equity capital due to prior periods errors	-	-	-	-
Restated Balance as at beginning of the reporting period	51,834,211	5,183.42	51,834,211	5,183.42
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	**51,834,211**	**5,183.42**	**51,834,211**	**5,183.42**

B. OTHER EQUITY

(₹ in Lakhs)

Particulars	Equity component of compound financial instruments	Reserves and Surplus					Total
		Capital Redemption Reserve	Preference Share Redemption Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance at April 01, 2022	**-**	**433.35**	**-**	**48,529.60**	**1,617.60**	**6,737.46**	**57,318.01**
Profit/(Loss) for the year	-	-	-	-	-	(13,420.82)	(13,420.82)
Other comprehensive income/ (loss) for the year	-	-	-	-	-	50.03	50.03
Balance at March 31, 2023	**-**	**433.35**	**-**	**48,529.60**	**1,617.60**	**(6,633.33)**	**43,947.22**
Profit/(Loss) for the year	-	-	-	-	-	(9,355.23)	(9,355.23)
Other comprehensive income/ (loss) for the year	-	-	-	-	-	(60.11)	(60.11)
Balance at March 31, 2024	-	433.35	-	48,529.60	1,617.60	(16,048.67)	34,531.88

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

STATEMENT ON MATERIAL ACCOUNTING POLICIES

FOR THE YEAR ENDED MARCH 31, 2024

BACKGROUND

Kiri Industries Limited ("the Company") is a public company limited by shares domiciled in India, incorporated under the provisions of Companies Act, 1956 having CIN as L24231GJ1998PLC034094. Its shares are listed on National Stock Exchange of India Limited and BSE Limited. Its registered office is situated at 7th Floor, Hasubhai Chambers, Nr. Town Hall, Ellisebridge, Ahmedabad - 380 006 Gujarat, India. The Company is engaged in manufacturing and selling of Dyes, Dyes Intermediates and Basic Chemicals.

1. STATEMENT ON MATERIAL ACCOUNTING POLICIES

This note provides a list of the Material Accounting Policies adopted in the preparation of the Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date.

1.1 BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

Statement of compliance with Ind AS

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The presentation of the Financials Statements is based on Ind AS Schedule III of the Act. The financial statements are presented in Indian Rupee ("₹") and all values are rounded to the nearest Lakhs as per the requirement of Schedule III, except when otherwise indicated.

Current versus Non-Current classification

All assets and liabilities have been classified as Current or Non-Current as per the Company's normal operation cycle i.e. twelve months and other criteria set out in the Schedule III of the Act.

Historical Cost Convention

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following:

- Certain financial assets and liabilities measured at fair value or at amortised cost depending on classification;
- Defined benefit plans - plan assets measured at fair value

1.2 USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgment in applying the Company's accounting policies. The preparation of the financial statements is in conformity with the Ind AS which requires the management to make estimates, judgments and assumptions that affect the application of accounting policies, reported amounts of assets and liabilities, reported revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of 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 judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 02 - Useful Lives of Property, Plant and Equipment

Note 10 - Expected Credit Losses on Financial Assets

Note 24 – Current / Deferred tax expense

Note 23, 30 & 44 - Provisions and contingencies

Note 43 - Measurement of defined benefit obligations

1.3 REVENUE RECOGNITION

Revenue is recognised upon transfer of control of promised products and services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for such products and services.

GST/ value added tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Sale of Goods

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer in accordance with the terms of the contact. The control of the goods is transferred upon delivery to the customers either at factory gate of the Company or specific location of the customer or when the goods are handed over to the freight carrier, as per the terms of the contract.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. In determining the transaction price for the sale of goods, the group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. In determining the transaction price for the sale of goods, the company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Export Benefits / Incentives

Incomes in respect of Duty Drawback in respect of exports made during the year are accounted on accrual basis.

Remission of Duties and Taxes on Export Products (RoDTEP) income is recognised on accrual basis when considering the related expenses to the same profit or losses on transfer of licenses are accounted in year of the sales.

Export incentives are recognised in the year where there is a reasonable assurance that the Company will comply with the conditions attaching to it and that the export incentive will be received.

Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate (EIR) applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend

Dividend income is recognised when the right to receive the same is established, which is generally when shareholders approve the dividend.

Other Income

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

Scrap Sales

Income from Sales of Scrap is recognized at the point in time when control of the assets is transferred to the customer.

Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

Contract Balances (Trade Receivables)

A receivable represents the company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer SAP on Financial instruments – initial recognition and subsequent measurement.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). It is recognised as revenue when the company performs under the contract.

1.4 FOREIGN CURRENCY TRANSACTIONS

Functional and Presentation Currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (₹), which is the Company's functional and presentation currency.

Transactions and Balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and 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.

1.5 PROPERTY, PLANT AND EQUIPMENTS

Tangible Assets

Freehold Land is carried at historical cost. All other items of Property, Plant and Equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

The cost of self-constructed assets includes cost of materials plus any other directly attributable costs of bringing the assets to working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

An item of Property, Plant or Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Items of Property, Plant or Equipment that are retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are presented separately in the Financial Statements. Any expected loss is recognized immediately in the Statement of Profit and Loss.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss for the relevant financial year.

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date as the deemed cost under Ind AS. Hence regarded thereafter as historical cost.

Capital Work in Progress included in PPE is stated as Cost and includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective item Property, Plant, and Equipment on commissioning of the project.

1.6 INTANGIBLE ASSETS

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment Losses.

Internally - generated intangible assets - Research and Development expenditure

Assessment of whether an internally generated Intangible Asset meets the criteria for recognition, the expenditure on generation of the asset is classified into research phase and development phase. Expenses incurred during research phase are recognized immediately in the Statement of Profit and Loss. Expenditure during the development phase is recognized as an Intangible Asset under development on fulfilment of following conditions:

- The technical feasibility of completing the Intangible Asset so that it will be available for use or sale;
- The intention to complete the Intangible Asset and use or sell it;
- The ability to use or sell the Intangible Asset;
- The Intangible Asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the Intangible Asset; and
- The ability to measure reliably the expenditure attributable to the Intangible Asset during its development.

The amount initially recognised for internally-generated Intangible Assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the Statement of Profit and Loss in the period in which it is incurred.

Derecognition of Intangible Assets

An Intangible Asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are-recognised in the Statement of Profit and Loss when the asset is de-recognised

1.7 NON- CURRENT ASSET HELD FOR SALE AND DISCONTINUED OPERATIONS

The Company classifies assets and operations as held for sale / distribution to owners or as discontinued operations if their carrying amounts will be recovered principally through a sale / distribution rather than through continuing use. Classification as a discontinued operations occur upon disposal or when the operation meets the below criteria, whichever is earlier.

Non Current Assets are classified as held for sale only when both the conditions are satisfied:

- ➢ The sale is highly probable, and
- ➢ The asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.

Non-current assets which are subject to depreciation are not depreciated or amortized once those classified as held for sale.

A discontinued operation is a component of the Company's business, the operations of which can be clearly distinguished from those of the rest of the Company and i) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or ii) is a subsidiary acquired exclusively with a view to resale.

Non-current assets held for sale / distribution to owners and discontinued operations are measured at the lower of their carrying amount and the fair value less costs to sell / distribute. Assets and liabilities classified as held for sale / distribution are presented separately in the balance sheet. The results of discontinued operations are excluded from the overall results of the Company and are presented separately in the statement of profit and loss. Also, the comparative statement of profit and loss is re-presented as if the operations had been discontinued from the start of the comparative period.

1.8 IMPAIRMENT OF INVESTMENT

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

1.9 IMPAIRMENT OF NON- FINANCIAL ASSETS

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

1.10 DEPRECIATION AND AMORTISATION

Depreciation is calculated to systematically allocate the cost of Property, Plant and Equipment and Intangible Asset net of the estimated residual values over the estimated useful life. Depreciation is computed using Straight Line Method (SLM) over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013.

The residual values are not more than 5% of the original cost of the item of Property, Plant and Equipment. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Useful lives of the items of Property, Plant and Equipment are as follows:

Asset	Estimated Useful Life
Building	30 years
Plant & Machinery	15 years
Furniture and Fixtures	10 years
Vehicles	8 years
Computers	3 years

Intangible Assets are amortized over their individual estimated useful lives on a Straight Line basis, commencing from the year in which the same are available to the Company for its intended use. The useful life so determined is as follows:

Asset	Amortisation Period
Software Licenses	3 years

Depreciation on items of Property, Plant and Equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

Depreciation is not provided on Freehold Land. Leasehold land is amortized over the available balance lease period.

1.11 FINANCIAL INSTRUMENTS

Fair value measurement of Financial Instruments

The Company's accounting policies and disclosures require the measurement of fair values for certain financial and non-financial assets and liabilities based on their classification.

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.

In estimating the fair value of an asset or liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

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 Asset

Initial recognition and measurement

All financial assets are recognised in balance sheet when, and only when, the entity becomes party to the contractual provisions of the instrument and initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset or liability are added to or deducted from the fair value. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified into four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at FVTOCI

The measurement of financial assets depends on their classification, as described below:

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised costif both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category covers Trade Receivables, Loans, Cash & Bank Balances and Other Receivables.

Debt instruments at fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned while holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt and Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity instruments measured at FVTOCI

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Derecognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership 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 of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises 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.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment Financial Assets (other than at fair value)

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model or measurement and recognition of impairment loss for the following financial assets and credit risk exposures:

- ➢ Financial assets that are debt instruments and are measured at amortised cost e.g., loans, deposits and bank balance
- ➢ Trade Receivables that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. It recognises 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 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 analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 quarter ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 quarter ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 quarter ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial Liability at Amortised cost

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial Liabilities at Fair Value Through Profit or Loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as such. Subsequently, any changes in fair value are recognised in the Statement of Profit and Loss.

Derecognition of Financial Liability

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Investment in subsidiaries and associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognised in the profit or loss. Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries and associates at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

1.12 INVENTORIES

- Inventories are stated at the lower of cost and net realizable value.
- Cost of Raw Material is determined on FIFO basis.
- Stores and Consumables are valued at cost or net realizable value whichever is lower.
- Finished goods are valued at cost or net realizable value whichever is lower. Cost comprises direct materials and where applicable, direct labour costs, those overheads that have been incurred in bringing the inventories to their present location and condition.
- Work in Progress is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs and manufacturing overheads.
- Semi - Finished Goods is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs and manufacturing overheads.
- Traded Goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Materials in transit are valued at cost-to-date.
- Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

1.13 RECOVERABILITY OF TRADE RECEIVABLE

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

The Company applies Expected Credit Loss ("ECL") model for measurement and recognition of loss allowance on the following:

- Trade receivables and lease receivables
- Financial assets measured at amortised cost (other than trade receivables and lease receivables)

In accordance with Ind AS 109 - Financial Instruments, the Company applies 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 Revenue from Contracts with Customers.

1.14 LITIGATION

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

1.15 BORROWING COSTS

Borrowing costs consist of interest, ancillary costs and other costs in connection with the borrowing of funds and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs attributable to acquisition and/or construction of qualifying assets are capitalized as a part of the cost of such asset, up to the date such assets are ready for their intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

1.16 EMPLOYEE BENEFITS

Short term employee benefit obligations

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Other long term employee benefit obligations

Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Defined benefit plans

Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognised immediately in profit or loss as past service cost.

1.17 GOODS AND SERVICE TAX

GST Credit of Raw Materials and Other Consumables is accounted at the time of purchase and the same is being adjusted to the cost of Raw Materials and Other Consumables.

1.18 ACCOUNTING FOR TAXES ON INCOME

Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred Taxes

Deferred tax is provided in full on temporary difference arising between the tax bases of the assets and liabilities and their carrying amounts in standalone financial statements. Deferred tax amounts of income taxes recoverable in future periods in respect of deductible temporary differences, the carry forward of unused tax losses and the carry forward of unused tax credits.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred Tax Assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilised. Unrecognised Deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

1.19 PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

As a policy, the company is regularly accessing the liability arising due to delay in fulfillment of the obligation against advance licenses taken for duty free import of the goods / various investment related schemes and required provisions are carried out in the books.

Contingent Liability is disclosed in the case of:

- ➢ A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ➢ A present obligation arising from the past events, when no reliable estimate is possible;
- ➢ A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent assets are not recognized in financial statements. However, the same is disclosed, where an inflow of economic benefit is probable.

1.20 LEASES

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a define period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether: (i) the contact involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

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

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments and lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; The lease liability is measured at amortised cost using the effective interest method.

The Company has elected not to recognise right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

1.21 GOVERNMENT GRANTS

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions complied in. When the grant relates to an expense item, it Is recognised as Income on a systematic basis over the years that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as an income in equal amounts over the expected useful life of the related asset.

1.22 SEGMENT REPORTING

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108 - Operating Segments, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

1.23 EARNING PER SHARE

Basic Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted Earnings Per Share

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

1.24 DIVIDEND DISTRIBUTIONS

The Company recognizes a liability to make the payment of dividend to owners of equity, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

1.25 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.26 STATEMENT OF CASH FLOWS

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

1.27 EVENTS OCCURING AFTER THE REPORTING DATE

Adjusting events occurring after the balance sheet date are recognized in the financial statements. Material non adjusting events occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Director's Report.

1.28 EXCEPTIONS ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

2. PROPERTY, PLANT AND EQUIPMENTS

(₹ in Lakhs)

For FY 2023-24	Gross Block				Depreciation / Amortisation				Net Block	
Assets	**Opening**	**Addition**	**Sales / Adjustments**	**Closing**	**Opening**	**Addition**	**Sales / Adjustments**	**Closing**	**As on 31-03-2024**	**As on 31-03-2023**
2.1 Property, Plant and Equipment										
Freehold Land	857.87	-	-	857.87	-	-	-	-	857.87	857.87
Leasehold Land	2,462.25	13.76	-	2,476.01	117.81	20.85	-	138.66	2,337.35	2,344.44
Building	10,955.75	-	-	10,955.75	2,259.15	390.74	-	2,649.89	8,305.86	8,696.60
Plant & Equipiments	52,099.74	459.41	-	52,559.15	19,106.23	3,483.04	-	22,589.27	29,969.88	32,993.51
Electrification	3,439.27	228.00	-	3,667.27	1,579.75	382.29	-	1,962.04	1,705.23	1,859.52
Office Equipments	179.35	25.18	-	204.53	115.26	21.68	-	136.94	67.59	64.09
Furniture & Fixture	170.52	1.83	-	172.35	93.31	11.35	-	104.66	67.69	77.21
Vehicles	947.53	0.23	1.47	946.29	523.40	91.20	0.79	613.81	332.48	424.13
Computer	98.37	5.26	-	103.63	50.90	7.59	-	58.49	45.14	47.47
Total Property Plant & Equipment (A)	**71,210.65**	**733.67**	**1.47**	**71,942.85**	**23,845.81**	**4,408.74**	**0.79**	**28,253.76**	**43,689.09**	**47,364.84**
2.2 Intangible Assets										
Computer Software	34.96	-	-	34.96	31.20	1.15	-	32.35	2.61	3.76
Total Intangible Assets (B)	**34.96**	**-**	**-**	**34.96**	**31.20**	**1.15**	**-**	**32.35**	**2.61**	**3.76**
2.3 Right of Use Assets										
Leasehold Land	-	36.63	-	36.63	-	10.22	-	10.22	26.41	-
Total Right of Use Assets (C)	**-**	**36.63**	**-**	**36.63**	**-**	**10.22**	**-**	**10.22**	**26.41**	**-**
2.4 Capital Work in Progress										
Capital Work In Progress	6,740.16	47.23	-	6,787.39	-	-	-	-	6,787.39	6,740.16
Total Capital Work in Progress (D)	**6,740.16**	**47.23**	**-**	**6,787.39**	**-**	**-**	**-**	**-**	**6,787.39**	**6,740.16**
Total A+B+C+D	**77,985.77**	**817.53**	**1.47**	**78,801.83**	**23,877.01**	**4,420.11**	**0.79**	**28,296.33**	**50,505.50**	**54,108.76**

- Land includes agricultural land intended for industrial purpose, held in the name of the Late Chairman Mr. Pravin Kiri in his fiduciary capacity as per section 88 of the Indian Trust Act 1882, pending necessary approval for conversion of agricultural land into non-agricultural land and transfer to company

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

(₹ in Lakhs)

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	**1 -2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	21.80	121.35	183.53	701.57	1,028.25
Projects suspended temporarily	25.43	839.86	7.09	4,886.76	5,759.14
Total	**47.23**	**961.21**	**190.62**	**5,588.33**	**6,787.39**

b) The Company has CWIP as at March 31, 2024 whose completion is overude compared to its original plan. The details are given hereunder :

(₹ in Lakhs)

Particulars	Project to be completed in				Total
	Less than 1 year	**1 -2 years**	**2 - 3 years**	**More than 3 years**	
Sulphuric Acid Plant Expansion at Dudhwada, Padra	-	-	-	5,378.27	5,378.27
New Sprey Dryer at Vatva	-	-	380.87	-	380.87
Total	**-**	**-**	**380.87**	**5,378.27**	**5,759.14**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

2. PROPERTY, PLANT AND EQUIPMENTS

(₹ in Lakhs)

For FY 2022-23	Gross Block				Depreciation / Amortisation				Net Block	
Assets	Opening	Addition	Sales / Adjust-ments	Closing	Opening	Addition	Sales / Adjust-ments	Closing	As on 31-03-2023	As on 31-03-2022
2.1 Property, Plant and Equipment										
Freehold Land	857.87	-	-	857.87	-	-	-	-	857.87	857.87
Leasehold Land	2,462.25	-	-	2,462.25	96.96	20.85	-	117.81	2,344.44	2,365.29
Building	10,955.75	-	-	10,955.75	1,868.41	390.74	-	2,259.15	8,696.60	9,087.34
Plant & Equipiments	51,269.33	842.41	12.00	52,099.74	15,617.18	3,491.60	2.54	19,106.23	32,993.51	35,652.15
Electrification	3,141.54	297.73	-	3,439.27	1,211.96	367.79	-	1,579.75	1,859.52	1,929.58
Office Equipments	160.88	18.47	-	179.35	94.73	20.53	-	115.26	64.09	66.15
Furniture & Fixture	165.91	4.61	-	170.52	82.28	11.03	-	93.31	77.21	83.63
Vehicles	945.86	1.87	0.20	947.53	423.03	100.56	0.19	523.40	424.13	522.83
Computer	94.46	3.91	-	98.37	42.37	8.53	-	50.90	47.47	52.09
Total Property Plant & Equipment (A)	**70,053.85**	**1,169.00**	**12.20**	**71,210.65**	**19,436.92**	**4,411.62**	**2.73**	**23,845.81**	**47,364.84**	**50,616.93**
2.2 Intangible Assets										
Computer Software	34.96	-	-	34.96	29.77	1.43	-	31.20	3.76	5.19
Total Intangible Assets (B)	**34.96**	**-**	**-**	**34.96**	**29.77**	**1.43**	**-**	**31.20**	**3.76**	**5.19**
2.3 Right of Use Assets										
Leasehold Land	-	-	-	-	-	-	-	-	-	-
Total Right of Use Assets (C)	-	-	-	-	-	-	-	-	-	-
2.4 Capital Work in Progress										
Capital Work In Progress	5,899.63	1,047.78	207.25	6,740.16	-	-	-	-	6,740.16	5,899.63
Total Capital Work in Progress (D)	**5,899.63**	**1,047.78**	**207.25**	**6,740.16**	**-**	**-**	**-**	**-**	**6,740.16**	**5,899.63**
Total A+B+C+D	**75,988.44**	**2,216.78**	**219.45**	**77,985.77**	**19,466.69**	**4,413.05**	**2.73**	**23,877.01**	**54,108.76**	**56,521.75**

- Land includes agricultural land intended for industrial purpose, held in the name of the Late Chairman Mr. Pravin Kiri in his fiduciary capacity as per section 88 of the Indian Trust Act 1882, pending necessary approval for conversion of agricultural land into non-agricultural land and transfer to company

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

(₹ in Lakhs)

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	
Projects in progress	961.21	190.62	2,764.12	2,824.21	6,740.16
Total	**961.21**	**190.62**	**2,764.12**	**2,824.21**	**6,740.16**

3. NON-CURRENT - INVESTMENT

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Investments in Equity Instruments measured at Cost		
Unquoted Investments (Fully Paid Up)		
(I) Investment in Subsidiaries		
38,39,000 Equity Shares (PY 38,39,000) of HK $ 1 each in Synthesis International Ltd.	256.86	256.86
9,70,000 Equity Shares (PY 9,70,000) of NTD 10 each in SMS Chemicals Co. Ltd.	339.53	339.53
200 Equity Shares (PY 200) of AED 1000 each in Chemhub Trading DMCC	28.81	28.81
9,999 Equity Shares (PY 9,999) of ₹ 10 each in Amrat Lakshmi Foundation	1.00	1.00
9,999 Equity Shares (PY 9,999) of ₹ 10 each in Kiri Renewable Energy Pvt. Ltd.	1.00	1.00
14,97,995 Equity Shares (PY 7,995) of ₹ 10 each in Indo Asia Copper Limited	149.80	0.80
100 Shares (PY Nil) of SGD 1 each in Claronex Holdings Pte. Ltd.	0.06	-
Less : Impairment of Investments in SMS Chemical Co. Ltd. & Synthesis International Ltd.	(596.39)	(596.39)
(II) Investment in Associate Company		
26,23,354 Equity Shares (PY 26,23,354) of SG $ 10 each in DyStar Global Holdings (Singapore) Pte. Ltd.	9,550.24	9,550.24
26,25,000 Equity Shares (PY 26,25,000) of ₹ 10 each in Kiri Infrstructure Private Limited	1,443.75	1,443.75
2,500 Equity Shares (PY 2,500) of ₹ 10 each in Plutoeco Enviro Association	0.25	0.25
(III) Investment in Joint Venture Company		
3,00,00,000 Equity Shares (PY 3,00,00,000) of ₹ 10 each in Lonsen Kiri Chemical Industries Limited	3,000.00	3,000.00
Total	**14,174.90**	**14,025.84**

Aggregate Value of Unquoted Investment

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Non-Current	14,174.90	14,025.84
Aggregate Value of Impairment In Value of Investment	596.39	596.39

Note:

i) The Company had made assessment of investment in its Subsidiary SMS Chemicals Co. Ltd. and taken into account the past business performances and prevailing condition. As a matter of prudence, the company has written off diminution in carrying value of investments of ₹ 339.53 Lakhs as on April 01, 2016.

ii) The Company had made investment in its Subsidiary Synthesis International Limited (Wholly Owned Subsidiary). The company has initiated the process for winidng up of the comapny with competent authority. As a matter of prudence, the company has written off diminution in carrying value of investments of ₹ 256.86 Lakhs as on April 01, 2016.

iii) During the year, the company had subscribed for 14,90,000 shares of ₹ 10/- each (PY 7,995 shares) in its Subsidiary Indo Asia Copper Ltd. thereby increased its stake from 79.95% to 99.87%.

4. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Investments in Equity Instruments measured at FVOCI		
Unquoted Investments (Fully Paid Up)		
10,000 Equity Shares (PY 10,000) of ₹ 10 each in Kapsil Aqua Enviro Limited	1.00	1.00
6,82,500 Equity Shares (PY 6,82,500) of ₹ 0.19 each in Bhadreshwar Vidhyut Pvt. Ltd.	1.30	1.30
Less : Impairment of Investments in Bhadreshwar Vidhyut Pvt Ltd.	(1.30)	-
Total	**1.00**	**2.30**

Aggregate Value of Unquoted Investment

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Non -current	2.30	2.30
Aggregate Value of Provision for Diminution in Value	(1.30)	-

Note:

i) As a matter of prudence, the Company has made provision for Diminution in Value of investment in Bhadreshwar Vidhyut Pvt. Ltd. as the said company is under liquidation at NCLT forum.

