



**Excel Industries Ltd.**



IS/ISO9001:2015  
IS/ISO14001:2015  
IS/ISO 45001: 2018  
Certified by BIS.

27<sup>th</sup> August, 2024

BSE Ltd.  
Listing Department,  
Pheeroze Jeejeebhoy Towers,  
Dalal Street,  
Fort,  
Mumbai-400 001

National Stock Exchange of India Ltd.  
Listing Department,  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai-400 051

**Sub: Submission of Annual Report including Notice of the 63<sup>rd</sup> Annual General Meeting**

**Ref:** BSE Scrip Code: 500650; NSE Scrip Code: EXCELINDUS

Dear Sir/Madam,

Pursuant to Regulations 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2023-24 including notice of the 63<sup>rd</sup> Annual General Meeting of the Company to be held on Thursday, 19<sup>th</sup> September, 2024 at 03:00 p.m., for your record.

The Annual Report including Notice of the 63<sup>rd</sup> Annual General Meeting is also available on the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in)

Kindly take the information on record.

Thanking you,  
Yours faithfully,

**For Excel Industries Limited**

S K Singhvi  
**Company Secretary**  
Encl: As above



**EXCEL**  
INDUSTRIES  
LIMITED

# TRANSFORMATION FOR GROWTH

63<sup>rd</sup> Annual Report 2023-24

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For more investor-related information, please visit:

<https://www.excelind.co.in/#>

Or, scan the QR code below:



### Investor Information

|  |   |
|--|---|
| Market Capitalisation as on March 31, 2024 | ₹ 889.50 Crores                                 |
| CIN  | L24200MH1960PLC011807                           |
| BSE Code                                   | 500650  |
| NSE Symbol                                 | EXCELINDUS                                      |
| Dividend Recommended                       | ₹ 5.50  |
| AGM Date                                   | September 19, 2024                              |
| AGM Venue/Mode                             | Video Conferencing<br>/Other Audio Visual means |

# TRANSFORMATION FOR GROWTH

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**Excel Industries Limited ('Excel Industries', 'Excel', 'Our Company' or 'We') has successfully navigated the uncertainties and disruptions faced by the industry in the last few years. We have consistently focussed on achieving product leadership, cost efficiency, and market leadership.**

As we transition into the next chapter of growth and development, we are strategically positioning the organisation for sustained success. The theme 'Transformation for Growth' embodies our commitment to meeting the evolving needs of our customers with a strong focus on enhancing customer service, fostering innovation, expanding our market reach, and optimising our operations.

As we embark on this transformative journey, we remain dedicated to seizing new opportunities and delivering optimal value to our stakeholders.



# PIONEERING THE CHEMICAL AND ENVIRONMENT MANAGEMENT SPACE IN INDIA

Established in 1941, Excel Industries Limited ('Excel Industries' or 'Our Company' or 'We') is among the oldest players in India to develop a robust presence in the chemical industry through our Company's indigenous chemical technology. We have established a track record of manufacturing complex products and innovative solutions through continuous investments in cutting-edge research and development to stay ahead of industry trends. Our commitment to excellence ensures that we meet the highest standards of quality and efficiency in all our operations.

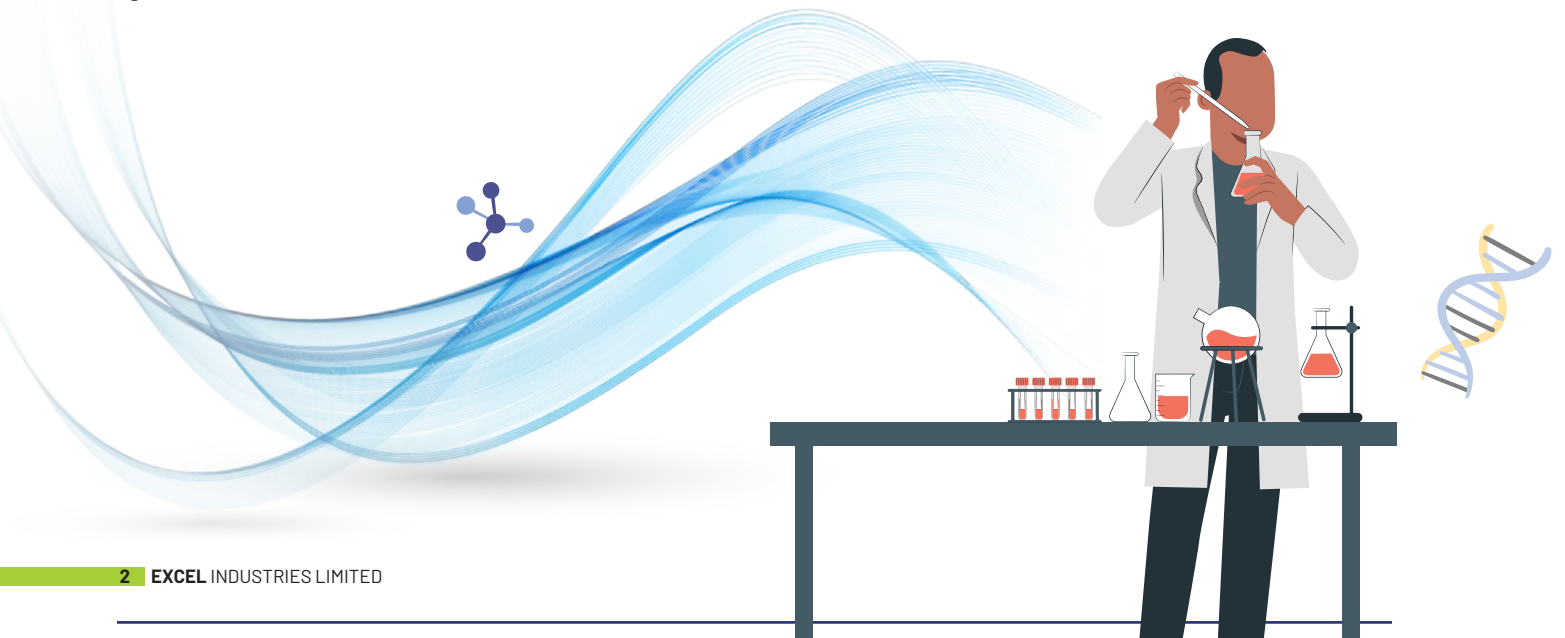
We specialise in producing Agrochemical Intermediates, Specialty Chemicals, Polymer Inputs, Pharmaceutical Intermediates, and Active Pharmaceutical Ingredients (APIs). Additionally, we have been at the forefront of organic waste management in India, showcasing our commitment to sustainability.

## Our Manufacturing Units

- Roha
- Lote
- Visakhapatnam

 **3**  
Manufacturing Facilities

 **31**  
R&D Scientists





## OUR EDGE

We manufacture complex products through our best-in-class technological setup.



## OUR RESPONSIBILITIES

Our responsibilities towards the community and environment are further evidenced by being a part of the select league of 'Responsible Care' companies.



## OUR VALUES

We firmly believe that long-term corporate success has its roots in strong value-based growth. Our values are the ideas that define and drive us, convey our vision for the future and the means with which we will realise this vision.



## DYNAMISM

Agility and adaptability are essential qualities for a modern corporation. In a world where technology and market conditions are constantly in a state of flux, it is our ability to change that helps us emerge stronger.



## COMPASSION

To balance the needs of others with our growth, it is essential that we first understand their concerns. From the senior management to the workers on the factory floor, everyone at the Excel Family is committed to making a difference in our larger goals, and it all begins with a sympathetic ear and an open mind.



## EXPERTISE

From research to manufacturing, from factory floor to shipped goods, we strive for excellence in every facet of our operations.



## TRADITION

We are proud of our heritage and the ideals that have enabled our growth. As we poise for our next phase of growth, our Company traditions and values, suitably adapted to the changing environment over time, will be our guiding lights.



## EMPLOYEES' LOYALTY

The average service years of our employees are 20 years, which reflects their trust and loyalty towards our Company.



Milestones

# CELEBRATING EXCELLENCE: MILESTONES THAT DEFINE OUR SUCCESS



**1941**  
Incepted Excel industries and established the Jogeshwari Site

**1960**  
Established the Amboli (Mumbai) Site

**1971**  
Went public, with our first public issue of ₹ 50 lakhs; established Bhavnagar Site

**1972**  
Commissioned India's first Indigenous Phosphorus plant

**1975**  
Inaugurated Roha plant and commenced the manufacturing of Phosphorus Trichloride

**1983**  
Commenced manufacturing of DETC at the Roha Site

**1984**  
Entered into the Environmental Biotechnology field and established the Lote site

**1991**

Celebrated Golden Jubilee Year

**1995**

Received ISO 9002 Certification from BIS, a major achievement

**1998**

Established the Silvassa site

**1999**

Started the manufacturing of P2S5 at the Roha Site

**2000**

Developed a cocatalyst for a major polymer producer

**2003**

Agri inputs division spun off as Excel Crop Care Limited

**2004**

Received ISO 14001 Certification

**2005**

Received ISO 18001 Certification

**2012**

Inaugurated a Pharma facility at Lote site for production

**2013**

Certified with Responsible Care

**2018**

Established multipurpose plant at the Lote site

**2019**

Acquired the Visakhapatnam site

**2020**

Received environmental clearance for expansion at the Roha site

**2021**

Received environmental clearance for expansion at the Lote site

**2023**

Established PCL3 plant at the Lote site





Product Range

# INNOVATION IN DIVERSITY: UNVEILING OUR SPECTRUM OF OFFERINGS



## Chemicals

### Agrochem Intermediaries

#### Our Product Offerings

- P2S5
- PCI3
- PCI5
- PSCI3
- DETC
- DMTC
- DMPAT
- NaTCP

#### Application Areas

- Used in the manufacturing of various insecticides and herbicides



### Specialty Chemicals

#### Our Product Offerings

- HEDP
- ATMP
- DTPMP
- Acetyl Chloride
- Specialty Mining Additives
- Phenolic & Non-Phenolic Biocides
- Phenyl Hydrazine

#### Application Areas

- Used in hospital and industrial & institutional cleaning
- Used in effective water treatment
- Used in textiles, soaps & detergents, industrial & institutional cleaning, mining additives and oilfield chemicals



### Polymer Additives

#### Our Product Offerings

- Property Modifier
- Functional Additives

#### Application Areas

- Used to manufacture polymer products or as property modifiers



### Pharmaceutical Intermediates

#### Our Product Offerings

- Febuxostat
- Teneligliptin API
- Butaphosphan

#### Application Areas

- Used to manufacture APIs for treating gout & diabetes, and preparing veterinary nutritional supplements





## Environment & Biotech



### Integrated MSW

Produces compost and Refuse Derived Fuel (RDF) and specialises in the recovery and recycling of metals and plastics.

### Sanitreat

A non-hazardous mixture of mineral and herbal components that controls the putrefaction process of organic waste materials.

### Bioculum

A ready-to-use composting culture, which is one of the fastest-acting options available. It can decompose all kinds of agricultural waste through aerobic composting in just one month.

### Excel Organic Waste Converter

A decentralised organic waste treatment system that transforms organic waste into rich compost, effectively converting 'spoil into soil'. It can handle waste quantities of up to 2 MT per day.

#### Application Areas

- Residential Societies
- Hotels/Restaurants
- Educational Institutes
- Office Canteens
- Hospital Kitchen/Canteen
- Industrial Canteens
- Agriculture Markets
- Places of Worship

### Excel Orco

A strong and effective solution that converts segregated organic waste into high-quality compost.

#### Application Areas

- Small Residential Societies
- Cafes/Restaurants
- Corporate Offices
- Places of Worship
- Schools/Colleges
- Clubs/Resorts



 **Agri Products**

Excel Industries has a long-standing tradition of supporting agriculture and working closely with farmers. Continuing this legacy, our Company is introducing a new range of innovative products designed to enhance agricultural practices and improve the economic well-being of farmers.

**Celjal**

Celjal is a water conditioner to be used for foliar applications.

**Results**

- Enhances the effectiveness of plant protection chemicals and soluble fertilisers
- Optimises water pH and aids in the distribution of plant protection chemicals



**Varshacel**

Varshacel is designed to enhance irrigation water quality, ensuring crops thrive even after the monsoon season. By reducing dissolved solids in groundwater, Varshacel improves nutrient transport and boosts crop vitality.

**Results**

- Enhances the efficiency of nutrient transport in groundwater
- Promotes improved crop vigour and health in the post-monsoon season



**Epichel**

Epichel is a biostimulant that significantly boosts crop productivity by mobilising nutrients in the soil. This black gel, fully soluble in water, can be applied through drip systems, drenching, or flood irrigation, and can be mixed with fertilisers for optimal root zone delivery.

**Results**

- Promotes the growth of white roots, healthy shoots, and greener, thicker leaves
- Enhances crop resistance to both biotic and abiotic stress, improving overall plant growth and productivity



**Richcel**

Richcel is a compost produced through the aerobic decomposition of organic waste. It enriches soil with organic carbon and enhances soil porosity for improved water retention. Richcel also delivers nutrients in a bioavailable form, making it a more effective alternative to synthetic fertilisers.

**Results**

- Improves soil structure and water-holding capacity
- Provides nutrients in a form readily available to plants, surpassing the effectiveness of synthetic fertilisers



**Xscalent**

Xscalent offers a cost-effective solution for cleaning clogged drip systems. It is safe for humans, crops, soil, and the drip systems themselves, allowing for in-field cleaning without removing the lateral pipes. Xscalent can also be used with standing crops, ensuring that white roots remain unharmed.

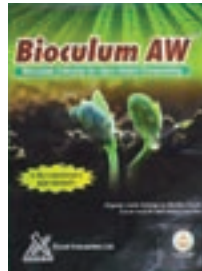




## Semi-Automatic Composting Solutions

### Bioculum-AW

Bioculum-AW is a ready-to-use composting culture known for its rapid action. It can decompose all types of agricultural waste through aerobic composting within one month, producing compost free from weed seeds and insect larvae or eggs.



#### Results

- Achieves fast decomposition of agricultural waste, turning it into compost in just one month
- Produces high-quality compost that is free of weed seeds and insect pests

### Excel Biorapid

Excel Biorapid is a fully automatic rapid composter that enables aerobic composting of segregated organic waste. This dualchamber composter has the ability to treat 75-450 kg of waste per day, converting it to usable compost.



### Excel Bio Turn

A rotating drum composter, which is also a fully automatic, non-heating composter, which enables easy aerobic composting of organic waste.



# CHAIRMAN'S STATEMENT



Dear Valued Shareholders,

I am pleased to present you the 63<sup>rd</sup> Annual Report of Excel Industries Limited for FY 2023-24. This report encapsulates the journey we embarked upon, the challenges we overcame and the successes we celebrated together. In our pursuit of excellence, we remain committed to transparency, integrity and accountability. Over the past year, our journey has underscored that sustainability is far more than a corporate buzzword but a fundamental aspect of our business strategy. Our commitment to sustainability arises from the conviction that our long-term success is deeply intertwined with the health of our planet and the well-being of the communities we serve.

With advancing technology, rapid urbanisation, and infrastructure development, managing e-waste and construction & demolition

“ We are proud to report that we are taking significant strides in reducing our green house gas emissions over the past year and will focus to further reduce our carbon footprint in coming years. ”

waste has become increasingly crucial. We are actively engaged in recycling e-waste, city waste, and construction & demolition waste. Additionally, we are combating desertification by planting climate-resilient trees in desert regions. Through our associate Company, we promote the cultivation of seaweed to help mitigate the effects of climate change and support the coastal communities by contributing to the blue economy.

We are proud to report that we are taking significant strides in reducing our green house gas emissions over the past year and will focus to further reduce our carbon footprint in coming years. Our initiatives in renewable energy sources, particularly solar power, will not only lower our carbon emissions but also contribute to the global fight against climate change. These initiatives will also help reduce the cost of energy (substantially) along with making us self-sufficient in terms of fulfilling the in-house power requirements. Innovation remains at the core of our sustainability efforts as we have adopted cutting-edge technologies to enhance resource management, improve energy efficiency and minimise waste. Our latest product lines use sustainable materials and are designed for greater durability and recyclability, which is in line with the principles of a circular economy.

Our responsibility extends beyond environmental impact, and we believe in giving back to the communities in which we operate. Our corporate social responsibility initiatives encompass rainwater harvesting, women's empowerment, educational support, improved healthcare and the promotion of sustainable agricultural practices. Through these programmes, we are positively impacting the lives of farmers and rural communities, fostering economic development and enhancing social well-being. We are dedicated to cultivating an inclusive and diverse workplace, upholding fair labour practices and ensuring the dignity of all employees. By strengthening our governance framework, we ensure that our sustainability goals are seamlessly integrated into every aspect of our business. Our Business Responsibility and Sustainability Report (BRSR) offers a comprehensive view of our progress.

Looking ahead, we remain committed towards our objective to build a sustainable future. We will continue to adopt sustainable practices and technologies, engage with stakeholders to understand and address their concerns and adapt our strategies to meet evolving environmental and social challenges. We aim to create a sustainable organisation where business growth harmonises with environmental stewardship and social equity.

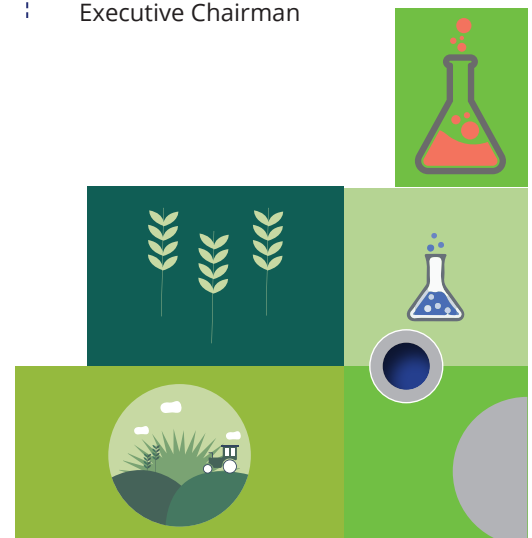
I extend my heartfelt gratitude to our shareholders for their enduring trust and collective spirit. Your belief in our capabilities and mission remains our greatest strength. Together, we are building a resilient and sustainable organisation that not only enhances shareholder value but also contributes positively towards the environment and society.

Let us continue to strive towards our shared vision, making a meaningful impact in the lives of those we serve. Your support during this pivotal phase of our journey is invaluable to us.

In conclusion, I want to express my deepest gratitude to all our stakeholders who have been instrumental in our journey thus far. Your unwavering support and commitment have been a bedrock of our success.

Best Regards,

**Ashwin C. Shroff**  
Executive Chairman



## MANAGING DIRECTOR'S MESSAGE



Dear Valued Stakeholders,

'Transformation for Growth' represents our solid commitment to continuous improvement and our vision to lead with agility in a rapidly evolving global landscape. This transformation positions us for enduring success, driven by innovation, excellence, and a relentless focus on serving our customers better.

The past few years have tested our resilience against uncertainties. Despite these challenges, we have maintained our focus on transformation and growth. Our strategic customer-centric approach, operational improvements, and targeted marketing efforts are key drivers of our progress. Our strong legacy and governance continue to attract valuable partnerships, reinforcing our market position. We are consistently focussed on maintaining our market leadership in existing products, which forms

“ I am pleased to welcome our new Board of directors, whose fresh perspectives and valuable experience will greatly contribute to our transformation journey. Their expertise will further strengthen our governance and align with our growth objectives, ensuring we stay ahead in the industry. ”

the cornerstone of our strong foundation. This stability enables us to explore new avenues including new applications which help major existing as well as emerging sectors to indigenise. We are looking forward to new opportunities in the contract manufacturing space as well as possibilities to expand into new business verticals. During the year, we secured a long-term agreement with a leading multinational corporation, which underscores our expertise in high-value chemicals and opens new growth avenues.

Excellence, integrity, and customer centricity remain at the core of our operations. Our continuous investments in research and development are pivotal to our success. By introducing new technologies and optimising existing processes, we maintain our cost leadership and enhance our contract manufacturing capabilities.

I am pleased to welcome our new Board of Directors, whose fresh perspectives and valuable experience will greatly contribute to our transformation journey. Their expertise will further strengthen our governance and align with our growth objectives, ensuring we stay ahead in the industry.

Looking ahead, we are optimistic about the opportunities in the

## “ The growing trend of companies outsourcing manufacturing to focus on R&D and product innovation presents significant growth potential for us. ”

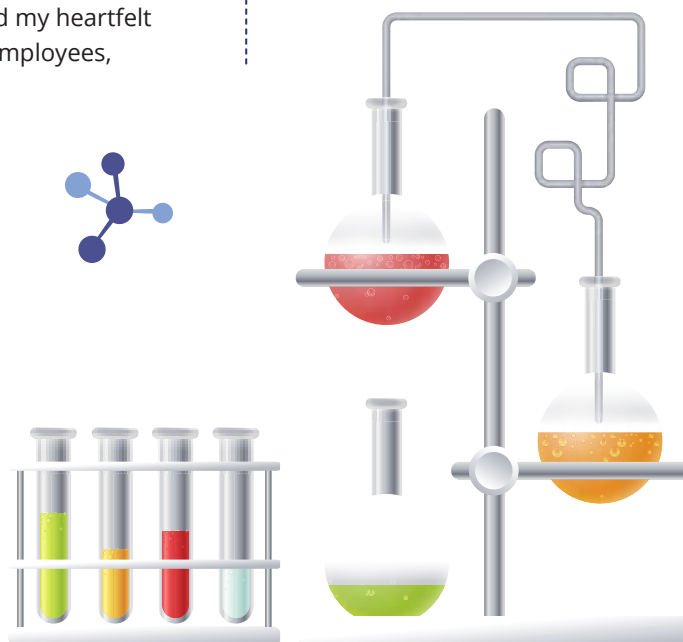
contract manufacturing sector. The growing trend of companies outsourcing manufacturing to focus on R&D and product innovation presents significant growth potential for us. Our reputation, ethical standards, and proactive approach position us well to capitalise on these opportunities. We will continue to enhance our R&D capabilities and adopt new technologies to meet our customers' high standards. This dedication to innovation and excellence will drive our transformation and growth.

In closing, I extend my heartfelt gratitude to our employees,

customers, partners, and investors. Your support has been instrumental in navigating our challenges and achieving milestones. As we embark on this new phase of transformation, I am confident that Excel Industries will continue to thrive with resilience and innovation.

Warm Regards,

**Ravi A. Shroff**  
Managing Director





## EXECUTIVE DIRECTOR'S MESSAGE



Dear Shareholders,

I am delighted to address you as we reflect on our achievements and look forward to the future. This year has been pivotal for us, marked by significant transformations and exciting new ventures. Our journey is one of resilience, adaptation and growth, and I am thrilled to share some key highlights and strategic directions with you.

Our focus during FY 2023-24 was on undergoing a strategic transformation. Rather than simply turning around existing operations, we are embracing a comprehensive transformation. This involves evaluating every aspect of our business: fixing what is broken, nurturing what is working and discontinuing what is no longer viable. One of our major steps in this direction was exiting the municipal solid waste processing space in Ahmedabad. This decision has freed up

“ We are proud to announce that we have made investments in a renewable solar power project that will transform how we power our operations of the Company. ”

Company's resources to pursue more promising opportunities.

We have ventured into two new business lines, namely Construction and Demolition (C&D) Waste Recycling; and Material Recovery Facility (MRF). The C&D project in Rajkot, which was implemented at the end of FY 2023-24, is set up as an 80% subsidiary of Excel and operates under a tax scheme to optimise future tax benefits. The MRF Pune project focuses on dry waste sorting, and is expected to be commissioned soon. These projects represent our commitment to driving sustainability by transforming waste into valuable resources, minimizing waste that ends up in landfills.

Additionally, we are putting an impetus on international markets. We have successfully installed our Composting Solutions in Maldives and continue to expand our presence in global markets such as Chile and Philippines. These international ventures highlight that our technological strengths are finding acceptance overseas and fulfilling global needs for sustainable solutions.

I am pleased to share a significant development that reinforces sustainability as the core of our operations. We are proud to announce that we have made investments in a renewable solar

## “ We have successfully installed our Composting Solutions in Maldives and continue to expand our presence in global markets such as Chile and Philippines. ”

power project that will transform how we power our operations of the Company. With this project approx. 50% of our energy requirements will be met through renewable energy. This ambitious project is part of our broader commitment to sustainability and environmental stewardship.

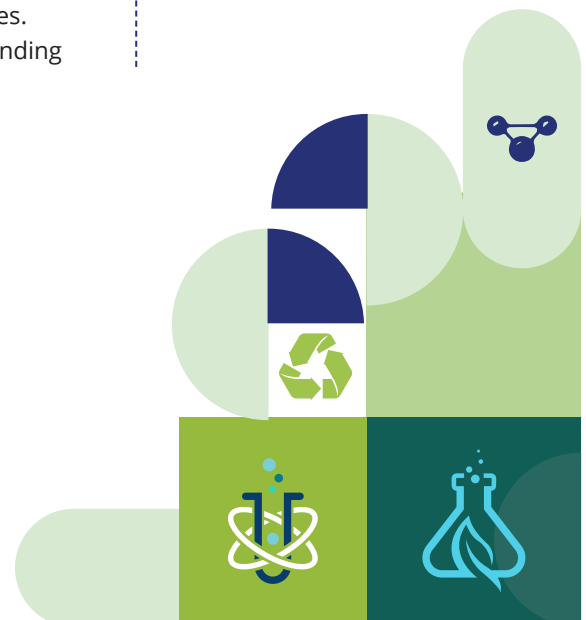
I sincerely thank our retiring Directors for their invaluable contribution to the company over their tenure.

Looking ahead, we are poised to capitalise on emerging opportunities in both our core businesses and new ventures. Our strategic focus on expanding

our contract manufacturing capabilities, coupled with our commitment to sustainability, positions us well for future growth. We will continue to adapt, innovate and strive for excellence, guided by our strong foundation of trust and reputation. I would like to thank each of you for your continued support and partnership. Together, we are building a future that is not only successful but also sustainable and impactful.

Best Regards,

**Hrishit A. Shroff**  
Executive Director



# PRESIDENT & CHIEF OPERATING OFFICER'S COMMUNIQUE



Dear Stakeholders,

The year gone by presented formidable challenges, with sluggish demand and depressed prices for our key products. However, we met these challenges with determination and resilience. Our focus on maintaining volumes enabled us to retain and, in some cases, increase our market share. Additionally, our efficient working capital management ensured business sustainability, allowing us to navigate these tough times with stability and strength.

While safeguarding our existing business, we also laid the groundwork for future growth. A significant achievement was securing a multi-year contract from a major multinational customer for specialty chemical manufacturing. This success was made possible by Excel's longstanding relationship with the customer and our expertise in handling certain

“ We secured a multi-year contract from a key multinational client for specialty chemical manufacturing, establishing the foundation of future growth. ”

specific hazardous chemicals and processes. It is a testament to the trust and confidence our customers place in us.

In response to the adverse market conditions and the constraints on finished goods pricing, we implemented various cost reduction and operational optimization measures. These included improving raw material consumption norms, recycling and reusing byproducts, and developing the capability to use raw materials from cheaper sources with an inferior impurity profile compared to our existing suppliers. These initiatives have strengthened our operational efficiency and cost competitiveness.

We also launched a new specialty chemical, a downstream derivative of one of our existing products at our Lote site. This product launch will enable us to expand our range of offerings to multinational customers in Europe and Asia, further solidifying our market presence. Our close engagement with customers to understand their current and emerging market requirements has been pivotal. This customer-centric approach has helped us maintain and, in some cases, enhance our market share for key products despite challenging market conditions. We are committed to continuing this engagement to fulfill our customers' needs effectively.

“ Our focus will remain on retaining our market leadership position in key products and maintaining efficient operations in terms of cost and working capital management. ”

Looking ahead, we are working on strategic growth plans to ensure that we remain a vital partner for our customers. Our focus will remain on retaining our leading market share in key products and maintaining efficient operations in terms of cost and working capital management. These efforts will enable us to offer a strong and solid value proposition to our customers for our existing range of products. We are also actively exploring opportunities to leverage our manufacturing and process R&D strengths. Our goal is to emerge as a partner of choice for our customers by adding complementary product lines and increasing the range of offerings. This strategic focus will enhance our ability to meet diverse customer needs and drive future growth.

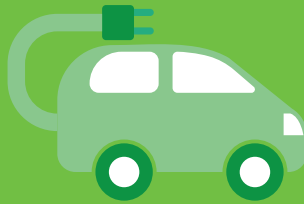
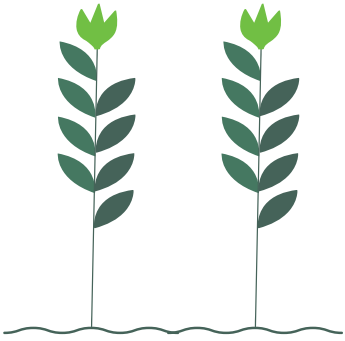
In conclusion, I would like to express my gratitude to our dedicated team, whose hard work and commitment have been

instrumental in navigating these challenging times. I am confident that with our strategic focus and operational excellence, Excel Industries is well-positioned for a future of sustained growth and success.

Thank you for your continued support.

Best Regards,

**Pradeep Ghattu**  
President & COO





# MAKING THE WORLD A BETTER PLACE





Since its inception, Excel Industries has been deeply committed to corporate social responsibility (CSR). We engage in this responsibility through both direct actions and collaborations with registered voluntary organisations. Our CSR policy covers a broad spectrum of initiatives designed to make a significant societal impact. By prioritising environmental sustainability and community welfare, we not only enhance our business value but also demonstrate our dedication to societal well-being. As a key industry player, we are devoted to transcending profit-making and actively contributing to the advancement of society. Through these efforts, we are steadfast in our mission of making the world a better place.


**₹ 2.75 Crores**  
 CSR Spend in FY 2023-24


**₹ 2.89 Crores**  
 CSR Spend in FY 2022-23


**₹ 12+ Crores**  
 CSR Spend in the Last Five Years

# Natural Resource Management

## Watershed Management

- Construction of check dams and temporary check dams
- Desilting & rejuvenation of well, and borewell, among others
- Irrigation & drinking water facility - HDPE pipe, tank, pump kit & pump house

**Coverage**      Roha      Lote      Grand Total

**Villages**                      18      40                      58

**Beneficiaries**      1,587      6,211                      7,798



Drinking water facility, Kamathe, Chiplun Taluka, Ratnagiri.



Rejuvenation of Well, Kadvad, Chiplun Taluka, Ratnagiri.



Yashwantkhar Village Excavation Work, Roha, Raigad.



Disilting of Kharland Canal, Yashwantkhar Village, Roha, Raigad.

## Agriculture

- Training and workshop for farmers
- Fair, exhibition and study tour
- Land development
- Market and material support

**Coverage**      Roha      Lote      Grand Total

**Villages**                      104      116                      220

**Beneficiaries**      1,491      2,281                      3,772



Krushi Melava and Ranbhaji Mahotsav with Krushi Khed Taluka, Ratnagiri.



Millet Threshing, Kulvandi, Khed Taluka, Ratnagiri.



Kitchen Garden Seeds Distribution, Roha Taluka, Raigad.



Dr Panjabrao Deshmukh Natural Farming Training Programme 3 Talukas: Roha, Tala & Mangaon Taluka, Raigad.

## Animal Husbandry

- Undertaking Freshwater Crab Cultivation
- Distribution of Goat Kit, Fishing Net, Fencing Material and FRP Boat Construction
- Infrastructure and material support

| Coverage | Roha | Lote | Grand Total |
|----------|------|------|-------------|
|----------|------|------|-------------|

|                 |    |    |    |
|-----------------|----|----|----|
| <b>Villages</b> | 42 | 12 | 54 |
|-----------------|----|----|----|

|                      |     |     |     |
|----------------------|-----|-----|-----|
| <b>Beneficiaries</b> | 233 | 472 | 705 |
|----------------------|-----|-----|-----|



Distribution of Goat: Waghivare, Chiplun Taluka, Ratnagiri.



Support for Dairy Milk Collection Centre: Dhamnand, Khed Taluka, Ratnagiri.



Support to Poultry Farming, Roha Taluka, Raigad.



Support for Fresh Water Crab Cultivation: Moravane, Chiplun Taluka, Ratnagiri.

## Women Empowerment

- Skill Development Training
- Entrepreneurship Development Support

| Coverage | Roha | Lote | Grand Total |
|----------|------|------|-------------|
|----------|------|------|-------------|

|                 |    |   |    |
|-----------------|----|---|----|
| <b>Villages</b> | 17 | 8 | 25 |
|-----------------|----|---|----|

|                      |     |     |     |
|----------------------|-----|-----|-----|
| <b>Beneficiaries</b> | 538 | 149 | 687 |
|----------------------|-----|-----|-----|



Sewing Machine Distribution, Chiplun Taluka, Ratnagiri.



Sky Lamp Training, Khed Taluka, Ratnagiri.



Basic Tailoring Batch, Roha Taluka, Raigad.



Business Kits Support to Wellness Training Batches, Roha Taluka, Raigad.



## Education

- Skill-based training for youth
- Science workshop and Board exam preparation
- Development of school infrastructure
- Digital facilitation and teacher training
- Value-added curricular activities

| Coverage             | Roha  | Lote  | Grand Total |
|----------------------|-------|-------|-------------|
| <b>Villages</b>      | 18    | 20    | 38          |
| <b>Beneficiaries</b> | 1,587 | 3,505 | 5,092       |



Dnyanprabodhini Program, Sati Highschool, Chiplun Taluka, Ratnagiri.



Sp. Guidance Programme for SSC Students, Roha Taluka, Raigad.



Gunvatta Vikas Programme, Ratnagiri



Chote Scientist Programme, Roha Taluka, Raigad.

## Health

- Awareness programmes on balanced diet and health benefits of millets
- Check-up camps

| Coverage             | Roha | Lote | Grand Total |
|----------------------|------|------|-------------|
| <b>Villages</b>      | 14   | 4    | 18          |
| <b>Beneficiaries</b> | 755  | 304  | 1,059       |



Women Health awareness program, Lote, Khed Taluka, Ratnagiri.

## Environment Sustainability

- Tree plantation
- Bio-gas installation

| Coverage             | Roha  | Lote  | Grand Total |
|----------------------|-------|-------|-------------|
| <b>Villages</b>      | 28    | 20    | 48          |
| <b>Beneficiaries</b> | 4,500 | 2,522 | 7,022       |



Tree Plantation on World Environment Day, Ratnagiri

# Village Infrastructure Development

## Construction of Public Infrastructure

- Community halls
- Construction and repair works (temple & multipurpose platform)
- Construct protection wall
- Street lighting

| Coverage             | Roha  | Lote  | Grand Total |
|----------------------|-------|-------|-------------|
| <b>Villages</b>      | 63    | 8     | 71          |
| <b>Beneficiaries</b> | 7,756 | 2,798 | 10,554      |



Support Disaster Management - Police Patil Training, Roha Taluka, Raigad



Bus Stop Repaired, Talaghar Village, Roha, Raigad.



Governance

# NURTURING THE BUSINESS ON STRONG PRINCIPLES

We adhere to a corporate governance philosophy grounded in transparency, accountability, and sustained long-term success. Guided by values, integrity, and ethical conduct, we optimise the balance between stakeholder interests and corporate goals. We ensure transparent disclosures and stakeholder empowerment for enduring value creation. We consistently adhere to regulatory requirements, proactively refining governance practices to meet evolving business needs while maintaining stability in dynamic environments and challenging times.

## Board Structure

**7**  
Independent  
Directors

**2**  
Non-Executive  
Directors

**3**  
Executive  
Directors

**1**  
Nominee Director

## Diversity of Tenure

**1**  
Number of Directors  
with 0-2 Years of Service

**2**  
Number of Directors  
with 2-5 Years of Service

**10**  
Number of Directors with a Service Tenure  
of 5 Years and Above



Awards and Accolades

# CELEBRATING OUR RECOGNITIONS



FICCI Chemicals and Petro Chemicals Awards 2023 - For exemplary performance for Supporting Make In India in Chemicals



FICCI Chemicals and Petro Chemicals Awards 2023 - For Sustainability - Driving Circular Economy in Chemicals



ICC Acharya PC Ray Award For Development of Indigenous Technology



ICC Certificate of Merit for Best Compliant Company for Security Code under Responsible Care



Bureau of Indian Standards awards Excel Roha Plant on World Standards Day



Bureau of Indian Standards awards Excel Lote Plant on World Standards Day

## BOARD OF DIRECTORS

### **Mr. Ashwin C. Shroff**

Executive Chairman

Mr. Ashwin C. Shroff, as an Executive Chairman, has always led a formidable leadership. Affectionately called Ashwin bhai in our Company, he always leads by example and is the bearer of all the values that make life at Excel so special. He is firmly committed to the Excel way of working, building consensus and democratic processes. He has been serving our Company since 1965 and his leadership continues to inspire the entire Group to march ahead. Mr. Ashwin C. Shroff is on the Board of companies such as Transpek Industry Limited, Anshul Specialty Molecules Private Limited, Climacrew Pvt Ltd and Kamaljyot Investments Limited.

He has been widely recognised for his contributions to the growth of the Indian chemical industry and has also received the Indian Chemical Council (ICC) Lifetime Achievement Award in 2012.