5. NON-CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured and Considered Good		
Trade Receivables	-	136.62
Total	**-**	**136.62**

Note:

i) The company called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

Ageing for Trade Receivables - Non-Current outstanding as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good		-	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired		-	-	-	-	-	-

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
Trade Receivables - Unbilled	-	-	-	-	-	-	-

Ageing for Trade Receivables - Non-Current outstanding as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good		-	0.15	42.96	92.59	0.92	**136.62**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired		-	-	-	-	-	-
Trade Receivables - Unbilled	-	-	-	-	-	-	-

6. NON-CURRENT LOANS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Loans to Employees	171.42	-
Total	**171.42**	**-**

7. OTHER NON-CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Security Deposits	1,294.82	1,289.24
Total	**1,294.82**	**1,289.24**

8. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Capital Advances		
Capital Advances	5,420.67	5,713.81
Advances other than Capital Advances		
Other Advances	285.48	264.48
Non-Current Tax Assets	18.56	18.56
Prepaid Expenses	2.01	-
Total	**5,726.72**	**5,996.85**

Note:

i) Capital advances include advances made to an intermediary for purchase of land for the company. Advances also include capital advances given to a party for industrial land pending necessary formalities for transfer.

i) The company called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

9. INVENTORIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Raw Material & Stores and Spares	3,269.77	2,886.47
Finished Goods	6,710.51	5,177.46
Finished Goods in Transit	566.13	-
Stock in Process & Semi Finished Goods	1,078.68	1,298.82
Packing Material	628.52	490.74
Fuel	72.51	32.88
Total	**12,326.12**	**9,886.37**

10. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured and Considered good		
Trade Receivables	6,835.25	6,491.52
	6,835.25	**6,491.52**
Less : Allowance for Credit Losses	(16.74)	-
Total	**6,818.51**	**6,491.52**
Trade Receivables - Bill Discounted	561.13	351.78
Trade Receivables - Others	6,274.12	6,139.74
Total	**6,835.25**	**6,491.52**

Note:

i) Trade Receivables includes ₹ Nil as at March 31, 2024 (PY ₹ 174.48 Lakhs) due from related parties.

ii) The company does not have any automated system to call for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security and earnest money deposit, outstanding liabilities, other payables and other advances. Balance confirmations are requested by management out of which company has received response from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

Ageing for Trade Receivables - Current outstanding as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good	3,161.24	1,594.57	1,348.26	411.94	197.42	121.82	**6,835.25**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
	3,161.24	**1,594.57**	**1,348.26**	**411.94**	**197.42**	**121.82**	**6,835.25**
Less : Allowances for Credit Losses							**(16.74)**
							6,818.51
Trade Receivables - Unbilled	-	-	-	-	-	-	-

Ageing for Trade Receivables - Current outstanding as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good	3,708.95	879.51	1,536.81	196.65	6.88	162.72	**6,491.52**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
	3,708.95	**879.51**	**1,536.81**	**196.65**	**6.88**	**162.72**	**6,491.52**
Trade Receivables - Unbilled	-	-	-	-	-	-	-

11. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Balance with Banks in Current Accounts	79.68	43.04
Cash on Hand	12.80	4.02
Total	**92.48**	**47.06**

12. OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Deposit for Margin Money with Banks	133.59	152.60
Balances with Banks for Unpaid Dividends	3.73	3.73
Other Bank Balances	17.59	16.34
Total	**154.91**	**172.67**

Note:

i) The Current Account balance includes unpaid dividend of ₹ 3.73 Lakhs as at March 31, 2024 (PY ₹ 3.73 Lakhs) which have been kept in separate earmarked accounts and no transactions except for the stated purpose are done through such accounts.

ii) Fixed Deposit with banks which is held as Margin Money or Security, Guarantee etc. of ₹ 133.59 Lakhs as at March 31, 2024 (PY ₹ 152.60 Lakhs).

13. CURRENT FINANCIAL ASSETS - LOANS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured and Considered Good		
Advance to Subsidiary Company	141.14	153.14
Loan to Employees	34.61	210.82
Total	**175.75**	**363.96**

Note:

i) Loans include Advances of ₹ 141.14 Lakhs (PY ₹ 153.14 Lakhs) to a subsidiary company.

14. OTHER CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Export Benefit Receivable	50.42	68.69
Others	34.15	31.06
Total	**84.57**	**99.75**

15. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Advance tax and TDS	85.78	398.36
Total	**85.78**	**398.36**

16. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Advances other than Capital Advances		
Balance with Government Authorities	807.17	657.41
Advances to Suppliers	721.67	1,540.39
Prepaid Expenses	219.39	69.91
Total	**1,748.23**	**2,267.71**

17. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Authorised Capital		
15,00,00,000 Equity Shares (PY 15,00,00,000) of ₹ 10/-each	15,000.00	15,000.00
5,00,00,000 Preference Shares (PY 5,00,00,000) of ₹ 10/-each	5,000.00	5,000.00
Total	**20,000.00**	**20,000.00**
Issued, Subscribed & Paid-up Capital		
5,18,34,211 Equity Shares (PY 5,18,34,211) of ₹ 10/- each fully paid up	5,183.42	5,183.42
Total	**5,183.42**	**5,183.42**

The reconciliation of the number of Equity Shares outstanding as at March 31, 2024 and March 31, 2023 is set out below:

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning of the year	5,18,34,211	5,183.42	5,18,34,211	5,183.42
Number of shares at the end of the year	5,18,34,211	5,183.42	5,18,34,211	5,183.42

The details of shareholder holding more than 5% Equity Shares:

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of Total No.	No. of Shares	% of Total No.
Ms. Anupama Kiri	57,01,238	11.00	57,01,238	11.00
Equinaire Chemtech LLP	35,00,000	6.75	35,00,000	6.75
Lotus Global Investment Ltd.	41,31,987	7.97	41,31,987	7.97
Cresta Fund Ltd.	32,43,451	6.26	40,98,052	7.91
Vikasa India EIF I Fund	36,14,713	6.97	36,42,713	7.03
Connecor Investment Enterprise Ltd.	29,64,238	5.72	31,87,374	6.15

Disclosure of shareholding of Promoters as at March 31, 2024

(₹ in Lakhs)

Name of the Promoters	No. of Shares	% of Total Shares	% change during the year
Mr. Pravin Kiri*	24,36,288	4.70	-
Mr. Manish Kiri	17,47,728	3.37	-
Ms. Aruna Kiri	4,61,550	0.89	-
Ms. Anupama Kiri	57,01,238	11.00	-
Pravin A Kiri-HUF	3,682	0.01	-
Equinaire Chemtech LLP	35,00,000	6.75	-

Disclosure of shareholding of Promoters as at March 31, 2023

(₹ in Lakhs)

Name of the Promoters	No. of Shares	% of Total Shares	% change during the year
Mr. Pravin Kiri*	24,36,288	4.70	-
Mr. Manish Kiri	17,47,728	3.37	-
Ms. Aruna Kiri	4,61,550	0.89	-
Ms. Anupama Kiri	57,01,238	11.00	-
Pravin A Kiri-HUF	3,682	0.01	-
Equinaire Chemtech LLP	35,00,000	6.75	-

** The procedure for transmission of shares held by Late Mr. Pravin Kiri to his nominee is under process.*

Rights and Restrictions:

i) The Company has only one class of Equity Shares having face value of ₹ 10/- per share. The Equity Shareholder is entitled to one vote per share. The Equity Shareholders have equal dividend rights in proportion to their shareholding.

18. OTHER EQUI TY

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Securities Premium Account		
As per Last year accounts	48,529.60	48,529.60
	48,529.60	**48,529.60**
General Reserve		
As per Last year accounts	1,617.60	1,617.60
	1,617.60	**1,617.60**
Capital Redemption Reserve		
As per Last year accounts	433.35	433.35
	433.35	**433.35**
Retained Earnings		
As per Last year accounts	(6,633.33)	6,737.46
Add : Surplus / (Deficit) during the year	(9,355.23)	(13,420.82)
Add : Other Comprehensive Income/(Loss)	(60.11)	50.03
	(16,048.67)	**(6,633.33)**
Total	**34,531.88**	**43,947.22**

Nature and Purpose of Reserves

Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013

General Reserve

General reserve is created by the Company by appropriating the balance of Retained Earnings. It is a free reserve which can be used for meeting the future contingencies, creating working capital for business operations, strengthing the financial position of the Company etc.

Capital Redemption Reserve

Capital Redemption Reserve was created to transfer redemption reserve of Redeemable Preference Shares. This is not free reserve and cannot be utilised for any purpose.

Retained Earings

Retained Earings are the profits that the company has earned till date less any transfers to redemption reserve, dividend or other distributions paid to shareholders.

19. NON-CURRENT BORROWINGS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Borrowings		
a) Secured (In Indian Currency)		
Term Loan Facility from NBFC	1,162.95	1,497.32
Inter Corporate Deposits	1,200.00	-
Other Borrowings from Banks / Others	8.22	18.05
(Refer Note 25 for Current Maturity ₹ 9,141.78 Lakhs (PY ₹ 347.76 Lakhs)		
b) Unsecured		
Inter Corporate Deposits	-	2,600.00
Total	**2,371.17**	**4,115.37**

Note:

i) The details of security offered for Term loan facility / Line of Credit, ICD and current maturity of long term debts taken from NBFC are set out below:

Description of Assets/Security	Security given to
All that piece and parcel of non-agricultural land bearing Block No. 522 admeasuring about 44,911 sq.mts., at ECP Road, Mouje: Dudhwada, Taluka: Padra, Registration District: Vadodara and Sub-District: Padra	First charge for securing debt of Aditya Birla Finance Limited.
All that piece or parcel of lease hold Plot No. A1-105,106,107, admeasuring about 8,159.50 sq. mts., alongwith factory shed building, plant and machinery standing thereon of Vatva Industrial Estate of Gujarat Industrial Development Corporation, situated upon land bearing Survey No. 451,452, 448/1 of mouje: Vinzol, Taluka: Dascroi, Registration District Ahmedabad and Sub-District: Ahmedabad-5 (Narol) owned by Saptak Buildcon Private Limited	First charge for securing debt of Aditya Birla Finance Limited.
Personal & corporate guarantees of the promoter-director, their relatives and companies in which such persons are having significant influence.	Aditya Birla Finance Limited

ii) The other details for Term loan / Line of Credit from Aditya Birla Finance Limited are set out below:

Description of Loan and Purpose	ROI	Repayment Terms
Line of Credit - For Working Capital Purpose	The applicable rate under this Facility for every disbursement is linked to Short term reference rate of ABFL (STRR) +/- Spread. Effective rate of interest at date of sanction of loan was 11.5 % p.a. Rates / spread / reference rate are subject to revision in the event of increase in the short term money markets rates. Interest payment frequency is Monthly.	Not Applicable

Description of Loan and Purpose	ROI	Repayment Terms
Term Loan - For closure of loan taken from ARC and balance for long term working capital.	The applicable rate under this Facility for every disbursement is linked to Short term reference rate of ABFL (LTRR) +/- Spread. Effective rate of interest at date of sanction of loan was 11.5 % p.a. Rates / spread / reference rate are subject to revision in the event of increase in the short term money markets rates.	60 EMI of ₹ 42,06,436/-

iii) The Secured Term Loan from related party : Saptak Buildcon Private Limted("Saptak") amounting to ₹ 72.00 Crores (PY : Nil) is secured by the below mentioned securities directly g iven to Debenture Trustee for the NCD issued by Saptak

Description of Assets/Security	Security given to
All that piece or parcel of lease hold Plot No. 299/1/A & B, 365 & 366 admeasuring about 7,324.93 sq. mts., alongwith factory shed building, plant and machinery standing thereon of Vatva Industrial Estate of Gujarat Industrial Development Corporation, situated upon land bearing Survey No. 416/P, 410/P & 418/P of mouje: Vinzol, Taluka: Dascroi, Registration District: Ahmedabad and Sub-District: Ahmedabad-5 (Narol).	First charge of Debenture Trustee: Vistra ITCL (India) Ltd. for securing NCD issued by Saptak
All that piece and parcel of non-agricultural land bearing Block No. 395 (Old Block No. 390 A), 396 (Old Block No. 390 B), 397 (Old Block No. 391 A), 398 (Old Block No. 391 B), 400 (Old Block No.393), 396 (Old Block No. 394/A/1), 402 (Old Block 394/A/2), 403 (Old Block No. 394/B/1), 404 (Old Block No. 394/B/2), 396 (Old Block No. 396, 399, 400/A, 400/B, 401, 402, 403), 391 (Old Block No. 386), 392 (Old Block No. 387), 393 (Old Block No. 388), 545 (Old Block No.552/A), 557(Old Block No.566), 561 (Old Block No.567), 560 (Old Block No.569), 558 (Old Block No.570), 562 (Old Block No. 571), 563 (Old Block No. 572/A), 770 (Old Block No. 859) admeasuring about 1,43,031 sq.mts., at ECP Road, Mouje: Dudhwada, Taluka: Padra, Registration District: Vadodara and Sub-District: Padra.	First charge of Debenture Trustee: Vistra ITCL (India) Ltd. for securing NCD issued by Saptak
Personal & corporate guarantees of the promoter-director, their relatives and companies in which such persons are having significant influence. Further, the company has hypothecated / mortgaged its receivables, current assets, monies and immovable properties (Agriculture, Non-agriculture and lease-hold lands) as above.	Debenture Trustee :Vistra ITCL (India) Ltd. for securing NCD issued by Saptak

iv) Other details for Term Loan from Saptak are set out below:

Description of Loan and Purpose	ROI	Repayment Terms
Term Loan - For the payment of outstanding legal fees, general corporate purpose and working capital requirement	The applicable rate of interest is 18.00% p.a. of which interest @6.00% is payable monthly and the rest 12.00% p.a. is compounding monthly and is payable alongwith EMI.	6 EMI of ₹ 15,19,91,838/- starting from 19th Month to 24th Month. Upto and inclusive 18th Month, only 6% interest is payable every month.

v) The details of security offered for Other Borrowings are set out below :

Description of Loan	ROI	Repayment Terms	Security Given
Vehicle Loan	11.00%	36 EMI of ₹ 1,18,051/-	Hypothecation of Vehicle
Vehicle Loan	9.98%	60 EMI of ₹ 42,813/-	Hypothecation of Vehicle

vi) The details of terms for unsecured Inter Corporate Deposits are set out below :

Description of Loan	ROI	Remarks
Inter Corporate Deposits	15.00%	The company has provided interest on inter-corporate deposits @15% till 31-03-2024 for non-current borrowings.

vii) The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India during previous year.

viii) All charges are registered with ROC.

20. NON-CURRENT - LEASE LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Lease Liability	17.65	-
Total	**17.65**	**-**

21. NON-CURRENT - TRADE PAYABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Outstanding dues of Creditors other than Micro & Small Enterprises	-	271.47
Total Outstanding dues of Micro & Small Enterprises (Refer Note No.40)	-	-
Total	**-**	**271.47**

Ageing for Non-Current Trade Payables as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-	-
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

Ageing for Non-Current Trade Payables as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	-	-	-	-	-	-
(ii) Others	-	-	-	10.96	183.33	77.18	**271.47**
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

Note:

i) The company called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

22. NON-CURRENT - OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Deposits from Customers	179.93	113.73
Total	**179.93**	**113.73**

Note:

i) Deposits from customers are non-interest bearing.

23. NON-CURRENT - PROVISIONS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Provision for Employee Benefits		
Gratuity	490.00	426.50
Compensated Absences	101.63	89.59
Total	**591.63**	**516.09**

24. DEFERRED TAX LIABILITIES (NET)

Current Tax

a) Amounts recognised in Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Current Tax		
Current Tax on Profits of the year	-	-
Excess provision of Income Tax for Earlier Years	351.46	-
Total Current Tax Expenses	**351.46**	**-**
Deferred Tax		
Increase/(Decrease) in Deferred Tax Liabilities	(339.43)	(171.24)
Total Deferred Tax Expense/(benefit)	**(339.43)**	**(171.24)**
Income Tax Expense	**12.03**	**(171.24)**

b) Reconciliation of tax expense and the accounting profit multipled by India's domestic tax rate:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Accounting profit before tax from continuing operations	(9,343.20)	(13,592.06)
Accounting profit before Income Tax	(9,343.20)	(13,592.06)
Tax at India's statutory income tax rate of 34.94% (PY Tax rate 34.94%)	**(3,264.89)**	**(4,749.61)**

c) Deferred Tax Liabilities:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Deferred Tax (Net of MAT Credit Entitlement of ₹ 4,607.53 lakhs) (PY ₹ 4,607.53 lakhs)	(2,041.50)	(1,702.07)
Total	**(2,041.50)**	**(1,702.07)**

d) Movement in Deferred Tax Expenses:

As on March 31, 2024 (₹ in Lakhs)

Particulars	Opening	P/L	Net	DTA	DTL
Deferred Tax Assets/(Liabilities)					
Property, Plant and Equipment	(6,064.57)	339.43	(5,725.14)	-	(5,725.14)
Investment	208.40	-	208.40	208.40	-
Unused Unabsorbed Dep/Losses	2,950.71	-	2,950.71	2,950.71	-
Total	**(2,905.46)**	**339.43**	**(2,566.03)**	**3,159.11**	**(5,725.14)**
Net Deferred Tax Assets/(Liabilities)					**(2,566.03)**

As on March 31, 2023 (₹ in Lakhs)

Particulars	Opening	P/L	Net	DTA	DTL
Deferred Tax Assets/(Liabilities)					
Property, Plant and Equipment	(6,235.80)	171.24	(6,064.57)	-	(6,064.57)
Investment	208.40	-	208.40	208.40	-
Unused Unabsorbed Dep/Losses	2,950.71	-	2,950.71	2,950.71	-
Total	**(3,076.69)**	**171.24**	**(2,905.46)**	**3,159.11**	**(6,064.57)**
Net Deferred Tax Assets/(Liabilities)					**(2,905.46)**

25. CURRENT - BORROWINGS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured Loans		
Inter Corporate Deposits	55.00	55.00
Current Maturity of Debt	2,800.00	-
Secured Loans		
Current Maturity of Debt	6,341.78	347.74
Bill Discounted-Customers	561.13	351.78
Total	**9,757.91**	**754.54**
Borrowings-Others	9,196.78	402.76
Borrowings-Bill Discounted Customers	561.13	351.78
Total	**9,757.91**	**754.54**

Note:

i) Refer Note No. 19 for disclosures related to borrowings.

ii) The details of terms for Inter Corporate Deposits are set out below:

Description of Loan	ROI	Remarks
Inter Corporate Deposits	18.00%	The company has provided interest on inter-corporate deposits @18% till 31-03-2024 for current borrowings.

26. NON-CURRENT - LEASE LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Lease Liability	9.92	-
Total	**9.92**	**-**

27. CURRENT - TRADE PAYABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Outstanding dues of Creditors other than Micro & Small Enterprises	34,515.36	34,688.92
Total Outstanding dues of Micro & Small Enterprises (Refer Note No.40)	1,293.45	476.97
Total	**35,808.81**	**35,165.89**

Note:

i) The company called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

ii) Trade Payable includes amount due to Related Parties ₹ 4,366.69 Lakhs as at March 31,2024 (PY ₹ 2,418.24 Lakhs).

Ageing for Current Trade Payables as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	217.29	747.90	206.76	114.62	6.88	**1,293.45**
(ii) Others	-	10,404.15	17,172.26	6,023.09	731.96	183.90	**34,515.36**
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

Ageing for Current Trade Payables as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	75.98	243.08	146.46	11.45	-	476.97
(ii) Others	-	12,011.06	20,157.34	1,245.25	1,275.27	-	34,688.92
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

28. CURRENT - OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Interest accrued but not due on borrowings	1,074.44	101.64
Credit Balance in Bank Accounts	432.09	429.57
Employee Benefit Payable	643.86	589.95
Unpaid Dividend	3.73	3.73
Unpaid Investment Money	0.06	-
Payable for Capital Goods	1,109.53	1,477.07
Total	**3,263.71**	**2,601.96**

Note:

i) There is no amount outstanding in respect of Unpaid Dividend to be transferred to Investor Education & Protection Fund under Section 125 of the Companies Act, 2013.

29. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Advance received from Customers	3,168.11	3,847.47
Statutory Dues	328.31	260.76
Total	**3,496.42**	**4,108.23**

30. CURRENT - PROVISIONS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Provision for Employee Benefits		
Gratuity	104.49	144.63
Compensated Absences	31.33	26.65
LTA	53.94	39.88
Total	**189.76**	**211.16**

31. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Sale of Products	62,440.06	59,317.66
Other Operating Revenue	898.52	828.01
Total	**63,338.58**	**60,145.67**

32. OTHER INCOME

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Interest Income	144.60	156.43
Dividend Income	3,320.80	2,186.00
Other Income	191.11	-
Total	**3,656.51**	**2,342.43**

33. COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Raw Material Consumed		
Opening Inventory	2,351.45	3,302.12
Add : Net Purchases	46,142.98	44,433.87
Less: Inventory at the end of the year	2,644.43	2,351.45
Cost of Raw Material consumed during the year	**45,850.00**	**45,384.54**
Packing Material Consumed		
Opening Inventory	490.74	499.42
Add : Net Purchases	745.62	1,095.63
Less: Inventory at the end of the year	628.52	490.74
Cost of Packing Material consumed during the year	**607.84**	**1,104.31**
Total	**46,457.84**	**46,488.85**

34. PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Purchase of Stock in Trade	4,194.40	-
Total	**4,194.40**	**-**

35. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
(Increase) / Decrease in Stocks		
Stock at the beginning of the year		
Finished Goods	5,177.46	4,187.97
Work in Progress & Semi Finished Goods	1,298.82	2,642.99
	6,476.28	**6,830.96**
Stock at the end of the year		
Finished Goods	7,276.64	5,177.46
Work in Progress & Semi Finished Goods	1,078.68	1,298.82
	8,355.32	**6,476.28**
Total	**(1,879.04)**	**354.68**

36. EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Salaries, Wages & Bonus	3,492.53	3,665.26
Contribution to Provident fund & other funds	278.48	332.66
Welfare Expenses	271.07	293.06
Total	**4,042.08**	**4,290.98**

37. FINANCE COST

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Interest & Financial Charges		
Interest Cost	2,159.85	567.16
Interest on Lease Liability	2.93	-
Financial Charges	86.90	42.98
Total	**2,249.68**	**610.14**

38. OTHER EXPENSES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Operational & Other Expenses		
Power & Fuel	8,567.74	10,015.63
Repairs & Maintenance		
Buildings	82.77	81.81
Machineries	1,119.30	1,417.50
Other Assets	100.16	98.12
Pollution Treatment Expenses	1,193.49	1,021.85
Laboratory Expenses	48.34	57.30
Factory Expenses	38.88	50.36
Labour Charges	1,084.22	1,278.01
Impairment Loss on Investment	1.30	-
Insurance Premium	131.06	165.41
Communication Expenses	41.94	44.69
Postage & Courier	18.72	19.90
Travelling & Conveyance	58.62	62.22
Compensation Expenses	-	625.00
Repairs & Maintenance - Others	50.90	43.27
Membership & Subscription	1.18	0.81
Security Expenses	140.34	145.81
Legal & Professional Fees	2,494.25	2,000.49
Payment to Auditors	35.00	30.00
Rates & Taxes	41.20	32.17
Foreign Exchange Loss	156.88	577.53
CSR and Social Welfare Expenses	18.22	155.46
Miscellaneous Expenses	91.73	280.94
Software Expense	10.80	7.49
Export Expenses	21.98	25.48
Outward Freight & Transportation Charges	788.25	1,055.61
Commission on Sales	339.94	455.68
Travelling Expenses	107.80	72.03
Impairment Loss under ECL	16.74	-
Advertisement & Sales Promotion Expenses	51.47	101.88
Total	**16,853.22**	**19,922.45**

Notes:

i) Details of Payment made to Auditor is as below:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
For Statutory Audit Fees	30.00	25.00
For Taxation matters	5.00	5.00

ii) Corporate Social Responsibility Expenditure:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Gross Amount required to be spent by the company during the Period (under section 135 of the Companies Act 2013)	NIL	3.32
Amount of Expenditure incurred	8.01	17.91
Short fall at the end of the period	NIL	NIL
Total of previous years shortfall	NIL	NIL
Reason for shortfall	NA	NA
Nature of CSR Activities	Education, Healthcare, Rural Development, Hunger and Poverty and making available safe drinking water	
Details of related party transactions	NIL	NIL
Liability incurred by entering into contractual obligations	NIL	NIL

39 EARNING PER SHARE (EPS)

Particulars	As at March 31, 2024	As at March 31, 2023
Net Profit After Tax attributable to Shareholder (₹ in Lakhs)	(9,415.34)	(13,370.79)
Weighted average number of equity shares for calculating Basic	5,18,34,211	5,18,34,211
Weighted average number of equity shares for Diluted EPS	5,18,34,211	5,18,34,211
Nominal value per share (in ₹)	10.00	10.00
Basic Earning Per Share (in ₹)	(18.16)	(25.80)
Diluted Earning Per Share (in ₹)	(18.16)	(25.80)

40 MSME DISCLOSURE

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number allocated after filing of the Memorandum in accordance with 'Micro, Small and Medium Enterprises Development Act, 2006 ('the MSMED Act').

Accordingly, the disclosure in respect of the amounts payable to such Enterprises as at March 31, 2024 has been made in the Financial Statements based on information received and available the Company.

The details as required by MSMED Act are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year:		
Principal Amount	1,244.47	476.97
Interest Amount	142.71	-

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
The amount of interest paid by the buyer under MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
The amount of interest due and payable for the year (where the principal has been paid but interest under the MSMED Act not paid)	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year: and	142.71	-
The amount of further interest due and payable even in the succeeding period, 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	-	-

On the basis of information and records available with the Company, the above disclosures are made in respect of amount due to the Micro and Small enterprises, which have been registered with the relevant competent Authorities. This has been relied upon by the Auditors.

41 FINANCIAL INSTRUMENTS

A Capital Management

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

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 ratio of 'Adjusted Net Debt' to 'Adjusted Equity'. For this purpose, adjusted net debt is defined as total Liabilities, comprising Interest-bearing Loans and Borrowings and obligations under Finance Leases, less Cash and Cash Equivalents. Adjusted Equity comprises all components of Equity.

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total Interest Bearing Debt	12,129.08	4,869.91
Less : Cash and Cash Equivalents	92.48	47.06
Adjusted Net Debt	12,036.60	4,822.85
Total Equity	39,715.30	49,130.64
Adjusted Net Debt to Equity Ratio	0.30	0.10

No changes were made in the objectives, policies or processes for managing capital during the current Period and previous years.

B Fair Value Measurement And Financial Risk Management

(i) Category-wise classification of financial instruments:

The accounting classification of each category of financial instruments and their carrying amounts are set out below:

(₹ in Lakhs)

Particulars	As at March 31, 2024			
	Amortised Cost	FVTOCI	FVTPL	Total Value
Financial Assets				
Non Current Investment*	-	1.00	-	1.00
Other Financial Assets				
Non Current	1,294.82	-	-	1,294.82
Current	84.57	-	-	84.57
Trade Receivables				
Non Current	-	-	-	-
Current	6,818.51	-	-	6,818.51
Cash and Cash equivalents	92.48	-	-	92.48
Other Bank Balance	154.91	-	-	154.91
Loans				
Non Current	171.42	-	-	171.42
Current	175.75	-	-	175.75
Total	**8,792.46**	**1.00**	**-**	**8,793.46**
Financial Liabilities				
Borrowings				
Non Current	2,371.17	-	-	2,371.17
Current	9,757.91	-	-	9,757.91
Lease Liability				
Non Current	17.65	-	-	17.65
Current	9.92	-	-	9.92
Trade Payables				
Non Current	-	-	-	-
Current	35,808.81	-	-	35,808.81
Other Financial Liabilities				
Non Current	179.93	-	-	179.93
Current	3,263.71	-	-	3,263.71
Total	**51,409.10**	**-**	**-**	**51,409.10**

** Investments does not include investment in Subsidiaries/Associates/Joint Ventures which are measured at cost.*

(₹ in Lakhs)

Particulars	As at March 31, 2023			
	Amortised Cost	FVTOCI	FVTPL	Total Value
Financial Assets				
Non Current Investment*	-	2.30	-	2.30
Other Financial Assets				
Non Current	1,289.24	-	-	1,289.24
Current	99.75	-	-	99.75
Trade Receivables				
Non Current	136.62	-	-	136.62
Current	6,491.52	-	-	6,491.52
Cash and Cash equivalents	47.06	-	-	47.06
Other Bank Balance	172.67	-	-	172.67
Loans				
Non Current	-	-	-	-
Current	363.96	-	-	363.96
Total	**8,600.82**	**2.30**	**-**	**8,603.12**
Financial Liabilities				
Borrowings				
Non Current	4,115.37	-	-	4,115.37
Current	754.54	-	-	754.54
Trade Payables				
Non Current	271.47	-	-	271.47
Current	35,165.89	-	-	35,165.89
Other Financial Liabilities				
Non Current	113.73	-	-	113.73
Current	2,601.96	-	-	2,601.96
Total	**43,022.96**	**-**	**-**	**43,022.96**

** Investments does not include investment in Subsidiaries/Associates/Joint Ventures which are measured at cost.*

(ii) Measurement of Fair values and Sensitivity analysis

Fair Value Hierarchy

The fair value of the Financial Assets and Liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The Company uses the following hierarchy for determining and/or disclosing the fair value of Financial Instruments by valuation techniques:

Financial assets and financial liabilities measured at fair value in the Balance Sheet are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

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 Assets or Liabilities, 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)

The cost of unquoted investments included in Level 3 fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range

(a) Financial instrument measured at fair value

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial assets by valuation techniques:

(₹ in Lakhs)

Particulars	Fair Value at		Fair Value hierachy
	As at March 31, 2024	As at March 31, 2023	
Non-current Investments at FVTPL	1.00	2.30	Level 2
Other Non-current Financial Assets at Amortised Cost	1,294.82	1,289.24	Level 2
Non-current Borrowings at Amortised Cost	2,371.17	4,115.37	Level 2

There is no movement from between Level 1, Level 2 and Level 3.

(b) Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

42 FINANCIAL RISK MANAGEMENT, OBJECTIVE AND POLICIES

The Company's Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages market risk through treasury operations, which evaluates and exercises independent control over the entire process of market risk management. The finance team recommends risk management objectives and policies. The activities of this operations include management of cash resources, hedging of foreign currency exposure, credit control and ensuring compliance with market risk limits and policies. The Company's Management reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company has exposure to the following risks arising from financial instruments:

(a) Credit Risk

(b) Liquidity Risk and

(c) Market Risk

(a) Credit Risk:

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk arising from its operating activities primarily from trade receivables, from financing activities primarily relating to parking of surplus funds as Deposits with Banks, investments, loans, and security deposits.

The carrying amounts of financial assets represent the maximum credit risk exposure. Credit risk assessment on various components is described below:

(i) Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the standard payment and delivery terms and conditions are offered. The

Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed periodically.

The Company measures the expected credit loss of trade receivables from customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, as per management perceptions, the provision for loss on collection is made on trade receivables based on Expected Credit Loss Model (ECL) as below:

No. of Days for which amount is due	<= 90 Days	91-180 Days	181-270 Days	271-365 Days	1-2 Years	2-3 Years	More then 3 Years
% of Provision	0.00%	0.25%	0.50%	0.75%	1.00%	1.25%	1.50%

Reconciliation of provision for ECL :

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Opening Balance	-	-
Recognition of loss allowance measured as per ECL	16.74	-
Total	**16.74**	**-**

The maximum exposure to Credit Risk for Trade Receivables by geographic region was as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 20223
Domestic	5,674.33	4,896.88
Other Region	1,160.92	1,731.26
Total	**6,835.25**	**6,628.14**

(ii) Cash and cash equivalents and bank deposits

Credit risk from balances with Banks and Financial Institutions is managed by the Company's treasury department. Investments of surplus funds are made only with approved counter parties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(iii) Security Deposits and Loans

This consists of loans given to Employees and Security Deposits given to utility providers like Electricity companies and others. These carries limited credit risk based on the financial position of parties and Company's historical experience of dealing with these parties.

(b) Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk.

(i) Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and SGD. The Company has in place the Risk management policy to manage the foreign exchange exposure

The Foreign currency exchange rate exposure is partly balanced through natural hedge. This provide an economic hedge without derivatives being entered into and therefore hedge accounting not applied in these circumstances.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

The company can enter into foreign currency forward contracts and other authorized derivative contracts, which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables/receivables and borrowings.

Exposure to Currency Risk

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows:

(₹ in Lakhs)

Particulars	Currency	As at March 31, 2024	As at March 31, 2023
Financial assets			
Trade receivables	USD	1,160.92	1,743.69
Advance to Suppliers	USD	21.40	3.82
Bank balance in EEFC accounts	USD	-	-
Financial liabilities			
Borrowings	USD	157.16	351.78
Trade payables	USD	408.90	1,191.48
	SGD	1,089.81	4,654.37
Advance from Customers	USD	645.75	678.51

Foreign Currency Sensitivity Analysis

(₹ in Lakhs)

Effect in ₹	Profit or (Loss)	
	Strengthening	Weakening
As at March 31, 2024		
3% movement		
USD	0.88	(0.88)
SGD	32.69	(32.69)
Total	**33.57**	**(33.57)**
As at March 31, 2023		
3% movement		
USD	14.23	(14.23)
SGD	139.63	(139.63)
Total	**153.86**	**(153.86)**

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

The Company's risk management activities are subject to the management, direction and control of Risk Management Policy for interest rate risk through appropriate policies and procedures identified, measured and managed.

The Company's fixed rate borrowing are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rate.

For the Company's floating rate borrowing, the analysis is prepared assuming a 100 basis point increase or decrease is used, which represents management's assessment of the reasonably possible change in interest rate.

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Variable rate borrowings	2,056.02	2,144.12
Fixed rate borrowings	10,073.06	2,725.79

As at end of reporting period, the details of variable rate borrowings are as under :

(₹ in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Average Interest Rate	Balance	% of Total Loan	Average Interest Rate	Balance	% of Total Loan
Term Loan	12.60% to 12.80%	1,494.89	72.71%	11.50% to 12.60%	1,792.34	83.59%
Bills Discounting Facility	7.00% to 10.30%	561.13	27.29%	7.75% to 10.30%	351.78	16.41%

As at end of reporting period, the details of fixed rate borrowings are as under :

(₹ in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Average Interest Rate	Balance	% of Total Loan	Average Interest Rate	Balance	% of Total Loan
Term Loan (incl.Vehicle Loans)	7.80% to 18.00%	10,073.06	100.00%	7.80% to 18.00%	2,725.79	100.00%

In case of fluctuation in interest rates by 100 basis points and all other variables were held constant, the Company's profit before tax for the year from continuing operations would increase or decrease as follows

Interest Rate Sensitivity Analysis:

(₹ in Lakhs)

Movement in Interest Rate	As at March 31, 2024	As at March 31, 2023
+1.00%	(22.08)	(8.59)
-1.00%	22.08	8.59

(c) Liquidity risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. The table below summarises the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Contractual maturities of financial liabilities

As on March 31, 2024 (₹ in Lakhs)

Particulars	Upto 1 year	1-2 years	More than 2 years	Total
Non-derivatives Financial Liabilities				
Long term borrowings incl. current maturities	9,141.78	1,585.24	785.93	11,512.95
Short term loans and borrowings	616.13	-	-	616.13
Lease Liabilities	9.92	10.86	6.79	27.57
Trade Payables	35,808.81	-	-	35,808.81
Other Financial Liabilities	3,263.71	-	179.93	3,443.64
Total	**48,840.35**	**1,596.10**	**972.65**	**51,409.10**

As on March 31, 2023 (₹ in Lakhs)

Particulars	Upto 1 year	1-2 years	More than 2 years	Total
Non-derivatives Financial Liabilities				
Long term borrowings incl. current maturities	347.76	344.66	3,770.71	4,463.13
Short term loans and borrowings	406.78	-	-	406.78
Trade Payables	35,437.36	-	-	35,437.36
Other Financial Liabilities	2,601.96	-	113.73	2,715.69
Total	**38,793.86**	**344.66**	**3,884.44**	**43,022.96**

43 DETAIL OF EMPLOYEES BENEFITS

(a) Defined Contribution Plans

The Company has defined contribution plan in form of Provident Fund and Employee State Insurance Scheme for qualifying employees. Under the Schemes, the Company is required to contribute a specified rates to fund the schemes.

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provident Fund	151.28	176.93
Employee State Insurance Scheme	21.97	40.76
Total	**173.25**	**217.69**

(b) Defined Benefits Plans

The Company provides for retirement benefits in the form of Gratuity. The Company's gratuity scheme (unfunded) provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service subject to a ceiling of ₹ 20 Lakhs. Vesting occurs upon completion of 05 years of service.

The present value of the defined benefits plan was measured using the projected unit credit method.

The following tables set out the status of the gratuity plan and amounts recognised in the financial statements:

(₹ in Lakhs)

(i) Present value of defined benefit obligation	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the period	**615.28**	**571.92**
Current Service Cost	63.15	73.73
Interest Cost	42.95	41.26
Past Service Cost	-	-
Liability Transferred In	-	-
(Liability Transferred Out)	-	-
Remeasurement (Gain)/Loss:		
Actuarial (Gain)/Loss arising from Demographic adjustments	-	-
Actuarial (Gain)/Loss due to changes in Financial Assumption	17.09	(16.44)
Actuarial (Gain)/Loss due to changes in Experience Adjustment	42.92	(33.61)
Benefits paid	(108.93)	(21.58)
Balance at the end of the period	**672.46**	**615.28**

(₹ in Lakhs)

Fair Value of Plan Assets	As at March 31, 2024	As at March 31, 2023
Fair Value of Plan Assets at the Beginning of the Period	**17.97**	**16.87**
Interest Income	1.35	1.12
Contributions by the Employer	-	-
Expected Contributions by the Employees	-	-
Assets Transferred In/Acquisitions	-	-
(Assets Transferred Out/ Divestments)	-	-
(Benefit Paid from the Fund)	-	-
(Assets Distributed on Settlements)	-	-
Effects of Asset Ceiling	-	-
The Effect of Changes In Foreign Exchange Rates	-	-
Return on Plan Assets, Excluding Interest Income	(0.09)	(0.02)
Fair Value of Plan Assets at the End of the Period	**19.23**	**17.97**

(₹ in Lakhs)

(ii) Amount Recognized in the Balance Sheet	As at March 31, 2024	As at March 31, 2023
(Present Value of Benefit Obligation at the end of the Period)	(672.46)	(615.28)
Fair Value of Plan Assets at the end of the Period	19.23	17.97
Funded Status (Surplus/ (Deficit))	(653.23)	(597.31)
Net (Liability)/Asset Recognized in the Balance Sheet	**(653.23)**	**(597.31)**

(₹ in Lakhs)

(iii) Expense recognised in the Statement of Profit and Loss	As at March 31, 2024	As at March 31, 2023
Current Service Cost	63.15	73.73
Interest Cost	41.60	40.13
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expense recognised in the Statement of Profit and Loss	**104.75**	**113.86**

(₹ in Lakhs)

(iv) Recognised in Other Comprehensive Income	As at March 31, 2024	As at March 31, 2023
Remeasurement on the net defined benefit liability:		
Actuarial (Gains)/Losses on obligation for the period	60.02	(50.05)
Return on Plan Assets, Excluding Interest Income	0.09	0.02
Change in Asset Ceiling	-	-
Recognised in the Other Comprehensive Income	**60.11**	**(50.03)**
Total cost of the defined benefit plan for the period	**164.86**	**63.83**

(v) Principal actuarial assumptions

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate, attrition rate and the average life expectancy. The assumptions used for the valuation of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate (p.a.)	7.22%	7.52%
Expected rate of salary increase (p.a.)	6.00%	6.00%
Mortality	2012-14 (Urban)	2012-14 (Urban)
Rate of employees turnover (p.a.)		
For Service 4 years and Below	15.00%	15.00%
For Service 5 years and Above	3.00%	3.00%
Retirement age	60	60

Estimates of future salary increase takes into account: inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The plan exposes the Group to significant actuarial risks such as interest rate risk and inflation risk:

Inflation risk – A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Group's liability.

Interest rate risk – The present value of the defined benefit liability is calculated using a discount rate prevailing market yields of Indian government securities. A decrease in discount rate will increase the Group's defined benefit liability.

(vi) Sensitivity analysis in respect of the actuarial assumptions used in calculation of defined benefit obligation is given below:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Projected Benefit Obligation on Current Assumptions	672.46	615.28
Delta Effect of +1% Change in Rate of Discounting	(53.97)	(51.07)
Delta Effect of -1% Change in Rate of Discounting	63.40	60.23
Delta Effect of +1% Change in Rate of Salary Increase	60.21	58.27
Delta Effect of -1% Change in Rate of Salary Increase	(52.85)	(50.72)
Delta Effect of +1% Change in Rate of Employee Turnover	6.38	7.42
Delta Effect of -1% Change in Rate of Employee Turnover	(7.34)	(8.58)

Sensitivities have been calculated to show the movement in Defined Benefit Obligation in isolation and assuming there are no other changes in market conditions at the accounting date. In presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(vii) The weighted average duration of the benefit obligation as at March 31, 2024 is 13 years (as at March 31, 2023 is 11 years).

(c) Compensated absence:

Expenses recognised in the Statement of Profit and Loss amounts to ₹ 110.32 Lakhs for the year ended March 31, 2024 (March 31, 2023 was ₹ 73.71 lakhs).

The current and non-current classification of obligations under defined benefit plans and other long-term benefits is done bases on the actuarial valuation reports.

40 RELATED PARTY DISCLOSURES

Relationship	Name of Party
Subsidiary Companies	Chemhub Trading DMCC
	Synthesis International Limited
	SMS Chemicals Co. Limited
	Indo Asia Copper Ltd.
	Amrat Lakshmi Foundation
	Kiri Renewable Energy Pvt. Ltd.
Joint Venture	Lonsen Kiri Chemical Industries Ltd
Associate Companies	DyStar Global Holdings (Singapore) Pte. Ltd.
	Kiri Infrastructure Pvt. Ltd.
	Plutoeco Enviro Association
Director / Key Management Personnel	Mr. Pravin A Kiri (Upto June 12, 2022)
	Mr. Manish Kiri
	Mr. Yagnesh Mankad
	Mr. Girish Tandel
	Mr. Keyoor Bakshi
	Mr. Mukesh Desai
	Ms. Veenaben Padia
	Mr. Ulrich Hambrecht (Upto May 30, 2023)
	Mr. Suresh Gondalia
	Mr. Jayesh Vyas
Relative of Director / Key Management Personnel	Ms. Aruna Kiri
	Ms. Anupama Kiri
	Pravin Kiri - HUF
	Ms. Chetana Jayesh Vyas

Relationship	Name of Party
Entities over which Director/Key Management personnel and their relatives having control or significant influence	Kiri Laboratories Pvt. Ltd.
	Indochin Development Pvt. Ltd.
	Kiri Peroxide Ltd.
	Chemhub Tradelink Pvt. Ltd.
	Saptak Buildcon Pvt. Ltd.
	Kiri Carbon Pvt. Ltd.
	Kiri Cosmetics LLP
	Kiri Globe Ink Pvt. Ltd.
	Equinaire Chemtech LLP
	Claronex Chemicals & Petrohemicals Pvt. Ltd.
	Parkin Auto Accessories Pvt. Ltd.
Entities in which Key Managerial Personnel (KMP) are nominee director	Texanlab Laboratories Pvt. Ltd.
	Texanlab Bangladesh Pvt. Ltd.
	DyStar India Pvt. Ltd.
	DyStar Acquistion Corporation
	DyStar Americas Holding Corporation
	DyStar Hilton Davis Corporation
	DyStar Foam Control Corporation
	DyStar Carolina Chemical Corporation
	Bluwin Limited
	S. Acquisition & Co.