### **Mr. Hrishit A. Shroff**

Executive Director

Mr. Hrishit A. Shroff was appointed as an Executive Director with effect from June 27, 2019. He is a Commerce graduate and a Chartered Accountant. He has also successfully completed an executive management course at Harvard Business School. Before becoming the Executive Director of our Company, Mr. Hrishit A. Shroff worked with our Company since February 01, 2017, as the President (Environment & Biotech Business and Corporate Services). He has been heading and steering the Environment & Biotech Division and has successfully launched several Solid Waste Management solutions under his leadership. He is also actively involved in other business areas such as Finance, H.R and strategic planning. Before joining our Company, he was an Executive Director at Excel Crop Care Limited and had over 10 years of experience in the agro chemicals industry and Business Management. Among other positions, he holds Directorship in Excel Bio Resources Limited, a wholly owned subsidiary of the Company, MobiTrash Recycle Ventures Private Limited, Associate of the Company and Agrocel Industries Private Limited.

### **Mr. Ravi A. Shroff**

Managing Director

Mr. Ravi A. Shroff is the young and dynamic Managing Director of our Company. He was an Executive Director of the Company w.e.f. September 03, 2014 and was elevated to Managing Director w.e.f. September 03, 2019. Before joining our Company, he served as an Executive Director for 7 years with Anshul Specialty Molecules Private Limited and spearheaded the Company on the path of growth and diversification.

At Excel Industries, he has been steering the chemical division, including the strategic new business of Pharmaceutical and Veterinary APIs and has launched several new pharmaceutical molecules/products under his stewardship. He is also a Director on the Board of group companies, including Transpek Industry Limited, Anshul Specialty Molecules Private Limited, Kamaljyot Investments Limited. He holds a BE degree in Chemical Engineering from the Mumbai University and holds a postgraduate degree in Chemistry from Boston University, USA.

### **Mr. Atul G. Shroff**

Non-Executive Director

A highly experienced industrialist, Mr. Atul Shroff is the Promoter Director of Transpek Industry Limited. He is actively involved with the Excel Group. He is part of the Board of Transchem Agritech Private Limited and Madison Investments Private Limited. Mr. Atul Shroff is also very active in CSR and NGO activities, especially skill development, agriculture, tribal areas, and health care, among others.

### **Mr. Dipesh K. Shroff**

Non-Executive Director

An industrialist with vast experience in the chemicals and agrochemicals industries, Mr. Dipesh K. Shroff holds a Diploma in Civil Engineering and Owners'/Presidents' Management Programme at Harvard Business School to his credit. He serves on the Board of a number of companies, including Agrocel Industries Private Limited, Transpek Industry Limited and TML Industries Limited.

**Mr. Harish N. Motiwalla**

Independent Director  
upto August 12, 2024

Mr. Motiwalla is a Chartered Accountant by profession and a highly respected professional in corporate India. He is a senior partner of H. N. Motiwalla & Co. and Chajjed & Doshi. Mr. Motiwalla has vast experience in the field of Accounting, Audit, Finance, Taxation, Corporate Governance and Company Law. He serves as a Board member in several companies, including Hitech Corporation Limited, Multibase India Limited and Ashapura Minechem Limited. He is also Chairman of the Audit Committee of several listed companies. Mr. Motiwalla has been serving our Company's Board since 2002.

**Mr. Priyam S. Jhaveri**

Independent Director  
upto August 12, 2024

Mr. Jhaveri is an industrialist with vast experience in the chemicals and textile auxiliary industry. He has been a Director of Excel Industries Limited since 2002. Apart from serving as the Chairman & Managing Director of Phthalo Colours & Chemicals (I) Limited, he also holds directorship in quite a few companies, including Sadhana Nitro Chem Limited. Mr. Jhaveri holds a B.Com degree from Mumbai University and a Diploma in Business Management. Mr. Jhaveri is also connected with healthcare institutions.

**Mr. Ramchandra N. Bhogale**

Independent Director  
upto August 12, 2024

Mr. Bhogale holds a Bachelor's degree in Mechanical Engineering and has vast experience in the auto components and kitchenware industries. He is an eminent industrialist and possesses versatile skills, experience and knowledge in the field of management and administration. Among other positions, he serves on the Board of Umasons Auto Compo Private Limited. He has served as Chairman/Director of various Institutes, NGOs like Mumbai Port Trust and charitable Hospitals. He has also promoted an Innovation Centre.

**Mr. Rajeev M. Pandia**

Independent Director  
upto August 12, 2024

Mr. Rajeev M. Pandia is a highly respected corporate professional in the chemical industry and is well known for his contribution to the industry through various forums.

He headed Herdillia Chemicals Limited (later Schenectady Herdillia Limited and SI Group, India) as the Vice Chairman & Managing Director from 1992 until December 2008. He was, thereafter, the Group Adviser and Director of SI Group (Global Markets), USA. In 2013, he was appointed to a Committee to draft the National Chemical Policy for India by the Ministry of Chemicals and Fertilisers, Government of India. He has been associated with high-level audits for many years in respect to EHS, sustainability, and technology functions.

He was appointed to the Jury of World Chemistry Awards 2015, a global recognition programme for the international chemical industry, being the only member from Asia. As a consultant, he now advises several Indian and international companies in the areas of Strategy, Project Execution and Operational Excellence.

He is a graduate in Chemical Engineering from Indian Institute of Technology (IIT), Mumbai and holds a Master's degree in the same field from Stanford University, California. Among others, he is a Director in Thirumalai Chemicals Limited, GRP Limited and Supreme Industries Limited.

**Mr. Shailesh S. Vaidya**

Independent Director  
upto August 12, 2024

Mr. S. S. Vaidya is a practising advocate and solicitor. He is a partner in Messrs. Kanga and Company, a 125-year-old and reputed law firm of advocates and solicitors. He was the President of the Indian Merchants' Chamber (Premier Chamber of Commerce in Western India) for the year 2013-14. He is a Managing Committee Member of the India Merchants' Chamber and the Bombay Incorporated Law Society. He is also a Director in several public limited companies, including Apcotex Industries Limited.

**Mr. Madhukar B. Parekh**

Independent Director  
upto August 12, 2024

Mr. M. B. Parekh holds a postgraduate degree in Chemical Engineering from the University of Wisconsin, USA, and is an industrialist with rich experience in the chemical industry and consumer products. He is the Executive Chairman of Pidilite Industries Limited and the Chairman & Managing Director of Vinyl Chemicals (India) Limited. He also holds directorships in several other companies, including Fevicol Company Limited. Pidilite Industries is very active in many CSR and social and charitable activities.

**Dr. Meena A. Galliara**

Independent Director

Dr. Meena Galliara is currently appointed as the Director, Jasani Center for Social Entrepreneurship & Sustainability Management, Narsee Monjee Institute of Management Studies (NMIMS).

She has been a Fellow of the Business in Community, the Indian arm of Prince of Wales Business Forum, the UK. For a little over a decade, she worked as a Faculty Member in the Department of Social Welfare Administration at TISS.

During her work at TISS, she actively contributed to research in the area of political empowerment of women, impact assessment of social welfare schemes, labour welfare schemes, and management of NGOs. She was deputed by TISS to set up the Tata Council of Community Initiatives and was part of the Maharashtra State's research team on the 73<sup>rd</sup> Amendment to the Constitution of India. Dr. Galliara has handled international teaching assignments with Reitaku University, Japan, University of Athens, Greece, Euromed Management School and NEOMA Business School, Management School, France.

In July 2022, she was honoured with the 'Prof. Indira Parikh 50 Women in Education Leaders' citation at the World Education Congress. The Certificate was endorsed by the World Federation of Academic & Educational Institutions. Apart from academics, Dr. Galliara serves as a Trustee on the Board of International Resources for Fairer Trade. She is Co-Chairman of the CSR committee and has been appointed as a Special Invitee to the Board of Bombay Chambers of Commerce and Industry.

**Mr. Dinesh Kumar Bhagat**

Nominee Director

Mr. Dinesh Kumar Bhagat is a nominee of LIC of India. Mr. Dinesh Bhagat is an Honors Graduate in the field of Finance/Commerce from the University of Delhi.

He joined LIC in 1985 as a Direct Recruit Officer and lately worked as Zonal Manager and Northern Zone. During his illustrious stint in LIC, he extensively contributed to the area of Marketing for almost 29 Years. He is richly recognised for his contributions to the growth of Pension & Group Schemes in the LIC.

He has served LIC in very prominent positions, which include the position of Zonal Manager Eastern Zone, Kolkata, Chief (Pension & Group Schemes), Central Office, Mumbai, Sr. Divisional Manager, and Marketing Manager of different divisions.

**Mr. Ninad D. Gupte**

Independent Director  
w.e.f. August 13, 2024

Mr. Ninad D. Gupte holds a Bachelor's degree in Science from Bombay University and a PGDBM from XLRI Jamshedpur. He has also completed an Executive Programme in Agricultural Management from Harvard Business School. He has an extensive and rich experience of 49 years in the management of companies operating in the field of fine chemicals, performance chemicals, industrial chemicals, agrochemicals and social enterprises. Currently, Mr. Gupte is a Director on the Board of Sumitomo Chemicals India Limited and Transpek Industry Limited.

**Mr. Shekhar S. Khanolkar**

Independent Director  
w.e.f. August 13, 2024

Mr. Shekhar Khanolkar holds a B.E. degree in Petroleum and Petrochemical Engineering and an M.M.S. degree in Marketing. He has also completed an Advanced Management Programme from the Harvard Business School. He has vast experience of 30 years in Leadership, People Management, Strategy, Operation & Projects. His career spans 30 years with American and European multinationals as well as with Indian Business Houses. Currently, Mr. Khanolkar is a Director on the Board of Aarti Industries Limited.

**Mr. Rajesh R. Varma**

Independent Director  
w.e.f. August 13, 2024

Mr. Rajesh Varma is a Chartered Accountant with over 32 years of professional experience, primarily in the areas of Corporate Governance and Enterprise Risk Management. He is currently the Managing Partner of RVCO Consultants LLP, the India Member firm of CDI Global. He is also an Independent Director on the Board of Shilchar Technologies Ltd. Mr. Varma has, over the years, worked with some of India's largest corporations, particularly in Pharmaceuticals, Industrial Manufacturing, Infrastructure and Construction sectors.

**Mr. Vihang A. Virkar**

Independent Director  
w.e.f. August 13, 2024

Mr. Vihang Virkar is a LL.M. from Mumbai University. He is a lawyer with over 22 years of experience in corporate commercial laws. He is the Lead Partner of the Mumbai Corporate practice of DMD Advocates. He is highly recommended for his practice in Aviation law. Mr. Virkar has been recognised and ranked in multiple global rankings and publications such as Asia Law, Chambers & Partners, Who's Who Legal, Insight Success, Legal 500 and International Advisory Experts for his expertise





## NOTICE

NOTICE is hereby given that the **63<sup>rd</sup> (Sixty Third) ANNUAL GENERAL MEETING (AGM)** of the members of **EXCEL INDUSTRIES LIMITED** ("the Company") will be held on Thursday, 19<sup>th</sup> September, 2024 at 03.00 p.m. through two-way Video Conferencing or Other Audio Visual Means ("VC/OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 5.50/- per equity share for the financial year ended 31<sup>st</sup> March, 2024.
3. To appoint a Director in place of Mr. Hrishit A Shroff (DIN: 00033693), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. **To re-appoint Mr. Ashwin C Shroff (DIN: 00019952) as Executive Chairman 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors at their meetings held on 09<sup>th</sup> August, 2024, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr Ashwin C. Shroff (DIN: 00019952) as a Whole Time Director designated as Executive Chairman of the Company, liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from 1<sup>st</sup> February, 2025 to 31<sup>st</sup> January, 2030, on such terms and conditions of the re-appointment including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including the remuneration as it may deem fit and as is acceptable to Mr. Ashwin C. Shroff;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary, including authorising executives of the Company for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard."

#### 5. **To re-appoint Mr. Ravi A. Shroff (DIN: 00033505) as Managing Director of the Company**

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended and based on the recommendation of Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors at their meetings held on 09<sup>th</sup> August, 2024, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ravi A. Shroff (DIN: 00033505) as Managing Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from

3<sup>rd</sup> September, 2024 to 2<sup>nd</sup> September, 2029, on such terms and conditions of the re-appointment including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including the remuneration as it may deem fit and as is acceptable to Mr. Ravi A. Shroff;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary including authorising executives of the Company for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard.”

6. **To re-appoint Mr. Hrishit A. Shroff (DIN: 00033693) as an Executive Director of the Company**

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors at their meetings held on 24<sup>th</sup> June, 2024 and 09<sup>th</sup> August, 2024, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Hrishit A. Shroff (DIN: 00033693) as a Whole Time Director designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from 27<sup>th</sup> June, 2024 to 26<sup>th</sup> June, 2029, on such terms and conditions of re-appointment including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including the remuneration as it may deem fit and as is acceptable to Mr. Hrishit A. Shroff;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it deem necessary including authorising executives of the Company for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard.”

7. **To re-appoint Mrs. Meena A. Galliarra (DIN: 07118699) as an Independent Director of the Company for a second term of 5 (five) consecutive years.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meetings held on 24<sup>th</sup> June, 2024, Mrs. Meena A. Galliarra (DIN: 07118699), Non-Executive Independent Women Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets all the criteria of independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Women Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 27<sup>th</sup> June, 2024 till 26<sup>th</sup> June, 2029, at such fees and commission, if any, as the Board of Directors may approve from time to time which shall however be subject to the limits prescribed in the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary including authorising executives of the Company for the purpose of giving effect to this Resolution.”

8. **To appoint Mr. Vihang Virkar (DIN: 02661057) as an Independent Director of the Company for a term of 5 (five) consecutive years.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 , 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors at their meetings held on 24<sup>th</sup> June, 2024, Mr. Vihang Virkar (DIN: 02661057), who was appointed as an Additional Director of the Company in the capacity of Non Executive Independent Director by the Board of Directors with effect from 13<sup>th</sup> August, 2024, to hold office upto the date of this Annual General Meeting, and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets all the criteria of Independence as provided in the Act and the Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029, at such fees and commission, if any, as the Board of Directors may approve from time to time which shall however be subject to the limits prescribed in the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary including authorising executives of the Company for the purpose of giving effect to this Resolution.”

9. **To appoint Mr. Ninad Gupte (DIN: 00027523) as an Independent Director of the Company for a term of 5 (five) consecutive years.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors at their meetings held on 24<sup>th</sup> June, 2024, Mr. Ninad Gupte (DIN: 00027523), who was appointed as an Additional Director of the Company in the capacity of Non Executive Independent Director by the Board of Directors with effect from 13<sup>th</sup> August, 2024, to hold office upto the date of this Annual General Meeting, and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets all the criteria of Independence as provided in the Act and the Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029, and to continue to hold such directorship even post attaining the age of 75 (seventy five) years, at such fees and commission, if any, as the Board of Directors may approve from time to time which shall however be subject to the limits prescribed under the Act;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary including authorising executives of the Company for the purpose of giving effect to this Resolution.”

**10. To appoint Mr. Shekhar Khanolkar (DIN: 02202839) as an Independent Director of the Company for a term of 5 (five) consecutive years.**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 160, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors at their meetings held on 24<sup>th</sup> June, 2024, Mr. Shekhar Khanolkar (DIN: 02202839), who was appointed as an Additional Director of the Company in the capacity of Non Executive Independent Director by the Board of Directors with effect from 13<sup>th</sup> August, 2024, to hold office upto the date of this Annual General Meeting, and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets all the criteria of Independence as provided in the Act and the Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029, at such fees and commission, if any, as the Board of Directors may approve from time to time which shall however be subject to the limits prescribed under the Act;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary including authorising executives of the Company for the purpose of giving effect to this Resolution.”

**11. To appoint Mr. Rajesh Varma (DIN: 01034325) as an Independent Director of the Company for a term of 5 (five) consecutive years.**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 160, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors at their meetings held on 24<sup>th</sup> June, 2024, Mr. Rajesh Varma (DIN: 01034325), who was appointed as an Additional Director of the Company in the capacity of Non Executive Independent Director by the Board of Directors with effect from 13<sup>th</sup> August, 2024, to hold office upto the date of this Annual General Meeting, and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets all the criteria of Independence as provided in the Act and the Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029, at such fees and commission, if any, as the Board of Directors may approve from time to time which shall however be subject to the limits prescribed in the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary including authorising executives of the Company for the purpose of giving effect to this Resolution.”

12. **To approve the payment of remuneration to all the Executive Directors of the Company**

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

**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to all the Executive Directors who are Promoters or members of Promoter Group as under:

- (a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding ₹ 5 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("Net Profit"), whichever is higher; or
- (b) aggregate annual remuneration to all Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit;

**RESOLVED FURTHER THAT** the approval hereinabove granted for payment of remuneration to all the Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commencing from April 1, 2024 and for subsequent years till the expiry of respective term of such Executive Directors;

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Whole-time Directors including Managing Director exceeding ten per cent of the Net Profits of the Company in any financial year;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to the above Resolution."

13. To ratify the remuneration of the Cost Auditors and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, 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), the remuneration of Cost Auditors M/s. Kishore Bhatia & Associates (Firm Registration Number: 00294) for the financial year 2024-25, fixed at ₹ 5,50,000/- (plus applicable taxes and out-of-pocket expenses) by the Board of Directors at its meeting held on 24<sup>th</sup> May, 2024, be and is hereby ratified."

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
2. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors being appointed and reappointed has been provided in the Annexure I, II and III to this Notice.
3. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 read together with Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, Circular No. 02 dated May 5, 2022, Circular No. 14 dated April 8, 2020, Circular No. 17 dated April 13, 2020 and Circular No. 20 dated May 5, 2020 (hereinafter collectively referred to as "MCA Circulars") and Circular Number SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular Number SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (the e-AGM Circulars) have

permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the Annual General Meeting of the Members of the Company is being held through VC/OAVM. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company at 184-87, S V Road, Jogeshwari (West), Mumbai 400102. The Members are requested to attend this AGM from their respective locations by VC and not to visit the registered office to attend the AGM.

4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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 through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to pddiwan@yahoo.co.in with copy marked to the Company at investors@excelind.com and can be uploaded on the Registrar & Transfer Agent (RTA) website at [https://liiplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html).
6. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In compliance with the MCA Circulars and the e-AGM Circulars, 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 MCA Circulars and Circular issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website [www.excelind.co.in](http://www.excelind.co.in), websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively.
8. The Company has engaged the services of Link Intime India Private Limited, the authorized agency, for conducting the AGM electronically and for providing e-voting facility.
9. The cut-off date to determine shareholders eligible to exercise remote e-voting and voting at the AGM shall be Thursday, 12<sup>th</sup> September, 2024.
10. The Company has fixed Thursday, the 12<sup>th</sup> September, 2024 as the ‘Record Date’ for determining members entitled to receive dividend for the financial year 2023-24. Payment of dividend is subject to approval by the members in the AGM.
11. **Payment of Dividend:**

Payment of dividend, as recommended by the Board of Directors, if declared at the AGM, will be made on or before 18<sup>th</sup> October, 2024, to those Members whose names are recorded on the Company's Register of Members and to the Beneficial Owner(s) as per the Beneficiary List provided by the National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Thursday, the 12<sup>th</sup> September, 2024 (Record Date).
12. Dividend is paid to Shareholders electronically and by physical instruments such as dividend warrants and demand drafts. Dividend is paid electronically to those shareholders whose bank details are available with the Company or the Depositories. Those shareholders whose bank details are not available are paid dividend through physical instruments. Members holding shares in physical form and who wish to receive dividend electronically from the Company may furnish their bank details to Link Intime India Private Limited, the Registrars and Transfer Agents of the Company. Members holding shares in electronic form may furnish their bank details to their Depository Participants in order to receive dividend electronically.

**13. Registration of email ID and Bank Account details:**

In case the shareholder(s) has/ have not registered his/her/their email addresses with the Company/its RTA/ Depositories and/or not updated the Bank Account mandate for receipt of dividend, the shareholders can do so by following the below instructions:

**A. Process for registration of email id**

|  |  |
|--|--|
| <b>Physical Holding</b>                                  | Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> and by following the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format. |
| <b>For Permanent Registration for Demat shareholders</b> | Members are requested to register their e-mail address with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.  |
| <b>For Temporary Registration for Demat shareholders</b> | Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> and follow the registration process as guided therein. Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail ID, and also to upload a duly signed request letter (upto 1 MB) in PDF or JPEG format.   |

**B. Process for registration of Bank Account Details**

|                         |   |
|-------------------------|---|
| <b>Physical Holding</b> | Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named members name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code and a duly signed request letter in PDF or JPEG format. |
| <b>Demat Holding</b>    | Members are requested to register their bank details with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.   |

On submission of the details for registration of e-mail id/ bank account an OTP will be received by the Members on their e-mail id and their mobile number, which needs to be entered in the link for verification. In case of any query, a Member can register it on the following link [https://liiplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html)

14. Pursuant to the provisions of Sections 124(5) of the Companies Act, 2013, the amounts of dividends remaining unpaid / unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the company in pursuance of this section shall be transferred to the Investor Education and Protection Fund (IEPF). The details of dividend paid for the financial year 2016-17 onwards are given below:

| Date of Declaration | Dividend for the year | Dividend / Per Share | Due date of transfer of dividend to the Investor Education & Protection Fund |
|---------------------|-----------------------|----------------------|--|
| 03.08.2017          | 2016-17               | 6.00                 | 08.09.2024   |
| 09.08.2018          | 2017-18               | 12.50                | 14.09.2025   |
| 13.08.2019          | 2018-19               | 18.75                | 18.09.2026   |
| 09.03.2020          | 2019-20 (Interim Div) | 10.00                | 14.04.2027   |
| 24.09.2021          | 2020-21               | 11.25                | 30.10.2028   |
| 23.09.2022          | 2021-22               | 22.50                | 29.10.2029   |
| 14.09.2023          | 2022-23               | 11.25                | 20.10.2030   |

15. Members who have not encashed the dividend warrants for the year 2016-2017 and/or any subsequent year(s) are requested to write to our RTA, Link Intime India Private Limited for revalidation of dividend warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund.
16. The Members, whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF 5 available on [www.iepf.gov.in](http://www.iepf.gov.in)
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in their address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA i.e. Link Intime India Pvt. Ltd.
19. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.excelind.co.in/forms.html> and on the website of the Company's RTA <https://web.linkintime.co.in/client-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC compliant.



21. Norms for furnishing of PAN, KYC, Bank details and Nomination

SEBI vide circular dated March 16, 2023 read with circular dated November 3, 2021, has mandated listed companies to have updated PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details/ documents (i.e. PAN, KYC, Bank details and Nomination) are not available with us, on or after October 1, 2023, shall be frozen as per the aforesaid SEBI circular. The forms for updating PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circulars are available on the website of Link Intime India Pvt Ltd. at <https://web.linkintime.co.in/client-downloads.html> In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has sent a letter to the Members holding shares in physical form in relation to the aforesaid. In respect of Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their respective Depository Participants.

22. All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for electronic inspection by the members during the AGM upon log-in to InstaMeet URL: <https://instameet.linkintime.co.in> and will also be available for electronic inspection by the Members on the website of the Company at <https://www.excelind.co.in>.

23. In case the shareholders/members have any queries or issues regarding e-voting or e-AGM, they can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or [investors@excelind.com](mailto:investors@excelind.com) or Call us: - Tel : +918108116767.

24. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the e-AGM circulars, the Company is pleased to provide to the Members facility to attend the Annual General Meeting (AGM) through video conferencing (VC) /other audio visual means (OAVM) and to exercise their right to vote at the AGM by electronic means and also through remote e-voting prior to the AGM. The business at AGM will be transacted through e-voting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

25. **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

The remote e-voting period begins on Monday, the 16<sup>th</sup> September, 2024 at 9.00 a.m. and ends on Wednesday, the 18<sup>th</sup> September, 2024 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 12<sup>th</sup> September, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime for voting thereafter.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-Voting Service Provider (ESP) portals directly from their demat accounts.

**I. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:**

**A. Individual Shareholders holding securities in demat mode with NSDL:**

**Method 1 :**

**If registered with NSDL IDeAS facility**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “**LINKINTIME**” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered with NSDL IDEAS facility**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDEAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> "
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "**LINKINTIME**" or "evoting link displayed alongside **Excel Industries Limited**" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2:**

**By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "**LINKINTIME**" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**B. Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1:**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., **LINKINTIME**, for voting during the remote e-voting period.
- e) Click on "**LINKINTIME**" or "evoting link displayed alongside **Excel Industries Limited**" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.

- d) After successful login, user able to see e-voting menu.
- e) Click on “**LINKINTIME**” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2:**

**By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “**LINKINTIME**” or “evoting link displayed alongside Company’s Name i.e **Excel Industries Limited**” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**C. Individual Shareholders (holding securities in demat mode) login through their depository participants**

Individual Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.

- a. Login to DP website
- b. After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d. After successful authentication, click on “**LINKINTIME**” or “evoting link displayed alongside Company’s Name i.e **Excel Industries Limited**” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**II. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM / NON – INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-
  - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company;
    - Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID;
    - Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\* Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

\* Shareholders holding shares in NSDL form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%& \*), at least one numeral, at least one alphabet and at least one capital letter).
- Click **“confirm”** (Your password is now generated).

3. Click on **‘Login’** under **‘SHARE HOLDER’** tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

#### **Cast your vote electronically:**

a. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.

b. E-Voting page will appear.

c. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’**

(If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).

d. After selecting the desired option i.e. Favour/ Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

#### **Guidelines for Institutional shareholders (i.e. Corporate Body, Custodians, Mutual Fund):**

##### **STEP 1 – Registration**

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”

c) Fill up your entity details and submit the form along with also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

f) While first login, entity will be directed to change the password and login process is completed.

##### **STEP 2 –Investor Mapping**

a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

b) Click on “Investor Mapping” tab under the Menu Section

- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
  - d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **METHOD 2 - VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk for Individual Shareholders holding securities in physical mode/ Non Individual shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

### Forgot Password:

#### Individual Shareholders holding securities in Physical mode who has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

#### Individual Shareholders holding securities in demat mode with NSDL/ CDSL who has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**26. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

- a. Shareholders/Members are entitled to attend the Annual General Meeting through InstaMeet VC/OAVM facility provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting.
- ii. Shareholders/Members are requested to participate on first come first serve basis as the maximum number of shareholders allowed to participate through the virtual AGM is restricted to 1000 members only. Shareholders/ Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. will be allowed to the meeting without restrictions of first-come-first serve basis.
- iii. Shareholders/ Member shall register their details on InstaMeet facility and attend the Annual General Meeting as under:

**Open the internet browser and launch the URL:** <https://instameet.linkintime.co.in>

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

- **Click “Go to Meeting”** (You are now registered for InstaMeet and your attendance is marked for the meeting).

On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops/Desktops for better experience.

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.

**27. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO REGISTER AS SPEAKERS DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

- a. Members who would like to express their views/ask questions as a speaker at the Meeting are requested to pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [investors@excelind.com](mailto:investors@excelind.com) at least 7 days prior to the date of AGM i.e. on or before 3.00 p.m. on Thursday, September 12<sup>th</sup>, 2024. Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM on first come first served basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/camera with good internet speed. Speakers whose names are called out by the Chairman/Moderator and are not available will not be allowed to speak later to ensure proper proceedings flow.
- b. Speaker shareholder will receive “serial number” once they mark attendance for the meeting.
- c. Shareholders are requested to speak only when Chairman /Moderator of the meeting announce the name and serial number of the Speaker.
- d. Other shareholders may ask questions to the panelist, via active chat-bot during the meeting.
- e. Speakers please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**28. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

Once the electronic voting is announced by the Chairman it will be activated by the Scrutinizer/ Moderator of the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-voting “Cast your vote”
- b. Enter your 16 digit Demat Account No. / Folio No. and OTP (received during registration for InstaMeet on the registered mobile number/registered email Id.) and click on ‘Submit’.
- c. After successful login, you will see “Resolution Description” and against the same the option of “Favour/ Against” for voting.
- d. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- e. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.



**Note:**

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of previously mentioned glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: +918108116767.

**OTHER INSTRUCTIONS FOR MEMBERS**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
2. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 12<sup>th</sup> September, 2024.
3. A person, whose name is recorded in the Register of Members /List of Beneficiaries as on the cut-off date only, shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
4. Members seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business /operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach at least seven days prior to the AGM i.e. on or before 12<sup>th</sup> September, 2024 at [investors@excelind.com](mailto:investors@excelind.com) and the same will be replied by the Chairman at the meeting at his discretion. Only questions in the English language will be taken into account.
5. Mr. Prashant Diwan, Practicing Company Secretary, (Membership No. FCS 1403), has been appointed as the Scrutinizer to scrutinize the e-voting process to be conducted in a fair and transparent manner for the Annual General Meeting.
6. The Chairman after responding to the questions raised by the Members in advance or by a Speaker at the 63<sup>rd</sup> AGM, will formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 63<sup>rd</sup> AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 63<sup>rd</sup> AGM.
7. The Scrutinizer shall after the conclusion of voting at the AGM, shall 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 who are not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or person authorized by him in writing.
8. The Chairman or the person authorized by him in writing shall declare the result of the voting on or before 21<sup>st</sup> September, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.excelind.co.in](http://www.excelind.co.in) immediately after the result is declared and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

9. Pursuant to the MCA Circulars and SEBI Circular, the Notice of the 63<sup>rd</sup> AGM and the Annual Report for the year 2023-24 including therein the Audited Financial Statements for year ended 31<sup>st</sup> March, 2024, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participants, and who wish to receive the Notice of the 63<sup>rd</sup> AGM and the Annual Report for the year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered online by following the steps mentioned at note no. 13 herein above or by sending email at [investors@excelind.com](mailto:investors@excelind.com).

For the Members holding shares in demat form, please update your email address through your respective Depository Participant.

10. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company's Registrar and Transfer Agent (in case of shares held in physical mode) and with relevant depository participant (in case of shares held in demat mode). A Resident individual shareholder holding PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending email at [exceldivtax@linkintime.co.in](mailto:exceldivtax@linkintime.co.in). Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year does not exceed 5,000/- Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting these declarations / documents on email at [exceldivtax@linkintime.co.in](mailto:exceldivtax@linkintime.co.in)

The forms for tax exemption can be downloaded from M/s. LinkIntime's website. The URL for the same is as under:

<https://web.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below

<https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection (Dropdown)
6. Document attachment - 1 (PAN)
7. Document attachment - 2 (Forms)
8. Document attachment - 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Private Ltd should be done on or before 12<sup>th</sup> September, 2024 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after 12<sup>th</sup> September, 2024, 6:00 PM.

Shareholders may note that in case the tax on said final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, option is available to shareholder to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited through their portal : [https://liplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://liplweb.linkintime.co.in/rnthelpdesk/Service_Request.html)

11. This AGM is being held through VC, therefore, the route map is not annexed to this Notice.

**REQUEST TO THE MEMBERS**

Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates to the Registrar and Transfer Agent, M/s Link Intime India Private Limited for consolidation of such folios into one to facilitate better services.

For and on behalf of the Board of Directors

Ashwin C. Shroff  
Executive Chairman  
DIN: 00019952

Registered Office:  
184-87, Swami Vivekanand Road,  
Jogeshwari (West),  
Mumbai-400 102.

09<sup>th</sup> August, 2024.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

Mr. Ashwin C. Shroff was appointed as Whole Time Director designated as Executive Chairman of the Company at the 58<sup>th</sup> Annual General Meeting (AGM) held on 13<sup>th</sup> August, 2019 for a period of 5 (five) years with effect from 1<sup>st</sup> February, 2020 and his current term will end on 31<sup>st</sup> January, 2025.

Mr. Ashwin C. Shroff, aged 79, has immense experience in strategic business management and expertise in the field of chemical and biotech industries. Considering his vast experience and significant contributions in the growth of the Company it would be in the interest of the Company to re-appoint him as Executive Chairman.

The Board of Directors at their meeting held on 09<sup>th</sup> August, 2024 based on the recommendations of the Nomination and Remuneration Committee and subject to approval of the members by a Special Resolution, has re-appointed Mr. Ashwin C. Shroff as Executive Chairman of the Company for a period of 5 (five) consecutive years with effect from 1<sup>st</sup> February, 2025 to 31<sup>st</sup> January, 2030.

The terms & conditions of the re-appointment including the remuneration applicable to Mr. Ashwin C. Shroff are as under:

#### I. SALARY

₹ 13,50,000/- per month in the scale of ₹ 13,50,000/- - ₹ 20,00,000/- per month.

The remuneration of ₹ 13,50,000 per month is fixed for the period 01<sup>st</sup> February, 2025 to 31<sup>st</sup> January, 2027, post which the annual increment in the salary will be effective from 1<sup>st</sup> February every year and will be decided by the Board of Directors.

#### II. PERQUISITES

- a. Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance (together with reimbursement of expenses and/ or allowances for utilities such as gas, electricity, water, furnishings and repairs), special allowance, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance and such other perquisites as may be agreed to by the Board of Directors and Ashwin C. Shroff, shall be paid in accordance with the rules of the Company and value of such perquisites for each financial year shall not exceed 60% of his annual salary.

For the purpose of calculation of the above value of the perquisites, they shall be evaluated as per the Income-tax Rules, wherever applicable and in the absence of any such Rules, the perquisites shall be evaluated at actual cost.

- b. Company's contribution to Provident Fund, Superannuation or Annuity Fund (not exceeding ₹ 1.50 lakhs per annum), Gratuity payable as per the rules of the Company and Encashment of Leave at the end of his tenure (as per the rules of the Company applicable to senior executives) shall be in addition to the remuneration under (a) above and shall not be included in the computation of the total value of the perquisites as aforesaid.

#### III. COMMISSION

Commission for the period 1<sup>st</sup> February, 2025 till 31<sup>st</sup> January, 2026, at a sum calculated at 1.5% of the net profits of the Company for the relevant Financial Year and for the period 1<sup>st</sup> February, 2026 till the remainder of his tenure i.e up to 31<sup>st</sup> January, 2030, at a sum calculated at 2% of the net profits of the Company for the relevant Financial Year, computed in the manner laid down in section 198, shall be paid within the overall ceilings stipulated in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

#### IV. MINIMUM REMUNERATION

If in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such an event, subject to the approval of the Shareholders as may be required, the remuneration by way of

salary, perquisites and commission as specified in paragraphs I, II and III above will be paid as minimum remuneration subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or reenactments thereof, for the time being in force).

V. REIMBURSEMENT OF EXPENSES:

Expenses incurred by Mr. Ashwin C. Shroff for travelling, boarding, lodging and entertainment including expenses of his family members and attendant(s) during business trips and expenses for use of car for official duties and communication expenses at residence shall be reimbursed at actuals and shall not be considered as perquisites.

VI. OTHER TERMS

- a. The Company will provide a Car with driver to Mr. Ashwin C. Shroff.
- b. He shall be entitled to avail leave as per the Rules of the Company but not exceeding one month's leave for every 11 months of service on full pay and allowance basis.
- c. The appointment may be terminated by either party giving to the other party 90 (Ninety) days' notice in writing.
- d. The Directorship of Mr. Ashwin C. Shroff shall be liable to retire by rotation.
- e. Mr. Ashwin C. Shroff as the Executive Chairman shall perform all such duties and exercise all such powers bestowed on him from time to time by the Board of Directors of the Company.
- f. Mr. Ashwin C. Shroff as the Executive Chairman shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- g. Mr. Ashwin C. Shroff shall adhere to the Company's Code of Conduct.
- h. Mr. Ashwin C. Shroff shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.
- i. In the event of any dispute or difference arising at any time between Mr. Ashwin C. Shroff and the Company in respect of the terms of his appointment, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996."

The above may be treated as a written memorandum setting out the terms of re-appointment of Ashwin C. Shroff under Section 190 of the Act.

The Company has received consent in writing from Mr. Ashwin C. Shroff to act as Director.

Mr. Ashwin Shroff is aged 79 years. As per Schedule V to the Act, shareholders approval is required for appointment of a Wholtime Director who has attained 70 years of age, by means of a special resolution.

Mr. Ashwin C. Shroff satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director under any Act.

Details of Ashwin C. Shroff are provided in "**Annexure I**" to the Notice pursuant to the provisions of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013.

Copy of the draft Service Agreement to be entered into with Mr. Ashwin C. Shroff is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting. Also, the draft of the Agreement can also be accessed at the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in).

Mr. Ashwin C. Shroff and his relatives Mr. Ravi A. Shroff and Mr. Hrishit A. Shroff are interested in this resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item no. 4.

The Board recommends the Special Resolution as set forth in item no. 4 for approval by the members.

**ITEM NO. 5**

Mr. Ravi A. Shroff was reappointed as a Managing Director of the Company at the 58<sup>th</sup> Annual General Meeting (AGM) held on 13<sup>th</sup> August, 2019 for a period of 5 (five) years with effect from 3<sup>rd</sup> September, 2019 and his current term will end on 2<sup>nd</sup> September, 2024.

Considering his immense experience in the industry, business development & management, and significant contribution in the progress of the Company it would be in the interest of the Company to re-appoint him as Managing Director for the future growth of the Company.

The Board of Directors at their meeting held on 09<sup>th</sup> August, 2024, based on the recommendations of the Nomination and Remuneration Committee and subject to approval of the members by an Ordinary Resolution, re-appointed Mr. Ravi A. Shroff as Managing Director of the Company for a period of 5 (five) years with effect from 3<sup>rd</sup> September, 2024 to 2<sup>nd</sup> September, 2029.

The terms & conditions of the re-appointment including the remuneration payable to Mr. Ravi A. Shroff are as under:

**I. SALARY**

₹ 13,50,000/- per month in the scale of ₹ 13,50,000/- - ₹ 20,00,000/- per month.

The remuneration of ₹ 13,50,000 per month is fixed for the period 03<sup>rd</sup> September, 2024 to 02<sup>nd</sup> September, 2026, post which the annual increment in the salary will be effective from 03<sup>rd</sup> September every year and will be decided by the Board of Directors.