Transactions with the Related Parties

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Transactions with Director / Key Management Personnel and Relatives		
Remunderation (incl. Perquisites)		
Mr. Pravin Kiri	-	31.00
Mr. Manish Kiri	156.00	156.00
Mr. Yagnesh Mankad	17.26	4.28
Mr. Girish Tandel	22.15	3.18
Mr. Suresh Gondalia	31.63	22.92
Mr. Jayesh Vyas	36.94	31.86
Ms. Chetana Jayesh Vyas	11.30	9.38
Director Sitting Fees and Reimbursement of Expenses		
Mr. Keyoor Bakshi	1.06	1.17
Mr. Mukesh Desai	1.17	1.33
Ms. Veenaben Padia	1.06	1.06
Mr. Ulrich Hambrecht	4.85	7.36
Receipt of Loan Given		
Mr. Yagnesh Mankad	-	11.55
Transactions with Subsidiary, Joint Venture and Associate Concerns		
Sales of Goods/Job Work Income		
Chemhub Trading DMCC	1,367.38	879.95
Lonsen Kiri Chemical Industries Ltd	16,984.06	10,476.29

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Purchase of Goods/Services		
Lonsen Kiri Chemical Industries Ltd.	7,752.28	930.31
Investment		
Indo Asia Copper Ltd.	149.00	0.61
Claronex Holdings Pte. Ltd.	0.06	-
Loan Received back		
Indo Asia Copper Ltd.	124.00	-
Loan Given		
Indo Asia Copper Ltd.	112.00	86.80
Transactions with Entities over which Director/Key Management Personnel and their relatives having control		
Purchase of Goods/Services		
Kiri Cosmetics LLP	0.71	-
Rent Paid		
Saptak Buildcon Pvt. Ltd.	14.16	14.16
Reimbursement of Expenses		
Saptak Buildcon Pvt. Ltd.	90.29	50.56
Interest Expense		
Saptak Buildcon Pvt. Ltd.	1,219.64	-
Loan Taken		
Saptak Buildcon Pvt. Ltd.	7,200.00	-

Outstanding Balances

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding with Director / Key Management Personnel		
Credit Balance		
Mr. Manish Kiri	36.47	28.73
Mr. Yagnesh Mankad	18.24	8.88
Mr. Girish Tandel	5.99	3.70
Mr. Suresh Gondalia	8.21	5.46
Mr. Jayesh Vyas	4.52	3.52

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding with Relative of Director / Key Management Personnel		
Credit Balance		
Ms. Chetana Jayesh Vyas	1.70	1.20
Outstanding with Subsidiary, Joint Venture & Associate Concerns		
Debit Balance		
Chemhub Trading DMCC	-	174.48
Indo Asia Copper Ltd.	141.14	153.14
Plutoeco Enviro Association	81.91	81.91

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Credit Balance		
Lonsen Kiri Chemical Industries Ltd.	4,339.65	2,372.56
Chemhub Trading DMCC	185.81	-
Outstanding with Entities over which Director/Key Management Personnel and their relatives having control		
Credit Balance		
Kiri Cosmetics LLP	0.60	0.94
Saptak Buildcon Pvt. Ltd.	8,049.28	44.75

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Short Term Employee Benefit Expenses		
Salary to KMP	263.98	249.24
Salary to Relative of KMP	11.30	9.38
Post employment benefits to KMPs & their relatives*	54.84	44.10
Total compensation paid to key management personnel & their relatives	**330.12**	**302.72**

** Key Managerial Personnel who are under the employment of the Company are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS-19 - 'Employee Benefits' in the financial statements.*

45 RATIOS

Ratios	Numerator	Denominator	FY 23-24	FY 22-23	% of Variance	Reason for variance
Current ratio (times)	Current assets	Current liabilities	0.41	0.46	-11%	Not Applicable
Debt equity ratio (times)	Total debt	Shareholder's equity	0.31	0.10	208%	Debt equity ratio increased due to the addition of new borrowings during the year.
Debt service coverage ratio (times)	Earnings available for debt service = Net profit after tax + Non-cash operating expenses+Interest + Other Adjustments	Debt service = Interest & Lease payments + Principal repayments	-1.15	-1.11	4%	Not Applicable
Return on equity	Profit / (loss) attributable to owners of the Company	Average Shareholder's equity	-21.19%	-23.96%	12%	Not Applicable
Inventory turnover ratio (times)	Cost of Goods Sold	Average Inventory	4.41	4.39	1%	Not Applicable

Ratios	Numerator	Denominator	FY 23-24	FY 22-23	% of Variance	Reason for variance
Trade receivable turnover ratio (times)	Revenue from Operations (Net)	Average Trade receivable	9.29	6.84	36%	Trade Receivable turnover increased during the year mainly on account of increase in Turnover and timely collection of outstandings.
Trade payable turnover Ratio (times)	Net credit purchases = Gross credit purchases - purchase return	Average Trade payables	1.32	1.48	-11%	Not Applicable
Net capital turnover ratio (times)	Revenue from Operations (Net)	Working Capital = Current Assets-Current Liabilities	(2.04)	(2.60)	22%	Not Applicable
Net profit percentage	Net profit	Revenue from Operations (Net)	-14.77%	-22.31%	34%	Due to increase in sales realisation leading to absorption of fixed costs and slight decrease in operational expenses.
Return on capital employed	Earnings before interest and taxes	Capital employed = Tangible Net Worth + Total Debt + Deferred Tax Liabilities	-14.24%	-24.82%	43%	Due to increase in sales realisation leading to absorption of fixed costs and slight decrease in operational expenses.
Return on Investment	Interest income	Average of investment in securities & bank deposits	5.35%	5.33%	0%	Not Applicable

46 OPERATING SEGMENT

The Company determines Operating Segments as components of an entity for which discrete financial information is available that is evaluated regularly by chief operating decision maker (CODM), in deciding how to allocate resources and assessing performance. a) The Company operates mainly in manufacturing of Dyes, Dyes Intermediates and Basic Chemicals. All other activities are incidental thereto and integrated, which have similar risk and return

Considering the nature of Company's business, as well as based on reviews by CODM to make decisions about resource allocation and performance measurement, accordingly, there are no separate reportable Segment as far as primary Segment is concerned in accordance with the requirements of Ind AS - 108 – "Operating Segments", prescribed under Companies (Indian Accounting Standards) Rules, 2015.

Analysis by Geographical Segment

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Domestic Sales	49,423.61	46,585.11
Export Sales	13,016.45	12,732.55
Total Sales	**62,440.06**	**59,317.66**

Information about Major Customers

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Top Customer	23%	15%
Revenue from Top 5 Customer	50%	47%

47 CONTINGENT LIABILITIES AND COMMITMENTS

(a) Contingent Liabilities not provided for

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
In respect of Bank Guarantees	43.00	73.50
In respect of Disputed Tax Liabilities	3,647.50	1,077.92

(a) Bank guarantees include ₹ 43.00 Lakhs issued to GPCB.

(b) Disputed tax liabilities are pending at various forums details of which are mentioned in CARO report.

(b) Capital commitments and other commitments

Estimated amount of contracts pending execution on capital accounts and not provided for (net of advances) is ₹ 1,300.13 Lakhs (PY ₹ 1,302.82 Lakhs).

The Company has given capital advances to various equipment suppliers and other parties towards purchase of capital goods to be used as Plant & Machinery. The amount includes balances outstanding for long against which capital goods have not been procured by the company. Third party confirmations, reconciliations and other supportive audit evidences are being requested from vendors to determine outstanding capital advance and its recoverability.

48 MOVEMENT OF LEASE LIABILITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	-	-
Lease Liabilities during the year	36.64	-
Finance Costs incurred during the year	2.93	-
Net Payments of Lease Liabilities	(12.00)	-
Closing Balance	**27.57**	-

49 DISCLOSURE PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 186 OF THE COMPANIES ACT, 2013

Name of the Company	Outstanding Amount		Maximum outstanding during the year	
	As at March 31, 2024	As at March 31, 2023	FY 2023-24	FY 2022-23
Indo Asia Copper Limited (Subsidiary)	141.14	153.14	**153.14**	**153.14**

i) Loan to Indo Asia Copper Limited has been given for general business expenditure.

ii) M/s Kiri Industries Ltd. has given a corporate guarantee of ₹ 100 Cr (PY Nil) to Vistra ITLC (India) Ltd. (the debenture trustee) for the purpose of subscirbing the Non-Convertible Secured Debentures of Saptak Buildcon Private Limited by UTI MOF & UTI SDOF. UTI MOF & SDOF had subscribed for ₹ 72 Cr NCD of Saptak Buildcon Pvt. Ltd. according to agreement between the parties.

50 CODE ON SOCIAL SECURITY, 2020 ('CODE')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has received Presidential Assent on September 28, 2020. The Code has been published in the Gazette of Inda. However, the effective date of the Code is yet to be notified and final rules for quantifying the financial impact are also yet to be issued. In view of this, the Group will assess the impact of the Code when relevant provisions will be notified and will record related impact, if any, in the period the Code becomes effective.

51 The previous year figures are regrouped or reclassified according to current year grouping and classification.

52 The company has few foreign currency balances (both receivables and payables) which have been outstanding for a period which is beyond the prescribed period for settlement as per the guidelines of Reserve Bank of India (RBI) and FEMA. As per management, the company will take necessary steps in coordination with its bankers to regularise such receivables and payables.

53 During the year, the company entered into loan agreement with Saptak Buildcon Private Limited (SBPL) (Entity over which relative of Director / KMP have control or significant influence) on April 20, 2023 to borrow approximately ₹ 100 crores.

SBPL issued Senior, Secured, Unrated, Unlisted Non-Convertible Debentures of the value of approximately ₹ 100 Crores vide Debenture Trust Deed dated April 13, 2023 executed between SBPL, Kiri Industries Ltd. and Vistra ITCL India Ltd. and Others. The subscribers to NCD are UTI Multi Opportunities Fund and UTI Structured Debt Opportunities Fund, which are registered under SEBI Act and they were alloted NCDs of the value of ₹ 72 Crores till the date of Audit Report. For this purpose the company has hypothecated / mortgaged its receivables, current assets, monies and immovable properties (Agriculture, Non-agriculture and lease-hold lands).

The entire borrowing by SBPL has been lent to company on interest at the rate charged by the subscribers of NCD as the ultimate beneficiary is Kiri Industries Ltd.

Out of funds borrowed, the company has utilised amount towards payment of the legal fees/professional fees charged in relation to the ongoing legal proceeding between Kiri Industries Ltd., (the Company / KIL) and DyStar Global Holdings (Singapore) Pte. Ltd. (DyStar) & Senda International Capital Ltd. (Senda) and the balance proceeds was utilised towards general corporate purpose, transaction related expenses and working capital purpose. Kindly refer Emphasis of Matter related to status of legal proceedings.

54 OTHER ADDITIONAL STATUTORY INFORMATION

i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The Company do not have any transactions with companies struck off.

iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

iv) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

vi) The Company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vii) 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.

viii) As the company has not taken/availed any WCL, overdraft, etc from any banks or financial institutions, therefore, quarterly returns or statements of receivables, inventories and creditors for goods with banks or financial institutions are not required to be filed by the company.

55 NEW AND AMENDMENTS STANDARDS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 01, 2023. The Company applied for the first-time these amendments:

Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's standalone financial statements.

Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose a 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures..

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

Deferred tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

There was also no impact on the opening retained earnings.

56 STANDARDS (INCLUDING AMENDMENTS) ISSUED BUT NOT YET EFFECTIVE

There are no standards that are notified and not yet effective as on the date.

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

INDEPENDENT AUDITOR'S REPORT

To,

The Members

Kiri Industries Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **Kiri Industries Limited** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures comprising of the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity for the year ended on that date and notes to the consolidated financial statements, including 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 and based on the consideration of reports of other auditors on separate financial statements and on other financial information of the subsidiaries, associates and joint ventures referred in Other Matters paragraph and Emphasis of Matter paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2024 and their consolidated profit including other comprehensive income, 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 (SAs), specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the audit of the 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 financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

1. We draw attention to various court cases and judgments in relation to disputes between M/s Kiri Industries Ltd., ("the Holding Company") and DyStar Global Holdings (Singapore) Pte. Ltd. ("DyStar") & Senda International Capital Ltd. ("Senda")

   The Singapore International Commercial Court ("SICC") vide its judgement dated March 3, 2023 ("valuation judgement") has confirmed the final value of Company's 37.57% stake in DyStar as US$603.80 million as against US$481.60 million, which was valued by the SICC vide its judgement dated June 21, 2021 which was significantly increased by US$122.20 million.

   Senda not able to complete buyout of the Holding company's stake in DyStar, therefore the Holding company has filed application on July 23, 2023 for enforcement of valuation judgement with SICC. After submissions by parties, hearing of enforcement proceedings took placed on January 24 and 25, 2024, SICC delivered interim judgment on February 23, 2024:

   Brief points of order are reproduced below:

   (i) The respective shareholdings (collectively, the "Shares") in DyStar belonging to the Holding company and Senda are to be sold en-bloc within such period as the Court may determine. For the avoidance of doubt, the en-bloc sale of the Shares will not be subject to a reserve price and "en-bloc sale" in this context shall mean the execution of a binding and enforceable sale and purchase agreement for the Shares.

   (ii) Mr. Matthew Stuart Becker, Mr. Lim Loo Khoon and Mr. Tan Wei Cheong of Deloitte & Touche LLP are appointed as joint and several receivers (collectively, the "Receivers") over the Shares to manage and control the Shares to the extent necessary for the purpose of the en-bloc sale. The Receivers shall have conduct of the en-bloc sale and shall be empowered to:

(a) execute all documents necessary for the purposes of the en-bloc sale;

(b) give such directions to the Board of Directors and Company Secretary of DyStar as may be necessary to facilitate the en-bloc sale; and

(c) engage such professionals and advisors as may be appropriate in the Receivers' judgment to advise and assist the Receivers with the en-bloc sale.

(iii) The Receivers' costs and disbursements will be subject to assessment by the Court in the event they are disputed by any or both of the Holding company and Senda, and shall be paid from the proceeds of sale, subject to any interim payments ordered by the Court which shall be borne and paid by the Holding company and Senda equally.

(iv) Within two weeks of the Receivers' appointment, the Receivers shall notify the Court and the parties as to how much time they require to advise on the estimated period required to enter into an en-bloc sale. The Court shall then fix the time within which the Receivers shall notify the Court and the parties as to the estimated period they require to enter into an en-bloc sale, and following notification and after hearing from the parties the Court shall fix the longstop date by which the en-bloc sale is to have been entered into.

(v) The Holding company, DyStar and Senda shall cooperate with the Receivers and render all such assistance as the Receivers may require for the purpose of the en-bloc sale including, but not limited to, the provision of information and documents; the procuring of all necessary approvals; and the execution of all necessary documents for this purpose.

As on March 31, 2024, further order by SICC in continuation of interim order was awaited.

2. We draw your attention to Emphasis of Matter mentioned by Independent Auditor of Holding company M/s Kiri Industries Limited, which states that "We draw attention to cash loss incurred by the company during the year under review, cash losses in previous financial year and also losses in the last three financial years. We have been informed by the management of the company that the business of the company is cyclical in nature and is affected either favorably or adversely by various local and global factors. The main reasons for losses are the operating losses due to disturb supply chain along with an ongoing logistic issues which affected the export sales, increases in raw material prices without corresponding increase in the sales prices, sluggish demand in overseas market due to ongoing war between Russia-Ukraine and latest Israel-Gaza which affected entire European market and the significant litigation costs incurred to protect the economic interest in the investment in the overseas associate namely DyStar Global Holdings (Singapore) Pte. Ltd. Further repayment of loan amounting to ₹ 128.03 Crore during these last few years has squeezed company's cash reserves. However, the realizable value of the assets including investment in overseas associate is significantly higher than the liabilities as ascertained by Singapore International Commercial Court in its Judgment. On discussion regarding risk assessment, the management of the company informed us that the company is able to realise its assets and discharge its liabilities in the normal course of business and the management does not intend to liquidate the company or cease its operations. However, the continuance of the business as a going concern is dependent upon the company's ability to generate adequate profits to wipe off the accumulated losses of the company".

3. We draw your attention to Emphasis of Matter mentioned by Independent Auditor of Subsidiary M/s Chemhub Trading DMCC, which states that "Without qualifying our audit opinion, we draw attention to note 2(a) to the financial statements, which states that these financial statements have been prepared on a going concern basis, However, there is a deficiency in the total equity of the company amounting to US $ 135,672/- (previous year US $ 375,928/-) arising out of losses of the preceding years. The continuance of the business as a going concern is dependent upon the company's ability to generate adequate profits to wipe off the accumulated losses of the company and the continuous financial support from the shareholder company."

4. We draw your attention of recognition of group interest in joint venture having management control using proportionate consolidation method as against equity method prescribed under Ind AS 111. The Group is having interest in Joint Venture and combines its proportionate share of each of the assets, liabilities, income and expenses of the joint venture with similar items, line by line, in its consolidated financial statements.

Our Opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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. Against Key audit matter, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's Responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements.

The results of our audit procedures, including the procedures performed to address the matter below, provide the basis of our audit opinion on the accompanying financial statement.

Sr. No.	Key Audit Matter	Auditor's Response
	Inventory of Raw material and Finished Goods	
1	Inventories are considered as Key Audit Matter due to nature of business, technical indicators governing inventory valuation, size of Balance sheet and because inventory valuation involves management judgement. According to accounting policy followed, inventories are valued at lower of cost or market value. Cost comprise in addition to other things, overheads related to material, labour and other overheads. The Group has specific procedures to identify risk for obsolescence and valuation of inventories.	To address the matter our audit procedure included amongst others: ➢ Assessing the compliance of accounting policies over inventory with applicable accounting standards. ➢ Assessing the inventory valuation process and practices. ➢ Assessing the analysis and assessment made by management with respect to slow moving or obsolete stock. ➢ Discussion with those charged with responsibility of overlooking inventory management process. ➢ Expert opinion obtained by the group on the technicalities of matter. ➢ Justification of management estimates and Judgements. ➢ Assessing the effectiveness of perpetual and physical inventory verification process.
	Assessment of Trade Receivables	
2	Trade receivables amounting to ₹ 22,825.43 Lakhs are considered as Key Audit Matter as they represent around 41% of the current assets of the group. Significant management judgement is required to assess the recoverability of trade receivables. Management performed a detailed analysis considering customer's ageing profile, existence of disputes, credit history, increase in competition, historical payment pattern, forward-looking information for the estimation of expected credit losses on its trade receivables and any other available information concerning the creditworthiness of counterparties. Management uses this information to determine whether a provision for impairment is required either for a specific transaction or for a customer's balance overall.	To address the matter our audit procedure included amongst others: ➢ Obtaining an understanding of and evaluating the Group's process and control over the collection and the assessment of the recoverability of trade receivables. ➢ We evaluated the management's assessment on the expected credit loss of trade receivables with reference to the historical payment records, credit history of the Group's customers and the correspondence with customers. ➢ We tested the ageing of trade receivables at the end of the reporting period on a sampling basis. ➢ We assessed the ageing of trade receivables and advances, the customer's historical payment patterns and whether any post year-end payments has been received up to the date of completing our audit procedures. ➢ We also obtained evidence of any disputes between the parties involved, attempts by management to recover the amounts outstanding and on the credit status of significant counterparties wherever available. ➢ We also tested the subsequent settlements and the latest amounts of revenue certified by customers on a sampling basis.

Information other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexures to Director's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated 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, compare with the financial statements of the subsidiaries, associates and joint ventures audited by the other auditors or certified by the management, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and 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. Other information so far as it relates to the subsidiaries, associates and joint ventures audited by the other auditors or certified by the management, is traced from the financial statements audited by the other auditors or certified by the management.

If, based on the work we have performed or on the basis of other auditor's report, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the management for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") 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, its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Management and Board of Directors of the companies included in the Group, its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its associates and joint ventures and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements 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 and of its associates and joint ventures 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 group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the subsidiaries included in the Group and of its its associates and joint ventures are also responsible for overseeing the company's financial reporting process of the Group, its associates and joint ventures.

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 Standards on Audit (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 Standards on Audit (SAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 or business activities within the Group, its associates and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

Kiri Industries Limited has seven subsidiaries namely Chemhub Trading DMCC, Indo Asia Copper Limited, SMS Chemical Co. Ltd., Synthesis International Ltd., Amrat Lakshmi Foundation, Kiri Renewable Energy Pvt. Ltd. and Claronex Holdings Pte. Ltd. Out of the above seven subsidiaries, two subsidiaries namely SMS Chemical Co. Ltd. and Synthesis International Ltd. have ceased operations and further Synthesis International Ltd. is in the process of being wound up as per representation made by management. The consolidated financial statements include the audited financial statements of four subsidiaries whose financial statements reflect Group's share of total assets of ₹ 2,811.03 Lakhs as at March 31, 2024, Group's share of total revenue of ₹ 8,891.16 Lakhs and Group's share of total net profit/(loss) after tax of ₹ 224.98 Lakhs for the year ended on March 31, 2024, as considered in the consolidated financial statements, which have been audited by their respective independent auditor. The independent auditors' report on financial statement have been furnished to us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this entity, is based solely on the report of such auditor and the procedures performed by us are as stated in paragraph above.

The consolidated financial statements also include the financial statements of three Associates namely DyStar Global Holdings (Singapore) Pte. Ltd., Kiri Infrastructure Pvt. Ltd. and Plutoeco Enviro Association. The financial statements of three associates whose financial statements reflect Group's share of total net profit/(loss) after tax of ₹ 22,091.59 Lakhs for the year ended on March 31, 2024, as considered in the consolidated financial statements, which have been audited by their respective independent auditors. With respect to associate incorporated outside India namely DyStar Global Holdings (Singapore) Pte. Ltd., consolidated financial statements for the period from April 2023 to March 2024 are derived by the management by taking audited financials for the year ended December 31, 2023 and unaudited financials for period 01-01-2024 to 31-03-2024 as base. These derived financial statements were provided to us by management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, is based solely on such report and the procedures performed by us are as stated in paragraph above. With respect to associate incorporated in India, the independent auditors' reports on financial statements have been furnished to us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

The consolidated financial statements also include the unaudited financial statements of one Joint Venture wherein share of Group is 40%, whose financial statements reflect Group's share of total assets of ₹ 37,793.11 Lakhs as at March 31, 2024, Group's share of total revenue of ₹ 33,070.77 Lakhs and Group's share of total net profit after tax of ₹ 3,661.58 Lakhs for the year ended on March 31, 2024, as considered in the consolidated financial statements whose financial statements were reviewed by us. The Group recognizes its interest in the joint venture having management control using the proportionate consolidation method as against equity method prescribed under Ind AS. The Group is having interest in joint venture having management control and combines its proportionate share of each of the assets, liabilities, income and expenses of the joint venture with similar items, line by line, in its consolidated financial statements.

Our opinion on the consolidated financial statements is not modified in respect of the above matters except recognition of joint venture using the proportionate consolidation method as against equity method prescribed under Ind AS, with respect to our reliance on the work done and the reports of the other auditors and financial statements and financial information certified by the board of directors.

Our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by Central Government in terms of sub-Section (11) of section 143 of the Act, we give in "**Annexure-1**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint venture as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   a. We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated 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 and the reports of the other auditors;

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiaries, its associates and joint ventures none of the directors of the Group companies incorporated in India are 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 and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, refer to our separate Report in "**Annexure-2**" to this report;

g. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on other financial information of the subsidiaries, associates and joint ventures incorporated in India which were not audited by us, the Managerial remuneration for the year ended March 31, 2024 has been paid/ provided to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.

ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts.

iii. There has been no delay in transferring amounts, required to be transferred to the Investors Education and Protection Fund by the Holding Company during the year ended on March 31, 2024.

iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. Neither the Holding Company nor its subsidiary companies incorporated in India has declared dividend or paid during the year.

vi. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares.

The feature of recording audit trail was not enabled at the database layer to log any direct data changes for the accounting software used for maintaining the books of accounts

The audit trail was not enabled for certain changes which were performed by users having privilege access rights related to debug access, for the accounting software used for maintaining the books of accounts. Further, for the period where audit trail (edit log) facility was enabled and operated through-out the year for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

For, **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN: 038261
FRN: 115869W
UDIN: 24038261BKHHZQ6819

Place: Ahmedabad
Date: May 30, 2024

ANNEXURE - 1 TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENT OF KIRI INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the consolidated financial statements of the company for the year ended March 31, 2024)

There are no qualifications or adverse remarks by the respective auditor in the CARO reports (Companies (Auditor's Report) Order, 2020) of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For, **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN: 038261
FRN: 115869W
UDIN: 24038261BKHHZQ6819

Place: Ahmedabad
Date: May 30, 2024

ANNEXURE - 2 TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENT OF KIRI INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2024

(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 over financial reporting of **Kiri Industries Limited** ("the Holding Company") as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary, associates and joint venture 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. 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.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these consolidated financial statements

A group's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A group's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the group;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the group are being made only in accordance with authorisations of management and directors of the group; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the group's assets that can have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to these consolidated financial statements

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

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the Group, its associates and joint ventures, which are companies incorporated in India, are based on the corresponding reports of the auditors of such companies.

Opinion

In our opinion, the Group, its associates and joint ventures, which are companies incorporated in India, has maintained in all material respects, an adequate internal financial controls system over financial reporting with reference to these consolidated financial statements, and such internal financial controls over financial reporting with reference to these consolidated financial statements, were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN: 038261
FRN: 115869W
UDIN: 24038261BKHHZQ6819

Place: Ahmedabad
Date: May 30, 2024

CONSOLIDATED **BALANCE** SHEET
AS AT MARCH 31, 2024

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	2.1	46,949.65	50,806.22
(b) Other Intangible Assets	2.2	2.61	142.63
(c) Right of Use Asset	2.3	26.41	-
(d) Capital Work-in-Progress	2.4	7,254.09	7,250.10
(e) Goodwill on Consolidation		12.60	4.53
(f) Investment in Subsidiary / Associate/ Joint Venture	3	2,21,306.35	1,99,214.76
(g) Financial Assets			
(i) Investments	4	1.20	2.79
(ii) Trade Receivables	5	-	136.62
(iii) Loans	6	171.42	-
(iv) Other Financial Assets	7	1,619.29	1,616.35
(h) Deferred Tax Assets (Net)	24	1,845.34	1,500.34
(i) Other Non-Current Assets	8	6,029.11	6,137.72
Total Non-Current Assets		**2,85,218.07**	**2,66,812.06**
(2) Current Assets			
(a) Inventories	9	20,243.71	19,478.26
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	10	22,825.43	20,937.03
(iii) Cash and cash equivalents	11	1,668.41	2,747.81
(iv) Bank balances other than (iii) above	12	7,728.30	7,104.78
(v) Loans	13	34.61	210.82
(vi) Others Financial Assets	14	134.86	196.50
(c) Current Tax Assets (Net)	15	143.42	398.37
(d) Other Current assets	16	3,090.78	2,574.56
Total Current Assets		**55,869.52**	**53,648.13**
Total Assets		**3,41,087.59**	**3,20,460.19**
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	17	5,183.42	5,183.42
(b) Other Equity	18	2,75,988.76	2,62,745.21
Equity attributable to owners of the Company		**2,81,172.18**	**2,67,928.63**
Non controlling interest		0.17	(2.18)
Total Equity		**2,81,172.35**	**2,67,926.45**
(2) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	2,371.17	4,115.37
(ii) Lease Liability	20	17.65	-
(iii) Trade Payables			
(a) Towards other then Micro & Small Enterprises	21	-	271.47
(b) Towards to Micro & Small Enterprises		-	-
(iv) Other Financial Liabilities	22	179.93	113.73
(b) Provisions	23	618.02	549.89
Total Non-Current Liabilities		**3,186.77**	**5,050.46**
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	25	9,757.91	754.54
(ii) Lease Liability	26	9.92	-
(iii) Trade Payables			
(a) Towards other then Micro & Small Enterprises	27	38,434.46	38,880.18
(b) Towards to Micro & Small Enterprises		1,447.54	557.17
(iv) Other Financial Liabilities	28	3,346.37	2,679.27
(b) Other Current Liabilities	29	3,536.67	4,386.23
(c) Provisions	30	195.60	217.61
(d) Current Tax Liabilities (Net)	31	-	8.28
Total Current Liabilities		**56,728.47**	**47,483.28**
Total Equity and Liabilities		**3,41,087.59**	**3,20,460.19**
Material Accounting Policies	1		
Notes form an Integral part to Financial statements			

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

CONSOLIDATED STATEMENT OF **PROFIT & LOSS**
FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

	Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
	Income			
I	Revenue from Operations	32	94,921.27	94,506.58
II	Other Income	33	867.09	333.56
III	**Total Income (I+II)**		**95,788.36**	**94,840.14**
IV	**Expenses**			
	Cost of Materials consumed	34	60,339.73	60,427.50
	Purchases of Stock-in-Trade	35	11,989.79	5,997.14
	Changes in Inventories of finished goods, stock-in-trade and work-in-progress	36	(1,890.08)	2,608.77
	Employee Benefits expense	37	4,821.71	5,097.68
	Finance Costs	38	2,282.34	631.02
	Depreciation and Amortization expense	2.1	4,863.99	4,888.19
	Other Expenses	39	20,874.77	24,123.19
	Total Expenses (IV)		**1,03,282.25**	**1,03,773.49**
V	**Profit/(Loss) before exceptional items and share of net profit and tax (III-IV)**		**(7,493.89)**	**(8,933.36)**
	Share of Net profit of associates		22,091.59	21,161.03
	Profit before exceptional Items and tax		**14,597.70**	**12,227.68**
VI	Exceptional Items		-	-
VII	**Profit/(Loss) before tax (V-VI)**		**14,597.70**	**12,227.68**
VIII	**Tax Expense:**	22		
	(1) Current tax		1,289.12	1,695.39
	(2) Deferred tax		(345.00)	(170.10)
	(3) Current tax of previous years		351.46	37.90
IX	**Profit (Loss) for the period from continuing operations (VII-VIII)**		**13,302.12**	**10,664.48**
X	**Profit/(Loss) For the Period**		**13,302.12**	**10,664.48**
XI	**Other Comprehensive Income**			
	A (i) Items that will not be reclassified to Profit or Loss		(60.11)	50.33
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		-	-
	B (i) Items that will be reclassified to Profit or Loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or Loss		-	-
	Total Other Comprehensive Income (XI)		**(60.11)**	**50.33**
XII	**Total Comprehensive Income for the period (X+XI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)**		**13,242.01**	**10,714.81**
	Profit for the year attributable to:			
	Owners of the company		13,302.14	10,665.91
	Non-Controlling Interest		(0.02)	(1.43)
	Other Comprehensive Income attributable to:			
	Owners of the company		(60.11)	50.33
	Non-Controlling Interest		-	-
	Total Comprehensive Income attributable to:			
	Owners of the company		**13,242.03**	**10,716.24**
	Non-Controlling Interest		**(0.02)**	**(1.43)**
XIII	**Earnings per equity share of ₹ 10 each (For Continuing Operations)**			
	(1) Basic		25.55	20.67
	(2) Diluted		25.55	20.67
XIV	**Earnings per equity share (For Discontinued Operation)**			
	(1) Basic		-	-
	(2) Diluted		-	-
XV	**Earnings per equity share (For Discontinued & Continuing Operations)**			
	(1) Basic		25.55	20.67
	(2) Diluted		25.55	20.67
	Material Accounting Policies	1		
	Notes form an Integral part to Financial statements			

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

CONSOLIDATED CASH FLOW **STATEMENT**
FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A	**Cash Flow from Operating Activities :**		
	Net Profit before Tax and Extraordinary items	(7,493.89)	(8,933.36)
	Adjustment for		
	- Depreciation & Amortisation Expense	4,863.99	4,888.19
	- Impairment Loss on Investment	1.60	-
	- Impairment Loss under ECL	28.37	-
	- Interest & Dividend Income	(861.05)	(333.56)
	- Interest charged to P & L	2,282.34	631.02
	- Loss/(Profit) on Sale of Fixed Assets	(6.04)	4.44
	Operating Profit before working capital changes:	**(1,184.68)**	**(3,743.27)**
	Adjustment for :		
	- Trade Receivables	(1,780.15)	8,176.20
	- Inventories	(765.45)	5,032.05
	- Other Current Financial Assets	(561.88)	(6,550.14)
	- Other Current Assets	(516.22)	(548.81)
	- Other Non-Current Financial Assets	(2.94)	(277.00)
	- Other Non-Current Assets	108.60	1,664.76
	- Trade Payables	173.18	7,055.11
	- Other Non-Current Financial Liabilities	66.20	(17.92)
	- Other Current Financial Liabilities	667.10	50.58
	- Other Current Liabilities	(849.56)	137.18
	- Foreign Currency Translation Reserve	(4.20)	(51.67)
	- Provisions	(13.99)	15.21
	Cash Generated from Operations	**(4,663.99)**	**10,942.27**
	- Taxes paid/ provision	(1,393.89)	(2,076.43)
	Net Cash Flow from Operations	**(6,057.88)**	**8,865.84**
B	**Cash Flow from Investment Activities :**		
	- Purchase of Property, Plant & Equipments including Capital Work-in-Progress"	(872.04)	(2,222.18)
	- Sale of Fixed Assets	16.92	5.03
	- Interest and Dividend Income	861.05	333.56
	- Loan & Advances	4.79	87.50
	- Investment	-	1.45
	Net cash flow from Investing Activities	**10.72**	**(1,794.64)**
C	**Cash Flow from Financing Activities :**		
	- Proceeds from Long Term Borrowings	7,400.00	1,900.00
	- Increase/(decrease) in Short Term Borrowings	209.36	51.78
	- Interest charged	(2,279.41)	(631.02)
	- Lease Liability Paid	(12.00)	-
	- Repayment of Long Term Borroiwngs	(350.19)	(6,968.05)
	Net Cash Flow from Financing Activities	**4,967.76**	**(5,647.29)**
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**(1,079.40)**	**1,423.92**
	Cash and Cash Equivalents as at (Opening)	2,747.81	1,323.89
	Cash and Cash Equivalents as at (Closing)	**1,668.41**	**2,747.81**
	Reconciliation of Cash and Cash Equivalent		
	Total Cash and Bank Balance as per Balance Sheet	1,668.41	2,747.81
	Cash and Cash Equivalents comprises as under:		
	Balance with Banks in Current Account	1,649.07	2,737.05
	Cash on Hand	19.34	10.76
	Cash and Cash Equivalent at the end of the year	**1,668.41**	**2,747.81**
Notes form an Integral part to Fi nancial statements			

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**
FOR THE YEAR ENDED MARCH 31, 2024

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	5,18,34,211	5,183.42	5,18,34,211	5,183.42
Change in equity capital due to prior periods errors	-	-	-	-
Restated Balance as at beginning of the reporting period	5,18,34,211	5,183.42	5,18,34,211	5,183.42
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	5,18,34,211	5,183.42	5,18,34,211	5,183.42

B. OTHER EQUITY

(₹ in Lakhs)

Particulars	Equity component of compound financial instruments	Reserves and Surplus						Non Controlling Interest	Total
		Foreign Currency Translation Reserve	Capital Redemption reserve	Preference Share Redemption Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
Balance at April 01, 2022	-	(330.97)	3,233.35	-	48,529.60	1,617.60	1,99,031.06	-	2,52,080.64
Profit for the year	-	-	-	-	-	-	10,665.91	(1.43)	10,664.48
Other comprehensive income/ (loss) for the year	-	-	-	-	-	-	50.33	-	50.33
On account of acquisition of Subsidiary	-	-	-	-	-	-	-	(0.75)	(0.75)
Addition/Deduction during the year	-	(51.67)	-	-	-	-	-	-	(51.67)
Balance at March 31, 2023	-	(382.64)	3,233.35	-	48,529.60	1,617.60	2,09,747.30	(2.18)	2,62,743.03
Profit for the year	-	-	-	-	-	-	13,302.14	(0.02)	13,302.12
Other comprehensive income/ (loss) for the year	-	-	-	-	-	-	(60.11)	-	(60.11)
On account of subscription of equity shares in Subsidiary	-	-	-	-	-	-	5.72	2.37	8.09
Addition/Deduction during the year	-	(4.20)	-	-	-	-	-	-	(4.20)
Balance at March 31, 2024	-	(386.84)	3,233.35	-	48,529.60	1,617.60	2,22,995.05	0.17	2,75,988.93

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

CONSOLIDATED STATEMENT ON MATERIAL ACCOUNTING POLICIES

FOR THE YEAR ENDED MARCH 31, 2024

BACKGROUND

Kiri Industries Limited ("the Company") is a public company limited by shares domiciled in India, incorporated under the provisions of Companies Act, 1956 having CIN as L24231GJ1998PLC034094. Its shares are listed on National Stock Exchange of India Limited and BSE Limited. Its registered office is situated at 7th Floor, Hasubhai Chambers, Nr. Town Hall, Ellisebridge, Ahmedabad - 380 006 Gujarat, India. The Company is engaged in manufacturing and selling of Dyes, Dyes Intermediates and Basic Chemicals.

1. STATEMENT ON MATERIAL ACCOUNTING POLICIES

This note provides a list of the Material Accounting Policies adopted in the preparation of the Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date.

1.1 BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

Statement of compliance with Ind AS

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The presentation of the financials statements is based on Ind AS Schedule III of the Act. The financial statements are presented in Indian Rupee ("₹") and all values are rounded to the nearest Lakhs as per the requirement of Schedule III, except when otherwise indicated.

Current versus Non-Current classification

All assets and liabilities have been classified as Current or Non-Current as per the Company's normal operation cycle i.e. twelve months and other criteria set out in the Schedule III of the Act.

Historical Cost Convention

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following:

- ➢ Certain financial assets and liabilities measured at fair value or at amortised cost depending on classification;
- ➢ Defined benefit plans - plan assets measured at fair value

Basis of Consolidation

The consolidated financial statements comprise the financial statements of Kiri Industries Limited, (hereinafter referred to as "the Parent company" or "The Company"), its subsidiaries, joint venture and equity accounting of its investment in associates.

Subsidiaries

Subsidiaries are all entities that are controlled by the Company. Control exist when the Company is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affects those returns through power over the entity. In accessing control, potential voting rights are considered only if the rights are substantive. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, income and expenses. For the purpose of preparing these consolidated financial statements, the accounting policies of the subsidiaries have been changed where necessary to align them with the policies adopted by the Company.

Non-controlling interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the Statement of Profit and Loss and Consolidated Balance Sheet, separately from parent shareholders' equity. Profit and loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

Joint Venture

The Group recognizes its interest in joint venture using proportionate consolidation method as against equity method prescribed under Ind AS 111. The Group is having interest in Joint Venture and combines its proportionate share of each of the assets, liabilities, income and expenses of the joint venture with similar items, line by line, in its consolidated financial statements.

Associate Company

Associates are those entities over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the entities but is not control or joint control of those policies. Significant influence is generally presumed to exist when the Company holds between 20% and 50% of the voting power of another entity. Investments in associate entities are accounted for using the equity method and are initially recognized at cost. Investments in such entities are accounted by the equity method of accounting. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to zero and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

For the purpose of estimating share of interest in 1(one) associate whose financial year ends on 31st December of every year, Latest audit report of that associate is adjusted by incorporating provisional financial results of First quarter w.r.t. next year and eliminating First Quarter of the latest audit report, thereby arriving at the financial results for year ending on 31st March.

Details of Subsidiaries and Joint Venture with respective holdings thereof

a) List of subsidiaries and Joint Venture companies which are included in the consolidation and the Company's effective holdings therein are as under:

Sr. No.	Name of Company	Ownership in % either directly or through Subsidiaries		Country of Incorporation
		2023-24	2022-23	
A	Subsidiary			
	Chemhub Trading DMCC	100.00	100.00	Dubai
	Indo Asia Copper Limited	99.87	79.95	India
	Kiri Renewable Energy Private Limited	99.99	99.99	India
	Amrat Lakshmi Foundation	99.99	99.99	India
	Claronex Holdings Pte. Ltd.	100.00	-	Singapore
B	Joint Venture			
	Lonsen Kiri Chemical Industries Limited	40.00	40.00	India

b) Details of Associate Company and Ownership interest is as follow:

(₹ In Lakhs)

Name of Company	% Share held	Original Cost of Investment	Goodwill / (Capital Reserve)	Carrying amount of Investments as at March 31, 2024
Kiri Infrastructure Private Limited	47.61%	1,443.75	(185.93)	1,257.82
DyStar Global Holdings (Singapore) Pte. Ltd.	37.57%	9,550.24	2,10,498.04	2,20,048.28
Plutoeco Enviro Association	25.00%	0.25	-	0.25
Total		**10,994.24**	**2,10,312.11**	**2,21,306.35**

Note:

Two subsidiaries namely SMS Chemical Co Ltd and Synthesis International Ltd. have ceased operations and further Synthesis International Ltd. is in the process of being wound up.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in full while preparing these consolidated financial statements. Unrealized gains or losses arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Company's interest in the investee.

1.2 USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgment in applying the Company's accounting policies. The preparation of the financial statements is in conformity with the Ind AS which requires the management to make estimates, judgments and assumptions that affect the application of accounting policies, reported amounts of assets and liabilities, reported revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of 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 judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 02 - Useful Lives of Property, Plant and Equipment

Note 10 - Expected Credit Losses on Financial Assets

Note 24 - Current / Deferred tax expense

Note 23, 30 & 49 - Provisions and contingencies

Note 44 - Measurement of defined benefit obligations

1.3 REVENUE RECOGNITION

Revenue is recognised upon transfer of control of promised products and services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for such products and services.

GST/ value added tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Sale of Goods

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer in accordance with the terms of the contact. The control of the goods is transferred upon delivery to the customers either at factory gate of the Company or specific location of the customer or when the goods are handed over to the freight carrier, as per the terms of the contract.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. In determining the transaction price for the sale of goods, the group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. In determining the transaction price for the sale of goods, the company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Export Benefits / Incentives

Incomes in respect of Duty Drawback in respect of exports made during the year are accounted on accrual basis.

Remission of Duties and Taxes on Export Products (RoDTEP) income is recognised on accrual basis when considering the related expenses to the same profit or losses on transfer of licenses are accounted in year of the sales.

Export incentives are recognised in the year where there is a reasonable assurance that the Company will comply with the conditions attaching to it and that the export incentive will be received.

Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate (EIR) applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend

Dividend income is recognised when the right to receive the same is established, which is generally when shareholders approve the dividend.

Other Income

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

Scrap Sales

Income from Sales of Scrap is recognized at the point in time when control of the assets is transferred to the customer.

Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

Contract Balances (Trade Receivables)

A receivable represents the company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer SAP on Financial instruments – initial recognition and subsequent measurement.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). It is recognised as revenue when the company performs under the contract.

1.4 FOREIGN CURRENCY TRANSACTIONS

Functional and Presentation Currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (₹), which is the Company's functional and presentation currency.

Transactions and Balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and 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.

1.5 PROPERTY, PLANT AND EQUIPMENTS

Tangible Assets

Freehold Land is carried at historical cost. All other items of Property, Plant and Equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

The cost of self-constructed assets includes cost of materials plus any other directly attributable costs of bringing the assets to working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

An item of Property, Plant or Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Items of Property, Plant or Equipment that are retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are presented separately in the Financial Statements. Any expected loss is recognized immediately in the Statement of Profit and Loss.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss for the relevant financial year.

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date as the deemed cost under Ind AS. Hence regarded thereafter as historical cost.

Capital Work in Progress included in PPE is stated as Cost and includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective item Property, Plant, and Equipment on commissioning of the project.

1.6 INTANGIBLE ASSETS

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment Losses.

Internally - generated intangible assets - Research and Development expenditure

Assessment of whether an internally generated Intangible Asset meets the criteria for recognition, the expenditure on generation of the asset is classified into research phase and development phase. Expenses incurred during research phase are recognized immediately in the Statement of Profit and Loss. Expenditure during the development phase is recognized as an Intangible Asset under development on fulfilment of following conditions:

- The technical feasibility of completing the Intangible Asset so that it will be available for use or sale;
- The intention to complete the Intangible Asset and use or sell it;
- The ability to use or sell the Intangible Asset;
- The Intangible Asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the Intangible Asset; and
- The ability to measure reliably the expenditure attributable to the Intangible Asset during its development.

The amount initially recognised for internally-generated Intangible Assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the Statement of Profit and Loss in the period in which it is incurred.

Derecognition of Intangible Assets

An Intangible Asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are-recognised in the Statement of Profit and Loss when the asset is de-recognised

1.7 NON- CURRENT ASSET HELD FOR SALE AND DISCONTINUED OPERATIONS

The Company classifies assets and operations as held for sale / distribution to owners or as discontinued operations if their carrying amounts will be recovered principally through a sale / distribution rather than through continuing use. Classification as a discontinued operations occur upon disposal or when the operation meets the below criteria, whichever is earlier.

Non Current Assets are classified as held for sale only when both the conditions are satisfied:

- The sale is highly probable, and
- The asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.

Non-current assets which are subject to depreciation are not depreciated or amortized once those classified as held for sale.

A discontinued operation is a component of the Company's business, the operations of which can be clearly distinguished from those of the rest of the Company and i) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or ii) is a subsidiary acquired exclusively with a view to resale.

Non-current assets held for sale / distribution to owners and discontinued operations are measured at the lower of their carrying amount and the fair value less costs to sell / distribute. Assets and liabilities classified as held for sale / distribution are presented separately in the balance sheet. The results of discontinued operations are excluded from the overall results of the Company and are presented separately in the statement of profit and loss. Also, the comparative statement of profit and loss is re-presented as if the operations had been discontinued from the start of the comparative period.

1.8 IMPAIRMENT OF INVESTMENT

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

1.9 IMPAIRMENT OF NON- FINANCIAL ASSETS

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

1.10 DEPRECIATION AND AMORTISATION

Depreciation is calculated to systematically allocate the cost of Property, Plant and Equipment and Intangible Asset net of the estimated residual values over the estimated useful life. Depreciation is computed using Straight Line Method (SLM) over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013.

The residual values are not more than 5% of the original cost of the item of Property, Plant and Equipment. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Useful lives of the items of Property, Plant and Equipment are as follows:

Asset	Estimated Useful Life
Building	30 years
Plant & Machinery	15 years
Furniture and Fixtures	10 years
Vehicles	8 years
Computers	3 years

Intangible Assets are amortized over their individual estimated useful lives on a Straight Line basis, commencing from the year in which the same are available to the Company for its intended use. The useful life so determined is as follows:

Asset	Amortisation Period
Software Licenses	3 years

Depreciation on items of Property, Plant and Equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

Depreciation is not provided on Freehold Land. Leasehold land is amortized over the available balance lease period.

1.11 FINANCIAL INSTRUMENTS

Fair value measurement of Financial Instruments

The Company's accounting policies and disclosures require the measurement of fair values for certain financial and non-financial assets and liabilities based on their classification.

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.

In estimating the fair value of an asset or liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

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 Asset

Initial recognition and measurement

All financial assets are recognised in balance sheet when, and only when, the entity becomes party to the contractual provisions of the instrument and initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset or liability are added to or deducted from the fair value. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified into four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at FVTOCI

The measurement of financial assets depends on their classification, as described below:

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised costif both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category covers Trade Receivables, Loans, Cash & Bank Balances and Other Receivables.

Debt instruments at fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned while holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt and Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity instruments measured at FVTOCI

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Derecognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership 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 of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises 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.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment Financial Assets (other than at fair value)

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model or measurement and recognition of impairment loss for the following financial assets and credit risk exposures:

- ➢ Financial assets that are debt instruments and are measured at amortised cost e.g., loans, deposits and bank balance
- ➢ Trade Receivables that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. It recognises 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 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 analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 quarter ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 quarter ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 quarter ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial Liability at Amortised cost

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial Liabilities at Fair Value Through Profit or Loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as such. Subsequently, any changes in fair value are recognised in the Statement of Profit and Loss.

Derecognition of Financial Liability

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Investment in subsidiaries and associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognised in the profit or loss. Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries and associates at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

1.12 INVENTORIES

- Inventories are stated at the lower of cost and net realizable value.
- Cost of Raw Material is determined on FIFO basis.
- Stores and Consumables are valued at cost or net realizable value whichever is lower.
- Finished goods are valued at cost or net realizable value whichever is lower. Cost comprises direct materials and where applicable, direct labour costs, those overheads that have been incurred in bringing the inventories to their present location and condition.
- Work in Progress is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs and manufacturing overheads.
- Semi - Finished Goods is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs and manufacturing overheads.
- Traded Goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Materials in transit are valued at cost-to-date.
- Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

1.13 RECOVERABILITY OF TRADE RECEIVABLE

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

The Company applies Expected Credit Loss ("ECL") model for measurement and recognition of loss allowance on the following:

- Trade receivables and lease receivables
- Financial assets measured at amortised cost (other than trade receivables and lease receivables)

In accordance with Ind AS 109 - Financial Instruments, the Company applies 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 Revenue from Contracts with Customers.

1.14 LITIGATION

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

1.15 BORROWING COSTS

Borrowing costs consist of interest, ancillary costs and other costs in connection with the borrowing of funds and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs attributable to acquisition and/ or construction of qualifying assets are capitalized as a part of the cost of such asset, up to the date such assets are ready for their intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

1.16 EMPLOYEE BENEFITS

Short term employee benefit obligations

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Other long term employee benefit obligations

Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Defined benefit plans

Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognised immediately in profit or loss as past service cost.

1.17 GOODS AND SERVICE TAX

GST Credit of Raw Materials and Other Consumables is accounted at the time of purchase and the same is being adjusted to the cost of Raw Materials and Other Consumables.