**II. PERQUISITES**

- a. Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance (together with reimbursement of expenses and/ or allowances for utilities such as gas, electricity, water, furnishings and repairs), special allowance, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance and such other perquisites as may be agreed to by the Board of Directors and MD, shall be paid in accordance with the rules of the Company and value of such perquisites for each financial year shall not exceed 60% of his annual salary.

For the purpose of calculation of the above value of the perquisites, they shall be evaluated as per the Income-tax Rules, wherever applicable and in the absence of any such Rules, the perquisites shall be evaluated at actual cost.

- b. Company's contribution to Provident Fund, Superannuation or Annuity Fund (not exceeding ₹ 1.50 lakhs per annum), Gratuity payable as per the rules of the Company and Encashment of Leave at the end of his tenure (as per the rules of the Company applicable to senior executives) shall be in addition to the remuneration under (a) above and shall not be included in the computation of the total value of the perquisites as aforesaid.

**III. COMMISSION**

Commission for the period 03<sup>rd</sup> September, 2024 till 02<sup>nd</sup> September, 2025, at a sum calculated at 2.25% of the net profits of the Company for the relevant Financial Year and for the period 03<sup>rd</sup> September, 2025 till the remainder of his tenure i.e up to 02<sup>nd</sup> September, 2029, at a sum calculated at 3% of the net profits of the Company for the relevant Financial Year, computed in the manner laid down in section 198, shall be paid within the overall ceilings stipulated in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

**IV. MINIMUM REMUNERATION**

If in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such an event, subject to the approval of the Shareholders as may be required, the remuneration by way of salary, perquisites and commission as specified in paragraphs I, II and III above will be paid as minimum remuneration subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

V. REIMBURSEMENT OF EXPENSES:

Expenses incurred by Mr. Ravi A. Shroff for travelling, boarding, lodging and entertainment including expenses of his family members and attendant(s) during business trips and expenses for use of car for official duties and communication expenses at residence shall be reimbursed at actuals and not shall not be considered as perquisites.

VI. OTHER TERMS

- a. The Company will provide a Car with driver to Mr. Ravi A. Shroff
- b. Mr. Ravi A. Shroff shall be entitled to avail leave as per the Rules of the Company but not exceeding one month's leave for every 11 months of service on full pay and allowance basis.
- c. The appointment may be terminated by either party giving to the other party 90 (Ninety) days' notice in writing.
- d. The Directorship of Mr. Ravi A. Shroff shall not be liable to retire by rotation.
- e. Mr. Ravi A. Shroff as the Managing Director shall perform all such duties and exercise all such powers bestowed on him from time to time by the Board of Directors of the Company.
- f. Mr. Ravi A Shroff as the Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- g. Mr. Ravi A Shroff shall adhere to the Company's Code of Conduct.
- h. Mr. Ravi A Shroff shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.
- i. In the event of any dispute or difference arising at any time between Mr. Ravi A Shroff and the Company in respect of the terms of his appointment, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ravi A. Shroff under Section 190 of the Act.

The Company has received consent from Mr. Ravi A. Shroff to act as a Director.

Mr. Ravi A. Shroff satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director under any Act.

Details of Mr. Ravi A. Shroff are provided in "**Annexure I**" to the Notice pursuant to the provisions of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) And applicable provisions of the Companies Act, 2013.

Copy of the draft Service Agreement to be entered into with Mr. Ravi A. Shroff is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting. Also, the draft of the Agreement can also be accessed at the Website of the Company at [www.exceind.co.in](http://www.exceind.co.in).

Mr. Ravi A. Shroff and his relatives Mr. Ashwin C. Shroff and Mr. Hrishit A. Shroff are interested in this resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item no. 5.

The Board recommends the Ordinary resolution as set forth in item no. 5, for approval of the members.

**ITEM NO. 6**

Mr. Hrishit A. Shroff was appointed as an Executive Director of the Company at the 58<sup>th</sup> Annual General Meeting (AGM) held on 13<sup>th</sup> August, 2019 for a period of 5 (five) years with effect from 27<sup>th</sup> June, 2019 and his current term has ended on 26<sup>th</sup> June, 2024.

He has been heading and steering Environment and Biotech Division and has successfully launched several Solid Waste Management solutions under his leadership. He is also actively involved in other business areas such as Finance, H.R and strategic planning of the Company. Prior to joining the Company, he was an Executive Director at Excel Crop Care Limited and had over 10 years of experience in the agro chemicals industry and Business Management. Considering his immense experience in the industry, and significant contribution in the progress of the Company it would be in the interest of the Company to re-appoint him as Executive Director of the Company.

The Board of Directors at their meeting held on 24<sup>th</sup> June, 2024 and 09<sup>th</sup> August, 2024, re-appointed Mr. Hrishit A. Shroff as Executive Director of the Company for a period of 5 (five) years with effect from 27<sup>th</sup> June, 2024 to 26<sup>th</sup> June, 2029 on such terms and conditions of the re-appointment including remuneration as recommended by the Nomination and Remuneration Committee and subject to approval of the members by an Ordinary Resolution.

The terms & conditions of the re-appointment including the remuneration payable to Mr. Hrishit A. Shroff are as under:

**I. SALARY**

₹ 8,00,000/- per month in the scale of ₹ 8,00,000/- - ₹ 15,00,000/- per month.

The remuneration of ₹ 8,00,000 per month is fixed for the period 27<sup>th</sup> June, 2024 to 26<sup>th</sup> June, 2026, post which the annual increment in the salary will be effective from 27<sup>th</sup> June every year and will be decided by the Board of Directors.

**II. PERQUISITES**

- a. Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance (together with reimbursement of expenses and/ or allowances for utilities such as gas, electricity, water, furnishings and repairs), special allowance, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance and such other perquisites as may be agreed to by the Board of Directors and ED, shall be paid in accordance with the rules of the Company and value of such perquisites for each financial year shall not exceed 60% of his annual salary.

For the purpose of calculation of the above value of the perquisites, they shall be evaluated as per the Income-tax Rules, wherever applicable and in the absence of any such Rules, the perquisites shall be evaluated at actual cost.

- b. Company's contribution to Provident Fund, Superannuation or Annuity Fund (not exceeding ₹ 1.50 lakhs per annum), Gratuity payable as per the rules of the Company and Encashment of Leave at the end of his tenure (as per the rules of the Company applicable to senior executives) shall be in addition to the remuneration under (a) above and shall not be included in the computation of the total value of the perquisites as aforesaid.

**c. COMMISSION**

Commission for the period 27<sup>th</sup> June, 2024 till 26<sup>th</sup> June, 2025, at a sum calculated at 2.25% of the net profits of the Company for the relevant Financial Year and for the period 27<sup>th</sup> June, 2025 till the remainder of his tenure i.e up to 26<sup>th</sup> June, 2029, at a sum calculated at 3% of the net profits of the Company for the relevant Financial Year, computed in the manner laid down in section 198, shall be paid within the overall ceilings stipulated in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

**III. MINIMUM REMUNERATION**

If in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such an event, subject to the approval of the Shareholders as may be required, the remuneration by way of salary, perquisites and commission as specified in paragraphs I, II and III above will be paid as minimum remuneration subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).



IV. REIMBURSEMENT OF EXPENSES:

Expenses incurred by Mr. Hrishit A. Shroff for travelling, boarding, lodging and entertainment including expenses of his family members and attendant(s) during business trips and expense for use of car for official duties and communication expenses at residence shall be reimbursed at actuals and shall not be considered as perquisites.

V. OTHER TERMS

- a. The Company will provide a Car with driver to Mr. Hrishit A. Shroff
- b. Mr. Hrishit A. Shroff shall be entitled to avail leave as per the Rules of the Company but not exceeding one month's leave for every 11 months of service on full pay and allowance basis.
- c. The appointment may be terminated by either party giving to the other party 90 (Ninety) days' notice in writing.
- d. The Directorship of Mr. Hrishit A. Shroff shall be liable to retire by rotation.
- e. Mr. Hrishit A. Shroff as the Executive Director shall perform all such duties and exercise all such powers bestowed on him from time to time by the Board of Directors and/or the Managing Director of the Company.
- f. Mr. Hrishit A. Shroff as the Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- g. Mr. Hrishit A. Shroff shall adhere to the Company's Code of Conduct.
- h. Mr. Hrishit A. Shroff shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.
- i. In the event of any dispute or difference arising at any time between Mr. Hrishit A. Shroff and the Company in respect of the terms of his appointment, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Hrishit A. Shroff under Section 190 of the Act.

The Company has received consent in writing from Mr. Hrishit A. Shroff to act as Director.

Mr. Hrishit A. Shroff satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director under any Act.

Details of Mr. Hrishit A. Shroff are provided in **"Annexure I"** to the Notice pursuant to the provisions of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013.

Copy of the draft Service Agreement to be entered into with Mr. Hrishit A. Shroff is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays including the date of the Annual General Meeting. Also, the draft of the Agreement can also be accessed at the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in)

Mr. Hrishit A. Shroff and his relatives Mr. Ashwin C. Shroff and Mr. Ravi A. Shroff are interested in this resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Item no. 6.

The Board recommends the Ordinary Resolution as set forth in item no. 6 for approval of the members.

**ITEM NO. 7**

Mrs. Meena A. Galliara (DIN: 07118699) was appointed as a Non-Executive Independent Director of the Company with effect from 27<sup>th</sup> June, 2019 to hold office for a period of 5 (five) consecutive years up till 26<sup>th</sup> June, 2024. As per Section 149(10) of the Act, a Non Executive Independent Director can hold office for a term of 5 (five) consecutive years on the Board of a Company and may be re-appointed for another term up to 5 (five) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mrs. Meena A. Galliara, possess the required skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

Mrs. Meena A. Galliara had submitted declaration confirming that she fulfils all the conditions for being re-appointed as Independent Director as specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and is independent of the management. She has given her consent in writing to be reappointed as an independent director for a period of 5 years.

The Board of Directors at its meeting held on 24<sup>th</sup> June, 2024, based on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given her professional background, experience and substantial contributions made by her during her tenure formed an opinion that she is a person of integrity and possess relevant expertise, proficiency and experience to continue as an Independent Directors of the Company and the association of Mrs. Meena A. Galliara would be beneficial to the Company, re-appointed Mrs. Meena A. Galliara as a Non Executive Independent Director for another term of 5 (five) consecutive years with effect from 27<sup>th</sup> June, 2024 to 26<sup>th</sup> June, 2029.

Copy of the draft letter of appointment of Mrs. Meena A. Galliara is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays including the date of the Annual General Meeting. Also, the draft letter of appointment can also be accessed at the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in)

The details of Mrs. Meena A. Galliara as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in “**Annexure II**” to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Meena A. Galliara are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

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

**ITEM NO. 8**

Mr. Vihang Virkar (DIN: 02661057) holds a Bachelor of Legal Studies (BLS) and a Master of Laws (LLM). He has a vast experience of 22 years as corporate and commercial lawyer

In the opinion of the Board of Directors of the Company, Mr. Vihang Virkar, possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. Mr. Vihang Virkar had submitted declaration confirming that he fulfils all the conditions for being appointed as Independent Director as specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and is independent of the management. He has given his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

The Board of Directors at their meeting held on 24<sup>th</sup> June, 2024, based on the recommendation of the Nomination and

Remuneration Committee, appointed him as an Additional Director in the capacity of Non Executive Independent Director of the Company, with effect from 13<sup>th</sup> August, 2024, further, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 85 of the Articles of Association of the Company he will hold the office up to the date of ensuing AGM.

Considering his professional background and experience, the association of Mr. Vihang Virkar would be beneficial to the Company and it is desirable to appoint him as a Non Executive Independent Director for a term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029.

Copy of the draft letter of appointment of Mr. Vihang Virkar is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays including the date of the Annual General Meeting. Also, the draft letter of appointment can be accessed at the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in)

The details of Mr. Vihang Virkar as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in "**Annexure II**" to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Vihang Virkar are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

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

#### **ITEM NO. 9**

Mr. Ninad D. Gupte (DIN: 00027523) is a Bachelor of Science from Bombay University, PGDBM from XLRI-Jamshedpur and has Diploma in Tax Management. He has a vast experience of 49 years in Agri and Specialty Chemicals Industry.

In the opinion of the Board of Directors of the Company, Mr. Ninad Gupte, possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. Mr. Ninad Gupte had submitted declaration confirming that he fulfils all the conditions for being appointed as Independent Director as specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management. He has given his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

He along with his wife holds 127 equity shares in the Company.

The Board of Directors at their meeting held on 24<sup>th</sup> June, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed him as an Additional Director in the capacity of Non Executive Independent Director of the Company, with effect from 13<sup>th</sup> August, 2024, further, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 85 of the Articles of Association of the Company he will hold the office up to the date of ensuing AGM.

Further, as per requirement of Regulation 17(1A) of the Listing Regulations, which are effective from April 1, 2019, a person who has attained the age of 75 years, can continue the directorship in a Company with the approval of Members by way of Special Resolution. Since Mr. Ninad Gupte will attain the age of 75 years during his tenure, and in order to continue his directorship beyond the age of 75 years and for his appointment, approval of the Members is sought by way of Special Resolution.

Considering his professional background and experience, the association of Mr. Ninad Gupte would be beneficial to the Company and it is desirable to appoint him as a Non Executive Independent Director for the term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029.

Copy of the draft letter of appointment of Mr. Ninad Gupte is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays including the date of the Annual General Meeting. Also, the draft letter of appointment can be accessed at the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in)

The details of Mr. Ninad Gupte as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in “**Annexure II**” to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ninad Gupte are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

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

#### **ITEM NO. 10**

Mr. Shekhar Khanolkar (DIN: 02202839) holds degree in B.E. (Petroleum and Petrochemical Engineering) M.M.S. (Marketing) and AMP from Harvard Business School. He has vast experience of 30 years in Leadership, People Management, Strategy, Operation & Projects.

In the opinion of the Board of Directors of the Company, Mr. Shekhar Khanolkar, possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. Mr. Shekhar Khanolkar had submitted declaration confirming that he fulfils all the conditions for being appointed as Independent Director as specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and is independent of the management. He has given his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

The Board of Directors at their meeting held on 24<sup>th</sup> June, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed him as an Additional Director in the capacity of Non Executive Independent Director of the Company, with effect from 13<sup>th</sup> August, 2024, further, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 85 of the Articles of Association of the Company he will hold the office up to the date of ensuing AGM.

Considering his professional background and experience, association of Mr. Shekhar Khanolkar would be beneficial to the Company and it is desirable to appoint him as a Non Executive Independent Director for the term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029.

Copy of the draft letter of appointment of Mr. Shekhar Khanolkar is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays including the date of the Annual General Meeting. Also, the draft letter of appointment can be accessed at the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in)

The details of Mr. Shekhar Khanolkar as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in “**Annexure III**” to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Shekhar Khanolkar are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

#### **ITEM NO. 11**

Mr. Rajesh Varma (DIN: 01034325) holds a Bachelor of Commerce (B. Com) degree and is a Fellow Chartered Accountant (FCA). He has vast experience of 33 years with expertise in Corporate Governance and Enterprise Risk Management.

In the opinion of the Board of Directors of the Company, Mr. Rajesh Varma, possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. Mr. Rajesh Varma had submitted declaration confirming that he fulfils all the conditions for being appointed as Independent Director as specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and is independent of the management. He has given his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

The Board of Directors at their meeting held on 24<sup>th</sup> June, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed him as an Additional Director in the capacity of Non Executive Independent Director of the Company, with effect from 13<sup>th</sup> August, 2024, further, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 85 of the Articles of Association of the Company he will hold the office up to the date of ensuing AGM.

Considering his professional background and experience, association of Mr. Rajesh Varma would be beneficial to the Company and it is desirable to appoint him as a Non Executive Independent Director for a term of 5 (Five) consecutive years with effect from 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029.

Copy of the draft letter of appointment of Mr. Rajesh Varma is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays including the date of the Annual General Meeting. Also, the draft letter of appointment can be accessed at the Website of the Company at [www.excelind.co.in](http://www.excelind.co.in)

The details of Mr. Rajesh Varma as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in **"Annexure III"** to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Rajesh Varma are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

#### **ITEM NO. 12**

As required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the fees or compensation payable to executive directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- (i) Annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent (2.5%) of the net profits of the listed entity, whichever is higher; or
- (ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity. Further, the approval of the shareholders under the said Regulations shall be valid only till the expiry of the term of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6)(e) of the Listing Regulations from Financial Year 2024-25 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Further, section 197 and other applicable provisions of the Companies Act, 2013 provide that aggregate annual remuneration to all the whole-time directors including managing director exceeding ten per cent of the Net Profits of the Company in any financial year shall require approval of shareholders by means of a special resolution.

In view of the above and in order to have a flexibility for payment of annual remuneration in excess of ten per cent of the net profits of the Company in any financial year, to the Whole-time Directors including Managing Director, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Mr. Ashwin C. Shroff, Mr. Ravi A. Shroff and Mr. Hrishit A. Shroff are deemed to be concerned or interested in this Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the Members.

**ITEM NO. 13**

The Board of Directors at its meeting held on 24<sup>th</sup> May, 2024 appointed M/s Kishore Bhatia & Associates (FRN: 00294), practicing cost accountants, as Cost Auditors of the Company, in terms of section 148 of the Companies Act, 2013 and fixed a sum of 5,50,000/- plus out of pocket expenses and taxes, as applicable, as the remuneration payable for the financial year 2024-25.

The remuneration, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014, read with the Section 148(3) of the Companies Act, 2013.

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

The Board recommends the ordinary resolution set out at item no. 13 of the Notice for approval of the members.

**Details of Directors seeking Appointment/Re-Appointment at the AGM**

**(Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India)**

**ANNEXURE I:**

**Agenda Item no. 3 to 6**

|  |  |  |  |
|--|--|--|--|
| Name of Director   | Mr. Ashwin C. Shroff   | Mr. Ravi A. Shroff   | Mr. Hrishit A. Shroff  |
| DIN  | 00019952   | 00033505   | 00033693   |
| Date of Birth  | 22.01.1945   | 05.02.1978   | 21.02.1980   |
| Academic Qualifications  | B.Sc.  | Chemical Engineer from Mumbai University and a Post Graduate in Chemistry from Boston University, USA  | Chartered Accountant, Executive Management course from Harvard Business School, Boston, USA  |
| Experience and Expertise   | Industrialist with vast experience in Chemicals and Agrochemicals Industry and expertise in the field of strategic business management and leadership.   | Industrialist with experience in the field of Chemical and Pharma Industry and expertise in the field of strategic management, leadership and business development.                          | He has been heading and steering Environment and Biotech Division and has successfully launched several Solid Waste Management solutions under his leadership.<br><br>He is also actively involved in other business areas such as Finance, H.R and strategic planning of the Company. Prior to joining the Company, he was an Executive Director at Excel Crop Care Limited and had over 10 years of experience in the agro chemicals industry and Business Management. |
| Terms & Conditions of Appointment/re-appointment                   | Mr. Ashwin C Shroff is being re-appointed as Executive Chairman of the Company. The terms and conditions, inter-alia, are as per the employment agreement to be entered into with the Company. | Mr. Ravi A. Shroff is being re-appointed as Managing Director of the Company. The terms and conditions, inter-alia, are as per the employment agreement to be entered into with the Company. | Mr. Hrishit A. Shroff is being re-appointed as Executive Director of the Company. The terms and conditions, inter-alia, are as per the employment agreement to be entered into with the Company.   |
| Original Date of appointment on the Board                          | 15.07.1975   | 03.09.2014   | 27.06.2019   |
| Details of remuneration sought to be paid/ Remuneration last drawn | 2,58,83,848/-  | 2,90,77,259/-  | 1,76,04,369/-  |

| Name of Director   | Mr. Ashwin C. Shroff  | Mr. Ravi A. Shroff  | Mr. Hrishit A. Shroff  |
|--|---|---|--|
| Directorship in other listed public companies                          | 1. Transpek Industry Limited  | 1. Transpek Industry Limited  | Nil  |
| No. of Membership/ Chairmanship of Board Committees in other Companies | Nil   | Nil   | Nil  |
| No. of Shares held in the Company (including beneficial ownership)     | Self – 103070<br>Beneficial Ownership- 5358682  | 47670   | 47669  |
| Relation with other Directors or Key Managerial Personnel              | Father of Mr. Ravi A. Shroff and Mr. Hrishit A. Shroff and cousin of Mr. Atul G. Shroff and Dipesh K. Shroff. | Son of Mr. Ashwin C. Shroff, Brother of Mr. Hrishit A. Shroff and Nephew of Mr. Atul G. Shroff and Mr. Dipesh K. Shroff | Son of Mr. Ashwin C. Shroff, Brother of Mr. Ravi A Shroff and Nephew of Mr. Atul G. Shroff and Mr. Dipesh K. Shroff. |
| Number of Board Meetings attended during the financial year            | 5   | 5   | 5  |
| Names of Listed Companies from which resigned in the past three years  | Nil   | Nil   | Nil  |



## ANNEXURE II:

### Agenda Item no. 7 to 9

|  |  |   |  |
|--|--|---|--|
| Name of Director   | Dr. Meena A. Galliard  | Mr. Vihang A. Virkar  | Mr. Ninad D. Gupte   |
| DIN  | 07118699   | 02661057  | 00027523   |
| Date of Birth  | 28.06.1962   | 30.07.1979  | 31.08.1953   |
| Academic Qualifications  | Ph.D and she is an Academician (CSR & Social Entrepreneurship)   | LL.M., University of Mumbai<br>BLS, LL.B., Government Law College, Mumbai   | B.SC., PGDBM (XLRI – Jamshedpur) and Diploma in Tax Management from Bajaj Institute of Management      |
| Experience and Expertise   | <p>Dr. Meena Galliard is currently appointed as the Director, Jasani Center for Social Entrepreneurship &amp; Sustainability Management, Narsee Monjee Institute of Management Studies.</p> <p>For a little over a decade, she worked as a Faculty Member in the Department of Social Welfare Administration at TISS, where she actively contributed to research in the area of political empowerment of women, impact assessment of social welfare schemes, labour welfare schemes, and management of NGOs.</p> | <p>He is the Lead Partner of the Mumbai Corporate practice of DMD Advocates.</p> <p>Bar Admissions: Bar council of Maharashtra &amp; Goa.</p> | He has a vast experience of 49 years in Agri and Specialty Chemicals Industry.                         |
| Terms & Conditions of Appointment/re-appointment                   | Mrs. Meena A. Galliard is being re-appointed as an Non Executive Independent Director of the Company for a 2 <sup>nd</sup> term of five years.   | Mr. Vihang Virkar is being appointed as an Independent Director of the Company for a term of five years.                                      | Mr. Ninad Gupte is being appointed as an Independent Director of the Company for a term of five years. |
| Original Date of appointment on the Board                          | 27.06.2019   | 13.08.2024  | 13.08.2024   |
| Details of remuneration sought to be paid/ Remuneration last drawn | 5,40,000/-   | NA  | NA   |
| Directorship in other public companies                             | Nil  | Nil   | <p>1. Sumitomo Chemical India Limited</p> <p>2. Transpek Industry Limited</p>                          |

| Name of Director   | Dr. Meena A. Galliard | Mr. Vihang A. Virkar | Mr. Ninad D. Gupte   |
|--|-----------------------|----------------------|--|
| No. of Membership/ Chairmanship of Board Committees in other Companies | Nil                   | Nil                  | 1. Transpek Industry Ltd.- Chairman of Audit and Nomination and Remuneration Committee and Member of Risk Management Committee.<br>2. Sumitomo Chemical India Ltd.- Member of Corporate Social Responsibility Committee, Share Certificate Committee and Risk Management Committee |
| No. of Shares held in the Company (including beneficial ownership)     | Nil                   | Nil                  | Ninad Gupte – 120<br>Minoti N. Gupte – 7   |
| Relation with other Directors or Key Managerial Personnel              | None                  | None                 | None   |
| Number of Board Meetings attended during the financial year            | 5                     | NA                   | NA   |
| Names of Listed Companies from which resigned in the past three years  | Nil                   | Nil                  | Nil  |

### ANNEXURE III

#### Agenda Item no. 10 and 11

|   |  |   |
|---|--|---|
| Name of Director  | Mr. Shekhar S. Khanolkar   | Mr. Rajesh R. Varma   |
| DIN   | 02202839   | 01034325  |
| Date of Birth   | 20.07.1968   | 17.11.1964  |
| Academic Qualifications   | B.E. (Petroleum and Petrochemical Engineering) University of Pune (1985-89), M.M.S. (Marketing) University of Mumbai (1990-92), Advance Management Program (Managing Change) by Harvard Business School, Boston, USA. (2010)   | Chartered Accountant  |
| Experience and Expertise  | Mr. Shekhar S. Khanolkar has a career spanning 30 years with American, European multinationals and with Indian business houses and worked at senior levels in Companies like Cyanamid India Limited, RPG Enterprises. He was a Management Council Member at BASF India as Chief Executive for South Asia for seven years. He was also Executive Director and Managing Director of Navin Fluorine International Limited for eleven years. | Mr. Rajesh Varma has over 32 years of professional experience, primarily in areas of corporate governance and enterprise risk management.                     |
| Terms & Conditions of Appointment/re-appointment                      | Mr. Shekhar Khanolkar is being appointed as an Independent Director of the Company for a term of five years.   | Mr. Rajesh Varma is being appointed as an Independent Director of the Company for a term of five years.   |
| Original Date of appointment on the Board                             | 13.08.2024   | 13.08.2024  |
| Details of remuneration sought to be paid/ Remuneration last drawn    | NA   | NA  |
| Directorship in other public companies                                | Aarti Industries Limited.  | Shilchar Technologies Limited.  |
| No. of Membership/Chairmanship of Board Committees in other Companies | Member of Audit Committee  | 1. Chairman in Audit Committee<br>2. Member of Risk Management Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee |
| No. of Shares held in the Company (including beneficial ownership)    | Nil  | Nil   |
| Relation with other Directors or Key Managerial Personnel             | None   | None  |
| Number of Board Meetings attended during the financial year           | NA   | NA  |
| Names of Listed Companies from which resigned in the past three years | SPC Life Sciences Ltd.   | Nil   |

## DIRECTORS' REPORT

To,  
The Members,  
Excel Industries Limited

Your Directors are pleased to present the 63<sup>rd</sup> Annual Report on the business affairs of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024 including the Auditors Report thereon.

## FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended 31<sup>st</sup> March, 2024 is summarized below:

|  | 2023-24       |              | 2022-23 |        |
|--|---------------|--------------|---------|--------|
| Revenue from Operations                | <b>826.14</b> |              | 1089.82 |        |
| Profit before Tax and exceptional item |               | <b>20.19</b> |         | 103.95 |
| <b>Provision for Taxation:</b>         |               |              |         |        |
| – Current Tax                          | <b>2.59</b>   |              | 25.64   |        |
| – Deferred Tax                         | <b>1.66</b>   |              | 1.02    |        |
| – Tax in respect of earlier years      | <b>0.84</b>   |              | (1.16)  |        |
| <b>Profit After Tax</b>                |               | <b>15.11</b> |         | 78.45  |
| Other Comprehensive Income             |               | <b>83.03</b> |         | 8.83   |
| <b>Total Comprehensive Income</b>      |               | <b>98.14</b> |         | 87.28  |

₹/Crores

## DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

Your Directors have recommended a dividend of ₹ 5.50 (110%) per equity share of Face Value of ₹ 5 each as against the dividend of ₹ 11.25 (225%) paid for the previous financial year 2022-23. The dividend payout is subject to the approval of the members at the ensuing Annual General Meeting.

The Board has formulated a dividend distribution policy of the Company which lays down the parameters that the Board will consider for recommendation of dividend from time to time. The policy is available on the website of the Company and can be accessed at <https://www.excelind.co.in/policies/>.

## AMOUNT TRANSFERRED TO GENERAL RESERVE

Your Company has not transferred any amount to the General Reserve for the financial year 2023-24.

## PERFORMANCE REVIEW

During the year under review, the net revenue from operations slipped by 24% from ₹ 1089.82 Crores in FY 2022-23 to ₹ 826.14 Crores, largely due to adverse global economic conditions, inventory destocking, and continuous pressure on sales realisations. Company's profit before tax declined by 81% from ₹ 103.95 Crores in FY 2022-23 to ₹ 20.19 Crores, on account of challenges in international business and sharp decline in sales realisations. Consequently, net profit after tax for the year decreased by 81% from ₹ 78.45 Crores to ₹ 15.11 Crores.

The revenue from operations of the Chemicals Division for the year 2023-24 was ₹ 811.98 crores (₹ 1,067.10 crores for FY 2022-23) and that of the Environment and Biotech Division was ₹ 14.16 crores ( 22.72 crores for FY 2022-23).

The Reserves excluding revaluation reserves as on 31.03.2024 are at ₹ 1069.43 Crores.

During the year, CRISIL Limited reviewed and revised its rating outlook on the long term bank facilities of the Company to 'Negative' from 'Stable' while reaffirming the rating on long term bank facilities at 'CRISIL A+' and on short-term bank facilities at 'CRISIL A1'.

### **MODERNIZATION / EXPANSION**

Construction of a Multipurpose Plant was completed at Roha Site. Commercial production from the plant is expected to commence from February 2025 onwards for supplies against a multi-year contract secured by the Company.

Construction of the state of art plant based on a specialised technology to give product of the required quality was undertaken during the Financial Year 2023 – 24. This plant will produce a downstream derivative of one of our existing products targeted for specific applications and commercial supplies are expected to start in 2024 - 25

Our Phosphorus Trichloride (PCl<sub>3</sub>) plant at Roha site has been relocated and commissioned at Lote site, with 50% increase in capacity, fully automated with bulk storage capacity of Yellow Phosphorous. PCl<sub>3</sub> is the key RM for Phosphonates which are manufactured at Lote site. PCl<sub>3</sub> production at Lote will ensure on site availability for captive use in Phosphonates. The inter – site transportation of PCl<sub>3</sub> will be eliminated which will result in greater safety in operations.

### **ENVIRONMENT, HEALTH AND SAFETY**

In order to comply to the EC conditions and in line with the Company's commitment towards sustainable operations, an additional Multiple Effect Evaporator (MEE) with Agitated Thin Film Dryer (ATFD) of Capacity 125 KLD has been installed to strengthen our ZLD initiative.

New initiatives like 365 days Safety talks with predefined topics for each day to increase Safety standards across the sites has been started. Company has initiated programs like "Zero Harm" and "Electrical Safety Week" to create greater awareness among workmen about deviations, available antidotes and improvement in electrical safety compliance etc.

At a State level fire drill competition organised by State Fire Advisor: Maharashtra, where 34 teams across India competed, our employees from Roha Site achieved runner up prize in two men fire drill competition and a consolation prize in four men fire drill competition. This is a result of our continuous efforts on providing practical training to the employees.

### **TECHNOLOGICAL UPGRADATION AND R & D**

Excel's R&D division has consistently driven our growth, adapting to meet the evolving demands of the market and our customers.

We have fully equipped R & D facilities at our Roha and Lote Sites. These facilities, which include kilo-lab and pilot plants, enable seamless technology transfer from R&D to commercial production.

### **AWARDS**

For Year 2023-24, the Company received following Awards.

- FICCI Chemicals and Petrochemicals Awards for the year 2023 for exemplary performance for supporting Make In India.
- ICC "Acharya PC RAY Award for the year 2023 for development of Indigenous Technology".
- FICCI Chemicals and Petrochemicals Awards for the year 2023 for Sustainability: Driving Circular Economy.

- ICC-EPSILON CARBON Certificate of Merit for the year 2023 for Best Compliant Company for the Codes under Responsible Care “Security Code” 2022.
- Bureau of Indian Standards felicitated Excel Industries Limited on the occasion of World Standards Day.

## INSURANCE

The Company continues to carry adequate insurance cover for all its assets against unforeseeable perils like fire, flood, earthquake, etc. The Company continues to maintain consequential Loss (Fire) Policy and the Public Liability Insurance Policy as per the provisions of Public Liability Insurance Act. The Company has also taken a Directors and Officers’ Responsibility Policy and Cyber Security & Crime policy. All the employees of the Company are also insured under GMC Policy.

## HUMAN RESOURCES

Excel HR is committed to create a positive and productive environment in which our people are enabled to perform at their best, are healthy and resilient and happy at work.

For FY 2023-24, the focus area for HR was in building capabilities within the organization for the next growth phase by putting the right talent in the right roles at the right time, developing leaders who inspire, empower and role model the right behaviors. Also hiring, retention and growth of the diverse talent pool.

The company continued to focus on opportunities to grow and all round development in its people. As part of the development process and succession planning, the “Leaders of Tomorrow” program – A structured development centre facilitated by an external expert was concluded in August 2023. These future leaders have completed their learning journey. We have a formal process for inducting the attendees of “Leaders for tomorrow” programme into key roles.

To make HR more efficient, effective, and connected, HR digitization was initiated for all the HR processes. Digitized HR brings sophisticated data-driven decision-making powers to organizations as all employee data is stored in one place for analysis and reporting.

We continued to follow a clear-cut top down goals / themes and focusing on deliverables for the year, as shared by top management. These deliverables were discussed and agreed by each function / business / site. There was a sense of ownership of these company level goals by respective business/ function owners. This helped in setting up KRAs for the year.

All the three sites operated in a smooth manner due to our employee friendly policies and proactive industrial relationship approach. Employee strength of the Company as on 31<sup>st</sup> March, 2024 was 1048.

## CLOSURE OF AHMEDABAD PLANT OPERATIONS

The Ahmedabad plant was operated as per the Concession agreement with Ahmedabad Municipal Corporation (AMC). Municipal solid waste received at the plant from AMC was scientifically processed and converted into compost. Due to operational issues, operating the Unit had become commercially unviable. The unit was closed with effect from 1<sup>st</sup> October, 2023.

## SOURCING ELECTRICITY FROM SOLAR POWER

As a part of the green manufacturing initiative, we participated in a group captive solar power plant special purpose vehicle (“SPV”) through equity participation as per norms for drawing 15.5 MW capacity of Solar power. The solar power plant was under commissioning at the end of the financial year 2023-24 and started generating power in June, 2024. This is expected to increase the share of renewable energy to approx 50% of the total power consumption in our Roha and Lote plants in Maharashtra.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report. Also, there has been no change in the nature of business of the Company.

## **PUBLIC DEPOSITS**

Details of deposits, covered under Chapter V of the Act are as under:

- (a) The Company stopped accepting and renewing fixed deposits with effect from 1<sup>st</sup> April, 2014.
- (b) There are no existing deposits from the public and the shareholders of the Company at the end of the FY 2023-24. There are no unclaimed deposits as on 31<sup>st</sup> March, 2024.
- (c) There has been no default in repayment of deposits or payment of interest thereon during the year under review.
- (d) All unclaimed deposits of the Company are in compliance with the requirements of Chapter V of the Act.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The loans, guarantees or investments made by the Company during the financial year 2023-24 are provided in Notes to Standalone Financial Statements.

## **SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES**

The Company has three subsidiaries, namely, Kamaljiyot Investments Limited, Excel Bio Resources Limited and Excel Rajkot C&D Waste Recycling Pvt. Ltd. The Company also has three Associate companies, namely, MobiTrash Recycle Ventures Private Limited, ClimaCrew Private Limited and First Energy 7 Pvt. Ltd.

During the year 2023-24, Excel Rajkot C&D Waste Recycling Pvt. Ltd. became a subsidiary of the Company and First Energy 7 Pvt. Ltd. became an associate of the Company

The salient features of the financial statements of the subsidiaries and the associate companies as required under section 129 (3) of the Companies Act, 2013 are furnished in Form AOC – 1, forming part of the financial statements.

The financial statements of the subsidiary companies are not attached with this Annual Report. However, the Company will make available the annual accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same in accordance with section 136 of the Companies Act, 2013. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and are also available on the Company's website: <https://www.excelind.co.in/annual-reports/>. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

Kamaljiyot Investments Limited is an Investment Company registered under the provisions of RBI Act as a NBFC. The total income for the year 2023-24 is ₹ 666.07 lakhs and Profit after tax is ₹ 539.61 lakhs.

Excel Bio-Resources Ltd. (EBRL) is a Company formed for carrying on the business of processing all kinds of waste and manufacturing of chemicals. The turnover for the year 2023-24 was ₹ 4.65 lakhs. EBRL has acquired a chemical manufacturing unit of Good Rasayan Pvt. Limited (GRL) located at B-96, MIDC, Lote on a slump sale basis at a consideration of ₹ 1.9 crores, subject to working capital adjustments, in the month of March, 2024.

Excel Rajkot C&D Waste Recycling Pvt. Ltd was incorporated on 13<sup>th</sup> June, 2023. Excel Rajkot C&D Waste Recycling Pvt. Ltd. is a special purpose vehicle formed for the execution of Project awarded by Rajkot Municipal Corporation (RMC) for erection of a Construction and Demolition (C&D) Waste management plant and processing of C&D waste of Rajkot city. During the year, the Company incurred expenditure for erection of the C&D waste management plant. The Company will process the C&D waste

delivered by the RMC and will further manufacture aggregates and value added products from the treated C&D waste. The plant operation started in the month of March, 2024.

Mobitrash Recycle Ventures Pvt Ltd is a Company involved in recycling of all kinds of waste and scrap and providing EPR (Extended Producer Responsibility) solutions. The turnover of the Company for the year 2023-24 is ₹ 383.79 lakhs and the Company incurred a loss of ₹ 64.71 lakhs.