1.18 ACCOUNTING FOR TAXES ON INCOME

Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred Taxes

Deferred tax is provided in full on temporary difference arising between the tax bases of the assets and liabilities and their carrying amounts in Consolidated financial statements. Deferred tax amounts of income taxes recoverable in future periods in respect of deductible temporary differences, the carry forward of unused tax losses and the carry forward of unused tax credits.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred Tax Assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilised. Unrecognised Deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

1.19 PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

As a policy, the company is regularly accessing the liability arising due to delay in fulfillment of the obligation against advance licenses taken for duty free import of the goods / various investment related schemes and required provisions are carried out in the books.

Contingent Liability is disclosed in the case of:

- A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from the past events, when no reliable estimate is possible;
- A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent assets are not recognized in financial statements. However, the same is disclosed, where an inflow of economic benefit is probable.

1.20 LEASES

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a define period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether: (i) the contact involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

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

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments and lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; The lease liability is measured at amortised cost using the effective interest method.

The Company has elected not to recognise right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

1.21 GOVERNMENT GRANTS

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions complied in. When the grant relates to an expense item, it Is recognised as Income on a systematic basis over the years that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as an income in equal amounts over the expected useful life of the related asset.

1.22 SEGMENT REPORTING

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108 - Operating Segments, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

1.23 EARNING PER SHARE

Basic Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted Earnings Per Share

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

1.24 DIVIDEND DISTRIBUTIONS

The Company recognizes a liability to make the payment of dividend to owners of equity, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

1.25 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.26 STATEMENT OF CASH FLOWS

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

1.27 EVENTS OCCURING AFTER THE REPORTING DATE

Adjusting events occurring after the balance sheet date are recognized in the financial statements. Material non adjusting events occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Director's Report.

1.28 EXCEPTIONS ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

2. PROPERTY, PLANT AND EQUIPMENTS

(₹ in Lakhs)

For FY 2023-24		Gross Block				Depreciation / Amortisation				Net Block	
Assets		**Opening**	**Addition**	**Sales / Adjustments**	**Closing**	**Opening**	**Addition**	**Sales / Adjustments**	**Closing**	**As on 31-03-2024**	**As on 31-03-2023**
2.1	**Property, Plant and Equipment**										
	Freehold Land	1,076.44	-	-	1,076.44	-	-	-	-	1,076.44	1,076.44
	Leasehold Land	2,462.25	13.76	-	2,476.01	117.81	20.85	-	138.66	2,337.35	2,344.44
	Building	12,496.61	23.34	-	12,519.95	2,617.79	449.08	-	3,066.87	9,453.08	9,878.82
	Plant & Equipiments	57,110.53	549.50	15.71	57,644.32	22,415.05	3,672.32	8.67	26,078.70	31,565.62	34,695.48
	Electrification	4,178.05	230.80	-	4,408.85	2,048.36	428.81	-	2,477.17	1,931.68	2,129.69
	Office Equipments	182.80	25.78	-	208.58	117.58	21.77	-	139.35	69.23	65.22
	Furniture & Fixture	206.44	3.14	-	209.58	117.60	12.44	-	130.04	79.54	88.84
	Vehicles	1,039.52	14.07	9.85	1,043.74	577.78	97.67	6.06	669.39	374.36	461.74
	Computer	139.51	7.66	0.20	146.97	73.96	10.81	0.15	84.62	62.35	65.55
	Total Property Plant & Equipment (A)	**78,892.15**	**868.05**	**25.76**	**79,734.44**	**28,085.93**	**4,713.75**	**14.88**	**32,784.80**	**46,949.65**	**50,806.22**
2.2	**Intangible Assets**										
	Computer Software	34.96	-	-	34.96	31.22	1.13	-	32.35	2.61	3.74
	Intellectual Property	977.20	-	-	977.20	838.31	138.89	-	977.20	-	138.89
	Total Intangible Assets (B)	**1,012.16**	**-**	**-**	**1,012.16**	**869.53**	**140.02**	**-**	**1,009.55**	**2.61**	**142.63**
2.3	**Right of Use Assets**										
	Leasehold Land	-	36.63	-	36.63	-	10.22	-	10.22	26.41	-
	Total Right of Use Assets (C)	**-**	**36.63**	**-**	**36.63**	**-**	**10.22**	**-**	**10.22**	**26.41**	**-**
2.4	**Capital Work in Progress**										
	Capital Work In Progress	7,250.10	66.75	62.76	7,254.09	-	-	-	-	7,254.09	7,250.10
	Total Capital Work in Progress (D)	**7,250.10**	**66.75**	**62.76**	**7,254.09**	**-**	**-**	**-**	**-**	**7,254.09**	**7,250.10**
	Total A+B+C +D	**87,154.41**	**971.43**	**88.52**	**88,037.32**	**28,955.46**	**4,863.99**	**14.88**	**33,804.57**	**54,232.76**	**58,198.95**

- Land includes agricultural land intended for industrial purpose, held in the name of the Late Chairman Mr. Pravin Kiri in his fiduciary capacity as per section 88 of the Indian Trust Act 1882, pending necessary approval for conversion of agricultural land into non-agricultural land and transfer to company

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

(₹ in Lakhs)

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	**1 -2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	41.33	238.55	513.50	701.57	1,494.95
Projects suspended temporarily	25.43	839.86	7.09	4,886.76	5,759.14
Total	**66.76**	**1,078.41**	**520.59**	**5,588.33**	**7,254.09**

b) The Group has CWIP as at March 31, 2024 whose completion is overude compared to its original plan. The details are given hereunder :

(₹ in Lakhs)

Particulars	Project to be completed in				Total
	Less than 1 year	**1 -2 years**	**2 - 3 years**	**More than 3 years**	
Sulphuric Acid Plant Expansion at Dudhwada, Padra	-	-	-	5,378.27	5,378.27
New Sprey Dryer at Vatva	-	-	380.87	-	380.87
Total	**-**	**-**	**380.87**	**5,378.27**	**5,759.14**

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024

2. PROPERTY, PLANT AND EQUIPMENTS

(₹ in Lakhs)

For FY 2022-23	Gross Block				Depreciation / Amortisation				Net Block	
Assets	Opening	Addition	Sales / Adjustments	Closing	Opening	Addition	Sales / Adjustments	Closing	As on 31-03-2023	As on 31-03-2022
2.1 Property, Plant and Equipment										
Freehold Land	1,076.44	-	-	1,076.44	-	-	-	-	1,076.44	1,076.44
Leasehold Land	2,462.25	-	-	2,462.25	96.96	20.85	-	117.81	2,344.44	2,365.29
Building	12,495.32	1.29	-	12,496.61	2,171.06	446.73	-	2,617.79	9,878.82	10,324.26
Plant & Equipiments	56,199.69	922.84	12.00	57,110.53	18,707.49	3,710.10	2.54	22,415.05	34,695.48	37,492.19
Electrification	3,879.36	298.69	-	4,178.05	1,632.29	416.07	-	2,048.36	2,129.69	2,247.07
Office Equipments	164.13	18.67	-	182.80	96.99	20.59	-	117.58	65.22	67.14
Furniture & Fixture	199.27	7.17	-	206.44	105.55	12.05	-	117.60	88.84	93.72
Vehicles	1,033.44	6.28	0.20	1,039.52	468.90	109.07	0.19	577.78	461.74	564.54
Computer	134.52	4.99	-	139.51	61.53	12.43	-	73.96	65.55	72.99
Total Property Plant & Equipment (A)	**77,644.42**	**1,259.93**	**12.20**	**78,892.15**	**23,340.77**	**4,747.88**	**2.73**	**28,085.93**	**50,806.22**	**54,303.64**
2.2 Intangible Assets										
Computer Software	34.96	-	-	34.96	29.79	1.43	-	31.22	3.74	5.17
Intellectual Property	977.20	-	-	977.20	699.43	138.88	-	838.31	138.89	277.77
Total Intangible Assets (B)	**1,012.16**	**-**	**-**	**1,012.16**	**729.22**	**140.31**	**-**	**869.53**	**142.63**	**282.94**
2.3 Right of Use Asset										
Leasehold Land	-	-	-	-	-	-	-	-	-	-
Total Right of Use Assets (C)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
2.4 Capital Work in Progress										
Capital Work In Progress	6,292.38	1,164.97	207.25	7,250.10	-	-	-	-	7,250.10	6,292.38
Total Capital Work in Progress (D)	**6,292.38**	**1,164.97**	**207.25**	**7,250.10**	**-**	**-**	**-**	**-**	**7,250.10**	**6,292.38**
Total A+B+C+D	**84,948.96**	**2,424.90**	**219.45**	**87,154.41**	**24,069.99**	**4,888.19**	**2.73**	**28,955.46**	**58,198.95**	**60,878.96**

- Land includes agricultural land intended for industrial purpose, held in the name of the Late Chairman Mr. Pravin Kiri in his fiduciary capacity as per section 88 of the Indian Trust Act 1882, pending necessary approval for conversion of agricultural land into non-agricultural land and transfer to company

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

(₹ in Lakhs)

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	
Projects in progress	1,078.41	535.95	2,811.54	2,824.20	7,250.10
Total	**1,078.41**	**535.95**	**2,811.54**	**2,824.20**	**7,250.10**

3. NON-CURRENT - INVESTMENT

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Investments in Equity Instruments measured at Cost		
Unquoted Investments (Fully Paid Up)		
(I) Investment in Subsidiaries		
38,39,000 Equity Shares (PY 38,39,000) of HK $ 1 each in Synthesis International Ltd.	256.86	256.86
9,70,000 Equity Shares (PY 9,70,000) of NTD 10 each in SMS Chemicals Co. Ltd.	339.53	339.53
Less : Impairment of Investments in SMS Chemical Co. Ltd. & Synthesis International Ltd.	(596.39)	(596.39)
(II) Investment in Associate Company		
26,23,354 Equity Shares (PY 26,23,354) of SG $ 10 each in DyStar Global Holdings (Singapore) Pte. Ltd.	9,550.24	9,550.24
26,25,000 Equity Shares (PY 26,25,000) of ₹ 10 each in Kiri Infrstructure Private Limited	1,443.75	1,443.75
2,500 Equity Shares (PY 2,500) of ₹ 10 each in Plutoeco Enviro Association	0.25	0.25
Add : Share of Profit of Associates	2,10,312.11	1,88,220.52
Total	**2,21,306.35**	**1,99,214.76**

Aggregate Value of Unquoted Investment

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Non - current	2,21,306.35	1,99,214.76
Aggregate Value of Impairment In Value of Investment	596.39	596.39

Note:

i) The Group had made assessment of investment in its Subsidiary SMS Chemicals Co. Ltd. and taken into account the past business performances and prevailing condition. As a matter of prudence, the Group has written off diminution in carrying value of investments of ₹ 339.53 Lakhs as on April 01, 2016.

ii) The Group had made investment in its Subsidiary Synthesis International Limited (Wholly Owned Subsidiary). The Group has already initiated the process for winidng up of the Comapny with competent authority. As a matter of prudence, the Group has written off diminution in carrying value of investments of ₹ 256.86 Lakhs as on April 01, 2016

iii) Investment in two subsidiaries SMS Chemicals Co. Ltd. and Synthesis International Limited are shown at cost less impairment. The Group has not consolidated the financial statements of its subsidiary SMS Chemicals Co. Ltd. and Synthesis International Limited in its consolidated financial statements.

iv) For status of various legal matters related to Associate DyStar Global Holdings (Singapore) Pte. Ltd. refer Emphasis of Matter Paragraph in Consolidated Independent Audit Report.

4. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Investments in Equity Instruments measured at FVOCI		
Unquoted Investments (Fully Paid Up)		
12,000 Equity Shares (PY 12,000) of ₹ 10 each in Kapsil Aqua Enviro Limited	1.20	1.20
8,38,500 Equity Shares (PY 8,38,500) of ₹ 0.19 each in Bhadreshwar Vidhyut Private Limited	1.59	1.59
Less : Impairment of Investments	(1.59)	-
Total	**1.20**	**2.79**

Aggregate Value of Unquoted Investment

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Non -current	2.79	2.79
Aggregate Value of Provision for Diminution in Value	(1.59)	-

Note:

i) As a matter of prudence, the Group has made provision for Diminution in Value of investment in Bhadreshwar Vidhyut Pvt. Ltd. as the said **company** is under liquidation at NCLT forum.

5. NON-CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured and Considered Good		
Trade Receivables	-	136.62
Total	**-**	**136.62**

Note:

i) The Group has called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

Ageing for Trade Receivables - Non-Current outstanding as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good	-	-	-	-	-	-	-

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
Trade Receivables - Unbilled	-	-	-	-	-	-	-

Ageing for Trade Receivables - Non-Current outstanding as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good	-	-	0.15	42.96	92.59	0.92	136.62
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
Trade Receivables - Unbilled	-	-	-	-	-	-	-

6. OTHER NON-CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Loans to Employees	171.42	-
Total	**171.42**	**-**

7. OTHER NON-CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Security Deposits	1,619.29	1,616.35
Total	**1,619.29**	**1,616.35**

8. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Capital Advances		
Capital Advances	5,420.67	5,713.82
Advances other than Capital Advances		
Other Advances	285.48	264.48
Non-Current Tax Assets	18.56	18.56
Prepaid Expenses	2.01	-
Advances to Suppliers for Expenses & Staff	3.25	7.85
Prelimnery & Pre-operative Expenses	299.14	133.01
Total	**6,029.11**	**6,137.72**

Note:

i) The capital advances include advances to an intermediary for purchase of land for the holding company. Advances also include capital advances given to a party for industrial land pending necessary formalities for transfer.

ii) The Group has given capital advances to various equipment suppliers and other parties towards purchase of capital goods to be used as Plant & Machinery. The amount includes balances outstanding for long against which capital goods have not been procured by the company. Third party confirmations, reconciliations and other supportive audit evidences are being requested from vendors to determine outstanding capital advance and its recoverability.

9. INVENTORIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Raw Material & Stores and Spares	5,975.57	7,365.30
Finished Goods	9,759.92	8,164.54
Finished Goods in Transit	906.30	-
Stock in Process & Semi Finished Goods	2,842.56	3,389.30
Packing Material	658.72	508.59
Fuel	100.64	50.53
Total	**20,243.71**	**19,478.26**

10. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured and Considered good		
Trade Receivables	22,853.80	20,939.07
	22,853.80	**20,939.07**
Less : Allowance for Credit Losses	(28.37)	(2.04)
Total	**22,825.43**	**20,937.03**
Trade Receivables - Bill Discounted	561.13	351.78
Trade Receivables - Others	22,292.67	20,585.25
Total	**22,853.80**	**20,937.03**

Note:

i) The Group has called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

Ageing for Trade Receivables - Current outstanding as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good	12,221.94	8,058.32	1,456.68	786.31	208.73	121.82	22,853.80
(ii) Undisputed Trade Receivables - which have significant increase in credit risk.		-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired		-	-	-	-	-	-
	12,221.94	**8,058.32**	**1,456.68**	**786.31**	**208.73**	**121.82**	**22,853.80**
Less : Allowances for Credit Losses							**(28.37)**
							22,825.43
Trade Receivables - Unbilled	-	-	-	-	-	-	-

Ageing for Trade Receivables - Current outstanding as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade Receivables - Billed							
(i) Undisputed Trade Receivables - considered good	6,276.16	9,598.03	4,685.43	207.81	6.88	162.72	**20,937.03**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
	6,276.16	**9,598.03**	**4,685.43**	**207.81**	**6.88**	**162.72**	**20,937.03**
Trade Receivables - Unbilled		-	-	-	-	-	-

11. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Balance with Banks in Current Accounts	1,649.07	2,737.05
Cash on Hand	19.34	10.76
Total	**1,668.41**	**2,747.81**

12. OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Deposits with Banks	7,706.98	7,084.71
Balances with Banks for Unpaid Dividends	3.73	3.73
Other Bank Balances	17.59	16.34
Total	**7,728.30**	**7,104.78**

Note:

i) The Current Account balance includes unpaid dividend of ₹ 3.73 Lakhs as at March 31, 2024 (PY ₹ 3.73 Lakhs) which have been kept in separate earmarked accounts and no transactions except for the stated purpose are done through such accounts.

ii) Fixed Deposit with banks which is held as Margin Money or Security, Guarantee etc. of ₹ 579.06 Lakhs as at March 31, 2024 (PY ₹ 152.60 Lakhs).

13. CURRENT FINANCIAL ASSETS - LOANS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured and Considered Good		
Loan to Employees	34.61	210.82
Total	**34.61**	**210.82**

14. OTHER CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Export Benefit Receivable	50.42	68.68
Others	84.44	127.82
Total	**134.86**	**196.50**

15. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Advance tax and TDS	143.42	398.37
Total	**143.42**	**398.37**

16. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Advances other than Capital Advances		
Balance with Government Authorities	1,345.31	737.34
Advances to Suppliers	1,352.78	1,713.69
Advances to Suppliers - For Expenses / Services	70.32	34.57
Prepaid Expenses	322.37	88.96
Total	**3,090.78**	**2,574.56**

17. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Authorised		
15,00,00,000 Equity Shares (Previous year 15,00,00,000) of ₹ 10/- each	15,000.00	15,000.00
5,00,00,000 Preference Shares (Previous year 5,00,00,000) of ₹ 10/- each	5,000.00	5,000.00
Total	**20,000.00**	**20,000.00**
Issued, Subscribed & Paid-up Capital		
5,18,34,211 Equity Shares (PY 5,18,34,211) of ₹ 10/- each fully paid up	5,183.42	5,183.42
Total	**5,183.42**	**5,183.42**

The reconciliation of the number of Equity Shares outstanding as at March 31, 2024 and March 31, 2023 is set out below:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
	No of Shares	No of Shares
Number of shares at the beginning of the year	5,18,34,211	5,18,34,211
Number of shares at the end of the year	**5,18,34,211**	**5,18,34,211**

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
	No of Shares	No of Shares
Value of shares at the beginning of the year	5,183.42	5,183.42
Value of shares at the end of the year	**5,183.42**	**5,183.42**

The details of shareholder holding more than 5% Equity Shares:

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of Total No.	No. of Shares	% of Total No.
Ms. Anupama Kiri	57,01,238	11.00	57,01,238	11.00
Equinaire Chemtech LLP	35,00,000	6.75	35,00,000	6.75
Lotus Global Investment Ltd.	41,31,987	7.97	41,31,987	7.97
Cresta Fund Ltd.	32,43,451	6.26	40,98,052	7.91
Vikasa India EIF I Fund	36,34,713	7.01	36,42,713	7.03
Connecor Investment Enterprise Ltd.	29,64,238	5.72	31,87,374	6.15

Disclosure of shareholding of Promoters as at March 31, 2024

(₹ in Lakhs)

Name of the Promoters	No. of Shares	% of Total Shares	% change during the year
Mr. Pravin Kiri*	24,36,288	4.70	-
Mr. Manish Kiri	17,47,728	3.37	-
Ms. Aruna Kiri	4,61,550	0.89	-
Ms. Anupama Kiri	57,01,238	11.00	-
Pravin A Kiri-HUF	3,682	0.01	-
Equinaire Chemtech LLP	35,00,000	6.75	-

Disclosure of shareholding of Promoters as at March 31, 2023

(₹ in Lakhs)

Name of the Promoters	No. of Shares	% of Total Shares	% change during the year
Mr. Pravin Kiri*	24,36,288	4.70	-
Mr. Manish Kiri	17,47,728	3.37	-
Ms. Aruna Kiri	4,61,550	0.89	-
Ms. Anupama Kiri	57,01,238	11.00	-
Pravin A Kiri-HUF	3,682	0.01	-
Equinaire Chemtech LLP	35,00,000	6.75	-

** The procedure for transmission of shares held by Late Mr. Pravin Kiri to his nominee is under process.*

Rights and Restrictions:

i) The Holding Company has only one class of Equity Shares having face value of ₹ 10/- per share. The Equity Share holder is entitled to one vote per share. The Equity Shareholders have equal dividend rights in proportion to their shareholding.

18. OTHER EQUITY

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Securities Premium Account		
As per last year accounts	48,529.60	48,529.60
	48,529.60	**48,529.60**
General Reserve		
As per last year accounts	1,617.60	1,617.60
	1,617.60	**1,617.60**
Capital Redemption Reserve		
As per last year accounts	3,233.35	3,233.35
	3,233.35	**3,233.35**
Retained Earnings		
As per last year accounts	2,09,747.30	1,99,031.06
Add : Surplus during the year	13,302.14	10,665.91
Add : Other Comprehensive Income/(Loss)	(60.11)	50.33
Add : On account of subscription of equity shares in Subsidiary	5.72	-
	2,22,995.05	**2,09,747.30**
Translation Reserve	(386.84)	(382.64)
	2,75,988.76	**2,62,745.21**
Non controlling interest	0.17	(2.18)
Total	**2,75,988.93**	**2,62,743.03**

Nature and Purpose of Reserves

Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

General Reserve

General reserve is created by appropriating the balance of Retained Earnings. It is a free reserve which can be used for meeting the future contingencies, creating woking capital for business operations, strengthing the financial position, etc.

Capital Redemption Reserve

Capital Redemption Reserve was created to transfer redemption reserve of Non - Convertible preference shares. This is not free reserve and cannot be utilised for any purpose.

Retained Earings

Retained Earnings are the profits earned till date less any transfers to redemption reserve, dividends or other distributions paid to shareholders.

Foreign Currency Translation Reserve

Exchange differences arising on translation of the foreign subsidiaries are recognised in Other Comprehensive Income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount shall be reclassified to the statement of profit and loss when the net investment is derecognised by the group.

19. NON-CURRENT BORROWINGS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Borrowings		
a) Secured (In Indian Currency)		
Term Loan Facility from NBFC	1,162.95	1,497.32
Inter Corporate Deposits	1,200.00	-
Other Borrowings from Banks/ Others	8.22	18.05
(Refer Note 25 for Current Maturity of Term Loan ₹ 9,141.78 Lakhs (PY ₹ 347.76 Lakhs)		
b) Unsecured		
Inter Corporate Deposits	-	2,600.00
Total	**2,371.17**	**4,115.37**

Note:

i) The details of security offered for the long term borrowings and current maturity of long term debts taken from NBFC are set out below :

Description of Assets/Security	Security given to
All that piece and parcel of non-agricultural land bearing Block No. 522 admeasuring about 44,911 sq.mts., at ECP Road, Mouje: Dudhwada, Taluka: Padra, Registration District: Vadodara and Sub-District: Padra owned by Holding company.	First charge for securing debt of Aditya Birla Finance Limited.
All that piece or parcel of lease hold Plot No. A1-105,106,107, admeasuring about 8,159.50 sq. mts., alongwith factory shed building, plant and machinery standing thereon of Vatwa Industrial Estate of Gujarat Industrial Development Corporation, situated upon land bearing Survey No. 451,452, 448/1 of mouje: Vinzol, Taluka: Dascroi, Registration District Ahmedabad and Sub-District Ahmedabad-5 (Narol) owned by Saptak Buildcon Private Limited.	First charge for securing debt of Aditya Birla Finance Limited.
Personal & corporate guarantees of the promoter-director, their relatives and companies in which such persons are having significant influence.	Aditya Birla Finance Limited.

ii) The other details of security offered for Term loan / Line of Credit from Aditya Birla Finance Limited are set out below

Description of Loan and Purpose	ROI	Repayment Terms
Line of Credit - For Working Capital Purpose	The applicable rate under this Facility for every disbursement is linked to Short term reference rate of ABFL (STRR) +/- Spread. Effective rate of interest at date of sanction of loan is 11.5 % p.a. Rates / spread / reference rate are subject to revision in the event of increase in the short term money markets rates. Interest payment frequency is Monthly.	Not Applicable
Term Loan - For closure of loan taken from ARC and balance for long term working capital.	The applicable rate under this Facility for every disbursement is linked to Short term reference rate of ABFL (LTRR) +/- Spread. Effective rate of interest at date of sanction of loan is 11.5 % p.a. Rates / spread / reference rate are subject to revision in the event of increase in the short term money markets rates.	60 EMI of ₹ 42,06,436/-

iii) The Secured Term Loan from related party : Saptak Buildcon Private Limted("Saptak") amounting to ₹ 72.00 Crores (PY : Nil) is secured by the below mentioned securities directly given to Debenture Trustee for the NCD issued by Saptak

Description of Assets/Security	Security given to
All that piece or parcel of lease hold Plot No. 299/1/A & B, 365 & 366 admeasuring about 7,324.93 sq. mts., alongwith factory shed building, plant and machinery standing thereon of Vatva Industrial Estate of Gujarat Industrial Development Corporation, situated upon land bearing Survey No. 416/P, 410/P & 418/P of mouje: Vinzol, Taluka: Dascroi, Registration District Ahmedabad and Sub-District Ahmedabad-5 (Narol).	First charge of Debenture Trustee: Vistra ITCL (India) Ltd. for securing NCD issued by Saptak
All that piece and parcel of non-agricultural land bearing Block No. 395 (Old Block No. 390 A), 396 (Old Block No. 390 B), 397 (Old Block No. 391 A), 398 (Old Block No. 391 B), 400 (Old Block No.393), 396 (Old Block No. 394/A/1), 402 (Old Block 394/A/2), 403 (Old Block No. 394/B/1), 404 (Old Block No. 394/B/2), 396 (Old Block No. 396, 399, 400/A, 400/B, 401, 402, 403), 391 (Old Block No. 386), 392 (Old Block No. 387), 393 (Old Block No. 388), 545 (Old Block No.552/A), 557(Old Block No.566), 561 (Old Block No.567), 560 (Old Block No.569), 558 (Old Block No.570), 562 (Old Block No. 571), 563 (Old Block No. 572/A), 770 (Old Block No. 859) admeasuring about 1,43,031 sq.mts., at ECP Road, Mouje: Dudhwada, Taluka: Padra, Registration District: Vadodara and Sub-District: Padra	First charge of Debenture Trustee: Vistra ITCL (India) Ltd. for securing NCD issued by Saptak
Personal & corporate guarantees of the promoter-director, their relatives and companies in which such persons are having significant influence. Further, the Holding company has hypothecated / mortgaged its receivables, current assets, monies and immovable properties (Agriculture, Non-agriculture and lease-hold lands) as above.	Debenture Trustee: Vistra ITCL (India) Ltd. for securing NCD issued by Saptak

iv) The other details for Term loan from Saptak are set out below:

Description of Loan and Purpose	ROI	Repayment Terms
Term Loan - For the payment of outstanding legal fees, general corporate purpose and working capital requirement	The applicable rate of interest is 18.00% p.a. of which interest @6.00% is payable monthly and the rest 12.00% p.a. is compounding monthly and is payable alongwith EMI.	6 EMI of ₹ 15,19,91,838/- starting from 19th Month to 24th Month. Upto and inclusive 18th Month, only 6% interest is payable every month.

v) The details of security offered for Other Borrowings are set out below :

Description of Loan	ROI	Repayment Terms	Security Given
Vehicle Loan	11.00%	36 EMI of ₹ 1,18,051/-	Hypothecation of Vehicle
Vehicle Loan	9.98%	60 EMI of ₹ 42,813/-	Hypothecation of Vehicle

vi) The details of terms for unsecured Inter Corporate Deposits are set out below :

Description of Loan	ROI	Remarks
Inter Corporate Deposits	15.00%	The Holding company has provided interest on inter-corporate deposits @15% till 31-03-2024 for non-current borrowings.

vii) The Group has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India during previous year.

viii) All charges are registered with ROC.

20. NON-CURRENT - LEASE LIABILITY

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Lease Liability	17.65	-
Total	**17.65**	**-**

21. NON-CURRENT - TRADE PAYABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Outstanding dues of Creditors other than Micro & Small Enterprises	-	271.47
Total Outstanding dues of Micro & Small Enterprises (Refer Note No. 41)	-	-
Total	**-**	**271.47**

Ageing for Non-Current Trade Payables as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-	-
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

Ageing for Non-Current Trade Payables as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	-	-	-	-	-	-
(ii) Others	-	-	-	10.96	183.33	77.18	**271.47**
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

Note

i) The Group has called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

ii) Amount due to Related Parties is NIL as at March 31,2024 (PY NIL).

22. NON-CURRENT - OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Deposits from Customers	179.93	113.73
Total	**179.93**	**113.73**

Note:

i) Deposits from customers are non-interest bearing.

23. PROVISIONS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Provision for Employee Benefits		
Gratuity	490.00	426.50
Compensated Absences	128.02	123.39
Total	**618.02**	**549.89**

24. DEFERRED TAX LIABILITIES (NET)

Current Tax

a) Amounts recognised in Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Current Tax		
Current Tax on Profits of the year	1,289.12	1,695.39
Excess provision of Income Tax for Earlier Years	351.46	37.90
Total Current Tax Expenses	**1,640.58**	**1,733.29**
Deferred Tax		
Increase/(Decrease) in Deferred Tax Liabilities	(345.00)	(170.10)
Total Deferred Tax Expense/(benefit)	**(345.00)**	**(170.10)**
Income Tax Expense	**1,295.58**	**1,563.19**

b) Reconciliation of tax expense and the accounting profit multipled by India's domestic tax rate:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Accounting profit before tax from continuing operations for Indian Entities	(7,731.27)	(9,049.17)
Accounting profit before Income Tax	(7,731.27)	(9,049.17)
Tax at India's statutory income tax rate of 34.94% (PY Tax rate 34.94%)	**(1,975.77)**	**(3,054.23)**

c) Deferred Tax Liabilities:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Deferred Tax (Net of MAT Credit Entitlement of ₹ 4,607.53 lakhs) (PY ₹ 4,607.53 lakhs)	(1,845.34)	(1,500.34)
Total	**(1,845.34)**	**(1,500.34)**

d) Movement in Deferred Tax Expenses

As on March 31, 2024 (₹ in Lakhs)

Particulars	Opening	P/L	Net	DTA	DTL
Deferred Tax Assets/ (Liabilities)					
Property, Plant and Equipment	(6,266.30)	345.00	(5,921.30)	-	(5,921.30)
Investment	208.40	-	208.40	208.40	-
Unabsorbed Dep/Losses	2,950.71	-	2,950.71	2,950.71	-
Total	**(3,107.19)**	**345.00**	**(2,762.19)**	**3,159.11**	**(5,921.30)**
Net Deferred Tax Assets/ (Liabilities)					**(2,762.19)**

As on March 31, 2023 (₹ in Lakhs)

Particulars	Opening	P/L	Net	DTA	DTL
Deferred Tax Assets/ (Liabilities)					
Property, Plant and Equipment	(6,436.40)	170.10	(6,266.30)	-	(6,266.30)
Investment	208.40	-	208.40	208.40	-
Unabsorbed Dep/Losses	2,950.71	-	2,950.71	2,950.71	-
Total	**(3,277.29)**	**170.10**	**(3,107.19)**	**3,159.11**	**(6,266.30)**
Net Deferred Tax Assets/ (Liabilities)					**(3,107.19)**

25. CURRENT - BORROWINGS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Unsecured Loans		
Inter Corporate Deposits	55.00	55.00
Current Maturity of Debt	2,800.00	-
Secured Loans		
Current Maturity of Debt	6,341.78	347.76
Bill Discounted-Customers	561.13	351.78
Total	**9,757.91**	**754.54**
Borrowings-Others	9,196.78	402.76
Borrowings-Bill Discounted Customers	561.13	351.78
Total	**9,757.91**	**754.54**

Note:

i) Refer Note No. 19 for disclosures related to borrowings.

ii) The details of terms for Inter Corporate Deposits are set out below :

SN	Description of Loan	ROI	Repayment Terms
1	Inter Corporate Deposits	18.00%	The holding company has provided interest on inter-corporate deposits @18% till 31-03-2024 for current borrowings.

26. CURRENT - LEASE LIABILITY

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Lease Liability	9.92	-
Total	**9.92**	**-**

27. CURRENT - TRADE PAYABLES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Outstanding dues of Creditors other than Micro & Small Enterprises	38,434.46	38,880.18
Total Outstanding dues of Micro & Small Enterprises (Refer Note No.41)	1,447.54	557.17
Total	**39,882.00**	**39,437.35**

Note:

i) The Group has called for balance confirmations in respect of debit / credit balances of sundry debtors, sundry creditors, advances from customers, security & earnest money deposit, outstanding liabilities, other payables and other advances through automated system and responses were received from some of the parties. The management is confident that on confirmation/reconciliation there will not be any material impact on the financial statements.

ii) Trade Payable includes amount due to Related Parties ₹ 27.04 Lakhs as at March 31, 2024 (PY ₹ 45.69 Lakhs).

Ageing for Non-Current Trade Payables as at March 31, 2024 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	217.29	901.99	206.76	114.62	6.88	**1,447.54**
(ii) Others	-	11,238.39	19,884.18	6,023.86	733.22	554.81	**38,434.46**
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

Ageing for Non-Current Trade Payables as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSE	-	75.98	323.28	146.46	11.45	-	**557.17**
(ii) Others	-	12,283.05	23,638.39	1,246.51	1,705.33	6.90	**38,880.18**
(iii) Disputed -MSE	-	-	-	-	-	-	-
(iv) Disputed-Others	-	-	-	-	-	-	-

28. CURRENT - OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 20223-23
Interest accrued but not due on borrowings	1,074.44	101.64
Credit Balances in Bank Accounts	432.09	429.57
Employee Benefit Payable	726.58	667.26
Unpaid Dividend	3.73	3.73
Payable for Capital Goods	1,109.53	1,477.07
Total	**3,346.37**	**2,679.27**

Note:

i) There is no amount outstanding in respect of Unpaid Dividend to be transferred to Investor Education & Protection Fund under Section 125 of the Companies Act, 2013.

29. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Advance received from Customer	2,983.02	3,886.99
Statutory Dues	353.19	390.88
Other Liabilities	200.46	108.36
Total	**3,536.67**	**4,386.23**

30. CURRENT - PROVISIONS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Provision for Employee Benefits		
Gratuity	105.54	145.68
Compensated Absences	34.33	30.26
Leave Travel Allowance	55.73	41.67
Total	**195.60**	**217.61**

31. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Current Tax Payable (Net of Advance Tax, TDS & TCS)	-	8.28
Total	**-**	**8.28**

32. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Sale of Products	93,043.81	91,615.03
Other Operating Revenue	1,877.46	2,891.55
Total	**94,921.27**	**94,506.58**

33. OTHER INCOME

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Interest Income	669.94	333.56
Gain on sale of Fixed Assets	6.04	-
Other Income	191.11	-
Total	**867.09**	**333.56**

34. COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Raw Material Consumed		
Opening Inventory	6,624.68	8,604.24
Add : Net Purchases	57,691.14	56,923.27
Less: Inventory at the end of the year	5,147.58	6,624.68
Cost of Raw Material consumed during the year	**59,168.24**	**58,902.83**
Packing Material Consumed		
Opening Inventory	508.58	527.40
Add : Net Purchases	1,321.63	1,505.85
Less: Inventory at the end of the year	658.72	508.58
Cost of Packing Material consumed during the year	**1,171.49**	**1,524.67**
Total	**60,339.73**	**60,427.50**

35. PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Purchase of Stock in Trade	11,989.79	5,997.14
Total	**11,989.79**	**5,997.14**

36. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
(Increase) / Decrease in Stocks		
Stock at the beginning of the year :		
Finished Goods	8,164.54	6,972.61
Work in Progress & Semi Finished Goods	3,389.29	7,189.99
	11,553.83	**14,162.60**
Stock at the end of the year :		
Finished Goods	10,601.36	8,164.54
Work in Progress & Semi Finished Goods	2,842.56	3,389.29
	13,443.92	**11,553.83**
Total	**(1,890.08)**	**2,608.77**

37. EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Salaries, Wages & Bonus	4,218.48	4,389.49
Contribution to Provident fund & other funds	321.19	407.66
Welfare Expenses	282.04	300.53
Total	**4,821.71**	**5,097.68**

38. FINANCE COST

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Interest & Financial Charges		
Interest Cost	2,160.85	569.44
Interest On Lease Liability	2.93	-
Financial Charges	118.56	61.58
Total	**2,282.34**	**631.02**

39. OTHER EXPENSES

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Operational & Other Expenses		
Power & Fuel	10,420.58	11,843.35
Repairs & Maintenance		
Buildings	114.84	101.35
Machineries	1,483.03	1,772.38
Other Assets	124.49	124.09
Pollution Treatment Expenses	1,245.44	1,087.83
Laboratory Expenses	73.47	78.80
Factory Expenses	69.67	88.89
Labour Expenses	1,854.71	2,155.06
Impairment Loss on Investment	1.60	-
Insurance Premium	199.46	224.44
Provision for Doubtful Debts	-	2.04
Communication Expenses	48.68	51.62
Postage & Courier	24.29	24.20
Travelling & Conveyance	105.74	114.29
Compensation Expenses	-	625.00
Repairs & Maintenance - Others	50.90	43.27
Membership & Subscription	7.61	6.93
Security Expenses	160.65	163.09
Legal & Professional Fees	2,651.22	2,306.68
Payment to Auditors	47.84	39.93
Rates & Taxes	48.43	39.43

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Foreign Exchange Loss	157.85	577.91
CSR and Social Welfare Expenses	169.12	317.16
Miscellaneous Expenses	123.32	298.02
Software Expense	15.18	12.55
Export Expenses	27.65	27.54
Outward Freight & Transportation Charges	1,003.57	1,287.67
Commission on Sales	413.64	514.72
Travelling Expenses	113.17	72.03
Impairment Loss under ECL	28.37	-
Advertisement & Sales Promotion Expenses	90.25	122.92
Total	**20,874.77**	**24,123.19**

Notes:

i) Details of Payment made to Auditor is as below:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
For Statutory Audit Fees	38.16	31.16
For Taxation matters	7.00	6.20
For Other services	0.20	0.20

ii) Corporate Social Responsibility Expenditure:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Gross Amount required to be spent by the company during the Period (under section 135 of the Companies Act 2013)	146.88	161.72
Amount of Expenditure incurred	154.93	179.00
Short fall at the end of the period	Nil	Nil
Total of previous years shortfall	Nil	Nil
Reason for shortfall	N.A.	N.A.
Nature of CSR Activities	Education, Healthcare, Rural Development, Hunger and Poverty and making availabe safe drinking water	
Details of related party transactions	Nil	Nil
Liability incurred by entering into contractual obligations	Nil	Nil

40 EARNING PER SHARE (EPS)

Particulars	As at March 31, 2024	As at March 31, 2023
Net Profit After Tax attributable to Shareholder (₹ in Lakhs)	13,242.03	10,716.24
Weighted average number of equity shares for calculating Basic EPS	5,18,34,211	5,18,34,211
Weighted average number of equity shares for Diluted EPS	5,18,34,211	5,18,34,211
Nominal value Per Share (in ₹)	10.00	10.00
Basic Earning Per Share (in ₹)	25.55	20.67
Diluted Earning Per Share (in ₹)	25.55	20.67

37 MSME DISCLOSURE

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number allocated after filing of the Memorandum in accordance with 'Micro, Small and Medium Enterprises Development Act, 2006 ('the MSMED Act').

Accordingly, the disclosure in respect of the amounts payable to such Enterprises as at March 31, 2024 has been made in the Financial Statements based on information received and available from the Company.

The details as required by MSMED Act are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year:		
Principal Amount	1,397.56	557.17
Interest Amount	143.71	-
The amount of interest paid by the buyer under MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
The amount of interest due and payable for the year (where the principal has been paid but interest under the MSMED Act not paid)	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year: and	143.71	-
The amount of further interest due and payable even in the succeeding period, 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 .	-	-

On the basis of information and records available with the Group, the above disclosures are made in respect of amount due to the Micro and Small enterprises, which have been registered with the relevant competent Authorities. This has been relied upon by the Auditors.

42 FINANCIAL INSTRUMENTS

A Capital Management

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using a ratio of 'Adjusted Net Debt' to 'Adjusted Equity'. For this purpose, adjusted net debt is defined as total Liabilities, comprising Interest-bearing Loans and Borrowings and obligations under Finance Leases, less Cash and Cash Equivalents. Adjusted Equity comprises all components of Equity.

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total Interest Bearing Debt	12,129.08	4,518.13
Less : Cash and Cash Equivalents	1,668.41	2,747.81
Adjusted Net Debt	10,460.67	1,770.32
Total Equity	2,81,172.35	2,67,926.45
Adjusted Net Debt to Equity Ratio	0.04	0.01

No changes were made in the objectives, policies or processes for managing capital during the current Period and previous years.

B Fair Value Measurement And Financial Risk Management

(i) Category-wise classification of financial instruments:

The accounting classification of each category of financial instruments and their carrying amounts are set out below:

(₹ in Lakhs)

Particulars	As at March 31, 2024			
	Amortised Cost	FVTOCI	FVTPL	Total Value
Financial Assets				
Non Current Investment*	-	1.20	-	1.20
Other Financial Assets				
Non Current	1,619.29	-	-	1,619.29
Current	134.86	-	-	134.86
Trade Receivables				
Non Current	-	-	-	-
Current	22,825.43	-	-	22,825.43
Cash and Cash equivalents	1,668.41	-	-	1,668.41
Other Bank Balance	7,728.30	-	-	7,728.30
Loans				
Non Current	171.42	-	-	171.42
Current	34.61	-	-	34.61
Total	**34,182.32**	**1.20**	**-**	**34,183.52**
Financial Liabilities				
Borrowings				
Non Current	2,371.17	-	-	2,371.17
Current	9,757.91	-	-	9,757.91
Lease Liabilites				
Non Current	17.65	-	-	17.65
Current	9.92	-	-	9.92
Trade Payables				
Non Current	-	-	-	-
Current	39,882.00	-	-	39,882.00
Other Financial Liabilities				
Non Current	179.93	-	-	179.93
Current	3,536.67	-	-	3,536.67
Total	**55,755.25**	**-**	**-**	**55,755.25**

** Investments does not include investment in Subsidiaries/Associates/Joint Ventures which are measured at cost.*

(₹ in Lakhs)

Particulars	As at March 31, 2023			
	Amortised Cost	FVTOCI	FVTPL	Total Value
Financial Assets				
Non Current Investment*	-	2.79	-	2.79
Other Financial Assets				
Non Current	1,616.35	-	-	1,616.35
Current	196.50	-	-	196.50
Trade Receivables				
Non Current	136.62	-	-	136.62
Current	20,937.03	-	-	20,937.03
Cash and Cash equivalents	2,747.81	-	-	2,747.81
Other Bank Balance	7,104.78	-	-	7,104.78
Loans				
Non Current	-	-	-	-
Current	210.82	-	-	210.82
Total	**32,949.91**	**2.79**	**-**	**32,952.70**
Financial Liabilities				
Borrowings				
Non Current	4,115.37	-	-	4,115.37
Current	754.54	-	-	754.54
Trade Payables				
Non Current	271.47	-	-	271.47
Current	39,437.35	-	-	39,437.35
Other Financial Liabilities				
Non Current	113.73	-	-	113.73
Current	4,386.23	-	-	4,386.23
Total	**49,078.69**	**-**	**-**	**49,078.69**

* *Investments does not include investment in Subsidiaries/Associates/Joint Ventures which are measured at cost.*

(ii) Measurement of Fair values and Sensitivity analysis

Fair Value Hierarchy

The fair value of the Financial Assets and Liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The Group uses the following hierarchy for determining and/or disclosing the fair value of Financial Instruments by valuation techniques:

Financial assets and financial liabilities measured at fair value in the Balance Sheet are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

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 Assets or Liabilities, 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).

The cost of unquoted investments included in Level 3 fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

(a) *Financial instrument measured at fair value*

The Group uses the following hierarchy for determining and/or disclosing the fair value of financial assets by valuation techniques:

(₹ in Lakhs)

Particulars	Fair Value at		
	March 31, 2024	March 31, 2023	Fair Value hierachy
Non-current Investments at FVTPL	1.20	2.79	Level 2
Other Non-current Financial Assets at Amortised Cost	1,619.29	1,616.35	Level 2
Non-current Borrowings at Amortised Cost	2,371.17	4,115.37	Level 2

There is no movement from between Level 1, Level 2 and Level 3.

(b) *Financial Instrument measured at Amortised Cost*

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

43 FINANCIAL RISK MANAGEMENT, OBJECTIVE AND POLICIES

The Group's Board of Directors have overall responsibility for the establishment and oversight of the Group's risk management framework. The Group manages market risk through treasury operations, which evaluates and exercises independent control over the entire process of market risk management. The finance team recommends risk management objectives and policies. The activities of this operations include management of cash resources, hedging of foreign currency exposure, credit control and ensuring compliance with market risk limits and policies. The Group's Management reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Company has exposure to the following risks arising from financial instruments:

(a) Credit Risk

(b) Liquidity Risk and

(c) Market Risk

(a) Credit Risk:

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk arising from its operating activities primarily from trade receivables, from financing activities primarily relating to parking of surplus funds as Deposits with Banks, investments, loans, and security deposits.

The carrying amounts of financial assets represent the maximum credit risk exposure. Credit risk assessment on various components is described below:

(i) Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed periodically.

The Group measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, as per management perceptions, loss on collection of receivable is not material hence no additional provision considered.

The Group measures the expected credit loss of trade receivables from customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, as per management perceptions, the provision for loss on collection is made on trade receivables based on Expected Credit Loss Model (ECL) as below:

No. of Days for which amount is due	<= 90 Days	91-180 Days	181-270 Days	271-365 Days	1-2 Years	2-3 Years	More then 3 Years
% of Provision	0.00%	0.25%	0.50%	0.75%	1.00%	1.25%	1.50%

Reconciliation of provision for ECL :

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Opening Balance	-	-
Recognition of loss allowance measured as per ECL	28.37	-
Total	**28.37**	-

The maximum exposure to Credit Risk for Trade Receivables by geographic region was as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Domestic	10,069.67	9,413.58
Other Region	12,784.13	11,660.07
Total	**22,853.80**	**21,073.65**

(ii) Cash and cash equivalents and bank deposits

Credit risk from balances with Banks and Financial Institutions is managed by the Group's treasury department. Investments of surplus funds are made only with approved counter parties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(iii) Security Deposits and Loans

This consists of loans given to Employees and Security Deposits given to utility providers like Electricity companies and others. These carries limited credit risk based on the financial position of parties and Group's historical experience of dealing with these parties.

(b) Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk.

(i) Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EURO and SGD. The Group has in place the Risk management policy to manage the foreign exchange exposure.

The Foreign currency exchange rate exposure is partly balanced through natural hedge. This provide an economic hedge without derivatives being entered into and therefore hedge accounting not applied in these circumstances.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

The Group can enter into foreign currency forward contracts and other authorized derivative contracts, which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables/receivables and borrowings.