ClimaCrew Private Limited (CCPL) a startup company which aims to be a full-stack seaweed platform company for harnessing the economic, social, commercial, nutritional and environmental benefits offered by seaweeds through the development of enabling platforms allowing to create and foster strategic business partnerships seeking national and international scientific collaborations. CCPL has incurred a loss of ₹ 61.83 lacs for the year 2023-24.

First Energy 7 Pvt Ltd. (FE7PL) is a special purpose company formed to develop, construct, operate and maintain renewable energy based power plant. In view of the requirements of the Electricity Act and corresponding Rules, the Company has acquired 28.83 percent of equity share capital of FE7PL to source part of its electricity requirements from electricity generated by FE7PL. As per provisions of section 2 (6) of the Companies Act, 2013, FE7PL is an associate of the Company. However, as per provisions of Accounting Standard 28, accounts of FE7PL is not required to be included in the consolidated financial statements of the Company for the year 2023-24. FE7PL incurred a loss of ₹ 3.31 lacs for the year 2023-24.

The contribution of the aforesaid subsidiaries and associate company to the overall performance of the Company is to the extent as provided in the consolidated financial statements of the Company.

The Policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website at the link <http://excelind.co.in/corporate-governance.html>.

## NUMBER OF MEETINGS OF THE BOARD

During the FY 2023-24, five meetings of the Board of Directors were held; details of the meetings held are provided in the Corporate Governance Report forming part of this Annual Report.

## DIRECTORS

### APPOINTMENTS AND RESIGNATIONS OF DIRECTORS

In accordance with the provisions of the Act and Articles of Association of the Company, Mr. Hrishit A. Shroff, Executive Director of the Company, will retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offers himself for re-appointment. The term of office of Mr. Hrishit A. Shroff as an Executive Director also expired on 26<sup>th</sup> June, 2024. The Board at its meeting dated 24<sup>th</sup> June, 2024 has re-appointed him as Executive Director for a term of 5 years with effect from 27<sup>th</sup> June, 2024. His re-appointment is also placed for the approval of the members in the Notice of the Annual General Meeting.

The term of office of Mr. Ashwin C. Shroff, Executive Chairman will expire on 31<sup>st</sup> January, 2025. The Board at its meeting dated 9<sup>th</sup> August, 2024 has re-appointed him as Executive Chairman for a term of 5 years with effect from 1<sup>st</sup> February, 2025. His re-appointment is placed for the approval of the members in the Notice of the Annual General Meeting.

The term of office of Mr. Ravi A. Shroff, Managing Director, expires on 2<sup>nd</sup> September, 2024. The Board at its meeting held on 9<sup>th</sup> August, 2024 has re-appointed Mr. Ravi A. Shroff as Managing Director of the Company for a term of 5 years with effect from 3<sup>rd</sup> September, 2024. His re-appointment is placed for approval of the members in the Notice of the Annual General Meeting.

The first term of the Independent Director Dr. Meena Galliarra expired on 26<sup>th</sup> June, 2024. As per Companies Act, 2013, Dr. Meena Galliarra is eligible for re-appointment for a second term. The Board has re-appointed Dr. Meena Galliarra for a second term of five years with effect from 27<sup>th</sup> June, 2024. Her re-appointment for a second term of five years is placed for approval of the members in the Notice of the Annual General Meeting.



The second term of the Independent Directors viz. Mr. H. N. Motiwalla, Mr. P. S. Jhaveri, Mr. R. N. Bhogale, Mr. M. B. Parekh, Mr. Shailesh S. Vaidya and Mr. Rajeev M. Pandia, expires on 12<sup>th</sup> August, 2024. The aforesaid independent directors shall vacate office on 12<sup>th</sup> August, 2024.

To comply with the requirements of regulation 17 of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting dated 24<sup>th</sup> June, 2024 have appointed Mr. Ninad Gupte, Mr. Shekhar Khanolkar, Mr. Rajesh Varma and Mr. Vihang Virkar as independent directors for the first term of five years with effect from 13<sup>th</sup> August, 2024, to fill the vacancy created due to completion of 2<sup>nd</sup> term of directors mentioned in the aforesaid para. Mr. Ninad Gupte, Mr. Shekhar Khanolkar, Mr. Rajesh Verma and Mr. Vihang Virkar have submitted their declaration of independence, consent to be appointed as an independent director and other relevant disclosures and documents. Their appointment for a term of five years is placed for approval of the members in the Notice of the Annual General Meeting.

The brief resume of the Directors to be appointed/ re-appointed at this AGM and other related information are provided in Annexures to the Notice of the Annual General Meeting.

### **KEY MANAGERIAL PERSONNEL**

Mr. Ashwin C. Shroff, Executive Chairman, Mr. Ravi A. Shroff, Managing Director, Mr. Hrishit A. Shroff, Executive Director, Mr. Devendra Dosi, Chief Financial Officer and Mr. Surendra Singhvi, Company Secretary are the key managerial personnel (KMP) of the Company.

Mr. N. R. Kannan, Chief Executive Officer and KMP, resigned from the services of the Company w.e.f. 30<sup>th</sup> June, 2024.

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules and disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in Annexure I, forming part of this Report.

### **INDEPENDENT DIRECTOR**

#### **(i) Declaration from Independent Directors**

The Board has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **(ii) Criteria for Performance Evaluation**

Nomination and Remuneration Committee has laid down various criteria for performance evaluation of Independent Directors which, inter-alia, includes preparedness for and attendance at the meetings, understanding of Company's operations and business, and contribution at Board Meetings.

#### **(iii) Details of Familiarization Programme**

The Directors are apprised with their roles and responsibilities and business of the Company at the time of joining. Further, they are regularly updated with the regulatory changes and business development at the Board Meetings. The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link <https://www.excelind.co.in/programmes/>.

## EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Nomination and Remuneration Committee has formulated a Nomination and Remuneration Policy which lays down the criteria and manner of Performance Evaluation of the Board as a whole, its Committees and individual Directors. The Nomination and Remuneration Policy of the Company as approved by the Board may be accessed on the Company's website at the link <https://www.excelind.co.in/policies/>.

Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out a formal annual evaluation of the performance of the Board, its Committees and of individual directors.

The Board as a whole is evaluated inter-alia on its ability to effectively guide and advise the management in the business affairs, to help management in formulating operational and strategic plans and to take decisions in the best interest of the organization. The Committees of the Board are evaluated on their ability to address effectively the matters delegated to them in the charter and the quality of the recommendations they make to the Board for taking appropriate decisions.

The evaluation of each of the director was done, inter-alia, on the basis of his advisory role and contribution in the decision making, understanding of Company's business and risks and on the basis of the overall directions and guidance provided to the senior executives.

## RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties during the year were at arm's length basis and in the ordinary course of business. There was no material related party transaction during the year, therefore Form AOC – 2 is not provided.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval is obtained on a yearly basis for transactions which are of repetitive nature and are anticipated to be entered during the year. Transactions entered into pursuant to omnibus approval are placed before the Audit Committee for review on a quarterly basis. All related party transactions during the year are mentioned in the Notes to the Financial Statements. Anshul Specialty Molecules Pvt. Ltd. is a part of the Promoter group and holds 42.63% of the share capital of the Company. In pursuance to regulation 2A of Schedule V of the SEBI (Listing Obligations and Requirements) Regulations, 2015, the transactions with Anshul Specialty Molecules Pvt Ltd are provided in Notes to Financial Statements. The Related Party Transaction Policy of the Company as approved by the Board may be accessed on the Company's website at the link <https://www.excelind.co.in/policies/>.

Non-Executive Directors including Independent Directors are not considered as Key Managerial Personnel (KMP) of the Company in view of the definition of KMP under Section 203 of the Companies Act, 2013. However, under Indian Accounting Standard (Ind AS) 24, Non-Executive Directors including Independent Directors of the Company are considered as KMP, hence it is accordingly mentioned in Notes to the Financial Statements.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has framed "Whistle Blower Policy" for Directors and employees of the Company for reporting their genuine concerns or grievances or cases of actual or suspected fraud or violation of the Company's Code of Conduct and Ethics Policy. The Whistle Blower Policy of the Company is available on the Company's website at <https://www.excelind.co.in/policies/>.

## NOMINATION AND REMUNERATION POLICY

The Company has a Nomination and Remuneration Policy for appointment and remuneration of the directors, key managerial personnel (KMP) and senior management personnel. The appointment and remuneration of the directors, KMP and senior management personnel is approved by the Board on the recommendation of Nomination and Remuneration Committee.

The key objectives of the Policy are to lay down the criteria for appointment and remuneration of Directors, KMP and Executives at Senior Management level and formulate the criteria and manner of effective evaluation of performance of the Board, its Committees and individual directors and review its implementation and compliance.

The Policy, inter-alia, includes criteria for determining qualifications, positive attributes, independence of a director, and expertise and experience required for appointment of Directors, KMP and Senior Management.

As per the Policy, the remuneration/ compensation to whole time Directors and senior management shall be recommended by the Nomination and Remuneration Committee to the Board for its approval. However, the remuneration / compensation to whole-time Directors shall be subject to the approval of the shareholders of the Company and will be in accordance with Section 197 of the Companies Act, 2013 read with Schedule V to the Act. Further, the Non-Executive Directors shall be entitled to fees for attending meetings of Board and Committees, and also to commission within the overall limit prescribed in the Companies Act, 2013 and as approved by the shareholders of the Company. Commission to the Non-Executive Directors is approved by the Board.

The Nomination and Remuneration Policy is available on the Company's website at <https://www.excelind.co.in/policies/>.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Company firmly believes that the industry owes duty of welfare to the society at large and it shall pursue the commitment of Social Responsibility and carry out the social work directly and/ or through other registered voluntary organizations.

The Company's policy on Corporate Social Responsibility states various CSR activities that the Company could undertake to discharge its responsibilities towards the society. The Company's Policy on Corporate Social Responsibility can be accessed at <https://www.excelind.co.in/policies/>.

In the FY 2023-24, the Company has undertaken various CSR activities at Roha, Lote, Mandvi and Mumbai. The CSR activities include Conservation of Natural Resources, Rural Development, Agriculture support, community infrastructure, animal welfare, women empowerment, Promotion of Education, Preventive Health Care, and ensuring Environmental Sustainability.

For the year ended 31<sup>st</sup> March, 2024, the Company has spent ₹ 275.60 lacs on aforesaid CSR activities directly or through other registered not-for-profit organizations like Vivekanand Research & Training Institute, etc.

Details on CSR spending as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are set out in Annexure II, forming part of this Report.

### **BUSINESS RESPONSIBILITY SUSTAINABILITY REPORTING (BRSR)**

SEBI vide its notification No. SEBI/LAD-NRO/GN/2021/22 dated 5<sup>th</sup> May, 2021 has mandated submission of a BRSR for top thousand listed companies based on market capitalisation. The Company does not fall in the list of top thousand listed companies as on 31<sup>st</sup> March, 2024. However, the Company continues to publish its BRSR, which forms part of this Annual Report, as per Regulation 34 of the Listing Regulations.

The BRSR envisages Company's endeavor to perform its operations in line with the principles as laid down in the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' notified by Ministry of Corporate Affairs (MCA).

### **RISK MANAGEMENT**

The Risk Management Committee of your company is currently composed of three Members including two independent Directors and the Managing Director. The Chief Executive Officer, who was a member of the Committee resigned from the Company w-e-f 30<sup>th</sup> June, 2024.

On the recommendation of the Risk Management Committee, the Board has approved a Risk Management Policy. Your Company recognizes that risk is an integral part of business process and is committed to managing the risks in a proactive and efficient

manner. Your Company periodically assesses the current and future risks existing in the internal and external environment and initiates actions to mitigate them. The Company has formulated a detailed risk management policy. The policy is available on the website of the Company and can be accessed at <https://www.excelind.co.in/policies/>.

Your Company, through its risk management process, strives to mitigate the impact and likelihood of the risks within the risk taking ability as agreed from time to time with the Board of Directors.

There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

## AUDIT COMMITTEE

The Audit Committee of Directors comprises of Mr. H N Motiwalla (Chairman of the Committee), Mr. P S Jhaveri, Mr. R N Bhogale, Mr. R. M. Pandia and Mr. Ravi A Shroff. All the recommendations made by the Audit Committee during the year were accepted by the Board of Directors of the Company. The terms of reference and other details of the Audit Committee are available in the Corporate Governance Report forming part of this Annual Report.

## AUDITORS AND AUDITORS' REPORT

### STATUTORY AUDITORS

At the 61<sup>st</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2022, the members of the Company re-appointed Price Water House, Chartered Accountants, LLP (Registration No. 012754N/N500016), as the Auditors of the Company for a second term of 5(five) consecutive years from the conclusion of the 61<sup>st</sup> annual general meeting until the conclusion of the 66<sup>th</sup> annual general meeting.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

The Auditors' Report on the Financial Statements for the year ended 31<sup>st</sup> March, 2024 does not contain any qualification, reservation, adverse remark or disclaimer and notes thereto are self-explanatory and do not require any explanations.

### SECRETARIAL AUDITOR

The Board appointed Mr. Prashant Diwan, Practising Company Secretary as the Secretarial Auditor of the Company for the year 2023-24 to conduct Secretarial Audit of the Company. The Secretarial Audit Report of the Company issued by Mr. Prashant Diwan for the financial year ended 31<sup>st</sup> March 2024 is attached with this Report as **Annexure III**.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

### COST AUDITORS

As per the requirements of Section 148 of the Companies Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records. Accordingly, the cost accounts and records have been prepared and maintained relating to applicable products.

The Board of Directors at its meeting held on 16<sup>th</sup> May, 2023 had appointed M/s Kishore Bhatia & Associates (Firm Registration No. 00294), Cost Accountants, as the Cost Auditors of the Company for the financial year 2023-24 to conduct cost audit of all the applicable products of the Company. The Cost Audit Report for the year ended 31<sup>st</sup> March, 2023, which was required to be filed with the Ministry of Corporate Affairs on or before 11.09.2023, was filed on 17.08.2023.

### REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Auditors have not reported any instance of fraud committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

## **CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Your Company continues to follow the principles of good Corporate Governance and the Board of Directors lays strong emphasis on transparency, accountability and integrity. Your Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis and Corporate Governance Report together with Auditors' Certificate thereon form part of this Report.

## **ANNUAL RETURN**

Pursuant to provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the Company's website at <https://www.excelind.co.in/annual-returns/>.

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

The information on conservation of energy and technology absorption and foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out in Annexure IV, forming part of this Report.

## **MATERIAL ORDERS PASSED BY THE REGULATORY AUTHORITIES OR COURT**

There is no significant material order passed by the regulators / courts / tribunals which can impact the going concern status of the Company and its future operations.

## **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Company has adequate systems of internal financial controls to safeguard and protect its assets from unauthorized use or misappropriation. All the financial transactions are properly authorized, recorded and reported to the Management. The Company follows all the applicable Accounting Standards for proper maintenance of books of accounts for financial reporting.

## **SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards have been duly followed by the Company. The Secretarial Auditor in his Secretarial Audit report confirms the same.

## **DIRECTORS RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2024, the Board of Directors hereby confirms that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they 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 profit and loss of the Company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the annual accounts on a going concern basis;
- (e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE**

The reports of Statutory Auditors and Secretarial Auditors are free from any qualification, reservation or adverse remark or disclaimer.

#### **PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE**

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace. All individuals who are at the Company's premises, irrespective whether employees of the Company or outsiders are covered under this Policy. The Company has constituted an Internal Complaints committee to consider and resolve sexual harassment complaints lodged with the Committee. The constitution of the Committee is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaint was received from any employee during FY 2023-24 and hence no complaint is outstanding as on March 31, 2024 for redressal.

#### **INSOLVENCY AND BANKRUPTCY CODE**

The requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

#### **ACKNOWLEDGEMENTS**

Your Directors acknowledge with gratitude the support and co-operation received from the Shareholders, Government Authorities, Bankers, Investors, Customers and Suppliers.

For and on behalf of the Board of Directors

Ashwin C. Shroff  
Executive Chairman  
DIN: 00019952

Date: 9<sup>th</sup> August, 2024  
Place: Mumbai

## ANNEXURE I TO DIRECTORS' REPORT

### Disclosure required under Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **Ratio of the remuneration of each director to the median remuneration of the employees for the FY 2023-24 and percentage change in the remuneration of each director in the FY 2023-24:**

| Name of Directors | Designation            | Ratio of remuneration of the Director to the median remuneration of the employees | % increase/ decrease in Remuneration (-) indicates decrease |
|-------------------|------------------------|---|---|
| Ashwin C. Shroff  | Executive Chairman     | 39.58   | -24.68  |
| Ravi A. Shroff    | Managing Director      | 44.46   | -29.93  |
| Hrishit A Shroff  | Executive Director     | 26.92   | -32.56  |
| Dipesh K. Shroff  | Non Executive Director | 0.43  | -69.89  |
| Atul G. Shroff    | Non Executive Director | 0.31  | -76.47  |
| H. N. Motiwalla   | Independent Director   | 1.83  | -29.82  |
| R. N. Bhogale     | Independent Director   | 1.38  | -40.00  |
| M. B. Parekh      | Independent Director   | 0.43  | -66.67  |
| P. S. Jhaveri     | Independent Director   | 1.13  | -45.59  |
| S. S. Vaidya      | Independent Director   | 0.69  | -52.63  |
| R. M. Pandia      | Independent Director   | 1.50  | -44.94  |
| Meena Galliarda   | Independent Director   | 0.83  | -47.06  |
| Dinesh Bhagat     | Nominee Director       | 0.54  | #   |

**Note:**

# Mr. Dinesh Bhagat was appointed as Nominee Director w.e.f. 24<sup>th</sup> March, 2023. Hence the remuneration of Mr. Bhagat for the year 2023-24 is not comparable with the remuneration of the year 2022-23.

2. **Percentage increase in the remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary in the FY 2023 – 24:**

| Name          | Designation             | % increase in Remuneration |
|---------------|-------------------------|----------------------------|
| N. R. Kannan  | Chief Executive Officer | 7                          |
| Devendra Dosi | Chief Financial Officer | 9                          |
| S. K. Singhvi | Company Secretary       | 7                          |

3. **The median remuneration of employees of the Company has been increased by 0.95% in the FY 2023-24 over the median remuneration of employees of the Company in FY 2022- 23.**
4. **There were 1048 permanent employees on the rolls of the Company at the end of the FY 2023-24.**
5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof.**

The average increase in the salary of the employees other than the managerial personnel in FY 2023-24 is 5.07 % and for managerial personnel there is decrease of 28.84%.

The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also as per market trend.

**Note:**

Managerial Personnel includes Executive Chairman, Managing Director and the Executive Director.

6. **Affirmation that the remuneration is as per the remuneration policy of the Company**

Remuneration paid to Directors, KMPs and other employees is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

Ashwin C. Shroff  
Executive Chairman  
DIN: 00019952

Date: 9<sup>th</sup> August, 2024

Place: Mumbai



## ANNEXURE I TO DIRECTOR'S REPORT

Disclosure required under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Top ten employees in terms of remuneration drawn

| Sr. No. | Name                     | Designation        | Actual Remuneration (₹ in Lacs) | Nature of employment (Contractual or otherwise) | Qualifications   | Experience (Years) | Joining Date | DOB        | Age (Years) | Last Employment                                | % of Equity shares held by the Employee along with spouse and children | Relative of any Director / Manager  |
|---------|--------------------------|--------------------|---------------------------------|---|--|--------------------|--------------|------------|-------------|--|--|---|
| 1       | Ashwin Champraj Shroff   | Executive Chairman | 258.84                          | Contractual                                     | B.Sc.  | 58                 | 01.09.1965   | 22.01.1945 | 79          | NA   | 1.04   | Mr. Ashwin C Shroff, Mr. Ravi A Shroff and Mr. Hrishit A Shroff are relatives |
| 2       | Ravi Ashwin Shroff       | Managing Director  | 290.77                          | Contractual                                     | BE - Chemical, PG in Chemistry, Boston University, USA             | 21                 | 03.09.2014   | 05.02.1978 | 46          | ANSHUL SPECIALTY MOLECULES PVT LTD             | 0.38   |   |
| 3       | Hrishit Ashwin Shroff    | Executive Director | 176.04                          | Contractual                                     | CA, Executive Management from Harvard Business School, Boston, USA | 18                 | 01.02.2017   | 21.02.1980 | 44          | Excel Crop Care Limited                        | 0.38   |   |
| 4       | N.R. Kannan <sup>#</sup> | CEO                | 104.95                          | Permanent                                       | B.Sc., B.Sc. (Tech)  | 36                 | 17.07.2017   | 08.09.1963 | 60          | Sanmar Specialty Ltd                           | 0  | —   |
| 5       | Devendra Parasmas Dosi   | CFO                | 79.91                           | Permanent                                       | C.A.   | 27                 | 01.11.2017   | 22.06.1972 | 51          | H R Johnson (A division of Prism Johnson Ltd.) | 0  | —   |
| 6       | Pradeep N Ghattu         | President & COO    | 74.21                           | Permanent                                       | MBA  | 31                 | 03.11.2004   | 02.01.1970 | 54          | ABB India Ltd.                                 | 0 <sup>\$</sup>  | —   |
| 7       | Dr. Mahesh Patil         | VP - R&D           | 60.27                           | Permanent                                       | M.Sc., Ph.D  | 29                 | 01.12.2020   | 01.05.1973 | 51          | Anar Chemicals, LLP                            | 0  | —   |
| 8       | Sanjay Sapate            | VP - Manufacturing | 58.07                           | Permanent                                       | BE - Chemicals   | 34                 | 03.11.2022   | 30.10.1966 | 57          | Rallis India Ltd.                              | 0  | —   |
| 9       | Neha Yogesh Tiwari       | VP - HR            | 53.11                           | Permanent                                       | BA, MBA  | 30                 | 01.02.2017   | 29.04.1965 | 59          | Cheminova India Ltd                            | 0  | —   |
| 10      | Sekar Bharadwaj          | AVP - HR           | 47.97                           | Permanent                                       | M.Com, PGDM - HR   | 25                 | 10.04.2023   | 09.03.1976 | 48          | Balkrishna Industries                          | 0  | —   |

Notes: # Mr. N. R. Kannan has resigned from the services of the Company with effect from 30.06.2024

\$ Mr. Pradeep Ghattu holds 50 shares of the Company

For and on behalf of the Board of Directors

Ashwin C. Shroff  
Executive Chairman  
DIN: 00019952

Date: 9<sup>th</sup> August, 2024  
Place: Mumbai

## ANNEXURE II TO DIRECTORS REPORT

### Details on CSR Activities of the Company for the financial year 2023-24

1. Brief outline on CSR Policy of the Company:

The Company's CSR Policy is available on the website of the Company <https://www.excelind.co.in/policies/>. It encompasses the Company's philosophy in pursuit of inclusive growth and equitable development and lays down the guidelines and mechanism for undertaking socially useful programs for welfare and sustainable development of the community at large. The Company's CSR approach focuses on development of communities around the vicinity of its plants and other offices for the benefit of different segments of the society, specifically the deprived, underprivileged and differently abled persons.

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       | Mr. Ashwin C. Shroff, Chairman | Promoter, Executive Chairman         | 3  | 3  |
| 2       | Mr. R. N. Bhogale, Member      | Independent Director                 | 3  | 2  |
| 3       | Mr. M. B. Parekh, Member       | Independent Director                 | 3  | 1  |
| 4       | Mr. R. M. Pandia, Member       | Independent Director                 | 3  | 3  |
| 5       | Dr. Meena Galliar, Member      | Independent Director                 | 3  | 3  |

|    |  |   |   |
|----|--|---|---|
| 3. | Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.  | : | <a href="https://www.excelind.co.in/corporate-social-responsibility/">https://www.excelind.co.in/corporate-social-responsibility/</a> |
| 4. | Provide executive summary along with web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. | : | NA  |
| 5. | (a) Average net profit of the company as per section 135(5).   | : | 13917.89 Lakhs  |
|    | (b) Two percent of average net profit of the company as per section 135(5)   | : | 278.36 Lakhs  |
|    | (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years.   | : | Nil   |
|    | (d) Amount required to be set off for the financial year, if any   | : | 2.76 Lakhs  |
|    | (e) Total CSR obligation for the financial year (b+c-d)  | : | 275.60 Lakhs  |
| 6. | a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)  | : | 275.60 Lakhs  |
|    | b. Amount spent in Administrative Overheads  | : | Nil   |
|    | c. Amount spent on Impact Assessment, if applicable  | : | NA  |
|    | d. Total amount spent for the Financial Year (a+b+c)   | : | 275.60 Lakhs  |

e. CSR amount spent or unspent for the Financial Year :

| Total Amount Spent for the Financial Year (₹ In Lakhs) | Amount Unspent (₹ In lakhs)   |   |                  |        |                  |
|--|---|---|------------------|--------|------------------|
|  | Total Amount transferred to Unspent CSR Account as per section 135(6) | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) |                  |        |                  |
|  | Amount  | Date of transfer  | Name of the Fund | Amount | Date of transfer |
| 275.60   | NA  | NA  | NA               | NA     | NA               |

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)                                    | 278.36              |
| ii.     | Total amount spent for the Financial Year   | 275.60              |
| iii.    | Excess amount spent for the financial year [(ii)-(i)]   | (2.76)              |
| iv.     | Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any | 4.58                |
| v.      | Amount available for set off in succeeding financial years [(iii)-(iv)]                                   | 1.82                |

7. Details of Unspent CSR amount for the preceding three financial years: **NIL**
8. Whether any capital asset has been created or acquired through CSR amount spent in the financial year: **NO**
9. Specify reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

For and on behalf of the Board of Directors

Ashwin C. Shroff  
Executive Chairman and  
Chairman of CSR Committee  
DIN: 00019952

Ravi A Shroff  
Managing Director  
DIN: 00033505

Date: 09<sup>th</sup> August, 2024  
Place: Mumbai

## ANNEXURE III TO DIRECTORS' REPORT

### SECRETARIAL AUDIT REPORT

#### FORM NO. MR-3

#### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> 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

#### **Excel Industries Limited**

184-187, Swami Vivekanand Road

Jogeshwari (West)

Mumbai - 400 102

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Excel Industries Limited** having CIN: L24200MH1960PLC011807 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined through digital mode the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> 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) 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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) Further, as representation made by the management and relied upon by me, during the period under review, provisions of the Drugs and Cosmetics Act, 1940 and The Drugs and Cosmetics Rules, 1945 to the extent of filing of returns, maintaining records and renewal of requisite license were complied by the Company.

As per the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations/guidelines were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (ii) 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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

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

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

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

Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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 and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me in the representations made by the management and relied upon by me, 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.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, the following are the specific events/ actions took place, having a major bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines, etc.,

**CS Prashant Diwan**  
**Practicing Company Secretary**  
**FCS: 1403 CP: 1979**

PR: 1683/2022

UDIN: F001403F000937030

Date: 09.08.2024

Place: Mumbai

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

**Annexure “A”**

To  
The Members  
**EXCEL INDUSTRIES LIMITED**  
184-187, Swami Vivekanand Road  
Jogeshwari (West)  
Mumbai - 400 102

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I 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. My 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.

**CS Prashant Diwan**  
**Practicing Company Secretary**  
**FCS: 1403 CP: 1979**

PR: 1683/2022

UDIN: F001403F000937030

Date: 09.08.2024

Place: Mumbai

## ANNEXURE IV TO DIRECTORS' REPORT 2023-24

### (A) CONSERVATION OF ENERGY

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

1. At our Roha Site, an energy intensive waste water treatment process has been modified resulting in steam saving of 46MT per day and electricity savings of 1427 kw per day.
2. Change in plant machinery design at our Roha Site has resulted in steam saving of 4.2MT per day.

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

The Company remains committed to sustainability. The Company invested in group captive solar power project at Tuljapur in collaboration with First Energy Private Limited (FEPL) with a committed supply of solar power for 25 years.

#### (iii) **The capital investments on energy conservation equipment –**

No significant capital investment has been done on energy conservation equipment.

### (B) TECHNOLOGY ABSORPTION

#### **Process R & D, Technology and manufacturing have been the traditional strengths of Excel**

#### (i) The efforts made towards technology absorption and benefits derived thereof:

- (i) Expansion of R&D facility at the Roha site is proposed for next year, with infrastructure upgradation aligned to our R & D and Business objectives.
- (ii) Plans have been made to upgrade the pilot plants at Roha and Lote. These will be undertaken during Financial year 2024 – 25.
- (iii) Actions are underway to operationalise the Corporate R & D Centre at Mumbai during the Financial Year 24 - 25
- (iv) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil.

(ii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil.

(iii) The expenditure incurred on R& D for the FY 2023-24

(₹ in Lakhs)

|   |        |
|---|--------|
| Capital   | 120.00 |
| Recurring   | 531.00 |
| Total   | 651.00 |
| Total R&D expenditure as a percentage of total turnover | 0.79   |

### (C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earned in terms of actual inflows during the FY 2023-24 is ₹ 12,989.06 lakhs and the foreign exchange outgo in terms of actual outflows during the FY 2023-24 is ₹ 14,602.08 lakhs.

For and on behalf of the Board of Directors

Ashwin C. Shroff  
Executive Chairman  
DIN: 00019952

Date: 9<sup>th</sup> August, 2024

Place: Mumbai

## MANAGEMENT DISCUSSION AND ANALYSIS

The Company has two divisions viz the Chemicals Division and the Environment and Biotech Division. The total revenue from operations of the Company for FY 2023-24 was ₹ 826.14 crores as against ₹ 1089.82 crores for FY 2022-23. The revenue from operations of the Chemicals Division for FY 2023-24 was ₹ 811.98 crores as against ₹ 1,067.10 crores for FY 2022-23 and that of the Environment and Biotech Division was ₹ 14.16 Crores for FY 2023-24 as against ₹ 22.72 crores for FY 2022-23). The Chemicals Business is engaged in the manufacture of speciality chemicals, intermediates and actives catering to various end user segments like Agrochemicals, Water Treatment, Soaps & Detergents, Lube Oil Additives, Mining Chemicals, Polymer Additives and Pharmaceuticals.

### CHEMICALS BUSINESS

#### Industry Structure and Developments:

- The Company is a leading manufacturer of speciality and performance chemicals.
- Speciality and Performance chemicals are knowledge chemicals which require specialized skills and knowledge in terms of chemistry and engineering capabilities, Environment, Health and Safety (EHS) management, material handling and effluent treatment.
- Speciality chemicals are required in a number of end use applications ranging from the Life Sciences (Agrochemicals and Pharmaceuticals) to Fast Moving Consumer Goods (FMCG). Production of speciality chemicals requires good knowledge of the requirements of the end user applications to whose needs they are meant to cater.
- All speciality chemicals are subject to varying degrees of regulatory requirements and the demand for these chemicals can be impacted by changes in regulations. Each Country / Region is conscious of Global warming and its impact; thereby working towards regulations that will protect their territory/geography. This effort however is frequently overshadowed by compulsive industrialisation to meet current global changes and needs.
- The Size of the Indian chemicals industry is estimated at US \$ 300 billion by 2025. (Source: [www.investindia.gov.in](http://www.investindia.gov.in).) Even though there are varying estimates, the share of the speciality chemicals can be considered to be at 25% of the total chemicals industry.
- Given the specialized knowledge component involved, there are limited number of producers in India for the range of products manufactured by the Company. Post Covid, global market is looking forward to India as the alternate Industrial hub as we give more reliability and assurance in our business approach. It's a handshake approach where both sides are keen to align for their own good with a WIN-WIN approach in mind.

However, China given the abundance of feedstock reserves and large production capacities, continue to offer stiff competition and challenge our growth. Resilience will be the key to garner courage and counter competition to make it possible for the world to rely on India in the years to come.

- This reflects in the sourcing pattern of our Company. Some major key basic raw materials (feedstock) required for the products manufactured by the Company continue to be imported because the domestic availability is either relatively non-existent / limited.

#### Performance of the year (2023-24) and Outlook for (2024-25)

The year 2023-24 experienced a cautious behaviour by the Industry after repeated years of panic buying and overstocking. Expecting the trend to continue, there was a repeat of annual buying in early 2023 which led to excess stock on one side; while market normalised and was buying more on spot. The focus shifted to monitoring and liquidation of inventories, which were relatively at high prices. Most companies ended up reporting meagre margins and overall demand also slowed down.

While this situation was seen normalising by end of November, Industry was hit by unexpected wave of Red Sea conflict leading to sudden turbulence and chaos from December onwards. This resulted in shipment schedules being deferred or cancelled leading to spiralling of prices and jeopardising a trend which was seen normalising.

This continued through Q4 and has also spilled over to the current fiscal (at the time of reporting) and also leadtime of voyages have doubled/tripled. The added worry is market news about China dumping into Europe before tariff embargo and USA market



before elections; creating scarcity of box containers and shipping space sending the ocean freight rates into a tizzy. Carriers themselves are struggling to cope with this situation as transit time has increased which has also resulted in box container inventories dry up.

The outlook of 2024-25 looks stable with the financial year starting on a good note. Demand seems to be picking up but challenges on prices and logistics remain. There has been reports of normal monsoon, which could spur up the demand momentum and growth. We look forward to a mixed experience considering our product profile.

### **Opportunities:**

The Company continues to strive in its efforts to develop new line of products based on its capabilities and also through new business associations. This process is lengthy due to evaluation and validation and final outcome. The Company expects to benefit out of the learnings and adapt it in its new initiatives. The flip side is that we have to be adept and agile to changing market needs and demand pattern due to fast changing technologies and way of life.

The Company is engaged with multiple sources in exploring possibilities of enhancing its growth in new segments. Products which are expected to go off patent is being closely watched to be added in the portfolio with minimum efforts.

The Company is also consciously monitoring the global market scenario to understand change in demand dynamics and step up to meet sudden market needs in the existing segment.

### **Risks and concerns**

While Global trade is keen to explore India as a China + sourcing and this opens up a host of opportunities, we have a long way to cover before we achieve self sufficiency in feedstocks. This factor will continue to be a challenge and deterrent to our growth. With fast changing technology and dynamic global pattern, we could be poised to be growth partner to like minded Industry friends giving them assurance and sense of dependability which could be the edge over our competition. Resilience will be the key to keep going.

Ever changing laws governing environmental or business safeguard issues either globally or locally could affect Company's policy decisions as this continues to be a perceived risk which is difficult to quantify and justify policies / decisions.

Focussing on increasing the products and value chain is one of the way to mitigate this risk

## **ENVIRONMENT & BIOTECH DIVISION**

### **1. INDUSTRY STRUCTURE AND DEVELOPMENT:**

- India's MSW processing capacity is 205,000 TPD, with 55% for composting, 37% for Material Recovery Facilities, 6% for Waste to Energy, and 2% for Bio-Methanation.
- Empowering Industrial Sector for Waste Management in India, Ministry of housing and Urban Affairs (MOHU) Government of India has organised round table conference for Strengthening Swachh Bharat Mission – Urban 2.0. We as Excel Industries have actively participated in preparation of Draft for Business Model and Economic Assistance for Municipal Solid Waste Projects.
- The government has issued comprehensive guidelines for C&D waste management, emphasizing strict enforcement and penalties for non-compliance. Investments in recycling facilities, data collection, and training programs for stakeholders are prioritized to improve waste processing. Additionally, awareness campaigns, incentives for recycling, and the adoption of new technologies are promoted for waste reduction and recycling.
- The government mandates Extended Producer Responsibility (EPR) for holistic plastic waste management by Producers, Importers, Brand Owners, and Processors, with policies for incentivizing, penalizing, and trading EPR certificates. New rules require all brands to use at least 30% recycled plastic by 2025-26, driving growth in the plastic recycling sector. EPR credit facility was offline till year 2022-23 but according to the new guidelines, CPCB is upgrading EPR portal from 2023-24 making online EPR credit in PIBO's account compulsory.

## 2. SEGMENT PERFORMANCE & OUTLOOK

During this year, Decentralised waste management achieved a milestone in Export Segment, with our First Export Tender from Maldives Government funded by World Bank completed execution of OWC projects in 4 different Maldives Islands.

We have executed our First 5 TPD Biogas Plant which is successfully handed over to Chiplun Municipal Council in Maharashtra and now Excel is Pre-Qualified for 5 TPD Projects.

Excel has executed 50 TPD C&D waste processing plant of Rajkot Municipal Corporation through SPV - Excel Rajkot C&D Waste Recycling Pvt Ltd.

Excel has installed its first Material Recovery Facilities (MRF) at Pune and its Operations will commence in the year 2024-25.

Excel decided to close the operations of its Centralized MSW Processing plant at Pirana - Ahmedabad. We have closed the operation and made the full and final settlement of all the workmen.

## 3. OPPORTUNITIES AND THREATS

India faces significant challenges in managing its waste, with over 58 million tons generated annually, of which less than 79% is collected and only 45% treated. By 2030, waste generation is projected to reach 165 million tons. The Indian solid waste management market, valued at USD 12.90 billion in 2024, is expected to grow to USD 17.30 billion by 2029, at a CAGR of 6.10%. Excel is pioneer in providing solution for MSW and can emerge as a major solution provider in this sector, focusing on Construction & Demolition (C&D) waste management, Biogas production, Material Recovery Facilities (MRF), Extended Producer Responsibility (EPR) compliance, and Process Waste Disposal (PWD).

In response to regulatory demands and market pricing pressures, we have introduced our latest product, the OWC 45 E, in the Organic Waste Converter (OWC) segment. This model offers an economical solution, meeting competitive pricing standards in the Decentralised Waste Management market.

The division also wants to focus on industrial waste recycling opportunities in the B2B segment.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions of the Companies Act, 2013 read with Rule 7 of the companies (Accounts) Rules, 2014. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of your Company. The accounts of the subsidiary companies are audited and certified by their respective Auditors for consolidation.