Exposure to Currency Risk

The Group's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows:

(₹ in Lakhs)

Particulars	Currency	As at March 31, 2024	As at March 31, 2023
Financial assets			
Trade receivables	USD	12,784.13	11,673.59
Adavance to suppliers	USD	20.43	3.82
Bank balance in EEFC accounts	USD	1,541.98	2,521.66
Financial liabilities			
Borrowings	USD	157.16	351.78
Trade payables	USD	4,711.62	5,095.66
	SGD	1,089.81	4,654.37
Advance from Customers	USD	645.75	678.51

Sensitivity analysis

(₹ in Lakhs)

Effect in ₹	Profit or (Loss)	
	Strengthening	Weakening
As at March 31, 2024		
3% movement		
USD	(264.96)	264.96
SGD	32.69	(32.69)
Total	**(232.27)**	**232.27**

(₹ in Lakhs)

Effect in ₹	Profit or (Loss)	
	Strengthening	Weakening
As at March 31, 2023		
3% movement		
USD	(242.19)	242.19
SGD	139.63	(139.63)
Total	**(102.56)**	**102.56**

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

The Group's risk management activities are subject to the management, direction and control of Risk Management Policy for interest rate risk through appropriate policies and procedures identified, measured and managed.

The Group's fixed rate borrowing are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rate.

For the Group's floating rate borrowing, the analysis is prepared assuming a 100 basis point increase or decrease is used, which represents management's assessment of the reasonably possible change in interest rate.

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Variable rate borrowings	2,056.02	2,144.12
Fixed rate borrowings	10,073.06	2,725.79

As at end of reporting period, the details of variable rate borrowings are as under :

(₹ in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Average Interest Rate	Balance	% of Total Loan	Average Interest Rate	Balance	% of Total Loan
Term Loan	12.60% to12.80%	1,494.89	72.71%	11.50% to12.60%	1,792.34	83.59%
Bills Discounting Facility	7.00% to 10.30%	561.13	27.29%	7.75% to 10.30%	351.78	16.41%

As at end of reporting period, the details of fixed rate borrowings are as under :

(₹ in Lakhs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Average Interest Rate	Balance	% of Total Loan	Average Interest Rate	Balance	% of Total Loan
Term Loan (incl.Vehicle Loans)	7.80% to 18.00%	10,073.06	100.00%	7.80% to 18.00%	2,725.79	100.00%

In case of fluctuation in interest rates by 100 basis points and all other variables were held constant, the Group's profit before tax for the year from continuing operations would increase or decrease as follows:

Interest Rate Sensitivity Analysis:

(₹ in Lakhs)

Movement in Interest Rate	As at March 31, 2024	As at March 31, 2023
+1.00%	(22.08)	(8.59)
-1.00%	22.08	8.59

(c) Liquidity risk:

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to Liquidity Risk

The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. The table below summarises the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Contractual maturities of financial liabilities

As on March 31, 2024 (₹ in Lakhs)

Particulars	Up to 1 year	1-2 year	More than 2 year	Total
Non-derivatives Financial Liabilities				
Long term borrowings incl. current maturity	9,141.78	1,585.24	785.93	11,512.95
Short term loans and borrrowings	616.13	-	-	616.13
Lease Liabilities	9.92	10.86	6.79	27.57
Trade Payables	39,882.00	-	-	39,882.00
Other Financial Liabilities	3,346.37	-	179.93	3,526.30
Total	**52,996.20**	**1,596.10**	**972.65**	**55,564.95**

As on March 31, 2023 (₹ in Lakhs)

Particulars	Up to 1 year	1-2 year	More than 2 year	Total
Non-derivatives Financial Liabilities				
Long term borrowings incl. current maturity	347.76	344.66	3,770.71	4,463.13
Short term loans and borrrowings	406.78	-	-	406.78
Trade Payables	39,708.82	-	-	39,708.82
Other Financial Liabilities	2,679.27	-	113.73	2,793.00
Total	**43,142.63**	**344.66**	**3,884.44**	**47,371.73**

40 DETAIL OF EMPLOYEES BENEFITS

(a) Defined Contribution Plans

The Group has defined contribution plan in form of Provident Fund and Employee State Insurance Scheme for qualifying employees. Under the Schemes, the Group is required to contribute a specified rates to fund the schemes.

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provident Fund	175.50	201.59
Employee State Insurance Scheme	24.24	43.14
Total	**199.74**	**244.73**

(b) Defined Benefits Plans

The Group provides for retirement benefits in the form of Gratuity. The Group's gratuity scheme (unfunded) provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service subject to a ceiling of ₹ 20 Lakhs. Vesting occurs upon completion of 05 years of service.

The present value of the defined benefits plan was measured using the projected unit credit method.

The joint venture "Lonsen Kiri Chemical Industries Limited" has created separate trust fund with Life Insurance Corporation of India (LIC) to manage employee benefits obligations.

The following tables set out the status of the gratuity plan and amounts recognised in the financial statements:

(₹ in Lakhs)

(i) Present value of defined benefit obligation	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the period	**615.28**	**571.92**
Current Service Cost	63.15	73.73
Interest Cost	42.95	41.26
Past Service Cost	-	-
Liability Transferred In	-	-
(Liability Transferred Out)	-	-
Remeasurement (Gain)/Loss:	-	-
Actuarial (Gain)/Loss arising from Demographic adjustments	-	-
Actuarial (Gain)/Loss due to changes in Financial Assumption	17.09	(16.44)
Actuarial (Gain)/Loss due to changes in Experience Adjustment	42.92	(33.61)
Benefits paid	(108.93)	(21.58)
Balance at the end of the period	**672.46**	**615.28**

(₹ in Lakhs)

Fair Value of Plan Assets	**As at March 31, 2024**	**As at March 31, 2023**
Fair Value of Plan Assets at the Beginning of the Period	**17.97**	**16.87**
Interest Income	1.35	1.12
Contributions by the Employer	-	-
Expected Contributions by the Employees	-	-
Assets Transferred In/Acquisitions	-	-
(Assets Transferred Out/ Divestments)	-	-
(Benefit Paid from the Fund)	-	-
(Assets Distributed on Settlements)	-	-
Effects of Asset Ceiling	-	-
The Effect of Changes In Foreign Exchange Rates	-	-
Return on Plan Assets, Excluding Interest Income	(0.09)	(0.02)
Fair Value of Plan Assets at the End of the Period	**19.23**	**17.97**

(₹ in Lakhs)

(ii) Amount Recognized in the Balance Sheet	**As at March 31, 2024**	**As at March 31, 2023**
(Present Value of Benefit Obligation at the end of the Period)	(672.46)	(615.28)
Fair Value of Plan Assets at the end of the Period	19.23	17.97
Funded Status (Surplus/ (Deficit))	(653.23)	(597.31)
Net (Liability)/Asset Recognized in the Balance Sheet	**(653.23)**	**(597.31)**

(₹ in Lakhs)

(iii) Expense recognised in the Statement of Profit and Loss	**As at March 31, 2024**	**As at March 31, 2023**
Current Service Cost	63.15	73.73
Interest Cost	41.60	40.13
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expense recognised in the Statement of Profit and Loss	**104.75**	**113.86**

(₹ in Lakhs)

(iv) Recognised in Other Comprehensive Income	**As at March 31, 2024**	**As at March 31, 2023**
Remeasurement on the net defined benefit liability:		
Actuarial (Gains)/Losses on obligation for the period	60.02	(50.05)
Return on Plan Assets, Excluding Interest Income	0.09	0.02
Change in Asset Ceiling	-	-
Recognised in the Other Comprehensive Income	**60.11**	**(50.03)**
Total cost of the defined benefit plan for the period	**164.86**	**63.83**

(v) Principal actuarial assumptions

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate, attrition rate and the average life expectancy. The assumptions used for the valuation of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate (p.a.)	7.22%	7.52%
Expected rate of salary increase (p.a.)	6.00%	6.00%
Mortality	2012-14 (Urban)	2012-14 (Urban)
Rate of employees turnover (p.a.)		
For Service 4 years and Below	15.00%	15.00%
For Service 5 years and Above	3.00%	3.00%
Retirement age	60	60

Estimates of future salary increase takes into account: inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The plan exposes the Group to significant actuarial risks such as interest rate risk and inflation risk:

Inflation risk – A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Group's liability.

Interest rate risk – The present value of the defined benefit liability is calculated using a discount rate prevailing market yields of Indian government securities. A decrease in discount rate will increase the Group's defined benefit liability.

(vi) Sensitivity analysis in respect of the actuarial assumptions used in calculation of defined benefit obligation is given below:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Projected Benefit Obligation on Current Assumptions	672.46	615.28
Delta Effect of +1% Change in Rate of Discounting	(53.97)	(51.07)
Delta Effect of -1% Change in Rate of Discounting	63.40	60.23
Delta Effect of +1% Change in Rate of Salary Increase	60.21	58.27
Delta Effect of -1% Change in Rate of Salary Increase	(52.85)	(50.72)
Delta Effect of +1% Change in Rate of Employee Turnover	6.38	7.42
Delta Effect of -1% Change in Rate of Employee Turnover	(7.34)	(8.58)

Sensitivities have been calculated to show the movement in Defined Benefit Obligation in isolation and assuming there are no other changes in market conditions at the accounting date. In presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(vii) The weighted average duration of the benefit obligation as at March 31, 2024 is 13 years.(as at March 31, 2023 is 11 years).

(c) Compensated absence:

Expenses recognised in the Statement of Profit and Loss amounts to ₹ 106.12 Lakhs for the year ended March 31, 2024 (March 31, 2023 ₹ 83.11 lakhs)

The current and non-current classification of obligations under defined benefit plans and other long-term benefits is done bases on the actuarial valuation reports.

45 RELATED PARTY DISCLOSURES

Relationship	Name of Party
Subsidiary Companies	Synthesis International Limited
	SMS Chemicals Co. Limited
Associate Companies	DyStar Global Holdings (Singapore) Pte. Ltd.
	Kiri Infrastructure Pvt. Ltd.
	Plutoeco Enviro Association
Director / Key Management Personnel	Mr. Pravin Kiri (Upto June 12, 2022)
	Mr. Manish Kiri
	Mr. Yagnesh Mankad
	Mr. Girish Tandel
	Mr. Keyoor Bakshi
	Mr. Mukesh Desai
	Ms. Veenaben Padia
	Mr. Ulrich Hambrecht (Upto May 30, 2023)
	Mr. Suresh Gondalia
	Mr. Jayesh Vyas
Relative of Director / Key Management Personnel	Ms. Aruna Kiri
	Ms. Anupama Kiri
	Pravin A Kiri-HUF
	Ms. Chetana Jayesh Vyas
Entities over which Director/Key Management Personnel and their relatives having control or significant influence	Kiri Laboratories Pvt. Ltd.
	Indochin Development Pvt. Ltd.
	Kiri Peroxide Ltd.
	Chemhub Tradelink Pvt. Ltd.
	Saptak Buildcon Pvt. Ltd.
	Kiri Carbon Pvt. Ltd.
	Kiri Globe Ink Pvt. Ltd.
	Equinaire Chemtech LLP
	Claronex Chemicals & Petrohemicals Pvt. Ltd.
	Kiri Costmetics LLP
Entities in which Key Managerial Personnel(KMP) are nominee director	Texanlab Laboratories Pvt. Ltd.
	Texanlab Bangladesh Pvt. Ltd.
	DyStar India Pvt. Ltd.
	DyStar Acquistion Corporation
	DyStar Americas Holding Corporation
	DyStar Hilton Davis Corporation
	DyStar Foam Control Corporation
	DyStar Carolina Chemical Corporation
	Bluwin Limited
	S. Acquisition & Co.

Transactions with the Related Parties

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Transactions with Director / Key Management Personnel and Relatives		
Remunderation (incl. Perquisites)		
Mr. Pravin Kiri	-	31.00
Mr. Manish Kiri		
- Kiri Industries Ltd	156.00	156.00
- Chemhub Trading DMCC	27.05	25.81
Mr. Yagnesh Mankad	17.26	4.28
Mr. Girish Tandel	22.15	3.18
Mr. Suresh Gondalia	31.63	22.92
Mr. Jayesh Vyas	36.94	31.86
Ms. Chetana Jayesh Vyas	11.30	9.38
Director Sitting Fees and Reimbursement of Expenses		
Mr. Keyoor Bakshi	1.06	1.17
Mr. Mukesh Desai	1.17	1.33
Ms. Veenaben Padia	1.06	1.06
Mr. Ulrich Hambrecht	4.85	7.36
Receipt of Loan Given		
Mr. Yagnesh Mankad	-	11.55
Transactions with Entities over which Director/Key Management personnel and their relatives having control		
Purchase of Goods/Services		
Kiri Cosmetics LLP	0.71	-
Rent Paid		
Saptak Buildcon Pvt. Ltd.	14.16	14.16
Reimbursement of Expenses		
Saptak Buildcon Pvt. Ltd.	90.29	50.56
Interest Expenses		
Saptak Buildcon Pvt. Ltd.	1,219.64	-
Loan Taken		
Saptak Buildcon Pvt. Ltd.	7,200.00	-

Outstanding Balances

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding with Director / Key Management Personnel		
Credit Balance		
Mr. Manish Kiri		
- Kiri Industries Ltd	36.47	28.73
- Chemhub Trading DMCC	64.75	36.71
Mr. Yagnesh Mankad	18.24	8.88
Mr. Girish Tandel	5.99	3.70
Mr. Suresh Gondalia	8.21	5.46
Mr. Jayesh Vyas	4.52	3.52

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding with Relative of Director / Key Management Personnel		
Credit Balance		
Ms. Chetana Jayesh Vyas	1.70	1.20
Outstanding with Subsidiary, Joint Venture & Associate Concerns		
Debit Balance		
Plutoeco Enviro Association	81.91	81.91
Outstanding with Entities over which Director/Key Management personnel and their relatives having control		
Credit Balance		
Kiri Cosmetics LLP	0.60	0.94
Saptak Buildcon Pvt. Ltd.	8,049.28	44.75

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Short Term Employee Benefit Expenses		
Salary to KMP	291.03	275.05
Salary to Relative of KMP	11.30	9.38
Post employment benefits to KMPs & their relatives*	54.84	44.10
Total compensation paid to key management personnel & their relatives	**357.17**	**328.53**

** Key Managerial Personnel who are under the employment of the Company are entitiled to post-employment benefits and other long term employee benefits recognized as per Ind AS-19 - 'Employee Benefits' in the financial statements.*

46 PURSUANT TO IND AS 111 - 'JOINT ARRANGEMENTS' AND IND AS 112 - 'DISCLOSURE OF INTERESTS IN OTHER ENTITIES', THE INTEREST OF THE GROUP IN VARIOUS ASSOCIATES AND JOINTLY CONTROLLED ENTITIES / OPERATIONS ARE AS FOLLOWS :

	Name of Entity	Country of Incorporation	Ownership interest held by the group	
			As at March 31, 2024	As at March 31, 2023
A	**Joint Venture / Operations**			
	Lonsen Kiri Chemical Industries Ltd	India	40.00%	40.00%
B	**Associates**			
	DyStar Global Holdings (Singapore) Pte. Ltd	Singapore	37.57%	37.57%
	Kiri Infrastructure Pvt. Ltd	India	47.61%	47.61%
	Plutoeco Enviro Association	India	25.00%	25.00%

Management has decided to consolidated Joint Venture / Operations under proportionate method of accounting.

47 ADDITIONAL INFORMATION OF NET ASSETS AND SHARE IN PROFIT OR LOSS CONTRIBUTED BY VARIOUS ENTITIES AS REQUIRED UNDER SCHEDULE III OF THE COMPANIES ACT, 2013.

	Name of Entity	Net Assets(Total Assets minus Total Liabilities)		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consoli-dated Net Assets	Amount	As % of Consoli-dated Profit or (Loss)	Amount	As % of Consoli-dated Other Compre-hensive Income	Amount	As % of Consoli-dated Other Compre-hensive Income	Amount
A	**Parent**								
	Kiri Industries Limited	13.97%	39,715.30	-56.28%	(9,355.23)	100.00%	(60.11)	-56.85%	(9,415.34)
B	**Subsidiary**								
	Foreign								
	Chemhub Trading DMCC	-0.04%	(113.11)	1.43%	237.38	-	-	1.43%	237.38
	Indian								
	Indo Asia Copper Ltd.	0.04%	125.89	-0.06%	(12.23)	-	-	-0.06%	(12.23)
	Amrat Lakshmi Foundation	-	0.62	-	(0.01)	-	-	-	(0.01)
	Kiri Renewable Energy Pvt. Ltd.	-	0.25	-	(0.14)	-	-	-	(0.14)
	Claronex Holdings Pte. Ltd.	-	-	-	-	-	-	-	-
C	**Joint Venture**								
	Lonsen Kiri Chemical Industries Ltd	12.06%	34,299.29	22.03%	3,661.58		-	22.10%	3,661.58
D	**Associates**								
	DyStar Global Holdings (Singapore) Pte. Ltd	74.04%	2,10,498.04	132.90%	22,091.64	-	-	133.38%	22,091.64
	Kiri Infrastructure Pvt. Ltd	-0.07%	(185.93)	-	(0.05)	-	-	-	(0.05)
	Total	**100.00%**	**2,84,340.35**	**100.00%**	**16,622.95**	**100.00%**	**(60.11)**	**100%**	**16,562.84**
	Less : Consolidation Adjustments		3,168.00		3,320.81		-		3,320.81
	Consolidated Net Assets/Profit after tax		**2,81,172.35**		**13,302.14**		**(60.11)**		**13,242.03**

48 OPERATING SEGMENT

The Group determines Operating Segments as components of an entity for which discrete financial information is available that is evaluated regularly by chief operating decision maker (CODM), in deciding how to allocate resources and assessing performance. a) The Group operates mainly in manufacturing of Dyes, Dyes Intermediates and Basic Chemicals. All other activities are incidental thereto and integrated, which have similar risk and return.

Considering the nature of Group's business, as well as based on reviews by CODM to make decisions about resource allocation and performance measurement, accordingly, there are no separate reportable Segment as far as primary Segment is concerned in accordance with the requirements of Ind AS - 108 – "Operating Segments", prescribed under Companies (Indian Accounting Standards) Rules, 2015.

Analysis by Geographical Segment

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Domestic Sales	54,487.10	53,526.37
Export Sales	38,556.71	38,088.66
Total Sales	**93,043.81**	**91,615.03**

Information about Major Customers

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Top Customer	17%	16%
Revenue from Top 5 Customers	44%	39%

49 CONTINGENT LIABILITIES AND COMMITMENTS

(a) Contingent Liabilities not provided for

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
In respect of Bank Guarantees	128.50	159.00
In respect of Letter of Credits	289.21	-
In respect of Disputed Tax Liabilities	3,931.68	2,440.79

(b) Capital commitments and other commitments

Estimated amount of contracts pending execution on capital accounts and not provided for (net of advances) is ₹ 1,494.35 Lakhs as on March 31, 2024 (PY ₹ 1,386.39 Lakhs).

The Holding Company has given capital advances to various equipment suppliers and other parties towards purchase of capital goods to be used as Plant & Machinery. The amount includes balances outstanding for long against which capital goods have not been procured by the holding company. Third party confirmations, reconciliations and other supportive audit evidences are being requested from vendors to determine outstanding capital advance and its recoverability.

50 MOVEMENT OF LEASE LIABILITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	-	-
Lease Liabilities during the year	36.64	-
Finance Costs incurred during the year	2.93	-
Net Payments of Lease Liabilities	(12.00)	-
Closing Balance	**27.57**	**-**

51 DISCLOSURE PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 186 OF THE COMPANIES ACT, 2013

The Holding Company has given a corporate guarantee of ₹ 100 Cr (PY Nil) to Vistra ITLC (India) Ltd. (the debenture trustee) for the purpose of subscirbing the Non-Convertible Secured Debentures of Saptak Buildcon Private Limited by UTI MOF & UTI SDOF. UTI MOF & SDOF had subscribed for ₹ 72 Cr NCD of Saptak Buildcon Pvt. Ltd. according to agreement between the parties.

52 CODE ON SOCIAL SECURITY, 2020 ('CODE')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has received Presidential Assent on September 28, 2020. The Code has been published in the Gazette of Inda. However, the effective date of the Code is yet to be notified and final rules for quantifying the financial impact are also yet to be issued. In view of this, the Group will assess the impact of the Code when relevant provisions will be notified and will record related impact, if any, in the period the Code becomes effective.

53 The previous year figures are regrouped or reclassified according to current year grouping and classification.

54 The Holding company has few foreign currency balances (both receivables and payables) which have been outstanding for a period which is beyond the prescribed period for settlement as per the guidelines of Reserve Bank of India (RBI) and FEMA. As per management, the Holding company will take necessary steps in coordination with its bankers to regularise such receivables and payables.

53 During the year, the Holding company entered into loan agreement with Saptak Buildcon Private Limited (SBPL) (Entity over which relative of Director / KMP have control or significant influence) on April 20, 2023 to borrow approximately ₹ 100 crores.

SBPL issued Senior, Secured, Unrated, Unlisted Non-Convertible Debentures of the value of approximately ₹ 100 Crores vide Debenture Trust Deed dated April 13,2023 executed between SBPL, Kiri Industries Ltd. and Vistra ITCL India Ltd. and Others. The subscribers to NCD are UTI Multi Opportunities Fund and UTI Structured Debt Opportunities Fund, which are registered under SEBI Act and they were alloted NCDs of the value of ₹ 72 Crores till the date of Audit Report

For this purpose the company has hypothecated / mortgaged its receivables, current assets, monies and immovable properties (Agriculture, Non-agriculture and lease-hold lands).

The entire borrowing by SBPL has been lent to holding company on interest at the rate charged by the subscribers of NCD as the ultimate beneficiary is Kiri Industries Ltd.

Out of funds borrowed, the holding company has utilised amount towards payment of the legal fees/professional fees charged in relation to the ongoing legal proceeding between Kiri Industries Ltd., (the Company / KIL) and DyStar Global Holdings (Singapore) Pte. Ltd. (DyStar) & Senda International Capital Ltd. (Senda) and the balance proceeds was utilised towards general corporate purpose, transaction related expenses and working capital purpose. Kindly refer Emphasis of Matter related to status of legal proceedings.

56 OTHER ADDITIONAL STATUTORY INFORMATION

i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

ii) The Group do not have any transactions with companies struck off.

iii) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

iv) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

vi) The Group have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vii) The Parent 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.

viii) As the Group has not taken availed any WCL, overdraft, etc from any banks or financial institutions, therefore, quarterly returns or statements of receivables, inventories and creditors for goods with banks or financial institutions are not required to be filed by the Group.

57 NEW AND AMENDMENTS STANDARDS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 01, 2023. The Group applied for the first-time these amendments:

Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Group's consolidated financial statements.

Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

Deferred tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

There was also no impact on the opening retained earnings.

58 STANDARDS (INCLUDING AMENDMENTS) ISSUED BUT NOT YET EFFECTIVE

There are no standards that are notified and not yet effective as on the date.

As per our attached report of even date

For **Pramodkumar Dad & Associates**
Chartered Accountants

Pramod Dad
Partner
MRN : 038261
FRN : 115869W

Ahmedabad, **May 30, 2024**

For and on behalf of the Board of Directors

Manish Kiri
Chairman & Managing Director
DIN : 00198284

Dr. Girish Tandel
Whole-Time Director
DIN : 08421333

Suresh Gondalia
Company Secretary

Jayesh Vyas
Chief Financial Officer

Ahmedabad, **May 30, 2024**

Kiri Industries Limited

Future Full of Colours.....

CIN: L24231GJ1998PLC034094

REGISTERED OFFICE
7th Floor, Hasubhai Chambers, Opp. Town Hall
Ellisbridge, Ahmedabad - 380006

CORPORATE OFFICE
Plot No. 299/1/A & B, Phase-II, Near Water Tank, GIDC
Vatva, Ahmedabad - 382445

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