The Company has proper and adequate system of internal audit and control which ensures that all the assets are safeguarded against loss from unauthorized use and that all transactions are authorized recorded and reported correctly.

The Company continuously improves upon the existing practices for each of its major functional areas with a view to strengthen the internal control systems.

The Company has assigned internal audit function to an independent firm of Chartered Accountants. Regular internal audit and checks are carried out to ensure that the responsibilities are discharged effectively. All major findings and suggestions arising out of internal audit are reported and reviewed by the Audit Committee. The management ensures implementation of the suggestions made by the internal auditors and reviews them periodically.

## FINANCIAL PERFORMANCE AND ANALYSIS

During the year under review, the net revenue from operations slipped by 24% from ₹ 1089.82 crores in FY 2022-23 to ₹ 826.14 crores, largely due to adverse global economic conditions, inventory destocking, and continuous pressure on sales realisations. Company's profit before tax declined by 81% from ₹ 103.95 crores in FY 2022-23 to ₹ 20.19 crores on account of challenges in international business and sharp decline in sales realisations. Consequently, net profit after tax for the year decreased by 81% from ₹ 78.45 Crores to ₹ 15.11 Crores.

The revenue from operations of the Chemicals Division for the year 2023 - 24 was ₹ 811.98 crores (₹ 1,067.10 crores for FY 2022-23) and that of the Environment and Biotech Division was ₹ 14.16 crores (₹ 22.72 crores for FY 2022-23).

The Reserves excluding revaluation reserves as on 31.03.2024 are at ₹ 1069.43 crores.

During the year, CRISIL Limited reviewed and revised its rating outlook on the long term bank facilities of the Company to 'Negative' from 'Stable' while reaffirming the rating on long term bank facilities at 'CRISIL A+' and on short-term bank facilities at 'CRISIL A1'.

## KEY FINANCIAL RATIOS

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof:

The Company has identified following ratios as key financial ratios:

| Sr. No. | Particulars                                | FY 2023-24 | FY 2022-23 | % Change |
|---------|--|------------|------------|----------|
| 1       | Current ratio                              | 2.56       | 3.59       | -28.71%  |
| 2       | Debt- Equity Ratio (%)                     | 0.17%      | 0.27%      | -38.61%  |
| 3       | Return on Equity (%)                       | 1.46%      | 8.15%      | -82.08%  |
| 4       | Inventory Turnover ratio (in times)        | 6.95       | 7.35       | -5.44%   |
| 5       | Trade Receivable Turnover Ratio (in times) | 4.84       | 6.13       | -20.98%  |
| 6       | Net Profit (%)                             | 1.83%      | 7.20%      | -74.60%  |
| 7       | Interest Coverage Ratio ( times )          | 11.98      | 48.97      | -75.54%  |
| 8       | Operating Profit Margin (%)                | 2.67%      | 9.74%      | -72.61%  |

Note for these ratios where percentage change is in excess of 25%:

- Movement in current ratio is mainly due to increase in current liabilities during the year.
- Movement in debt equity ratio is mainly due to decrease in debt during the year.
- Movement in return on equity is due to lower profits earned during the year.
- Movement in net profit margin is due to lower profits earned during the year.
- Movement in Interest Coverage is due to reduced profits this year compared to last year
- Movement in Operating profit margin is due to lower profits earned during the year.

## HUMAN RESOURCE DEVELOPMENT / INDUSTRIAL RELATIONS

Excel HR is committed to create a positive and productive environment in which our people are enabled to perform at their best, are healthy and resilient and happy at work.

For FY 2023-24, the focus area for HR was in building capabilities within the organization for the next growth phase by putting the right talent in the right roles at the right time, developing leaders who inspire, empower and role model the right behaviors. Also hiring, retention and growth of the diverse talent pool.

The Company continued to focus on opportunities to grow and all round development in its people. As part of the development process and succession planning, "Leaders of Tomorrow" program was concluded in August 2023 and we continued to invest in

it's future leaders by coaching and mentoring to be future-ready. These future leaders have completed their learning journey and will soon be leading some exciting roles / projects in Excel Industries.

To make HR more efficient, effective, and connected, HR digitization was initiated for all the HR processes. Digitized HR brings sophisticated data-driven decision-making powers to organizations as all employee data is stored in one place for analysis and reporting.

We continued to follow a clear-cut top down goals / themes and focusing on deliverables for the year, as shared by top management. These deliverables were discussed and agreed by each function / business / site. There was a sense of ownership of these company level goals by respective business/ function owners. This helped in setting up KRAs for the year.

All the three sites operated in a smooth manner due to our employee friendly policies and proactive industrial relationship approach.

Employee strength of the Company as on 31st March, 2024 was 1048.

### **CAUTIONARY STATEMENT**

Statements in this report on Management Discussion and Analysis relating to the Company's objectives, projections, estimates, expectations or prediction may be forward looking within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results might differ materially from those expressed or implied depending upon factors such as climatic conditions, global and domestic demand-supply conditions, raw materials cost, availability and prices of finished goods, foreign exchange market movements, changes in Government regulations, tax structure, economic and political developments within India and the countries where the Company conducts its business and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

## CORPORATE GOVERNANCE REPORT:

**The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2024, in terms of Regulation 34(3) read with Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").**

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalization, widespread shareholders, changing ownership structure, greater expectations, etc. has made good Corporate Governance sin-qua-non of modern management. Your Company adheres to the principles of corporate governance and commits itself to accountability and fiduciary duty in the implementation of guidelines and mechanisms to ensure its corporate responsibility to the members and other stakeholders.

### 1. Company's Philosophy on the Code of Governance

Corporate Governance primarily involves transparency, complete disclosure, independent monitoring of the state of affairs and being fair to all stakeholders.

The objective of your Company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder value. The Company has professionals as its Directors who get actively involved in the deliberations of the Board as well as Committees of Directors on all important policy matters.

The Company has formulated a number of policies and introduced several governance practices to comply with the applicable statutory and regulatory requirements.

### 2. Board of Directors

- a) As on March 31, 2024, the Company's Board consists of Thirteen (13) Directors out of which Three (3) are Whole-time Directors and Ten (10) are Non-Executive Directors. Out of the Ten (10) Non-Executive Directors, two (2) are Promoter Directors, Seven (7) are Independent Directors and One (1) is Nominee Director of LIC of India.

The Company has obtained the requisite disclosures from the Directors in respect of their directorship in other companies and membership in committees of other companies. Composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also number of other directorships/ memberships of committees of other companies are as under:

| Name                                    | Category of Directorship in Excel industries Limited | No. of Board Meetings Attended During 2023-24 | Attendance At Last AGM (14/09/2023) | No. of Directorship Held In Listed Public Limited Companies | Name of listed companies where he/she is a Director |                           | Membership of committees | Chairmanship of committees |
|---|--|---|-------------------------------------|---|---|---------------------------|--------------------------|----------------------------|
|   |  |   |                                     |   | Company   | Category of directorship* |                          |                            |
| Mr. Ashwin C. Shroff<br>(DIN: 00019952) | Executive Chairman                                   | 5   | Yes                                 | 2   | Excel Industries Limited                            | PD/ED/<br>Chairman        | Nil                      | Nil                        |
|   |  |   |                                     |   | Transpek Industry Limited                           | PD/NED/<br>Chairman       |                          |                            |

| Name   | Category of Directorship in Excel Industries Limited | No. of Board Meetings Attended During 2023-24 | Attendance At Last AGM (14/09/2023) | No. of Directorship Held In Listed Public Limited Companies | Name of listed companies where he/she is a Director  |                           | Membership of committees | Chairmanship of committees |
|--|--|---|-------------------------------------|---|--|---------------------------|--------------------------|----------------------------|
|  |  |   |                                     |   | Company  | Category of directorship* |                          |                            |
| Mr. Ravi A. Shroff<br>(DIN: 00033505)        | Managing Director                                    | 5   | Yes                                 | 2   | Excel Industries Limited<br>Transpek Industry Limited  | PD/MD<br>PD/NED           | 2                        | Nil                        |
| Mr. Hrishit A. Shroff<br>(DIN: 00033693)     | Executive Director                                   | 5   | Yes                                 | 1   | Excel Industries Limited   | PD/ED                     | Nil                      | Nil                        |
| Mr. Atul G. Shroff<br>(DIN: 00019645)        | Promoter – Non-Executive                             | 4   | Yes                                 | 2   | Excel Industries Limited<br>Transpek Industry Limited  | PD/NED<br>PD/NED          | 1                        | Nil                        |
| Mr. Dipesh K. Shroff<br>(DIN: 00030792)      | Promoter – Non-Executive                             | 4   | Yes                                 | 2   | Excel Industries Limited<br>Transpek Industry Limited  | PD/NED<br>PD/NED          | 2                        | 1                          |
| Mr. Ramchandra N. Bhogale<br>(DIN: 00292417) | Independent Director                                 | 5   | No                                  | 1   | Excel Industries Limited   | NED/ID                    | 1                        | Nil                        |
| Mr. Harish N. Motiwala<br>(DIN: 00029835)    | Independent Director                                 | 5   | Yes                                 | 5   | Excel Industries Limited<br>Multibase India Limited<br>Ashapura Minechem Limited<br>Orient Abrasives Limited<br>Hitech Corporation Limited | NED/ID                    | 7                        | 5                          |
| Mr. Priyam S. Jhaveri<br>(DIN: 00045038)     | Independent Director                                 | 4   | No                                  | 2   | Excel Industries Limited<br>Sadhana Nitro Chem Limited   | NED/ID                    | 3                        | 2                          |

| Name                                       | Category of Directorship in Excel Industries Limited | No. of Board Meetings Attended During 2023-24 | Attendance At Last AGM (14/09/2023) | No. of Directorship Held In Listed Public Limited Companies | Name of listed companies where he/she is a Director  |  | Membership of committees | Chairmanship of committees |
|--|--|---|-------------------------------------|---|--|--|--------------------------|----------------------------|
|  |  |   |                                     |   | Company  | Category of directorship*              |                          |                            |
| Mr. Madhukar B. Parekh<br>(DIN: 00180955)  | Independent Director                                 | 2   | Yes                                 | 3   | Excel Industries Limited<br>Pidilite Industries Limited<br>Vinyl Chemicals (India) Limited   | NED/ID<br>PD/ED/Chairman<br>PD/ED/C&MD | 2                        | Nil                        |
| Mr. Shailesh S. Vaidya<br>(DIN: 00002273)  | Independent Director                                 | 5   | Yes                                 | 2   | Excel Industries Limited<br>Apcotex Industries Limited   | NED/ID                                 | 3                        | 2                          |
| Mr. Rajeev M. Pandia<br>(DIN: 00021730)    | Independent Director                                 | 5   | Yes                                 | 6   | Excel Industries Limited<br>Thirumalai Chemicals Limited<br>Ultramarine & Pigments Limited<br>Supreme Petrochem Limited<br>GRP Limited<br>Supreme Industries Limited | NED/ID                                 | 6                        | 3                          |
| Dr. Meena A. Galliara<br>(DIN: 07118699)   | Independent Director                                 | 5   | Yes                                 | 1   | Excel Industries Limited   | NED/ID                                 | Nil                      | Nil                        |
| Mr. Dinesh Kumar Bhagat<br>(Din: 10039806) | Nominee Director<br>(Equity Investor LIC of India)   | 4   | Yes                                 | 1   | Excel Industries Limited   | NED/ND                                 | Nil                      | Nil                        |

**Notes:**

\*PD - Promoter Director; MD - Managing Director; C&MD -Chairman & Managing Director; ED – Executive Director; NED - Non Executive Director; ID - Independent Director; ND - Nominee Director as defined in the SEBI LODR Regulations

- 1) Directorships exclude Unlisted Public Companies, Private Limited Companies, Foreign Companies and Section 8 Companies.
- 2) Membership and Chairmanship of the Audit Committee and Stakeholders Relationship Committee of Public companies are only considered. Further Membership count includes the count in which the Director is Chairman.
- 3) Details of Director(s) retiring or being re-appointed are given in Annexure I to the Notice of Annual General Meeting.
- 4) Brief profiles of each of the above Directors are available on the Company's website: <http://www.excelind.co.in/>

- b) Five Board meetings of the Company were held during the year 2023-24. Dates of Board meetings held were:

|            |            |            |
|------------|------------|------------|
| 16/05/2023 | 11/08/2023 | 08/11/2023 |
| 09/02/2024 | 22/03/2024 |            |

- c) Mr. Ashwin C. Shroff, Mr. Atul G. Shroff and Mr. Dipesh K. Shroff are cousin brothers and Mr. Ravi A. Shroff and Mr. Hrishit Shroff are sons of Mr. Ashwin C. Shroff and Late Mrs. Usha A. Shroff.

- d) **No. of Shares held by Promoter Non-Executive Directors as on March 31, 2024**

| Name of the Director(s) | Shares Held (No.) |
|-------------------------|-------------------|
| Mr. Atul G. Shroff      | 59,784            |
| Mr. Dipesh K. Shroff    | 3,619             |

- e) **Familiarization Program for Independent Directors:**

The Company has conducted familiarization Program during the year for Independent Directors so as to assist them in performing their role as Independent Directors. Details of the Program are available on Company's website at <https://www.excelind.co.in/programmes/>.

- f) **Skill, expertise and competence of the Board of Directors**

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

The table below summarizes the list of core skills, expertise, competencies identified by the Board as required in the context of the Company's business and as possessed by individual members of the Board. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

| Expertise in | Chemical Industry, Biotech and other allied industries   | Business Management & Leadership   | Finance  | Legal Compliances  | Corporate Governance   | Global Business Development                                       | Corporate Social Responsibility   |
|--------------|--|--|--|--|--|---|---|
| Description  | Knowledge and experience of Chemical and Biotech industry structure, manufacturing, operations and Research & Development. | Knowledge and experience in corporate strategy, planning, risk management and business sustainability. Leadership experience in advisory and supervising corporate management. | Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System. | Knowledge in the field of law and legal compliance management. | Experience in developing good 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. | Expertise in global business development, operation and strategy. | Experience and knowledge in the matters of Corporate Social Responsibility including environment protection and social development. |



| Expertise in           | Chemical Industry, Biotech and other allied industries | Business Management & Leadership | Finance | Legal Compliances | Corporate Governance | Global Business Development | Corporate Social Responsibility |
|------------------------|--|----------------------------------|---------|-------------------|----------------------|-----------------------------|---------------------------------|
| Ashwin C. Shroff       | ✓  | ✓                                |         |                   | ✓                    | ✓                           | ✓                               |
| Ravi A. Shroff         | ✓  | ✓                                | ✓       |                   | ✓                    | ✓                           | ✓                               |
| Hrishit A. Shroff      | ✓  | ✓                                | ✓       | ✓                 | ✓                    | ✓                           | ✓                               |
| Atul G. Shroff         | ✓  | ✓                                |         |                   | ✓                    | ✓                           | ✓                               |
| Dipesh K. Shroff       | ✓  | ✓                                |         |                   | ✓                    | ✓                           | ✓                               |
| Harish N. Motiwalla    |  |                                  | ✓       | ✓                 | ✓                    |                             |                                 |
| Ramchandra. N. Bhogale | ✓  | ✓                                | ✓       |                   | ✓                    | ✓                           | ✓                               |
| Priyam S. Jhaveri      | ✓  | ✓                                | ✓       |                   | ✓                    | ✓                           | ✓                               |
| Rajeev M. Pandia       | ✓  | ✓                                | ✓       |                   | ✓                    | ✓                           | ✓                               |
| Shailesh S. Vaidya     |  |                                  |         | ✓                 | ✓                    |                             |                                 |
| Madhukar B. Parekh     | ✓  | ✓                                |         |                   | ✓                    | ✓                           | ✓                               |
| Meena A. Galliarda     |  |                                  |         |                   | ✓                    |                             | ✓                               |
| Dinesh Kumar Bhagat    |  | ✓                                | ✓       | ✓                 | ✓                    |                             |                                 |

**g) Confirmation of Independence**

There are seven Independent Directors on the Board of the Company. All the Independent Directors have provided a declaration of their independence for the year 2023-24 to the Board. The Board after undertaking due assessment of the veracity of the declaration is of the opinion that each Independent Director fulfills the conditions of independence as specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations and is independent of the management. No Independent Director has resigned during the year 2023-24 before the expiry of his/ her tenure.

**3. Audit Committee**

**a) Terms of reference and composition:**

The role of the Audit Committee is to supervise the Company's financial reporting process, internal control and disclosure of its financial information, to approve appointment of CFO, to recommend the appointment of Statutory Auditors, Cost Auditors and Internal Auditors and fixation of their remuneration, to review and discuss with the Auditors about adequacy of internal control systems, the scope of audit including observations of the Auditors, major accounting policies and practices, compliances with IND AS, Listing Regulations and other legal requirements concerning financial statements and related party transactions. The Committee also reviews the Company's risk management systems and the Quarterly, Half Yearly and Annual financial statements before they are submitted to the Board of Directors. The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

- b) The Minutes of the Audit Committee Meetings are circulated to the Members of the Board, discussed in the Board meetings and taken on record.
- c) The Company has complied with the requirements of Regulation 18 and Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regard to the composition and role of the Audit Committee.

- d) The Audit Committee of the Board of Directors of the Company comprised of five Members during the year 2023-24. Composition and attendance at the Committee Meetings during the financial year 2023-24 was as follows:

| NAME OF DIRECTOR                  | CATEGORY                    | NO. OF MEETINGS HELD | NO. OF MEETINGS ATTENDED |
|-----------------------------------|-----------------------------|----------------------|--------------------------|
| Mr. Harish N. Motiwalla, Chairman | Independent Director        | 5                    | 5                        |
| Mr. Priyam S. Jhaveri, Member     | Independent Director        | 5                    | 4                        |
| Mr. Ramchandra N. Bhogale, Member | Independent Director        | 5                    | 5                        |
| Mr. Rajeev M. Pandia, Member      | Independent Director        | 5                    | 5                        |
| Mr. Ravi A. Shroff, Member        | Promoter, Managing Director | 5                    | 5                        |

Audit Committee meetings are also attended by senior finance executives, Statutory Auditors, Advisors and Internal Auditors. The Cost Auditors are also invited to the meetings, whenever required.

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

- e) The Audit Committee meetings were held on the following dates during the financial year 2023-24.

|            |            |            |
|------------|------------|------------|
| 16/05/2023 | 11/08/2023 | 08/11/2023 |
| 09/02/2024 | 22/03/2024 |            |

#### 4. Nomination and Remuneration Committee

- a) **Terms of reference and composition:**

The broad terms of reference of the Company's Nomination and Remuneration Committee are to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment/removal, to formulate the criteria for evaluation of Independent Directors and the Board, to determine and recommend to the Board the remuneration payable to Whole-time Directors and senior management, to determine and recommend to the Board the payment of annual increments and commission to the Whole-time Directors and to formulate and recommend policy for remuneration to directors, key managerial personnel and other employees.

- b) The Nomination and Remuneration Committee comprised of three Members during the year 2023-24. Composition and attendance at the Committee Meetings during the financial year 2023-24 was as follows:

| NAME OF DIRECTOR                  | CATEGORY             | NO. OF MEETINGS HELD | NO. OF MEETINGS ATTENDED |
|-----------------------------------|----------------------|----------------------|--------------------------|
| Mr. Harish N. Motiwalla, Chairman | Independent Director | 3                    | 3                        |
| Mr. Ramchandra N. Bhogale, Member | Independent Director | 3                    | 3                        |
| Mr. Priyam S. Jhaveri, Member     | Independent Director | 3                    | 3                        |

- c) The Nomination and Remuneration Committee meetings were held on following dates during the financial year 2023-24:

|            |            |            |
|------------|------------|------------|
| 16/05/2023 | 20/06/2023 | 09/02/2024 |
|------------|------------|------------|

- d) Performance evaluation criteria for Independent Director:

The Company has laid down evaluation criteria separately for Independent Directors. The criteria for evaluation of Directors includes parameters such as attendance, maintaining effective relationship with fellow Board members, providing quality and valuable contribution during meetings, successfully bringing their knowledge and experience for formulating strategy of the company etc. Based on such criteria, the evaluation is done in a structured manner through consultation and discussion.

**5. Stakeholders' Relationship Committee:**

- a) The Stakeholders' Relationship Committee looks into the stakeholders' complaints and provide guidance for its expeditious redressal. The role of the committee inter-alia include the following:
- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
  - (2) Review of measures taken for effective exercise of voting rights by shareholders.
  - (3) Review of adherence to the service standards by the Registrar & Share Transfer Agent.
  - (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- b) The Stakeholders' Relationship Committee comprised of three members during the year 2023-24. Composition and attendance of Committee meetings during the financial year 2023-24 are as follows:

| NAME OF DIRECTOR                | CATEGORY                         | NO. OF MEETINGS HELD | NO. OF MEETINGS ATTENDED |
|---------------------------------|----------------------------------|----------------------|--------------------------|
| Mr. Dipesh K. Shroff, Chairman  | Promoter, Non-Executive Director | 11                   | 4                        |
| Mr. Harish N. Motiwalla, Member | Independent Director             | 11                   | 11                       |
| Mr. Ravi A. Shroff, Member      | Promoter, Managing Director      | 11                   | 10                       |

- c) Mr. S. K. Singhvi, Company Secretary, is also designated as the Compliance Officer of the Company.
- d) The Stakeholders' Relationship Committee meetings were held on the following dates during the financial year 2023-24.

|            |            |            |            |
|------------|------------|------------|------------|
| 12/04/2023 | 16/05/2023 | 19/05/2023 | 12/06/2023 |
| 25/07/2023 | 11/08/2023 | 25/09/2023 | 08/11/2023 |
| 15/01/2024 | 09/02/2024 | 29/02/2024 |            |

- e) During the year, 5 complaints were received from the investors, all of which were resolved to the satisfactions of shareholders. There was one pending complaints as on March 31, 2024 which was resolved on 06<sup>th</sup> April, 2024.

**6. Risk Management Committee:**

- a) The Role of Committee is to review the risk management policy and plan of the Company from time to time and to guide and advise the executives in managing the business risks of the Company.

- b) The Committee comprised of four members during the year 2023-24. Composition and attendance of Committee meetings during the financial year 2023-24 was as follows:

| NAME OF DIRECTOR AND EXECUTIVES | CATEGORY                | NO. OF MEETINGS HELD | NO. OF MEETINGS ATTENDED |
|---------------------------------|-------------------------|----------------------|--------------------------|
| Mr. Rajeev M. Pandia, Chairman  | Independent Director    | 3                    | 3                        |
| Mr. Harish N. Motiwala, Member  | Independent Director    | 3                    | 3                        |
| Mr. Ravi A. Shroff, Member      | Managing Director       | 3                    | 3                        |
| Mr. N.R. Kannan, Member         | Chief Executive Officer | 3                    | 3                        |

- c) The Risk Management Committee meetings were held on following dates during the financial year 2023-24:

|            |            |            |
|------------|------------|------------|
| 20/07/2023 | 23/08/2023 | 11/01/2024 |
|------------|------------|------------|

## 7. Senior Management:

Particulars of Senior Management as on 31<sup>st</sup> March, 2024:

| Sr No | Display Name        | Designation             |
|-------|---------------------|-------------------------|
| 1     | N.R. Kannan         | Chief Executive Officer |
| 2     | Pradeep N Ghattu    | Chief Operating Officer |
| 3     | Devendra P. Dosi    | Chief Financial Officer |
| 4     | Neha Y. Tiwari      | VP - Human Resoruces    |
| 5     | Surendra H. Singhvi | Company Secretary       |
| 6     | Sekar Bharadwaj     | AVP - HR                |
| 7     | Dr. Mahesh Patil    | Vice President - R&D    |

- Mr. Neelesh Gupta – Vice President- Waste Management Projects and Products resigned from his position with effect from 15<sup>th</sup> February, 2024.
- Mr. N. R. Kannan-CEO of the Company has tendered his resignation on 08<sup>th</sup> February, 2024 citing personal and family reasons, his last working day with the Company was 30<sup>th</sup> June, 2024.

## 8. Corporate Social Responsibility Committee (CSR):

- a) The Role of the Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall include guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of annual plan for implementation of CSR. On recommendations of the Committee, based on the reasonable justifications to that effect, Board may alter such plan at any time during the financial year. The Committee shall review and recommend to the Board amendments to the CSR Policy.
- b) The Corporate Social Responsibility Committee comprised of five members during the year 2023-24. Composition and attendance of Committee meetings during the financial year 2023-24 was as follows:

| NAME OF DIRECTOR                  | CATEGORY                     | NO. OF MEETINGS HELD | NO. OF MEETINGS ATTENDED |
|-----------------------------------|------------------------------|----------------------|--------------------------|
| Mr. Ashwin C. Shroff, Chairman    | Promoter, Executive Chairman | 3                    | 3                        |
| Mr. Ramchandra N. Bhogale, Member | Independent Director         | 3                    | 2                        |
| Mr. Madhukar B. Parekh, Member    | Independent Director         | 3                    | 1                        |
| Mr. Rajeev M. Pandia, Member      | Independent Director         | 3                    | 3                        |
| Dr. Meena A. Galliara, Member     | Independent Director         | 3                    | 3                        |

- c) The Corporate Social Responsibility Committee meetings were held on the following dates during financial year 2023-24.

|            |            |            |
|------------|------------|------------|
| 16/05/2023 | 08/11/2023 | 22/03/2024 |
|------------|------------|------------|

#### 9. Remuneration of Directors:

- a) The Non-Executive Directors are paid sitting fees for attending meetings of the Board and Committees of Directors and commission, if any. There is no other pecuniary relationship or transaction of the non-executive directors with the Company.
- b) The Company pays remuneration to its Executive Chairman, Managing Director and Executive Director by way of salary, commission, perquisites and allowances, as approved by the Shareholders. The Board, on the recommendations of the Nomination and Remuneration Committee, approves annual increments in salary to the Whole-time Directors within the scale as approved by the shareholders. Commission of Whole-time Directors is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the Nomination and Remuneration Committee, subject to the overall ceiling as stipulated in Section 197 of the Companies Act, 2013 and Listing Regulations.

The criteria of making payments to the Non-Executive Directors are laid down in the Nomination & Remuneration Policy of the Company which is available on Company's website at <https://www.excelind.co.in/policies/>

- c) Given below are the details of remuneration paid to the Directors during the financial year 2023-24:-

| DIRECTORS                 | SITTING FEES<br>(₹) | SALARIES,<br>BONUS,<br>CONTRIBUTION<br>TO PF AND OTHER<br>PERQUISITES<br>(₹) | COMMISSION<br>(₹) | TOTAL<br>(₹) |
|---------------------------|---------------------|--|-------------------|--------------|
| Mr. Ashwin C. Shroff      | N.A.                | 2,41,20,333  | 17,63,515         | 2,58,83,848  |
| Mr. Ravi A. Shroff        | N.A.                | 2,64,31,984  | 26,45,275         | 2,90,77,259  |
| Mr. Hrishit A Shroff      | N.A.                | 1,58,40,854  | 17,63,515         | 1,76,04,369  |
| Mr. Atul G. Shroff        | 2,00,000            | N.A.   | 0                 | 2,00,000     |
| Mr. Dipesh K. Shroff      | 2,80,000            | N.A.   | 0                 | 2,80,000     |
| Mr. Ramchandra N. Bhogale | 6,50,000            | N.A.   | 2,50,000          | 9,00,000     |
| Mr. Harish N. Motiwala    | 9,50,000            | N.A.   | 2,50,000          | 12,00,000    |
| Mr. Priyam S. Jhaveri     | 4,90,000            | N.A.   | 2,50,000          | 7,40,000     |
| Mr. Madhukar B. Parekh    | 1,30,000            | N.A.   | 1,50,000          | 2,80,000     |
| Mr. Shailesh S. Vaidya    | 3,00,000            | N.A.   | 1,50,000          | 4,50,000     |
| Mr. Rajeev M. Pandia      | 7,30,000            | N.A.   | 2,50,000          | 9,80,000     |
| Dr. Meena Galliarra       | 390,000             | N.A.   | 1,50,000          | 5,40,000     |
| Mr. Dinesh Bhagat         | 200,000             | N.A.   | *1,50,000         | 3,50,000     |

\*The Commission for the year 2023-24 is paid to LIC.

- d) The employment of the Executive Chairman, Managing Director and Executive Director is contractual. The employment is for a period of five years and terminable by either party giving 3 months' notice.

- e) Severance compensation is payable to the Whole-time Directors, if their employment is terminated before the contractual period, subject to the provisions and limitations specified in the Companies Act, 2013. There are no stock options or performance linked incentive to the Directors.
- f) The Company offers benefits to retired Whole-time Directors as per a scheme in force duly approved by the Shareholders. The quantum of benefits in each individual case is decided by the Board of Directors at its discretion.
- g) The Independent Directors were appointed for a period of five years pursuant to the provisions of sections 149, 150, 152 read with schedule IV and all other applicable provisions, and are not liable to retire by rotation.

#### 10. General Body Meetings:

- a) Location and time of the last three Annual General Meetings:

| AGM              | YEAR    | LOCATION                   | DAY/DATE                                   | TIME      | INFORMATION REGARDING SPECIAL RESOLUTIONS PASSED   |
|------------------|---------|----------------------------|--|-----------|--|
| 60 <sup>th</sup> | 2020-21 | Two Way Video Conferencing | Friday, 24 <sup>th</sup> September, 2021   | 3.00 P.M. | 0  |
| 61 <sup>st</sup> | 2021-22 | Two Way Video Conferencing | Friday, 23 <sup>rd</sup> September, 2022   | 3.00 P.M. | 1<br>To consider continuation of Directorship of Mr. Atul G. Shroff after attaining the age of 75 years. |
| 62 <sup>nd</sup> | 2022-23 | Two Way Video Conferencing | Thursday, 14 <sup>th</sup> September, 2023 | 3.00 P.M. | 0  |

- b) Postal Ballot

During the financial year 2023-24 no special resolution was passed through postal ballot.

On 20<sup>th</sup> May, 2023, the following ordinary resolution was passed through postal ballot:

Appointment of Mr. Dinesh Kumar Bhagat as Nominee Director of the Company.

The results of the Postal Ballot are as under:

|  | Votes cast in favour | Votes cast against | Total   |
|--|----------------------|--------------------|---------|
| Remote-Evoting                         | 6337459              | 65782              | 6403241 |
| % of votes in favour of the resolution |                      |                    | 98.97   |
| % of votes against the resolution      |                      |                    | 1.03    |

The above ordinary resolution was passed with requisite majority.

Mr. Prashant Diwan, Practicing Company Secretary was appointed as Scrutinizer to conduct the postal ballot process.

No special resolution is proposed to be passed through Postal Ballot.

The postal ballot, whenever conducted, will be carried out as per the procedure mentioned in Rule 22 of Companies (Management and Administration) Rules, 2014, including any amendment thereof.

#### 11. Means of Communication:

- a) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirements of the Listing Regulations.
- b) The financial results of the Company are published in the newspapers viz. Business Standard (English) (All Edition), Free Press Journal (English), and Navshakti (Marathi).
- c) The financial results, annual reports, investor presentations and other major events/ developments/information concerning the Company are posted on the Company's Website: <http://www.excelind.co.in>. These are also submitted to BSE Limited and National Stock Exchange of India Limited for disclosure on their websites at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

- d) NEAPS and BSE Listing are web-based application designed by NSE and BSE respectively for corporate filing. All periodical compliance filings, *inter-alia*, shareholding pattern, corporate governance report, corporate announcements are filed electronically through their portal.
- e) Management Discussion and Analysis Report forms part of the Annual Report.

## 12. General Shareholder Information:

### (a) Annual General Meeting

Date and Time : Thursday, 19<sup>th</sup> September, 2024 at 3.00 p.m.

Venue : The Annual General Meeting will be held through Video-Conferencing.

(b) **Financial Year** : April 01, 2023 to March 31, 2024

(c) **Dividend payment date** : On or before 18<sup>th</sup> October, 2024.

(d) **Listing on Stock Exchanges** : The Company's Equity shares are listed on the following Stock Exchanges:

- 1) BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001
- 2) National Stock Exchange of India Ltd. (NSE)  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra – Kurla Complex, Bandra (E),  
Mumbai - 400 051

The Company has paid the listing fees to these Stock Exchanges for the year 2023-24 and 2024-25.

### (e) Stock Codes (for shares):

The Bombay Stock Exchange, (Physical Segment) : 650

The Bombay Stock Exchange, (Demat Segment) : 500650

National Stock Exchange of India Limited : EXCELINDUS

Demat ISIN Number in NSDL and CDSL : INE 369A01029

### (f) Market Price Data:

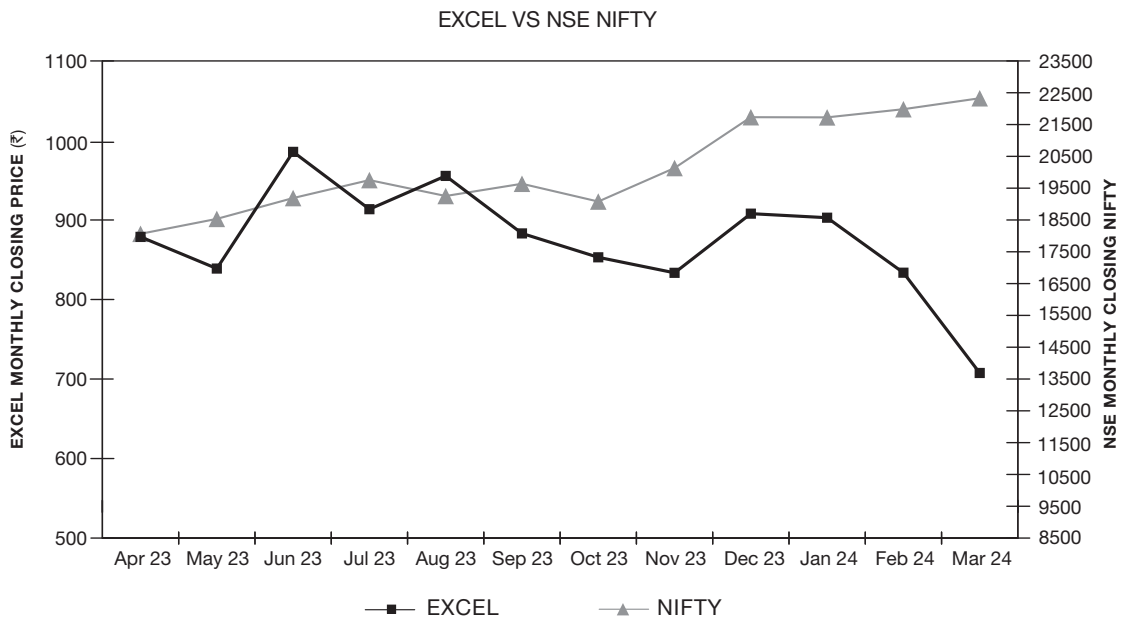
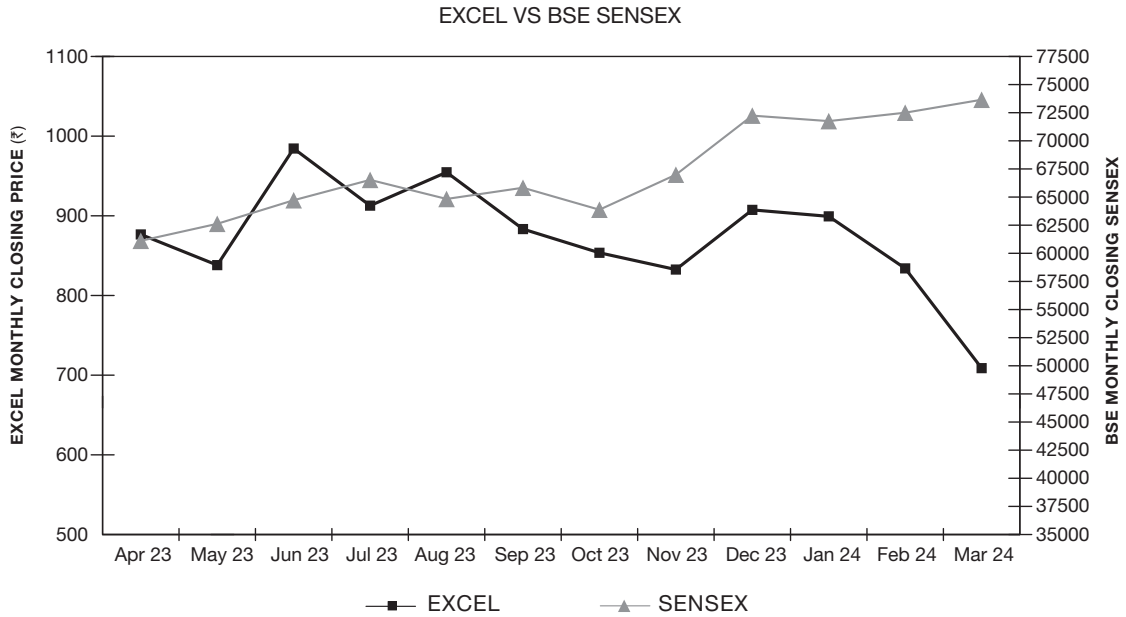
(₹)

| MONTH          | BOMBAY STOCK EXCHANGE |        | NATIONAL STOCK EXCHANGE |        |
|----------------|-----------------------|--------|-------------------------|--------|
|                | HIGH                  | LOW    | HIGH                    | LOW    |
| April-2023     | 929.95                | 794.50 | 919.00                  | 793.10 |
| May-2023       | 958.95                | 804.30 | 955.00                  | 802.40 |
| June-2023      | 1017.40               | 834.85 | 1,017.50                | 834.95 |
| July-2023      | 1002.75               | 900.00 | 1,000.00                | 903.50 |
| August-2023    | 963.15                | 824.90 | 963.35                  | 822.20 |
| September-2023 | 975.00                | 874.50 | 975.00                  | 873.00 |
| October-2023   | 922.00                | 832.25 | 922.75                  | 830.00 |
| November-2023  | 893.00                | 825.20 | 897.75                  | 822.70 |
| December-2023  | 941.00                | 830.05 | 942.00                  | 831.20 |
| January-2024   | 993.00                | 867.40 | 993.95                  | 867.50 |
| February-2024  | 912.75                | 824.95 | 914.20                  | 828.00 |
| March-2024     | 846.00                | 698.90 | 844.90                  | 699.80 |

(Source: This information is compiled from the data available from the website of BSE and NSE)

(g) **Share Price Movements:**

Share Price Movement for the period from April 2023 to March 2024 Excel Industries Limited v/s BSE Sensex & NSE Nifty.





(h) **Share Transfer System:**

The share transfer function is carried out by the Registrar and Transfer Agent-Link Intime India Pvt. Ltd. SEBI vide its notification dated June 8, 2018, has amended the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from processing request for transfer of shares which are held in physical form, with effect from April 1, 2019. The shareholders, who continue to hold shares of the Company in physical form even after this date, will not be able to transfer their shares. Shareholders need to convert them to demat form compulsorily, if they wish to affect any transfer. Only the requests for transmission and transposition of shares in physical form will be accepted by the Company / RTA.

All the shareholders who are holding shares in physical form, should consider opening a demat account and submit request for dematerialization of their shares in order to protect the liquidity of the shares.

Requests for share transmission, transposition, duplicate share certificates etc. can be lodged at the office of Link Intime India Pvt. Ltd. at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 (Tel: +91 22 49186000 Fax: +91 22 49186060).

(i) **Distribution of Shareholdings as on March 31, 2024**

• **By Folio Wise:**

| SHAREHOLDING OF NOMINAL VALUE (INR) | NO. OF SHAREHOLDERS | PERCENTAGE    | NO. OF SHARES     | PERCENTAGE    |
|-------------------------------------|---------------------|---------------|-------------------|---------------|
| 1-2,500                             | 26,152              | 95.06         | 1830290           | 14.56         |
| 2,501-5,000                         | 762                 | 2.77          | 547,050           | 4.35          |
| 5,001-10,000                        | 333                 | 1.21          | 474,852           | 3.78          |
| 10,001-15,000                       | 85                  | 0.31          | 211,486           | 1.68          |
| 15,001-20,000                       | 40                  | 0.14          | 140,021           | 1.11          |
| 20,001-25,000                       | 30                  | 0.11          | 136,253           | 1.09          |
| 25,001-50,000                       | 47                  | 0.17          | 336,425           | 2.68          |
| Above 50,000                        | 63                  | 0.23          | 8,894,315         | 70.75         |
| <b>Total</b>                        | <b>27,512</b>       | <b>100.00</b> | <b>12,570,692</b> | <b>100.00</b> |

**PAN wise Categories of Shareholders as on March 31, 2024**

| CATEGORY  | NO. OF SHAREHOLDERS | NO. OF SHARES     | VOTING STRENGTH % |
|---|---------------------|-------------------|-------------------|
| Promoters   | 24                  | 6,563,267         | 52.21             |
| Body Corporates                                       | 204                 | 306,489           | 2.44              |
| Non-Resident Individuals                              | 646                 | 181,525           | 1.44              |
| Indian Banks, Financial Institutions and Mutual Funds | 12                  | 901,859           | 7.17              |
| Foreign Institutional Investors & Foreign Banks       | 28                  | 70,852            | 0.56              |
| Others  | 25,811              | 4,546,700         | 36.18             |
| <b>Total</b>  | <b>26,725</b>       | <b>12,570,692</b> | <b>100.00</b>     |

(j) **Dematerialization of Shares and Liquidity:**

99.10% of the Company's share capital is held in dematerialized form as on March 31, 2024. The Company's shares are regularly traded on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE).

(k) Outstanding GDRs, ADRs, Warrants or any convertible instruments – Not issued.

(l) Commodity Price Risk and Commodity Hedging Activities: The Company is not exposed to any commodity price risk.

(m) **Plant Locations:**

|       |   |      |  |
|-------|---|------|--|
| (i)   | Plot No.112, M.I.D.C. Industrial Area, Dhataav, Roha, Dist. Raigad-402 116.   | (ii) | D-9, M.I.D.C., Lote Parshuram, Tal: Khed, Dist. Ratnagiri-415 722. |
| (iii) | Plot No. 15, 15A, APSEZ, Atchutapuram, Visakhapatnam, Andhra Pradesh - 531011 |      |  |

(n) **Address for correspondence:**

EXCEL INDUSTRIES LIMITED  
184-87, Swami Vivekanand Road, Jogeshwari (West)  
Mumbai-400102.  
Tel: 66464200  
Email- Investors@excelind.com

(o) **Address for correspondence for share related work:**

LINK INTIME INDIA PVT. LTD.  
C-101, 247 Park,  
L.B.S. Marg, Vikhroli (W),  
Mumbai 400 083  
Tel: +91 22 49186000 Fax: +91 22 49186060

**Help Desk contact**

E-mail : rnt.helpdesk@linkintime.co.in

**E-mail Address for Investor Grievances:**

Investors@excelind.com

(p) **Credit Ratings**

CRISIL ratings on the bank facilities to the Company

|   |   |
|---|---|
| Total Bank Loan Facilities Rated          | ₹ 149.5 Crores  |
| Rating on Long-Term bank loan facilities  | CRISIL A+/Negative (Outlook revised from "Stable"; Rating Reaffirmed) |
| Rating on Short-Term bank loan facilities | CRISIL A1 (Reaffirmed)  |

(q) **Unclaimed Shares**

In compliance with Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI to the Regulations, the Company has an Unclaimed Share Suspense Account. Currently, there are no shares in the Unclaimed Share Suspense Account. Shares were transferred from the Unclaimed Share Suspense Account to the concerned shareholders account, who approached the Company in this regard. Rest of the shares were transferred to IEPF Account, pursuant to the provisions of Section 124(6) of the Companies Act, 2013.

(r) **The details of unclaimed dividends and shares transferred to the IEPF during the year 2023-24 are as follows:**

| Financial year | Amount of unclaimed dividend transferred | Number of shares transferred |
|----------------|--|------------------------------|
| 2015-16        | 7,59,082.50                              | 4289                         |

The details of unclaimed dividend lying in the Unclaimed Dividend Accounts of the Company, details of shares transferred to IEPF and the shares due to be transferred to IEPF in the year 2024-25 are available on the website of the Company at [www.excelind.com](http://www.excelind.com).

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

The Company is committed to provide all its employees an environment free of gender based discrimination. In furtherance of this commitment, the Company strives to provide all its employees with equal opportunity and conditions of employment, free from gender based coercion, intimidation or exploitation. The Company is dedicated to ensure enactment, observance and adherence to guidelines and best practices that prevent and prosecute commission of acts of sexual harassment.

- a. Number of complaints filed during the Financial year 2023-24- NIL
- b. Number of complaints disposed of during the Financial year 2023-24- NIL
- c. Number of complaints pending as on end of the Financial year 2023-24- NIL

### **DISCLOSURE BY COMPANY AND ITS SUBSIDIARIES OF “LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT”.**

Kamaljyot Investments Limited, subsidiary of the Company has placed Intercompany Deposits of ₹ 70 lakhs with TML Industries Limited and has given an unsecured loan of ₹ 1,89,10,000/- to M/s Excel Rajkot C& D Waste Recycling Pvt. Ltd. during the year 2023-24.

Excel Bio Resources Limited, subsidiary of the Company has placed Intercompany Deposits of Rs. 30 lakhs with TML Industries Limited during the year 2023-24.

### **DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY**

The Company does not have any Material Subsidiary.

### **DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

The Company has not entered into any type of agreements binding the Company as mentioned under Clause 5A of paragraph A of Part A of schedule III.

### **13. Other Disclosures:**

| <b>Particulars</b>  | <b>Legal requirement</b>   | <b>Details</b>   | <b>Website link for details/policy</b>                                |
|---|--|--|---|
| Materially significant Related party Transactions   | Regulation 23 of SEBI Listing Regulations and as defined under the Act | There were no material significant related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company. (Related Party Transaction Policy) | <a href="https://www.excelind.co.in/">https://www.excelind.co.in/</a> |
| Details of Non - Compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ("SEBI") or any statutory authority on any matter related to capital markets, during the last three years | Schedule V(C) 10(b) to the SEBI Listing Regulations                    | There were no cases of non-compliance during the last three financial years, 2021-22, 2022-23 and 2023-24. There were no penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any Statutory Authority on any matter related to capital markets during the last three years.  |   |

| Particulars   | Legal requirement  | Details   | Website link for details/policy   |
|---|--|---|---|
| Whistle Blower Policy/Vigil Mechanism                 | Regulation 22 of SEBI Listing Regulations  | The Company has adopted a Whistle Blower Policy/ vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company. (Whistle Blower Policy)   | <a href="https://www.excelind.co.in/policies/">https://www.excelind.co.in/policies/</a> |
| Subsidiary Companies                                  | Regulation 24 of SEBI Listing Regulations  | The Audit Committee reviews the quarterly financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant transactions and arrangements of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. The Company does not have any material unlisted Indian subsidiary company. The Company has a policy for determining material subsidiaries which is disclosed on its website. (Material Subsidiary) | <a href="https://www.excelind.co.in/policies/">https://www.excelind.co.in/policies/</a> |
| Policy on determination of materiality for disclosure | Regulation 23 of SEBI Listing Regulations  | The Company has adopted a policy on determination of materiality of events for disclosures. (Determining Materiality of Events)   | <a href="https://www.excelind.co.in/policies/">https://www.excelind.co.in/policies/</a> |
| Policy on archival and preservation of documents      | Regulation 9 of SEBI Listing Regulations   | The Company has adopted a policy on archival and preservation of documents. (Preservation of Documents)   | <a href="https://www.excelind.co.in/policies/">https://www.excelind.co.in/policies/</a> |
| Code of Conduct                                       | Regulation 26 of SEBI Listing Regulations  | The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2024. The Corporate Governance Report of the Company contains a certificate by the Chief Executive Officer on the declarations received from Directors and Senior Management affirming compliance with the Code of Conduct. (EIL Code of Conduct & Ethics)  | <a href="https://www.excelind.co.in/policies/">https://www.excelind.co.in/policies/</a> |
| Terms of Appointment of Independent Directors         | Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act | Terms and conditions of appointment of Independent Directors are available on the Company's website. (Terms of appointment of Independent Director)   | <a href="https://www.excelind.co.in/policies/">https://www.excelind.co.in/policies/</a> |

14. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46.

The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

15. **Particulars of Cost Auditor:**

|   |                                  |
|---|----------------------------------|
| Name of the Cost Auditor                    | M/s. Kishore Bhatia & Associates |
| Firm Registration No.                       | 00294                            |
| Date of Appointment for the year 2023-24:   | 16/05/2023                       |
| Filing of Cost Audit Report for FY 2022-23: |                                  |
| Due Date                                    | 11/09/2023                       |
| Actual Date                                 | 17/08/2023                       |

16. Statutory Auditors have certified the Company's compliance to the conditions of corporate governance. The Certificate is annexed to this Report.
17. Mr. Prashant Diwan, Practicing Company Secretary has given a certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI, Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report.
18. There was no instance during the financial year 2023-24, where the Board of Directors had not accepted the recommendation of any Committee of the Board which it was mandatorily required to accept.
19. The Statutory Auditors have not provided any services to the subsidiaries of the Company.

No fees is paid by the subsidiaries to the Statutory Auditors of the Company. Total fees for all services paid by the Company to the statutory auditors are provided in Note no. 38 of the Notes to Standalone Financial Statements forming part of this Annual Report.

For and on behalf of the Board of Directors

Ashwin C. Shroff  
Executive Chairman  
DIN: 00019952

Date: 09<sup>th</sup> August, 2024  
Place: Mumbai

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS**

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

The Company has adopted a Code of Conduct & Ethics applicable to the Board Members and Senior Management Personnel.

This is to certify that as provided under regulation 26(3) of Listing Regulations, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31<sup>st</sup> March, 2024.

For Excel Industries Limited

RAVI A. SHROFF  
Managing Director

Date: 09<sup>th</sup> August, 2024  
Place: Mumbai

## Auditor's Certificate on compliance with conditions of Corporate Governance

To the Members of **Excel Industries Limited**

1. This certificate is issued in accordance with the terms of our agreement dated August 02, 2024.
2. The accompanying Corporate Governance Report containing the details of compliance with the conditions of Corporate Governance of Excel Industries Limited (the "Company") for the year ended March 31, 2024, (the "Statement") has been prepared by the Management of the Company in connection with the requirements for the Company's compliance with the conditions of Corporate Governance set out in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V ("the Conditions of Corporate Governance") in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("the SEBI Listing Regulations, 2015") as communicated to us by the Management vide its email dated August 01, 2024 ("the Management's communication"). We have initialled the Statement for identification purposes only.

### Management's Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the Company's compliance with the Conditions of Corporate Governance listed in SEBI Listing Regulations, 2015.
4. The Management is also responsible for ensuring that the Company complies with the conditions of Corporate Governance in the SEBI Listing Regulations, 2015, and that it provides complete and accurate information as requested.

### Auditors' Responsibility

5. Pursuant to the Management's communication, it is our responsibility to examine the Statement and the underlying audited books of account and records of the Company and certify whether the Company has complied with the Conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015, as set out in the Statement.
6. The financial statements relating to the books of account and records referred to in paragraph 5 above have been audited by us pursuant to the requirements of Companies Act, 2013, on which we issued an unmodified audit opinion vide our report dated May 24, 2024. Our audit of these financial statements has been conducted in accordance with the Standards on Auditing referred to in Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' and, to the extent considered applicable, the 'Guidance Note on Certification of Corporate Governance' both issued by the ICAI. The 'Guidance Note on Reports or Certificates for Special Purposes' requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements'.
9. Our examination, as referred to in paragraph 7 above, is neither an audit nor an expression of opinion on the financial statements of the Company.

### **Conclusion**

10. Based on our examination as set out in paragraphs 7 and 9 above and the information and explanations given to us, we certify that the Company has complied with the Conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015, as set out in the Statement.
11. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

### **Restrictions on Use**

12. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
13. This certificate has been addressed to the members of the Company and issued at the request of the Board of Directors of the Company solely to be annexed with the Director's report to enable the Company to comply with its obligations under SEBI Listing Regulations, 2015. Our certificate should not be used by any other person or for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

Sachin Parekh  
Partner  
Membership Number: 107038  
UDIN: 24107038BKGOUW8680

Place: Mumbai  
Date: August 9, 2024

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To

The Members

**Excel Industries Limited**

184-187, Swami Vivekanand Road  
Jogeshwari (West), Mumbai - 400 102

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Excel Industries Limited** having CIN: L24200MH1960PLC011807 and having registered office at 184-187, Swami Vivekanand Road, Jogeshwari (West), Mumbai – 400 102 (hereinafter referred to as 'the Company'), produced before me by the Company through digital mode 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 my opinion and to the best of my 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 me by the Company, Directors & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> 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, RBI or any such other Statutory Authority.

| Sr. No. | Name of Director             | DIN      | Date of Appointment | Date of Cessation |
|---------|------------------------------|----------|---------------------|-------------------|
| 1       | Ashwin Champraj Shroff       | 00019952 | 01/02/2010          | –                 |
| 2       | Ravi Ashwin Shroff           | 00033505 | 03/09/2014          | –                 |
| 3       | Atul Govindji Shroff         | 00019645 | 26/08/1994          | –                 |
| 4       | Shailesh Shankarlal Vaidya   | 00002273 | 08/08/2014          | –                 |
| 5       | Rajeev Mahendra Pandia       | 00021730 | 08/08/2014          | –                 |
| 6       | Harish Narendra Motiwalla    | 00029835 | 24/05/2002          | –                 |
| 7       | Dipesh Kantisen Shroff       | 00030792 | 03/09/2003          | –                 |
| 8       | Priyam Shantilal Jhaveri     | 00045038 | 20/10/2002          | –                 |
| 9       | Madhukar Balvantray Parekh   | 00180955 | 25/03/2005          | –                 |
| 10      | Ramchandra Neelkanth Bhogale | 00292417 | 06/12/2001          | –                 |
| 11      | Meena Amar Galliara          | 07118699 | 27/06/2019          | –                 |
| 12      | Hrishit Ashwin Shroff        | 00033693 | 27/06/2019          | –                 |
| 13      | Dinesh Kumar Bhagat          | 10039806 | 24/03/2023          | –                 |

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 through digital mode. 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.

**CS PRASHANT DIWAN**

**Practicing Company Secretary**

FCS No.: 1403 / CP No.: 1979

PR: 1683/2022

UDIN: F001403F000514685

Date: 01.06.2024

Place: Mumbai



## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING FORMAT

**[As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the Listed Entity

|    |   |   |  |
|----|---|---|--|
| 1  | Corporate Identity Number (CIN) of the Company  | : | L24200MH1960PLC011807                                  |
| 2  | Name of the Company   | : | EXCEL INDUSTRIES LIMITED                               |
| 3  | Year of Incorporation   | : | 1960   |
| 4  | Registered Address  | : | 184-87, S.V. Road, Jogeshwari West, Mumbai-400102      |
| 5  | Corporate Address   | : | 184-87, S.V. Road, Jogeshwari West, Mumbai-400102      |
| 6  | E-mail –Id  | : | surendra.singhvi@excelind.com                          |
| 7  | Telephone   | : | 022-66464200   |
| 8  | Website   | : | www.excelind.co.in                                     |
| 9  | Financial Year reported   | : | April 1, 2023 to March 31, 2024                        |
| 10 | Name of the Stock Exchange(s) where shares are listed   | : | BSE Limited & National Stock Exchange of India Limited |
| 11 | Paid-up Capital   | : | Rs. 6,28,53,460/-                                      |
| 12 | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report  | : | Name: Surendra Singhvi<br>Mob No. 9930949248           |
| 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) | : | Standalone basis                                       |
| 14 | Name of assurance provider  | : | NA   |
| 15 | Type of assurance obtained  | : | NA   |

#### 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                | Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products | 98                          |

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

| Sr. No. | Product/Service              | NIC Code (Group) | % of total turnover contributed |
|---------|------------------------------|------------------|---------------------------------|
| 1       | Agrochemicals Intermediaries | 20219            | 60                              |
| 2       | Specialty Chemicals          | 20119            | 25                              |
| 3       | Polymer Inputs               | 22209            | 5                               |

### III. Operations

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

| Location      | Number of plants | Number of offices | Total |
|---------------|------------------|-------------------|-------|
| National      | 3                | 3                 | 6     |
| International | Nil              | Nil               | Nil   |

19. Markets served by the entity:

a. Number of locations

| Locations                        | Number |
|----------------------------------|--------|
| National (No. of States)         | 25     |
| International (No. of Countries) | 28     |

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

– 16%

c. A brief on types of customers

Excel Industries Limited caters to the requirements of customers of Crop Protection chemicals, Pharmaceuticals (Human and Veterinary), Specialty chemicals, Polymers, Water treatment chemicals, Biocides etc.

The Company also provides solutions for Municipal Solid Waste (MSW) management and Material Recovery Facility (MRF) for dry waste recycling.

### 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)            | 503       | 468     | 93.04     | 35      | 6.96      |
| 2.        | Other than Permanent (E) | 0         | 0       | 0         | 0       | 0         |
| 3.        | Total employees (D + E)  | 503       | 468     | 93.04     | 35      | 6.96      |
| WORKERS   |                          |           |         |           |         |           |
| 4.        | Permanent (F)            | 545       | 544     | 99.82     | 1       | 0.18      |
| 5.        | Other than Permanent (G) | 546       | 544     | 99.63     | 2       | 0.37      |
| 6.        | Total workers (F + G)    | 1091      | 1088    | 99.73     | 3       | 0.27      |

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         | 1       | 50        | 1       | 50        |
| 2.                          | Other than Permanent (E)                  | 0         | 0       | 0         | 0       | 0         |
| 3.                          | Total differently abled employees (D + E) | 2         | 1       | 50        | 1       | 50        |
| DIFFERENTLY ABLED WORKERS   |   |           |         |           |         |           |
| 4.                          | Permanent (F)                             | 0         | 0       | 0         | 0       | 0         |
| 5.                          | Other than permanent (G)                  | 0         | 0       | 0         | 0       | 0         |
| 6.                          | Total differently abled workers (F + G)   | 0         | 0       | 0         | 0       | 0         |

21. Participation/Inclusion/Representation of women

|                          | Total (A) | No. and percentage of Females |           |
|--------------------------|-----------|-------------------------------|-----------|
|                          |           | No. (B)                       | % (B / A) |
| Board of Directors       | 13        | 1                             | 7.69      |
| Key Management Personnel | 3         | 0                             | 0         |

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 | 15.38%     | 2.86%  | 14.51% | 13.03%     | 12.50% | 13.00% | 7.26%      | 10.71% | 7.45% |
| Permanent Workers   | 4.23%      | 0.00%  | 4.20%  | 7.71%      | 100.0% | 7.88%  | 3.73%      | 0.0%   | 3.72% |

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

23. (a) 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 or its subsidiary | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---------|--|---|---|--|
| 1.      | Excel Bio Resources Limited  | Subsidiary  | 100%  | No   |
| 2.      | Kamaljyot Investments Limited  | Subsidiary  | 100%  | No   |
| 3.      | Excel Rajkot C&D Waste Recycling Private Limited                         | Subsidiary  | 80%   | No   |
| 4.      | Mobitrash Recycle Ventures Private Limited (shares held by KIL & EBRL)   | Associate   | 39.98%  | Yes  |
| 5.      | Climacrew Private Limited (shares held by KIL)                           | Associate   | 33.33%  | No   |
| 6.      | First Energy 7 Pvt. Ltd.   | Associate   | 28.83%  | No   |

## VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **Yes**  
(ii) Turnover (in Rs.) Rs. 8,26,13,90,533/-  
(iii) Net worth (in Rs.) Rs. 10,75,71,59,460/-

## 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)  | FY 2023-24 (Current FY)                    |  |  | FY 2022-23 (Previous FY)                   |  |                                  |
|---|--|--|--|--|--|--|----------------------------------|
|   |  | 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, <a href="https://www.excelind.co.in/">https://www.excelind.co.in/</a>   | 0  | 0  | –  | 0  | 0  | –                                |
| Investors (other than shareholders)               | Yes, <a href="https://excelind.co.in/contact-us/">https://excelind.co.in/contact-us/</a>   | 0  | 0  | –  | 0  | 0  | –                                |
| Shareholders                                      | <a href="mailto:investors@excelind.com">investors@excelind.com</a> and <a href="https://scores.gov.in/scores/Welcome.html">https://scores.gov.in/scores/Welcome.html</a> | 5  | 1  | All the complaints were resolved. One complaint was received at the end of the year which was satisfactorily resolved on 06 <sup>th</sup> April, 2024. | 8  | 0  | All the complaints were resolved |
| Employees and workers                             | Yes, <a href="https://excelind.co.in/policies/">https://excelind.co.in/policies/</a>   | 0  | 0  | –  | 0  | 0  | –                                |
| Customers   | Yes, <a href="https://excelind.co.in/contact-us/">https://excelind.co.in/contact-us/</a>   | 12   | 0  | All the complaints were resolved   | 13   | 0  | All the complaints were resolved |
| Value Chain Partners                              | Yes, <a href="https://excelind.co.in/contact-us/">https://excelind.co.in/contact-us/</a>   | 0  | 0  | –  | 0  | 0  | –                                |
| Other (please specify)                            | Yes, <a href="https://excelind.co.in/contact-us/">https://excelind.co.in/contact-us/</a>   | 0  | 0  | –  | 0  | 0  | –                                |

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

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

| 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.      | Health and Safety         | Risk                                       | Accidents and injuries can affect employees' morale, productivity, asset integrity and reputation of the organization. | <ol style="list-style-type: none"> <li>1. This year our Health and Safety theme was "Zero Harm".</li> <li>2. To achieve Zero accident / incident we adhere to the standards of ISO 45001:2018 OHSMS, EHS Management systems, Responsible Care Code guidelines etc.</li> <li>3. This is being achieved through various training and awareness programs, enhancing visual display, daily housekeeping, Good Engineering Practices, Work place monitoring, internal and external safety audits etc.</li> <li>4. Regular review of Safety and Risk mitigation plans by the Risk Management Committee, Top Management and by the board of directors is also carried out.</li> <li>5. On-site and Off-site emergency plans are in place to contain hazards and they are reviewed and updated periodically.</li> <li>6. Regular mock drills including those in silent hours are done for enhancing emergency preparedness and skills of employees.</li> <li>7. Many initiatives have been taken at all the sites to increase the safety standards in the company like 365 days Tool Box Talks, Monthly tracking of Near miss, Unsafe acts and Unsafe Condition, Personal Protective Equipment (PPE) monitoring, Management of Hazardous chemicals, Preventive Maintenance, Mean Time Between Failures (MTBF) etc.</li> <li>8. Hazards identification through Job Safety Analysis (JSA), Hazard and Operability Study</li> <li>9. (HAZOP), Hazard Identification and Risk Analysis (HIRA), Why-Why analysis, Failure Mode Effect Analysis (FMEA), are also practiced at all the sites.</li> <li>10. Automation of existing production processes has been done to increase safety, minimize man intervenes, stop process error and reduce chemical exposures of all our employees.</li> </ol> | 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) |
|---------|---------------------------|--|--|--|--|
| 2.      | Sustainability            | Risk                                       | Failure to mitigate risks in relation to climate change, reduce carbon emissions, manage product life cycle, preserve nature, and its bio diversity. | <ol style="list-style-type: none"> <li>1. Develop Sustainable Goals for year 2030, against the applicable UN Sustainable Development Goals (SDG's).</li> <li>2. Develop a Sustainability road map to attain the Goals developed for the company.</li> <li>3. Regularly monitor the risks against the KPI's of Sustainability across all sites and Head Office.</li> <li>4. Regularly review the Roadmap and communicate to the Top Management.</li> <li>5. Implement the solutions identified to reduce carbon emissions and carbon capture across the manufacturing facilities.</li> <li>6. Focus on principles of Green Chemistry and implement it for existing and for new product developments to reduce Water footprint and Raw material economization.</li> <li>7. Proactively invest to balance environmental targets and to promote long term, sustainable business growth.</li> </ol> | Negative   |
| a.      | Climate Change            | Risk                                       | Planning for reduction of carbon emissions and enhancing the green cover at sites and neighboring communities.                                       | <ol style="list-style-type: none"> <li>1. Maximize the use of electricity generated from renewable resources.</li> <li>2. Setup renewable power projects to get continual supplies for use at production sites to reduce Carbon emissions.</li> <li>3. Improve waste heat recovery from various processes.</li> <li>4. Embracing principles of green chemistry and changing towards renewable greener fuels.</li> <li>5. Planting more trees and increasing the green cover at sites and in the neighboring communities under CSR.</li> </ol>  | Negative   |
| b.      | Resource Conservation     | Opportunity                                | Optimizing the usage of Raw materials and reduction of Non Renewable fuels.  | <ol style="list-style-type: none"> <li>1. Exploring the use of alternate and renewable energy sources to reduce consumption of fossil fuels.</li> <li>2. Reuse and recycle Sulphur, Solvents and other raw materials to conserve natural resources and promoting circular economy.</li> <li>3. By following the principles of Green Chemistry at R&amp;D, maximizing the reduction, reuse and recycle of raw materials, energy for resource conservation.</li> </ol>   | 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) |
|---------|---------------------------|--|---|--|--|
| 3.      | Energy efficiency         | Risk                                       | High volatility in prices of energy like Oil, Coal, Electricity impacts variable costs. | <ol style="list-style-type: none"> <li>1. Saving of energy through improvements in process efficiency and waste heat recovery.</li> <li>2. Redesign, conversion or retrofitting of existing equipment's.</li> <li>3. Installation of energy efficient motors and light fittings.</li> <li>4. Increasing the mix of renewable energy in consumption.</li> </ol>   | Negative   |
| 4.      | Cyber Security            | Risk                                       | Impairment of business operations, Loss of valuable data resulting from Cyber-attacks.  | <ol style="list-style-type: none"> <li>1. Security Vulnerability Assessment (SVA) for Security code of Responsible Care has been implemented.</li> <li>2. IT Security Vulnerability Assessment has been completed to enhance the overall security against Cyber-attacks.</li> <li>3. Third party has been engaged to ensure 24x7 monitoring and early detection of Cyber security threats.</li> <li>4. IT policies are being reviewed, revised and implemented to include Cyber Security.</li> <li>5. The Extended data SOFOS system has been implemented on all the workstations at all sites and Head Office.</li> <li>6. Automated production controls are isolated without any remote access to servers.</li> <li>7. Two factor authentication and automated firewall management and monitoring has been implemented.</li> <li>8. Cyber security awareness sessions have been conducted for all the employees.</li> <li>9. Periodic review of Cyber Security risks is being done by the Risk Management Committee.</li> <li>10. IT strategies and roadmap has been reviewed and updated on a regular basis as per changing business needs and trends.</li> </ol> | Negative   |
| 5.      | CSR                       | Opportunity                                | Developmental projects to create a positive impact and improve community relations.     | <p>Impacting neighboring communities near sites and at designated locations through initiatives like:</p> <ol style="list-style-type: none"> <li>1. Health, well-being and education camps. Nutrition programs for women, adolescent girls.</li> <li>2. Focusing on water conservation and ground water recharging in catchment areas near sites, through watershed management.</li> <li>3. Enabling farmers to enhance income, through adoption of better agricultural practices.</li> <li>4. Creating employment or entrepreneurship openings through skill development.</li> <li>5. Providing opportunities to farmers to directly sell at agricultural produce market.</li> </ol>  | Positive   |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

The National Guidelines on Responsible Business Conduct (NGRBC) released by the Ministry of Corporate Affairs has updated and adopted nine areas of Business Responsibility. These are briefly as under:

|    |   |
|----|---|
| 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 is sustainable and safe   |
| P3 | Businesses should respect and promote the well-being of all employees, including those in their value chains                        |
| P4 | Businesses should respect the interests of and be responsive to all its stakeholders  |
| P5 | Businesses should respect and promote human rights  |
| P6 | Businesses should respect and make efforts to protect and restore the environment   |
| P7 | Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent |
| P8 | Businesses should promote inclusive growth and equitable development  |
| P9 | Businesses should engage with and provide value to their consumers in a responsible manner  |

| Disclosure Questions  | 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)  | Yes.  |    |    |    |    |    |    |    |    |
| b. Has the policy been approved by the Board? (Yes/No)  | Yes.  |    |    |    |    |    |    |    |    |
| c. Web Link of the Policies, if available   | <a href="https://www.excelind.co.in/policies/">https://www.excelind.co.in/policies/</a>   |    |    |    |    |    |    |    |    |
| 2. Whether the entity has translated the policy into procedures. (Yes / No)   | Yes.  |    |    |    |    |    |    |    |    |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No)   | Yes.  |    |    |    |    |    |    |    |    |
| 4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.* | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| Note: * Responsible Care; ISO 14001:2015; ISO 45001:2018; ISO 9001:2015.  |   |    |    |    |    |    |    |    |    |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any.  | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.   | Performance of each of the principles are reviewed periodically by different teams and committees led by the Senior Management and external auditors. |    |    |    |    |    |    |    |    |
| Governance, leadership and oversight  |   |    |    |    |    |    |    |    |    |



| Disclosure Questions  | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|--|----|----|----|----|----|----|----|----|
| <p>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</p> <p>The company is committed to integrate its Environmental, Social and Governance (ESG) principles into its businesses, which is vital for improving the quality of life of its employees, its stakeholders and the communities it serves. The company adheres to the principles of product stewardship by enhancing Health, Safety and Environmental impacts of products and services across their entire life cycles. The environmental impacts refers to the changes in Climate, Resources (Energy from Solar and Wind), Waste Water Management, Nature and Biodiversity. The company has committed to reduce its carbon emission (Scope 1 &amp; 2) as per in-house methods and initiatives. The company has setup a solar power plant to increase its consumption of renewable energy. The company has established policies for Safety Health and Environment (EHS), Resource Conservation and Responsible Care</p> <p>The company is committed to conduct beneficial and fair business practices to the labor, human capital, stakeholders and to its neighboring community. The company provides employees, stakeholders and business associates with working conditions that are clean, safe, healthy and fair. It strives to be the neighbor of choice in the communities in which it operates and contributes to their equitable and inclusive development. To deliver these commitments, the company has a separate CSR cell and team at all locations. Apart from this, the company has separate policies for 'Code of Conduct', 'Whistle Blower Policy', 'POSH' etc.</p> |  |    |    |    |    |    |    |    |    |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).  | Policy is approved by the Board of Directors and signed by Executive Chairman. Oversight of the policy is done by the Executive Director, of the Company Mr. Hrishit Shroff. The functional heads of all the departments and their teams are responsible for implementation.                                 |    |    |    |    |    |    |    |    |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).<br>If yes, provide details.  | Yes, the Board from time to time reviews the implementation of Policies and provides valuable directions and guidance to the Management to ensure that Safety and Sustainability implications are duly addressed in all its new initiatives, budgets, CAPEX, OPEX, FOH, audit actions and improvement plans. |    |    |    |    |    |    |    |    |

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  | Business Responsibility policies of the company are reviewed by Senior Leadership Team including Managing Director and Chief Operating Officer. During the assessment, the efficacy of the policies is reviewed and necessary changes to policies and procedures are done for implementation. Review frequency is Half Yearly. |           |           |           |           |           |           |           |    |  |    |    |    |    |    |    |    |    |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances   | The Company complies with the existing regulations as applicable and a Statutory Compliance Certificate on applicable laws is provided by the Managing Director & Chief Operating Officer / Chief Financial Officer & Company Secretary to the Board of Directors. Review frequency is Quarterly.                              |           |           |           |           |           |           |           |    |  |    |    |    |    |    |    |    |    |
| 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. |  |           |           |           |           |           |           |           |    |  |    |    |    |    |    |    |    |    |
| <b>P1</b>  | <b>P2</b>  | <b>P3</b> | <b>P4</b> | <b>P5</b> | <b>P6</b> | <b>P7</b> | <b>P8</b> | <b>P9</b> |    |  |    |    |    |    |    |    |    |    |
| Ans: No  |  |           |           |           |           |           |           |           |    |  |    |    |    |    |    |    |    |    |

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

- All the above principles are covered by the policies.

**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 programs on any of the Principles during the financial year:

| Segment                          | Total number of training and awareness programs held | Topics / principles covered under the training and its impacts   | % of persons in respective categories covered by the awareness programs. |
|----------------------------------|--|--|--|
| Board of Directors               | 5  | The Company conducts familiarization programs for its Board of Directors at regular intervals which covers topics such as ESG parameters and targets, corporate governance practices, employee well-being, innovation and R&D and various other regulatory updates | 100  |
| Key Management Personnel         | 3  | 1. Code of conduct and its implementation (CoC).<br>2. Prevention of Sexual Harassment (POSH).<br>3. Anti-Corruption / Anti-Bribery (ACAB) policy.   | 100  |
| Employees other than BOD and KMP | 2  | 1. Code of conduct and its implementation (CoC).<br>2. Prevention of Sexual Harassment (POSH).   | 99   |
| Workers                          | 1  | 1. Prevention of Sexual Harassment (POSH).   | 94   |

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 INR) | Brief of the Case   | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine   | 6               | Maharashtra Pollution Control Board (Regional Office – Raigad)      | 1,00,000        | The Bank Guarantee of Rs. 1 Lakh submitted to MPCB has been forfeited due to the Non-compliance of provisions of Water (Prevention and Control of Pollution ) Act, 1974 and Air (Prevention and Control of Pollution ) Act, 1981. | No                                     |
| Settlement      |                 |   |                 |   |  |
| Compounding Fee | 9               | Legal Metrology Organization, Government of Maharashtra             | 50,000          | The offence relates to declarations to be mentioned on the packages of its products   | No.                                    |

| <b>Non-Monetary</b> |                 |   |                   |  |
|---------------------|-----------------|---|-------------------|--|
|                     | 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 |
|--------------|---|
| NA           |   |

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 have an Anti Bribery & Anticorruption policy, which is reviewed periodically and revised to ensure it is suitable. The Company has also adopted a Whistleblower Policy to provide a formal mechanism to the Directors, Employees and External stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism. In this mechanism, there are other policies viz. the Whistleblower Policy, the Anti-Bribery, Anti-Corruption Policy and Anti-Money Laundering Policy. These policies primarily cover risk assessment, third party due diligence, training, awareness, audit and reporting. Under the above Policies, Compliance Officers have a functional reporting about any violation of the Policies to the Managing Director, Company Secretary or the Chairperson of the Audit Committee. Aggravated cases of breach of the said Policies is escalated to the Board of Directors of the Company. The Whistleblower Policy ensures that strict confidentiality is maintained in such cases and no unfair treatment is meted out to a Whistleblower. The Company, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. With an aim to create awareness, during the year under review, the Company also took a series of communication and training program on the values, code of conduct and other ethical practices of the Company for internal stakeholders, vendors and distributors, partners, etc. These policies are available at the website of the company: <https://excelind.co.in/>.

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

|           | <b>FY 2023-24</b> | <b>FY 2022-23</b> |
|-----------|-------------------|-------------------|
| Directors | Nil               | Nil               |
| KMP's     | Nil               | Nil               |
| Employees | Nil               | Nil               |
| Workers   | Nil               | Nil               |

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

|  | <b>FY 2023-24</b> |                | <b>FY 2022-23</b> |                |
|--|-------------------|----------------|-------------------|----------------|
|  | <b>Number</b>     | <b>Remarks</b> | <b>Number</b>     | <b>Remarks</b> |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0                 | –              | 0                 | –              |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs      | 0                 | –              | 0                 | –              |

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 2023-2024 | FY 2022-23 |
|-------------------------------------|--------------|------------|
| Number of days of accounts payables | 137 days     | 62 days    |

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & 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                                 | 13.45      | 8.42       |
|                            | b. Number of trading houses where purchases are made from                                | 64         | 65         |
|                            | c. Purchases from top 10 trading houses as % of total purchases from trading houses      | 98.70      | 96.96      |
| Concentration of Sales     | a. Sales to dealers / distributors as % of total sales                                   | 11.38      | 7.61       |
|                            | b. Number of dealers / distributors to whom sales are made                               | 259        | 129        |
|                            | c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors  | 78.62      | 89.62      |
| Share of RPTs in           | a. Purchases (Purchases with related parties / Total Purchases)                          | 1.29       | 1.50       |
|                            | b. Sales (Sales to related parties / Total Sales)  | 0.09       | 0.09       |
|                            | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 0          | 0          |
|                            | d. Investments ( Investments in related parties / Total Investments made)                | 0.74       | 1.17       |

### Leadership Indicators

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

| Total number of awareness programs held | Topics / principles covered | Value chain partners covered (by value of business done with such partners) |
|---|-----------------------------|---|
| 04                                      | Principle: 03               | 4   |
| 02                                      | Principle: 06               | 3   |

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

– Yes, every Director of the Company discloses his/her concern or interest in the Company or companies or bodies corporate, firms or other association of individuals and any change therein, annually or upon any change, which includes the shareholding. Further, a declaration is also taken annually from the Directors under the Code of Conduct confirming that they will always act in the interest of the Company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the Company and the role therein. The Senior Management also affirms annually that they have not entered into any material, financial and commercial transactions, which may have a potential

conflict with the interest of the Company at large. In the Meetings of the Board, the Directors abstain from participating in the items in which they are concerned or interested. For identifying and tracking conflict of interests involving the Directors / KMPs of the Company, the Corporate Secretarial team maintains a database of the Directors and the entities in which they are interested. This list is shared with the Finance department which flags off the parties in their system for monitoring and tracking transaction(s) entered by the Company with such related parties.

For related party transactions. Full disclosure is made for all transactions with audit committee. This is on prior approval basis and the information is reviewed quarterly

**PRINCIPLE 2 Businesses should provide goods and services in a manner that are 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.

|       | <b>FY 2023-24</b>      | <b>FY 2022-23</b>    | <b>Details of improvements in environmental and social impacts.</b>  |
|-------|------------------------|----------------------|--|
| R&D   | 30.37 Lacs<br>4.66%    | 45.45 Lacs<br>5.94%  | All R&D Investments are focused on development of new products, sustainable technologies and adoption of principles of Green chemistry focused on Sustainability.  |
| Capex | 1161.61 Lacs<br>20.66% | 193.75 Lacs<br>5.54% | Carbon Projects for Waste Heat Recovery, Conservation of Water, Conservation of Natural resources, Pollution Control, Safety for Employees & Community, encouraging use of Green Energy for production of sustainable chemicals. |

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)
  - Yes
- b. If yes, what percentage of inputs were sourced sustainably?
  - About 33% of our electricity used in manufacturing are sourced from Renewable resources.
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for
  - As a part of Responsible Care Product Safety and Stewardship code, we have Standard Operating Procedures (SOP's) for handling, storage and disposal of each product. These procedures have been communicated to our Customers and Channel Partners to enhance product safety at their premises and the neighboring communities. Similarly, procedures are available for disposal at the end of life cycle assessment.

Some of the examples of reusing and recycling Packaging materials are as under:

- (a) Plastics packaging: Both open top and closed top drums are recycled inside the plant and within sites.
  - (b) MS Drums: All empty MS closed top drums of raw materials are cleaned, cut and straightened into sheets before disposal.
  - (c) Use of recyclable totes and dedicated tankers, to ensure drums can be permanently stopped for end of life disposal processes.
  - (d) E-waste: E-wastes are handed over to certified vendors for safe segregation and disposal.
  - (e) Hazardous waste: Solid and Liquid Hazardous wastes are sent to Government approved TSDF sites for disposal.
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.
    - Extended Producer Responsibility (EPR) is presently not applicable to the company.

### Leadership indicators

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

| NIC Code | Name of Product /Service   | % of total Turnover contributed | Boundary for which the Life Cycle Perspective / Assessment was conducted | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) If yes, provide the web-link. |
|----------|----------------------------|---------------------------------|--|---|--|
| 20219    | Agrochemical Intermediates | 60                              | Gate to Gate   | No  | No   |

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.
- No. The fleet of ISO tankers that are being used at our site, are being washed and maintained inhouse by the ETP team and the generated wastewater is treated at our ETP. We ensure that there is no significant social or environmental concerns arising from disposal of our products in the Life Cycle Perspective.
3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

| Indicate Input material | Recycled or reused input material to total material |            |
|-------------------------|---|------------|
|                         | FY 2023-24  | FY 2022-23 |
| Sulphur                 | 14.5%   | 14%        |

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

|                                | FY 2023-24 |          |                 | FY 2022-23 |          |                 |
|--------------------------------|------------|----------|-----------------|------------|----------|-----------------|
|                                | Re-used    | Recycled | Safely Disposed | Re-used    | Recycled | Safely Disposed |
| Plastics (including packaging) | 0          | 0        | 86 MT           | 0          | 0        | 126 MT          |
| E-waste                        | 0          | 0        | 0.14 MT         | 0          | 0        | 0.17 MT         |
| Hazardous waste                | 0          | 0        | 13435 MT        | 0          | 0        | 10947 MT        |
| Other Waste-Boiler Ash.        | 0          | 0        | 1895 MT         | 0          | 0        | 1746 MT         |

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.
- Packaging materials are recycled / reclaimed.

**PRINCIPLE 3 : Businesses should respect and promote the wellbeing of all employees, including those in the value chain.**

**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                           | 468                       | 468              | 100     | 468                | 100     | NA                 | NA      | NA                 | NA      | NA                  | NA      |
| Female                         | 35                        | 35               | 100     | 35                 | 100     | 35                 | 100     | NA                 | NA      | NA                  | NA      |
| Total                          | 503                       | 503              | 100     | 503                | 100     | 35                 | 7       | NA                 | NA      | NA                  | NA      |
| Other than Permanent Employees |                           |                  |         |                    |         |                    |         |                    |         |                     |         |
| Male                           | NA                        | NA               | NA      | NA                 | NA      | NA                 | NA      | NA                 | NA      | NA                  | NA      |
| Female                         | NA                        | NA               | NA      | NA                 | NA      | NA                 | NA      | NA                 | NA      | NA                  | NA      |
| Total                          | NA                        | NA               | NA      | NA                 | NA      | NA                 | NA      | NA                 | NA      | NA                  | NA      |

- 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                         | 544                     | 544              | 100     | 544                | 100     | NA                 | NA      | NA                 | NA      | NA                  | NA      |
| Female                       | 1                       | 1                | 100     | 1                  | 100     | 1                  | 100     | NA                 | NA      | NA                  | NA      |
| Total                        | 545                     | 545              | 100     | 545                | 100     | 1                  | 0.18    | NA                 | NA      | NA                  | NA      |
| Other than Permanent Workers |                         |                  |         |                    |         |                    |         |                    |         |                     |         |
| Male                         | 544                     | 87               | 16      | 534                | 98      | NA                 | NA      | NA                 | NA      | NA                  | NA      |
| Female                       | 2                       | 2                | 100     | 2                  | 100     | 0                  | 0       | 0                  | 0       | 0                   | 0       |
| Total                        | 546                     | 89               | 16      | 536                | 98      | 0                  | 0       | 0                  | 0       | 0                   | 0       |

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

|  | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Cost incurred on wellbeing measures as a % of total revenue of the company | 0.13%      | 0.09%      |

2. Details of retirement benefits, for Current FY 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  | 100  | Y  | 100  | 100  | Y  |
| Gratuity                 | 100  | 100  | Y  | 100  | 100  | Y  |
| ESI                      | –  | –  | –  | –  | –  | –  |
| Others : Please Specify. | –  | –  | –  | –  | –  | –  |

3. Accessibility of workplaces:

a. 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.

– No

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

– Yes, the Company has a Diversity, Equity and Inclusion (DEI) Policy, which creates an inclusive environment, which embraces differences and fosters inclusion.

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   | 0                   | 0              | 0                   | 0              |
| Female | 1                   | 100%           | 0                   | 0              |
| Total  | 1                   | 100%           | 0                   | 0              |

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

Yes/No (If Yes, then give details of the mechanism in brief)

– Yes

| Category                       | Mechanism in Brief  |
|--------------------------------|---|
| Permanent Workers              | Receipt of any grievance through email, letter, or telephonically etc., is registered at the HR & Admin office. The complaints which are within the purview of the company is taken up for further investigation through an internal investigator. The investigator conducts investigation by gathering the data, validating, analyzing and provides his observations and recommendations. The investigation report is further reviewed by the VP-HR and Admin and the recommendations are acted upon. The documentation of the action taken is filed for records. The Audit Committee and the Board review these, where necessary. |
| Other than Permanent Workers   |   |
| Permanent Employees            |   |
| Other than Permanent Employees |   |



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

| Category                  | FY 2023-24   |  |           | FY 2022-23   |  |         |
|---------------------------|--|--|-----------|--|--|---------|
|                           | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who are part of association(s) or Union (B) | % (B / A) | Total employees / workers in respective category (C) | No. of employees / workers in respective category, who are part of association(s) or Union (D) | % (D/C) |
| Total Permanent Employees | 503  | 72   | 14        | 500  | 80   | 16      |
| Male                      | 468  | 72   | 15        | 468  | 80   | 17      |
| Female                    | 35   | 0  | 0         | 32   | 0  | 0       |
| Total Permanent Workers   | 545  | 236  | 43        | 520  | 234  | 45      |
| Male                      | 544  | 236  | 43        | 519  | 234  | 45      |
| Female                    | 1  | 0  | 0         | 1  | 0  | 0       |

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/A) | No. (F)              | % (F/A) |
| Employees |            |                               |         |                      |         |            |                               |         |                      |         |
| Male      | 468        | 468                           | 100     | 310                  | 66      | 468        | 468                           | 100     | 396                  | 85      |
| Female    | 35         | 35                            | 100     | 19                   | 54      | 32         | 32                            | 100     | 14                   | 44      |
| Total     | 503        | 503                           | 100     | 329                  | 65      | 500        | 500                           | 100     | 410                  | 82      |
| Workers   |            |                               |         |                      |         |            |                               |         |                      |         |
| Male      | 544        | 544                           | 100     | 530                  | 97      | 519        | 519                           | 100     | 501                  | 97      |
| Female    | 1          | 1                             | 100     | 1                    | 100     | 1          | 1                             | 100     | 1                    | 100     |
| Total     | 545        | 545                           | 100     | 531                  | 97      | 520        | 520                           | 100     | 502                  | 97      |

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 (C)  | No. (D) | % (D/C) |
| Employees |            |         |         |            |         |         |
| Male      | 468        | 375     | 80      | 468        | 348     | 74      |
| Female    | 35         | 32      | 91      | 32         | 26      | 81      |
| Total     | 503        | 407     | 81      | 500        | 374     | 75      |
| Workers   |            |         |         |            |         |         |
| Male      | 544        | 54      | 10      | 519        | 65      | 13      |
| Female    | 1          | 0       | 0       | 1          | 0       | 0       |
| Total     | 545        | 54      | 10      | 520        | 65      | 13      |

## 10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity?. (Yes/ No).
  - Yes. The Environment, Health and Safety Management system covers activities across all manufacturing locations, offices and R&D laboratories, ensuring the protection of environment, health & safety of its employees, contractors, visitors and relevant stakeholders.
- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?
  - (i) Frequent audits are carried out to identify work-related hazards and assess risks on a routine and non-routine basis.
  - (ii) Trainings imparted to employees
- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)
  - Yes.
- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)
  - Yes

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

| Safety Incident / Number  | Category  | FY 2023-2024 | FY 2022-23 |
|---|-----------|--------------|------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0.000        | 0.000      |
|   | Workers   | 0.000        | 01         |
| Total recordable work-related injuries  | Employees | 0.000        | 0.000      |
|   | Workers   | 0.000        | 0.000      |
| No. of fatalities   | Employees | 0.000        | 0.000      |
|   | Workers   | 0.000        | 01         |
| High consequence work-related injury or ill-health (excluding fatalities)     | Employees | 0.000        | 0.000      |
|   | Workers   | 0.000        | 0.000      |

## 12. Describe the measures taken by the entity to ensure a safe and healthy work place.

- Safety drills
- Trainings on work-related hazards and hazardous material handling

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

| Category           | FY 2023-24            |                                       |         | FY 2022-23            |                                       |         |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                    | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | Nil                   | Nil                                   | Nil     | Nil                   | Nil                                   | Nil     |
| Health and Safety  | Nil                   | Nil                                   | Nil     | Nil                   | Nil                                   | Nil     |

## 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 &amp; safety practices and working conditions.

- NA

**Leadership Indicators**

1. Does the entity extend any life insurance or any compensatory package in the event of death of
  - (A) Employees –
    - Yes
  - (B) Workers (Y/N).
    - Yes
2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.
  - Yearly internal and external audits are carried out for monitoring all the HR Compliances.
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 no. of affected employees/ workers |            | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment |            |
|-----------|--|------------|---|------------|
|           | FY 2023-24                               | FY 2022-23 | FY 2023-24  | FY 2022-23 |
| Employees | 0  | 0          | 0   | 0          |
| Workers   | 0  | 0          | 0   | 0          |

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)
  - Yes, on case to case basis
5. Details on assessment of value chain partners:

|                             | % of value chain partners (by value of business done with such partners) that were assessed |
|-----------------------------|---|
| Health and Safety Practices | 37  |
| Working conditions          | 37  |

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.
  - Nothing significant.

**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.
  - Internal and external group of stakeholders have been identified. Presently, the given stakeholder groups which have the immediate impact on the operations and working of the Company are Shareholders, Customers, Communities, employees, Suppliers, Partners and Vendors.
2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

| <b>Stakeholder Group</b> | <b>Whether identified as Vulnerable &amp; Marginalized group (Yes/No)</b> | <b>Channels of communication (Email, SMS, Newspaper, pamphlets, advertisements, community meetings, Notice board, website, others).</b> | <b>Frequency of engagement. (Annually, Half Yearly, Quarterly/ others – Please Specify).</b> | <b>Purpose and scope of engagement including key topics and concerns raised during such engagements.</b>  |
|--------------------------|---|---|--|---|
| Shareholders             | No  | Email, Website & Newspapers   | Quarterly  | Share price appreciation, dividends, profitability and financial stability, robust ESG practices, climate change risks, cyber risks, growth prospects   |
| Employees                | No  | Email, Website  | Periodically, an ongoing activity.   | Responsible Care (RC), innovation, operational efficiencies, improvement areas, long-term strategy plans, brand communication, health, safety and engagement initiatives  |
| Customers                | No  | Email, Website  | Periodically, an ongoing activity.   | Product quality and availability, responsiveness to needs, aftersales service, responsible guidelines / manufacturing, climate change disclosures, life cycle assessment  |
| Suppliers / Partners     | No  | Email, Website  | Periodically, an ongoing activity.   | Quality, timely delivery and payments, ESG consideration (sustainability, safety checks, compliances, ethical behavior), ISO and OHSAS standards, collaboration and digitalization opportunities  |
| Government               | No  | Email, Website  | Periodically, an ongoing activity.   | Strong ESG practices (climate change roadmap, frameworks for sustainability and beyond compliance and RC, changes in regulatory frameworks, skill and capacity building, employment, environmental measures), policy advocacy, timely contribution to exchequer/ local infrastructure, proactive engagement |

| <b>Stakeholder Group</b> | <b>Whether identified as Vulnerable &amp; Marginalized group (Yes/No)</b> | <b>Channels of communication (Email, SMS, Newspaper, pamphlets, advertisements, community meetings, Notice board, website, others).</b> | <b>Frequency of engagement. (Annually, Half Yearly, Quarterly/ others – Please Specify).</b> | <b>Purpose and scope of engagement including key topics and concerns raised during such engagements.</b>  |
|--------------------------|---|---|--|---|
| Communities              | Portion of the Community is vulnerable and marginalised                   | Email, pamphlet and community meetings  | Periodically, an ongoing activity.   | RC, waste management, integrated water management, clean water, climate change impacts, community development, self-sustainability, livelihood support, disaster relief, support of the United Nations Sustainable Development Goals (UN SDGs) building capacity of future leaders, digital ecosystem development |

**Leadership Indicators**

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.
  - The Company management regularly interacts with key stakeholders i.e. investors, customers, suppliers, employees, etc. The Company has focused on this aspect through its EHSRC (Environment, Health, Safety and Responsible Care) policy that updates the progress on the actions to the Board and takes inputs on a quarterly basis.
2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.
  - Yes, through community interaction studies, the Company engages with its stakeholders in terms of identifying and prioritizing the issues pertaining to economic, environmental and social topics.
3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.
  - The Company follows an extensive development approach for the vulnerable and marginalized stakeholders. It has been the Company’s constant endeavor to focus on inclusive and collaborative growth. While the Company continues to progress on this roadmap, in the Company’s integrated development interventions all the social initiatives under these elements are conducted around the Company’s areas of operations aiming to improve the quality of life, especially in their neighborhoods. As per the need assessment, the vulnerable and marginalized stakeholder’s community in the Company’s neighborhood regions aspires for better education, health care, agriculture/animal husbandry better livelihood skills and employment. The Company site’s entry-level recruitments like Diploma Engineer Trainees, Graduate Engineer Trainees and Management Trainees focus on recruitment from nearby communities.

The CSR has a very wide focus of vulnerable/ marginalized stakeholder groups, and are determined for their growth and development through many of its programs on a continual basis year after year.

**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            | 503        | 70                                     | 14      | 500        | 59                                     | 12      |
| Other than Permanent | 0          | 0                                      | 0       | 0          | 0                                      | 0       |
| Total Employees      | 503        | 70                                     | 14      | 500        | 59                                     | 12      |
| Workers              |            |  |         |            |  |         |
| Permanent            | 545        | 0                                      | 0       | 520        | 0                                      | 0       |
| Other than Permanent | 546        | 0                                      | 0       | 505        | 0                                      | 0       |
| Total Employees      | 1091       | 0                                      | 0       | 1025       | 0                                      | 0       |

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/A) | No. (F)                | % (F/A) |
| Employees            |            |                       |         |                        |         |            |                       |         |                        |         |
| Permanent            |            |                       |         |                        |         |            |                       |         |                        |         |
| Male                 | 468        | 0                     | 0       | 468                    | 100     | 468        | 0                     | 0       | 468                    | 100     |
| Female               | 35         | 0                     | 0       | 35                     | 100     | 32         | 0                     | 0       | 32                     | 100     |
| Other than Permanent |            |                       |         |                        |         |            |                       |         |                        |         |
| Male                 | 0          | 0                     | 0       | 0                      | 0       | 0          | 0                     | 0       | 0                      | 0       |
| Female               | 0          | 0                     | 0       | 0                      | 0       | 0          | 0                     | 0       | 0                      | 0       |
| Workers              |            |                       |         |                        |         |            |                       |         |                        |         |
| Permanent            |            |                       |         |                        |         |            |                       |         |                        |         |
| Male                 | 544        | 0                     | 0       | 544                    | 100     | 519        | 0                     | 0       | 519                    | 100     |
| Female               | 1          | 0                     | 0       | 1                      | 100     | 1          | 0                     | 0       | 1                      | 100     |
| Other than Permanent |            |                       |         |                        |         |            |                       |         |                        |         |
| Male                 | 544        | 544                   | 100     | 0                      | 0       | 503        | 503                   | 100     | 0                      | 0       |
| Female               | 2          | 2                     | 100     | 0                      | 0       | 2          | 2                     | 100     | 0                      | 0       |

3. Details of Remunerations / salary / wages

a. Median remuneration/ wages:

|                                  | Male   |   | Female |   |
|----------------------------------|--------|---|--------|---|
|                                  | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD)         | 12     | 8,20,000  | 1      | 5,40,000  |
| Key Managerial Personnel         | 3      | 93,55,280   | 0      | –   |
| Employees other than BoD and KMP | 465*   | 6,40,629**  | 35*    | 7,31,662**  |
| Workers                          | 544    |   | 1      |   |

(\*) Note : This head count excludes 13 Directors and 3 KMPs.

(\*\*) Note : This median is combined of employees and workers. This may vary post wage agreement of Roha and Lote.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

|   | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| Gross wages paid to females as % of total wages | 3.8%       | 3.5%       |

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights 1 impacts or issues caused or contributed to by the business? (Yes/No)

– Yes, the Company has adopted a Human Resource Policy (HR Policy), which is applicable across all its locations. Under the policy, the Company's HR Managers are the focal points to receive the grievances and address the issues. The MD, COO and the VP-HR are the main counselors. Every location has a local ethics counselor as its HR Head who reports the grievances with respect to human rights, etc

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

– The company has a common mechanism to redress grievances under human rights as for other grievances. Grievances are received through email, letter, or telephonically etc., it is registered by the HR and Admin department at respective locations and its sanity check is done. For complaints, which are in the purview of the Code of Conduct committee, merits further investigation. Investigation is either internal or external, based on its severity. The investigator conducts investigation by gathering the data, validating, analyzing and gives his observations and recommendations. The investigation report is further reviewed by the HR & Admin department at Sites or at H.O. Mumbai and the recommendations are acted upon. The documentation of the action taken is filed for records. MD and the Audit Committee review these.

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

| Category                    | FY 2023-24            |                                       |         | FY 2022-23            |                                       |         |
|-----------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                             | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment           | Nil                   | Nil                                   | –       | Nil                   | Nil                                   | –       |
| Discrimination at workplace | Nil                   | Nil                                   | –       | Nil                   | Nil                                   | –       |
| Child Labour                | Nil                   | Nil                                   | –       | Nil                   | Nil                                   | –       |

| Category                           | FY 2023-24            |                                       |         | FY 2022-23            |                                       |         |
|------------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                                    | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Forced Labour / Involuntary Labour | Nil                   | Nil                                   | –       | Nil                   | Nil                                   | –       |
| Wages                              | Nil                   | Nil                                   | –       | Nil                   | Nil                                   | –       |
| Other human Rights related Issues  | Nil                   | Nil                                   | –       | Nil                   | Nil                                   | –       |

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 Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | Nil        | Nil        |
| Complaints on POSH as a % of female employees/ workers   | 0%         | 0%         |
| Complaints on POSH upheld  | Nil        | Nil        |

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.
- As part of Whistleblower Policy and POSH Policy, the Company strictly maintains the protection of identity of the complainant. All such matters are dealt in strict confidence. As a part of our policy on Code of Conduct, the Company does not tolerate any form of retaliation or revenge against anyone reporting legitimate concerns. Anyone involved in targeting such a person is subjected to disciplinary action, wherever found.
9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)
- Yes, the company has specific clauses included in the business agreements and contracts / purchase orders. Human rights form a part of the company's Code of Conduct. The Company at any of its premises does not employ children below 18 years of age at its workplaces and does not use forced labor in any form.
10. Assessments for the year:

|                             | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Child labour                | 0%  |
| Forced/involuntary labour   | 0%  |
| Sexual harassment           | 0%  |
| Discrimination at workplace | 0%  |
| Wages                       | 0%  |
| Others : Please Specify.    | 0%  |

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



### **Leadership Indicators**

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.
  - NA
2. Details of the scope and coverage of any Human rights due-diligence conducted.
  - NA
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?
  - No
4. Details on assessment of value chain partners:

|                             | <b>% of value chain partners (by value of business done with such partners) that were assessed</b> |
|-----------------------------|--|
| Sexual harassment           | 0%   |
| Discrimination at workplace |  |
| Child labour                |  |
| Forced/involuntary labour   |  |
| Wages                       |  |
| Others : Please Specify.    |  |

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

### **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:

| <b>Parameters</b>  | <b>FY 2023-2024<br/>(GJ)</b> | <b>FY 2022-2023<br/>(GJ)</b> |
|--|------------------------------|------------------------------|
| From renewable resources   | –                            | –                            |
| Total electricity consumption (A)  | 51521                        | 64310                        |
| Total fuel consumption (B)   | 0                            | 0                            |
| Energy consumption through other sources (C)   | 0                            | 0                            |
| Total Energy consumed from Renewable sources (A+B+C)                                     | 51521                        | 64310                        |
| From non-renewable resources   | –                            | –                            |
| Total electricity consumption (D)  | 103715                       | 100247                       |
| Total fuel consumption (E)   | 667963                       | 584266                       |
| Energy consumption through other sources (F)   | 0                            | 0                            |
| Total Energy consumed from Non-Renewable sources (D+E+F)                                 | 771678                       | 684513                       |
| Total Energy consumed (A+B+C+D+E+F)  | 823199                       | 748823                       |
| Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) | 0.0000996441                 | 0.0000687108                 |

| Parameters  | FY 2023-2024<br>(GJ) | FY 2022-2023<br>(GJ) |
|---|----------------------|----------------------|
| Energy intensity per rupee of turnover adjusted for purchasing power parity (PPP)<br>(Total energy consumed/Revenue from operations adjusted for PPP) | 0.00203              | Not Applicable       |
| Energy intensity in terms of physical output  | 7.002 GJ/MT          | Not Applicable       |
| Energy intensity (optional) – the relevant metric may be selected by the entity   | Not Applicable       | Not Applicable       |

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.

- This data is shared with Indian Chemical Council (ICC) as a part of annual KPI
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:

| Parameters  | FY 2023-24     | FY 2022-23     |
|---|----------------|----------------|
| Water withdrawal by source (in kilolitres)  |                |                |
| (i) Surface water   | 0              | 0              |
| (ii) Groundwater  | 0              | 0              |
| (iii) Third party water   | 494777 KL      | 512328 KL      |
| (iv) Seawater / desalinated water   | 0              | 0              |
| (v) Others  | 3158 KL        | 2585 KL        |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)  | 497935 KL      | 514913 KL      |
| Total volume of water consumption (in kilolitres)   | 459104 KL      | 506073 KL      |
| Water intensity per rupee of turnover (Total water consumption / Revenue from operations)   | 0.0000555722   | 0.0000464364   |
| Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) | 0.001123       | Not Applicable |
| Water intensity in terms of physical output   | 3.86 KL/MT     | Not Applicable |
| Water intensity (optional) – the relevant metric may be selected by the entity  | Not Applicable | Not Applicable |

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.

- This data is shared with Indian Chemical Council (ICC) as a part of annual KPI.

4. Provide the following details related to water discharged:

| Parameters   | FY 2023-24                                 | FY 2022-23                                  |
|--|--|---|
| Water discharged by destination and level of treatment (in kilolitres) |  |   |
| (i) To Surface water   | –  | –   |
| -No treatment  | 0  | 0   |
| -With treatment- please specify level of treatment                     | 0  | 0   |
| (ii) To Groundwater  | –  | –   |
| -No treatment  | 0  | 0   |
| -With treatment- please specify level of treatment                     | 0  | 0   |
| (iii) To Seawater  | –  | –   |
| -No treatment  | 0  | 0   |
| -With treatment- please specify level of treatment                     | 0  | 0   |
| (iv) Sent to third parties   | 86999 KL                                   | 103832 KL                                   |
| -No treatment  | 0  | 0   |
| -With treatment- please specify level of treatment                     | 86999 KL<br>(as per MPCB<br>Norms to CETP) | 103832 KL<br>(as per MPCB<br>Norms to CETP) |
| (v) Others   | –  | –   |
| -No treatment  | 0  | 0   |
| -With treatment- please specify level of treatment                     | 0  | 0   |
| Total water discharged (in kilolitres)                                 | 86999 KL                                   | 103832 KL                                   |

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.

– This data is shared with Indian Chemical Council (ICC) as a part of annual KPI

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

– Yes, the Company has implemented Zero Liquid Discharge at its Visakhapatnam plant.

Roha Site has been granted phasewise implementation of ZLD through EC and CTO. Lote site is also operating with partial ZLD. Both Roha and Lote units have approved consented discharge facility to CETP.

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

| Parameters                          | Please specify unit | FY 2023-2024   | FY 2022-23     |
|-------------------------------------|---------------------|----------------|----------------|
| NOx                                 | Tons                | 46.52          | 47.95          |
| SOx                                 | Tons                | 230.19         | 258.45         |
| Particulate matter (PM)             | µg/m <sup>3</sup>   | 193            | 204            |
| Persistent organic pollutants (POP) | –                   | Not Applicable | Not Applicable |
| Volatile organic compounds (VOC)    | –                   | Not Applicable | Not Applicable |
| Hazardous air pollutants (HAP)      | –                   | Not Applicable | Not Applicable |
| Others – please specify             | –                   | Not Applicable | Not Applicable |

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.

– This data is shared with Indian Chemical Council (ICC) as a part of annual KPI

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

| Parameters   | Unit  | FY 2023-2024   | FY 2022-2023   |
|--|---|----------------|----------------|
| Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)                    | Metric tonnes of CO <sub>2</sub> equivalent<br>(Scope 1: Direct emission)   | 63645          | 55565          |
| Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)                    | Metric tonnes of CO <sub>2</sub> equivalent<br>(Scope 2: Indirect emission) | 23647          | 22856          |
| Total Scope 1 and Scope 2 emissions per rupee of Turnover (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations)   | MT CO <sub>2</sub> /INR   | 0.00001056     | 0.0000071958   |
| Total Scope 1 and Scope 2 emissions per rupee of Turnover adjusted for purchasing power parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP) | MT CO <sub>2</sub> /PPP adjusted INR  | 0.0002134      | Not Applicable |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output   | MT CO <sub>2</sub> /MT production   | 0.735 MT       | Not Applicable |
| Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity   | Not Applicable  | Not Applicable | Not Applicable |

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.

– This data is shared with Indian Chemical Council (ICC) as a part of annual KPI.

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

– Yes. Roha and Lote site received about 33% of its electricity requirements from Renewable resources. The company has setup a solar power project to increase its consumption of renewable energy. The roadmap for carbon emission reductions has been established and the company is working to meet its carbon reduction plan.

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

| Parameters  | FY 2023-24            | FY 2022-23            |
|---|-----------------------|-----------------------|
| Total waste generated (in metric tons)  |                       |                       |
| Plastic waste (A)   | 86                    | 126                   |
| E-waste (B)   | 0.14                  | 0.17                  |
| 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)  | 13435                 | 10947                 |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)                 | 818                   | 2147                  |
| Total (A + B + C + D + E + F + G + H)   | 14339.14              | 13220.17              |
| Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)   | 0.000001735<br>MT/INR | 0.000001213<br>MT/INR |
| Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) | 0.0000351             | Not Applicable        |
| Waste intensity in terms of Physical Output   | 0.1207                | Not Applicable        |
| Waste intensity (optional) – the relevant metric may be selected by the entity  | Not Applicable        | Not Applicable        |
| 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  | Nil                   | Nil                   |
| (ii) Re-used  | Nil                   | Nil                   |
| (iii) Other recovery operations   | Nil                   | Nil                   |
| Total   | Nil                   | Nil                   |
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)  |                       |                       |
| Category of waste   |                       |                       |
| (i) Incineration  | 175                   | 117                   |
| (ii) Landfilling  | 13435                 | 10866                 |
| (iii) Other disposal operations   | 1671                  | 1746                  |
| Total   | 15281                 | 12729                 |

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.

– This data is shared with Indian Chemical Council (ICC) as a part of annual KPI.

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.

- The Company has established processes to responsibly dispose off its generated wastes. The waste management practices involves 100% recycling of gaseous wastes through scrubbing resulting in value added products.

Non Hazardous wastes like Boiler ash is sold to brick manufacturers, while Hazardous wastes are disposed off to PCB approved TSDF units. The empty mild steel drums from raw materials are washed, cut and flatten into sheets before disposal. Other drums are also washed and then sold off to PCB approved vendors. Similarly, Waste water is treated and is partly recycled.

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:

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N)<br><br>If no, the reasons thereof and Corrective action taken, if any. |
|--------|--------------------------------|--------------------|--|
| 1      | Roha                           | Manufacturing      | Yes, approved.   |

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

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

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:

- Yes, the company is Complying with all the above mentioned acts and rules

| S. No. | Specify the law / regulation/ guidelines which was not complied with | Provide details of the non- compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|--------|--|--|---|---------------------------------|
| 1      | Not Applicable   | –                                      | –   | –                               |

### Leadership Indicators

1. Water withdrawal consumption and discharge in areas of water stress (in kilolitres)

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

- Name of the area: MIDC Roha and MIDC Lote Parshuram
- Nature of operations: Treated water is discharged to Common Effluent Treatment Plant (CETP) as per latest Consent to Operate (CTO).

(iii) Water withdrawal, consumption and discharge in the following format:

| <b>Parameter</b>   | <b>FY 2023-24</b>                     | <b>FY 2022-23</b>                     |
|--|---------------------------------------|---------------------------------------|
| Water withdrawal by source (In kilolitees)                                     |                                       |                                       |
| (i) Surface water  | Not Applicable                        | Not Applicable                        |
| (ii) Groundwater   | Not Applicable                        | Not Applicable                        |
| (iii) Third party water  | Not Applicable                        | Not Applicable                        |
| (iv) Sea water/desalined water   | Not Applicable                        | Not Applicable                        |
| (v) Others   | Not Applicable                        | Not Applicable                        |
| Total volume of water withdrawal (In kilolitres)                               | Not Applicable                        | Not Applicable                        |
| Total volume of water consumption (In kilolitres)                              | Not Applicable                        | Not Applicable                        |
| Water intensity per rupee of turnover (Water consumed / turnover)              | Not Applicable                        | Not Applicable                        |
| Water intensity (optional) – the relevant metric may be selected by the entity | Not Applicable                        | Not Applicable                        |
| Water discharge by destination and level of treatment (in kilolitres)          |                                       |                                       |
| (i) Into Surface water   | –                                     | –                                     |
| -No treatment  | Not Applicable                        | Not Applicable                        |
| -With treatment – please specify level of treatment                            | Not Applicable                        | Not Applicable                        |
| (ii) To Groundwater  | 0                                     | 22384                                 |
| -No treatment  | 0                                     | 0                                     |
| -With treatment – please specify level of Treatment                            | 0                                     | 22384<br>(water used for gardening)   |
| (iii) To Seawater  | 0                                     | 0                                     |
| -No treatment  | 0                                     | 0                                     |
| -With treatment – please specify level of Treatment                            | 0                                     | 0                                     |
| (iv) Sent to third-parties (KL released to CETP)                               | 103832                                | 102767                                |
| -No treatment  | 0                                     | 0                                     |
| -With treatment – please specify level of Treatment                            | 103832<br>(as per MPCB Norms to CETP) | 102767<br>(as per MPCB Norms to CETP) |
| (v) Others   | 0                                     | 0                                     |
| -No treatment  | 0                                     | 0                                     |
| -With treatment – please specify level of Treatment                            | 0                                     | 0                                     |
| Total water discharged (in kilolitres)   | 103832                                | 125151                                |

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.

– This data is shared with Indian Chemical Council (ICC) as a part of annual KPI.

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

| Parameters  | Unit  | FY 2023-24   | FY 2022-23   |
|---|---|--------------|--------------|
| Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) | Metric tonnes of CO <sub>2</sub> equivalent | Not Assessed | Not Assessed |
| Total Scope 3 emissions per rupee of turnover   | MT/INR                                      | Not Assessed | Not Assessed |
| Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity   | Not Applicable                              | Not Assessed | Not Assessed |

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.

– This data is still not tracked and reported.

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.
- The Company monitors the water quality and air quality on a regular basis as per the environmental norms, regulations and CTO. Sites are located in Industrial Development areas / zones notified by state government, which are outside core biodiversity areas.
4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

| Sr. No. | Initiative undertaken        | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative         |
|---------|------------------------------|--|-----------------------------------|
| 1       | Integrated waste management. | Consumption of Sulphur generated in process.                                     | Conservation of natural resources |
| 2       | Integrated waste management. | Recycling of Solvents from process.  | Reduction of Pollution.           |
| 3       | Water shed Management        | Rain water harvesting at site.   | Conservation of natural resources |

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.
- Yes, onsite emergency preparedness plan in place and it is reviewed periodically. Similarly, guidelines of Distribution code and Nicer Globe are addressed for offsite transportation of Hazardous goods.
6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.
- No significant impact.
7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.
- 37%



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

| S. No. | Name of the trade and industry chambers/ associations         | Reach of trade and industry chambers/ associations (State/National) |
|--------|---|---|
| 1      | FICCI- Federation of Indian Chambers of Commerce and Industry | National  |
| 2      | BCCI -Bombay Chamber of Commerce and Industry                 |   |
| 3      | ICC- Indian chemical council                                  |   |
| 4      | CHEMEXCIL-Chemicals Export Promotion Council.                 |   |
| 5      | NSCM-National Safety Council of Maharashtra.                  |   |
| 6      | NSCI-National Safety Council of India.                        |   |
| 7      | CII-Confederation of Indian Industry                          |   |

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.
  - Not applicable

**Leadership Indicators**

1. Details of public policy positions advocated by the entity:
  - Not Applicable

**PRINCIPLE 8 : Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.
  - Not Applicable
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:
  - Not Applicable
3. Describe the mechanisms to receive and redress grievances of the community.
  - The Company has a procedure to receive and redress concerns/grievances received from the community. Each site has a committee from members of various departments like. HR & Admin., Security, CSR, etc. which receives the concerns (written/verbal) and works towards its completion. Sometimes, field visit and detailed analysis are done and the concern is addressed appropriately in a timely manner. The concerns are recorded and closely tracked until they are closed to the satisfaction of the stakeholder. The Company proactively engages with the community for development related work, site visits, visit to villages in various programs etc. A number of formal, informal and interactive sessions are conducted which

helps in collaborations with the community to facilitate mutual cohesiveness and bonding while working together. We also engage through CSR, with various sections of the community like youth, women and community leaders etc. Senior Management proactively interacts with the community as and when required.

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 | 26.65%     | 18.59%     |
| Directly from within India                   | 73.35%     | 51.05%     |

5. Job creation in smaller town – Disclose wages paid to persons employed (including employees or workers 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        | –          | –          |
| Semi-Urban   | –          | –          |
| Urban        | 72.39%     | 73.82%     |
| Metropolitan | 27.61%     | 26.18%     |

(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 (Reference: Question 1 of Essential Indicators above):

| Details of negative social impact identified | Corrective action taken |
|--|-------------------------|
| Not Applicable                               |                         |

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

| S. No. | State       | Aspirational District | Amount Spent (in INR) |
|--------|-------------|-----------------------|-----------------------|
| 1.     | Maharashtra | Roha-Raigad           | 65,00,000             |
| 2.     | Maharashtra | Chiplun-Ratnagiri     | 65,00,000             |

Our focus of CSR projects includes villages and local communities in and around the manufacturing sites as mentioned above.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)
- Yes, done under local procurements through sites.
- (b) From which marginalized /vulnerable groups do you procure?
- Local community around the plants.
- (c) What percentage of total procurement (by value) does it constitute?
- less than 1%

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

| <b>S. No.</b> | <b>Intellectual property based on traditional knowledge</b> | <b>Owned / Acquired (Yes / No)</b> | <b>Benefit shared (Yes / No)</b> | <b>Basis of calculating benefit share</b> |
|---------------|---|------------------------------------|----------------------------------|---|
| None          |   |                                    |                                  |   |

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

| <b>Name of Authority</b> | <b>Brief of the case</b> | <b>Corrective action taken</b> |
|--------------------------|--------------------------|--------------------------------|
| None                     |                          |                                |

6. Details of beneficiaries of CSR Projects:

Approximate project-wise beneficiaries (including vulnerable and marginalized groups) are mentioned below:

| <b>Sr. No.</b> | <b>CSR Project</b>  | <b>No. of persons benefited from CSR projects</b> | <b>% of beneficiaries from vulnerable and marginalized groups</b> |
|----------------|---|---|---|
| 1              | Desilting of 3 Rivers & 2 Ponds from 6 Villages.          | 3300  | 100% Beneficiaries from Rural areas.                              |
| 2              | Natural Water Conservation - Storage Tank Construction    | 600   | 100% Beneficiaries from Rural areas.                              |
| 3              | Govt. Schemes Help  | 45  | 100% Beneficiaries from Rural areas.                              |
| 4              | Mahila Kisan Divas Celebration                            | 30  | 100% Beneficiaries from Rural areas.                              |
| 5              | Jain Irrigation & Baramati KVK Exposure                   | 133   | 100% Beneficiaries from Rural areas.                              |
| 6              | Pulses, Rabbi Seed Distribution                           | 503   | 100% Beneficiaries from Rural areas.                              |
| 7              | Marketing Exposure at HO                                  | 15  | 100% Beneficiaries from Rural areas.                              |
| 8              | Solar Lamp, Trap Distribution                             | 66  | 100% Beneficiaries from Rural areas.                              |
| 9              | Farmers to Farmers Interaction                            | 30  | 100% Beneficiaries from Rural areas.                              |
| 10             | Dr. Panjab Rao Natural Farming Mission - Training Program | 230   | 100% Beneficiaries from Rural areas.                              |
| 11             | Mechanization - Cutter & Ragi Machine                     | 80  | 100% Beneficiaries from Rural areas.                              |
| 12             | Kharip Vegetable Distribution - 5 Types of Seeds          | 55  | 100% Beneficiaries from Rural areas.                              |

| <b>Sr. No.</b> | <b>CSR Project</b>                                     | <b>No. of persons benefited from CSR projects</b> | <b>% of beneficiaries from vulnerable and marginalized groups</b> |
|----------------|--|---|---|
| 13             | Kitchen Garden Seeds 6 types.                          | 461   | 100% Beneficiaries from Rural areas.                              |
| 14             | Composting Bags Distribution - 1 Tone Capacity         | 20  | 100% Beneficiaries from Rural areas.                              |
| 15             | Kitchen Garden Seeds 6 types. Joint program with Govt. | 653   | 100% Beneficiaries from Rural areas.                              |
| 16             | Dencha Green Manuar Joint with Agri. Dept.             | 271   | 100% Beneficiaries from Rural areas.                              |
| 17             | Kaveri Bird Distribution - Poultry Farming             | 28  | 100% Beneficiaries from Rural areas.                              |
| 18             | Poultry Enterprises Development                        | 03  | 100% Beneficiaries from Rural areas.                              |
| 19             | Safety Jackets distribution to Fishermen               | 11  | 100% Beneficiaries from Rural areas.                              |
| 20             | Multipurpose Platform constructed                      | 450   | 100% Beneficiaries from Rural areas.                              |
| 21             | 2 Benches Provided to Old Aged Groups                  | 20  | 100% Beneficiaries from Rural areas.                              |
| 22             | Support to Roha Kabaddi Association                    | 80  | 100% Beneficiaries from Rural areas.                              |
| 23             | Cement Sheets Provided to Bhate Library                | 10000   | 100% Beneficiaries from Rural areas.                              |
| 24             | Disaster Help to Khandere Adiwasi Wadi                 | 27  | 100% Beneficiaries from Rural areas.                              |
| 25             | Disaster management Training Program to Police Patil   | 50  | 100% Beneficiaries from Rural areas.                              |
| 26             | Govt. Basic Tailoring Batch                            | 41  | 100% Beneficiaries from Rural areas.                              |
| 27             | Govt. Fashion Designing Training Batch                 | 24  | 100% Beneficiaries from Rural areas.                              |
| 28             | Govt. Cooking Training Batch                           | 20  | 100% Beneficiaries from Rural areas.                              |
| 29             | Govt. Navvari Training Batch                           | 41  | 100% Beneficiaries from Rural areas.                              |
| 30             | Govt. Cake Making Training Batch                       | 51  | 100% Beneficiaries from Rural areas.                              |
| 31             | Govt. Machine Reaping Training Batch                   | 25  | 100% Beneficiaries from Rural areas.                              |
| 32             | Govt. Fruit Processing Training Batch                  | 17  | 100% Beneficiaries from Rural areas.                              |

| <b>Sr. No.</b> | <b>CSR Project</b>   | <b>No. of persons benefited from CSR projects</b> | <b>% of beneficiaries from vulnerable and marginalized groups</b> |
|----------------|--|---|---|
| 33             | Govt. Wellness Center Training Batch                             | 24  | 100% Beneficiaries from Rural areas.                              |
| 34             | Govt. Flower Making Training Batch                               | 17  | 100% Beneficiaries from Rural areas.                              |
| 35             | Uniform Distribution to Adiwasi wadi                             | 30  | 100% Beneficiaries from Rural areas.                              |
| 36             | Note Books Distribution to Students                              | 800   | 100% Beneficiaries from Rural areas.                              |
| 37             | Pradnya Vikas Program - 8th & 9th Std.                           | 441   | 100% Beneficiaries from Rural areas.                              |
| 38             | Vikasika Mitra-Prakalp   | 626   | 100% Beneficiaries from Rural areas.                              |
| 39             | Special Guidance to SSC Students                                 | 420   | 100% Beneficiaries from Rural areas.                              |
| 40             | Bio Gas Distribution. Project joint with Govt.                   | 07  | 100% Beneficiaries from Rural areas.                              |
| 41             | Solar Street Light installed on Adiwasi Wadi                     | 2540  | 100% Beneficiaries from Rural areas.                              |
| 42             | Tree Plantation Programs   | 3000  | 100% Beneficiaries from Rural areas.                              |
| 43             | Goat Farming Support (1 Male + 2 Female)                         | 06  | 100% Beneficiaries from Rural areas.                              |
| 44             | Coconut Trees & Solar Light provided to Fishermen                | 16  | 100% Beneficiaries from Rural areas.                              |
| 45             | Fish Seed & Fish Food Distributed to Fishermen                   | 22  | 100% Beneficiaries from Rural areas.                              |
| 46             | Online Govt. Schemes Facilities Provided to Community / farmers. | 427   | 100% Beneficiaries from Rural areas.                              |
| 47             | Agriculture Pipe Distributed to Farmers                          | 85  | 100% Beneficiaries from Rural areas.                              |
| 48             | Water Filter Provided Taluka Sports Association                  | 250   | 100% Beneficiaries from Rural areas.                              |
| 49             | Computer Set Support to M.B.More School                          | 400   | 100% Beneficiaries from Rural areas.                              |
| 50             | Building Materials Provided Various Community Centers            | 2500  | 100% Beneficiaries from Rural areas.                              |
| 51             | Support to District Kho - Kho Association                        | 2000  | 100% Beneficiaries from Rural areas.                              |
| 52             | Mahila Work Shop Roof Work                                       | 600   | 100% Beneficiaries from Rural areas.                              |

**PRINCIPLE 9 : Businesses should engage with and provide value to their consumers in a responsible manner.****Essential Indicators**

- Describe the mechanisms in place to receive and respond to consumer complaints and feedback.
  - All the sites are ISO 9001:2015 Certified and has a well-established setup of Quality Management System for receiving and responding to complaints for the existing consumers through emails, letters and phone. Complaints are escalated and resolved within the time depending on its nature.

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

|  | As a percent to total turnover |
|--|--------------------------------|
| Environmental and Social parameters relevant to the products | 100%                           |
| Safe and responsible usage                                   | 100%                           |
| Recycling and/or safe disposal                               | 100%                           |

- Number of consumer complaints in respect of the following:

|                                | FY 2023-24               |                                   | Remarks                 | FY 2022-23               |                                   | Remarks                 |
|--------------------------------|--------------------------|-----------------------------------|-------------------------|--------------------------|-----------------------------------|-------------------------|
|                                | Received during the year | Pending resolution at end of year |                         | Received during the year | Pending resolution at end of year |                         |
| Data privacy                   | 0                        | 0                                 | Nil                     | 0                        | 0                                 | Nil                     |
| Advertising                    | 0                        | 0                                 | Nil                     | 0                        | 0                                 | Nil                     |
| Cyber-security                 | 0                        | 0                                 | Nil                     | 0                        | 0                                 | Nil                     |
| Delivery of essential Services | 0                        | 0                                 | Nil                     | 0                        | 0                                 | Nil                     |
| Restrictive Trade Practices    | 0                        | 0                                 | Nil                     | 0                        | 0                                 | Nil                     |
| Unfair Trade Practices         | 0                        | 0                                 | Nil                     | 0                        | 0                                 | Nil                     |
| Other                          | 12                       | 0                                 | Resolved Satisfactorily | 13                       | 0                                 | Resolved Satisfactorily |

- Details of instances of product recalls on account of safety issues:

|                   | Number | Reasons for recall |
|-------------------|--------|--------------------|
| Voluntary recalls | Nil    | Not Applicable     |
| Forced recalls    | Nil    | Not Applicable     |

- Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.
  - Yes, the Company has a detailed charter on cyber security and risk related to data privacy and is extremely vigilant on the same.
- 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's cyber security has been outsourced and managed by a leading IT services company. Internally regular reviews are conducted and corrective actions are taken to improve the cyber security as per requirements. Data privacy requirements are being evaluated. Actions will be taken against the guilty as per data privacy law.

7. Provide the following information relating to data breaches:
  - a. Number of instances of data breaches: None
  - b. Percentage of data breaches involving personally identifiable information of customers: None
  - c. Impact, if any, of the data breaches

**Leadership Indicators**

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).
  - The information on products and services of the entity can be accessed at [www.excelind.co.in](http://www.excelind.co.in). Additionally they are addressed over calls and emails.
2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.
  - Customers are informed and educated about safe and responsible usage of products through MSDS / Product Brochures and customized modules of trainings as a part of Product Safety and Stewardship code.
3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.
  - Yes, the Company informs customers through emails and phone calls.
4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.
  - Yes, our product labels are detailed and carry information about Hazards and safe handling of the product. Address and contact numbers of Manufacturing site and H.O. is provided on product labels.
5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)
  - Yes, Consumer satisfaction relating to the major products of the company has been done for all the locations of operation.

**INDEPENDENT AUDITOR'S REPORT**

TO THE MEMBERS OF EXCEL INDUSTRIES LIMITED

**Report on the Audit of the Standalone Financial Statements****Opinion**

1. We have audited the accompanying Standalone Financial Statements of Excel Industries Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, and the Statement of Standalone Profit and Loss (including Other Comprehensive Income), the Statement of Standalone Changes in Equity and the Statement of Standalone Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as "standalone financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

**Basis for opinion**

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

**Key audit matters**

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter  | How our audit addressed the key audit matter  |
|---|---|
| <p><b>A. Assessment of the valuation of an investment in unquoted equity instrument:</b><br/>(Refer Notes 2(a), 8 and 41 to the standalone financial statements)</p> <p>The Company has an investment amounting to Rs. 34,795.95 lakhs in unquoted equity instrument valued at 'Fair value through Other comprehensive income' in accordance with Indian Accounting Standard (Ind AS 109), Financial Instruments, at each reporting date.</p> <p>An independent professional valuation expert is engaged by the management to determine the fair value, who ascertains the fair value based on the Comparable Companies' Multiple Inputs.</p> <p>The key judgements involved in the valuation are identification of comparable companies, assessment of maintainable EBIDTA (Earnings before interest, depreciation, taxes and amortisation) and other relevant valuation parameters.</p> | <p>Our procedures in relation to management's assessment of the valuation of an investment in unquoted equity instrument include following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over determination of fair value including valuation model and management assumptions/ judgements involved.</li> <li>• Evaluated independence, competence and capabilities of the management's expert.</li> <li>• Involved auditor's expert to assist in evaluation of valuation methodology and key valuation assumptions and judgements involved.</li> <li>• Evaluated competence and capabilities of the auditor's expert.</li> <li>• Assessed the reasonableness of the input data provided by the management to the independent professional valuation expert, such as Revenue, EBIDTA and Profit after tax of investee company for the year ended March 31, 2024.</li> </ul> |



| Key audit matter   | How our audit addressed the key audit matter  |
|--|---|
| <p>Given the inherent subjectivity in the valuation of the above investments, relative significance of this investment to the standalone financial statements and the nature and extent of audit procedures involved, we determined this to be a key audit matter.</p>   | <ul style="list-style-type: none"> <li>• Tested the mathematical accuracy of the valuation report.</li> <li>• Assessed appropriateness of relevant disclosures in the standalone financial statements.</li> </ul> <p>Based on the audit procedures performed, we found management's assessment of the valuation of investment in unquoted equity instrument and related disclosures to be reasonable.</p>   |
| <p><b>B. Assessment of indicators of impairment and the recoverable amount of goodwill and property, plant and equipment</b></p> <p>(Refer Notes 1(H), 2(b), 3 and 6 to the standalone financial statements)</p> <p>The Company has goodwill amounting to Rs. 1,885.28 lakhs and property, plant and equipment amounting to Rs. 36,403.53 lakhs as on March 31, 2024. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. The Company periodically assesses the carrying amount of its property, plant and equipment to determine whether there is an indication that those assets have suffered impairment loss.</p> <p>In making such assessments, the Company considers both internal and external sources of information to determine whether there is an indicator of impairment and, accordingly, whether the recoverable amount of the cash generating unit (CGU) needs to be estimated.</p> <p>An impairment loss is recognised if the recoverable amount is lower than the carrying value. The recoverable amount is determined based on the higher of value in use and fair value less costs to sell.</p> <p>The assessment of indicators of impairment and recoverable value of goodwill and property, plant and equipment is considered to be a key audit matter as the amount is significant to the standalone financial statements and there is significant judgement involved in estimating the recoverable value including future cash flows, terminal value growth rate and the weighted-average cost of capital (discount rate).</p> | <p>Our procedures in relation to assessment of indicators of impairment and the recoverable amount of goodwill and property, plant and equipment include the following:</p> <ul style="list-style-type: none"> <li>• Analysed the indicators of impairment of property, plant and equipment including understanding of Company's assessment of those indicators;</li> <li>• Obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over assessment of any potential impairment indicators, determination of CGU and determination of recoverable value of goodwill and property, plant and equipment including management assumptions/judgements.</li> <li>• Involved auditor's expert to assist in evaluation of key valuation assumptions and judgements such as discount rate and terminal growth rate.</li> <li>• Evaluated competence and capabilities of the auditor's experts.</li> <li>• Assessed the reasonableness of assumptions around the key drivers of the cash flow forecasts such as future sales, input costs, discount rate and terminal value growth rate.</li> <li>• Performed sensitivity analysis over key assumptions to corroborate that recoverable amount of goodwill and property, plant and equipment is within a reasonable range.</li> <li>• Tested the mathematical accuracy of the impairment working.</li> <li>• Assessed appropriateness of relevant disclosures in the standalone financial statements.</li> </ul> <p>Based on the above procedures performed, we found management's assessment of indicators of impairment and the recoverable amount of goodwill and property, plant and equipment and related disclosures to be reasonable.</p> |

### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### Responsibilities of management and those charged with governance for the standalone financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's responsibilities for the audit of the standalone financial statements

8. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.
  11. 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.
  12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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**

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 14(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
  - (c) The Standalone Balance Sheet, the Statement of Standalone Profit and Loss (including other comprehensive income), the Statement of Standalone Changes in Equity and the Statement of Standalone Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 14(b) above on reporting under Section 143(3)(b) of the Act.
  - (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 46(a) to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
  - iv.
    - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 55(vii) to the standalone financial statements);
    - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 55(vii) to the standalone financial statements); and
    - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
  - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. The audit trail feature for one accounting software (ERP application), including at the database level, has operated only towards the end of the financial year, except for certain information or data. The audit trail feature for another software application (supporting payroll) has operated throughout the financial year, except for direct database changes. During the course of performing our procedures, other than the aforesaid instances where the question of our commenting on whether the audit trail feature was tampered with does not arise, we did not notice any instance of the audit trail feature being tampered with.
15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

Bhavesh Gada  
Partner  
Membership Number: 117592  
UDIN: 24117592BKEPIZ4807  
Place: Mumbai  
Date: May 24, 2024

### **Annexure A to Independent Auditor's Report**

*Referred to in paragraph 14(g) of the Independent Auditor's Report of even date to the members of Excel Industries Limited on the standalone financial statements as of and for the year ended March 31, 2024*

### **Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls with reference to standalone financial statements of Excel 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**

2. 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

### **Meaning of Internal Financial Controls with reference to financial statements**

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

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

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

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 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 issued by ICAI.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

Bhavesh Gada  
Partner  
Membership Number: 117592  
UDIN: 24117592BKEPIZ4807  
Place: Mumbai  
Date: May 24, 2024

## Annexure B to Independent Auditor's Report

*Referred to in paragraph 13 of the Independent Auditor's Report of even date to the members of Excel Industries Limited on the standalone financial statements as of and for the year ended March 31, 2024*

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.  
(B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 on 'Property, Plant and Equipment', Note 4 on 'Right of use assets' and Note 5 on 'Investment properties' to the standalone financial statements, are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the financial statements does not arise.
- ii. (a) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of account. (Also, refer Note 55(ii) to the standalone financial statements).
- iii. (a) The Company has made investments in two companies, five mutual fund schemes, three types of Bonds, eleven types of debentures, two types of commercial papers and granted unsecured loans and advances in nature of loans to its employees. The Company has not stood guarantee or provided security to companies, firms or Limited Liability Partnerships. Further, the Company has not made investments in firms or Limited liability partnerships. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances in nature of loans to its employees are as per the table give below:

*(Amount in lakhs)*

| Particulars  | Guarantees | Security | Loans | Advances in nature of loans* |
|--|------------|----------|-------|------------------------------|
| Aggregate amount granted during the year:                                  |            |          |       |                              |
| • Others – Employees   | –          | –        | –     | 66.72                        |
| Balance outstanding as at balance sheet date in respect of the above case: |            |          |       |                              |
| • Others – Employees   | –          | –        | 1.09  | 20.73                        |

\* Advances are interest free

(Also refer Note 9 and Note 17 to the standalone financial statements)

- (b) In respect of the aforesaid investments and loans/advances in nature of the loans to employees, the terms and conditions under which such loans were granted and investments were made are not prejudicial to the Company's interest.

- (c) In respect of the loans/advances in nature of loans, the schedule of repayment of principal has been stipulated and the parties are repaying the principal amounts as stipulated. In respect of the loans, payment of interest has been stipulated and the parties are also regular in payment of interest as applicable.
- (d) In respect of the loans/advances in nature of loans, there is no amount which is overdue for more than ninety days.
- (e) There were no loans /advances in nature of loans which have fallen due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.
- (f) There were no loans/ advances in nature of loans which were granted during the year, including to promoters/ related parties that were repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of the loans and investments made, and guarantees and security provided by it.
- v. In our opinion, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder, with regard to the deposits accepted by the Company or amounts which are deemed to be deposits. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits, and therefore, the question of our commenting on whether the same has been complied with or not does not arise.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) In our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, duty of customs, cess, and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to information and explanation given to us and records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at March 31, 2024 which have not been deposited on account of a dispute, are as follows:

| Name of the statute                       | Nature of dues                      | Amount<br>(Rs. in lakhs net<br>of deposit) | Period to which the<br>amount relates               | Forum where the dispute is<br>pending                 |
|---|-------------------------------------|--|---|---|
| Income Tax Act, 1961                      | Income Tax<br>Demand                | 206.81                                     | Assessment years<br>1998-99, 2000-01<br>and 2002-03 | High Court  |
| Income Tax Act, 1961                      | Income Tax<br>Demand                | 1,504.13                                   | Assessment years<br>2017-18 and 2018-19             | Commissioner of Income Tax -<br>Appeals               |
| The Customs Act, 1962                     | Custom Duty<br>Demand               | 137.64                                     | Financial Years 2011-<br>2012 and 2012-2013         | Customs, Excise and Service tax<br>Appellate Tribunal |
| The Customs Act, 1962                     | Custom Duty<br>Demand               | 40.89                                      | November 2018 to<br>October 2020                    | Assistant Commissioner, Customs                       |
| Central Excise Act, 1944                  | Excise Duty<br>Demand               | 34.81                                      | June 2008 to<br>November 2015                       | Customs, Excise and Service tax<br>Appellate Tribunal |
| Central Excise Act, 1944                  | Excise Duty<br>Demand               | 2.80                                       | December 2015 to<br>June 2017                       | Commissioner Appeals                                  |
| Goods and Services Tax Act,<br>2017       | Goods and<br>Services Tax<br>Demand | 72.28                                      | June 2017 to<br>March 2019                          | Commissioner Appeals                                  |
| Mumbai Municipal Corporation<br>Act, 1888 | Property Tax                        | 79.40                                      | Financial Years 2010-<br>2011 to 2016-2017          | Assistant Assessor and Collector                      |



- viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not obtained any term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.
- (e) On an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate companies.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

- (d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios (also refer Note 52 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

Bhavesh Gada  
Partner  
Membership Number: 117592  
UDIN: 24117592BKEPIZ4807  
Place: Mumbai  
Date: May 24, 2024

STANDALONE BALANCE SHEET AS AT MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Notes | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------|-------------------------|-------------------------|
| <b>ASSETS</b>   |       |                         |                         |
| <b>Non-current assets</b>                                 |       |                         |                         |
| Property, plant and equipment                             | 3     | 38,286.82               | 38,611.70               |
| Right-of-use assets                                       | 4     | 2,109.16                | 2,151.09                |
| Capital work-in-progress                                  | 3     | 1,802.39                | 1,931.36                |
| Investment properties                                     | 5     | 79.56                   | 81.48                   |
| Goodwill  | 6     | 1,885.28                | 1,885.28                |
| Other intangible assets                                   | 6     | 21.15                   | 30.55                   |
| Intangible assets under development                       | 6     | 49.41                   | —                       |
| Financial assets  |       |                         |                         |
| (i) Investments in subsidiaries and joint venture         | 7     | 429.47                  | 421.47                  |
| (ii) Other investments                                    | 8     | 40,693.53               | 30,182.22               |
| (iii) Loans   | 9     | 0.56                    | 3.30                    |
| (iv) Other financial assets                               | 10    | 808.55                  | 789.48                  |
| Non-current tax assets (net)                              |       | 2,953.15                | 2,048.38                |
| Other non-current assets                                  | 11    | 658.60                  | 160.32                  |
| <b>Total non-current assets</b>                           |       | <b>89,777.63</b>        | <b>78,296.63</b>        |
| <b>Current assets</b>                                     |       |                         |                         |
| Inventories   | 12    | 10,638.91               | 13,144.27               |
| Financial assets  |       |                         |                         |
| (i) Investments   | 13    | 17,217.28               | 5,300.74                |
| (ii) Trade receivables                                    | 14    | 18,470.27               | 15,651.95               |
| (iii) Cash and cash equivalents                           | 15    | 736.43                  | 327.29                  |
| (iv) Bank balances other than cash and cash equivalents   | 16    | 445.84                  | 8,318.75                |
| (v) Loans   | 17    | 21.26                   | 21.66                   |
| (vi) Other financial assets                               | 18    | 2,764.23                | 641.15                  |
| Other current assets                                      | 19    | 1,104.32                | 775.91                  |
| <b>Total current assets</b>                               |       | <b>51,398.54</b>        | <b>44,181.72</b>        |
| <b>Total assets</b>                                       |       | <b>1,41,176.17</b>      | <b>1,22,478.35</b>      |
| <b>EQUITY AND LIABILITIES</b>                             |       |                         |                         |
| <b>Equity</b>   |       |                         |                         |
| Equity share capital                                      | 20    | 628.53                  | 628.53                  |
| Other equity  | 21    | 1,06,943.06             | 98,543.31               |
| <b>Total equity</b>                                       |       | <b>1,07,571.59</b>      | <b>99,171.84</b>        |
| <b>LIABILITIES</b>  |       |                         |                         |
| <b>Non-current liabilities</b>                            |       |                         |                         |
| Financial liabilities                                     |       |                         |                         |
| (i) Lease liabilities                                     | 22    | 177.83                  | 178.09                  |
| Employee benefit obligations                              | 23    | 1,325.47                | 1,313.02                |
| Deferred tax liabilities (net)                            | 24    | 12,023.97               | 9,511.42                |
| <b>Total non-current liabilities</b>                      |       | <b>13,527.27</b>        | <b>11,002.53</b>        |
| <b>Current liabilities</b>                                |       |                         |                         |
| Financial liabilities                                     |       |                         |                         |
| (i) Borrowings  | 25    | —                       | 89.08                   |
| (ii) Trade payables                                       |       |                         |                         |
| (a) total outstanding dues of micro and small enterprises | 26    | 696.59                  | 678.05                  |
| (b) total outstanding dues other than (ii) (a) above      | 26    | 17,813.44               | 10,004.41               |
| (iii) Lease liabilities                                   | 27    | 0.25                    | 0.24                    |
| (iv) Other financial liabilities                          | 28    | 441.00                  | 553.11                  |
| Employee benefit obligations                              | 29    | 635.42                  | 500.62                  |
| Current tax liabilities (net)                             |       | 42.32                   | 47.78                   |
| Other current liabilities                                 | 30    | 448.29                  | 430.69                  |
| <b>Total current liabilities</b>                          |       | <b>20,077.31</b>        | <b>12,303.98</b>        |
| <b>Total liabilities</b>                                  |       | <b>33,604.58</b>        | <b>23,306.51</b>        |
| <b>Total equity and liabilities</b>                       |       | <b>1,41,176.17</b>      | <b>1,22,478.35</b>      |
| Material accounting policies                              | 1     |                         |                         |
| Critical estimates and judgements                         | 2     |                         |                         |

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016

BHAVESH GADA  
Partner  
Membership No.: 117592

Place : Mumbai  
Date: May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952

N.R. KANNAN  
Chief Executive Officer

Place : Mumbai  
Date: May 24, 2024

RAVI A. SHROFF  
Managing Director  
DIN: 00033505

DEVENDRA P. DOSI  
Chief Financial Officer

HRISHIT A. SHROFF  
Executive Director  
DIN: 00033693

SURENDRA K. SINGHVI  
Company Secretary

## STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Notes | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|-------|------------------------------|------------------------------|
| <b>INCOME</b>   |       |                              |                              |
| Revenue from operations   | 31    | 82,613.91                    | 108,981.90                   |
| Other income  | 32    | 2,934.92                     | 1,055.90                     |
| <b>Total income</b>   |       | <b>85,548.83</b>             | <b>1,10,037.80</b>           |
| <b>EXPENSES</b>   |       |                              |                              |
| Cost of materials consumed  | 33    | 48,591.85                    | 61,455.20                    |
| Purchases of stock-in-trade   | 34    | 566.04                       | 1,277.12                     |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 35    | 1,149.29                     | 347.14                       |
| Employee benefit expense  | 36    | 10,529.10                    | 10,488.48                    |
| Depreciation and amortisation expenses  | 37    | 3,142.49                     | 3,136.19                     |
| Impairment loss on property, plant and equipment                              | 3     | —                            | 65.23                        |
| Other expenses  | 38    | 19,366.62                    | 22,656.58                    |
| Finance costs   | 39    | 183.95                       | 216.71                       |
| <b>Total expenses</b>   |       | <b>83,529.34</b>             | <b>99,642.65</b>             |
| <b>Profit before tax</b>  |       | <b>2,019.49</b>              | <b>10,395.15</b>             |
| Income tax expense  | 24    |                              |                              |
| — Current tax   |       | 258.71                       | 2,564.41                     |
| — Deferred tax  |       | 166.05                       | 102.18                       |
| — Tax in respect of earlier years   |       | 84.02                        | (116.55)                     |
| <b>Total tax expense</b>  |       | <b>508.78</b>                | <b>2,550.04</b>              |
| <b>Profit for the year</b>  |       | <b>1,510.71</b>              | <b>7,845.11</b>              |
| <b>Other comprehensive income</b>   |       |                              |                              |
| (i) Items that will not be reclassified to profit or loss                     |       |                              |                              |
| Remeasurement gains / (losses) on net defined benefit plans                   | 40    | 159.06                       | 86.08                        |
| Changes in fair value of equity instruments                                   | 21    | 10,452.58                    | 2,016.38                     |
| (ii) Income Tax relating to above   | 24    | (2,308.40)                   | (1,220.00)                   |
| <b>Other comprehensive income for the year, net of tax</b>                    |       | <b>8,303.24</b>              | <b>882.46</b>                |
| <b>Total comprehensive income for the year</b>                                |       | <b>9,813.95</b>              | <b>8,727.57</b>              |
| <b>Earnings per share (in INR)</b>  |       |                              |                              |
| Basic   | 47    | 12.02                        | 62.41                        |
| Diluted   |       | 12.02                        | 62.41                        |
| Material accounting policies  | 1     |                              |                              |
| Critical estimates and judgements   | 2     |                              |                              |

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016BHAVESH GADA  
Partner  
Membership No.: 117592Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952N.R. KANNAN  
Chief Executive OfficerPlace : Mumbai  
Date : May 24, 2024RAVI A. SHROFF  
Managing Director  
DIN: 00033505DEVENDRA P. DOSI  
Chief Financial OfficerHRISHIT A. SHROFF  
Executive Director  
DIN: 00033693SURENDRA K. SINGHVI  
Company Secretary

STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES:</b>   |                              |                              |
| <b>Profit before tax</b>  | <b>2,019.49</b>              | <b>10,395.15</b>             |
| <b>Adjustments for:</b>   |                              |                              |
| Depreciation and amortisation expenses  | 3,142.49                     | 3,136.19                     |
| Finance costs   | 183.95                       | 216.71                       |
| Bad debts written off during the year   | 81.85                        | 27.62                        |
| Reversal for provision of doubtful receivables  | (101.73)                     | (141.72)                     |
| Provision for doubtful advances   | —                            | (1.00)                       |
| Unrealised exchange differences (net)   | 12.32                        | (3.45)                       |
| Dividend income   | (647.62)                     | (90.68)                      |
| Interest income   | (1,204.34)                   | (511.14)                     |
| Gain on fair valuation of investments through profit and loss   | (380.09)                     | (91.14)                      |
| Impairment loss on property, plant and equipment  | —                            | 65.23                        |
| Profit on sale of current investments   | (555.41)                     | (80.23)                      |
| Net loss on sale / discard of property, plant and equipment   | 84.81                        | 124.38                       |
| <b>Operating profit before working capital changes</b>  | <b>2,635.72</b>              | <b>13,045.92</b>             |
| <b>Adjustments for:</b>   |                              |                              |
| (Increase) / decrease in Inventories  | 2,505.36                     | 3,378.31                     |
| (Increase) / decrease in Trade receivables  | (2,792.11)                   | 4,389.96                     |
| (Increase) / decrease in Other bank balances  | (337.97)                     | 178.39                       |
| (Increase) / decrease in Loans (Current and Non-current)  | 3.14                         | 11.85                        |
| (Increase) / decrease in Other financial assets (Current and Non-current)   | (2,066.41)                   | (371.20)                     |
| (Increase) / decrease in Other assets (Current and Non-current)   | (276.52)                     | 2,241.11                     |
| Increase / (decrease) in Trade payables   | 7,808.92                     | (7,365.79)                   |
| Increase / (decrease) in Other financial liabilities (Current and Non-current)                                      | 9.34                         | 14.04                        |
| Increase / (decrease) in Employee benefit obligations (Current and Non-current)                                     | 306.31                       | (31.87)                      |
| Increase / (decrease) in Other current liabilities  | 17.60                        | 71.14                        |
|   | <b>7,813.38</b>              | <b>15,561.86</b>             |
| Less: Income taxes paid (net of refunds)  | 470.47                       | 2,907.45                     |
| <b>NET CASH INFLOW GENERATED FROM OPERATING ACTIVITIES — [A]</b>  | <b>7,342.91</b>              | <b>12,654.41</b>             |
| <b>CASH FLOW FROM INVESTING ACTIVITIES:</b>   |                              |                              |
| Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital vendor) | (3,012.61)                   | (3,249.76)                   |
| Purchase of Intangible assets (including intangible assets under development)                                       | (50.22)                      | (15.77)                      |
| Investment in subsidiary  | (8.00)                       | —                            |
| Purchase of Non- current investments  | (542.50)                     | —                            |
| Purchase of current investments   | (37,806.59)                  | (15,827.09)                  |
| Proceeds from sale of property, plant and equipment   | 110.86                       | 114.48                       |
| Proceeds from sale of current investments   | 26,825.56                    | 11,602.87                    |
| Interest received   | 384.21                       | 322.00                       |
| Investments in /Redemption of bank deposits with maturity of more than three months (net)                           | 8,210.88                     | (4,747.31)                   |
| Dividend received   | 647.62                       | 90.68                        |
| <b>NET CASH (OUTFLOW) FROM INVESTING ACTIVITIES — [B]</b>   | <b>(5,240.79)</b>            | <b>(11,709.90)</b>           |

## STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>CASH FLOW FROM FINANCING ACTIVITIES:</b>                           |                              |                              |
| Repayment of borrowings   | (89.08)                      | (434.45)                     |
| Principal elements of lease payments                                  | (0.25)                       | (39.18)                      |
| Repayment / transfer of public fixed deposits (including Interest)    | (0.74)                       | (4.77)                       |
| Dividend paid   | (1,418.96)                   | (2,821.53)                   |
| Interest paid   | (122.40)                     | (106.56)                     |
| Borrowing cost paid   | (61.55)                      | (50.84)                      |
| <b>NET CASH (OUTFLOW) FROM FINANCING ACTIVITIES — [C]</b>             | <b>(1,692.98)</b>            | <b>(3,457.33)</b>            |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS — [A+B+C]</b> | 409.14                       | (2,512.82)                   |
| Add: Cash and cash equivalents at the beginning of the year           | 327.29                       | 2,840.11                     |
| Cash and cash equivalents at the end of the year                      | <b>736.43</b>                | <b>327.29</b>                |
| <b>Components of cash and cash equivalents (Refer Note 15)</b>        |                              |                              |
| Balances with Banks:  |                              |                              |
| In current accounts   | 735.40                       | 283.57                       |
| In Exchange Earners' Foreign Currency ('EEFC') account                | 0.03                         | 0.03                         |
| Cash on hand  | 1.00                         | 1.13                         |
| Deposits with maturity of less than three months                      | —                            | 42.56                        |
| <b>Total cash and cash equivalents</b>                                | <b>736.43</b>                | <b>327.29</b>                |

## Notes:

- The statement of standalone cash flows has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.
- The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016BHAVESH GADA  
Partner  
Membership No.: 117592Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952N.R. KANNAN  
Chief Executive OfficerPlace : Mumbai  
Date : May 24, 2024RAVI A. SHROFF  
Managing Director  
DIN: 00033505DEVENDRA P. DOSI  
Chief Financial OfficerHRISHIT A. SHROFF  
Executive Director  
DIN: 00033693SURENDRA K. SINGHVI  
Company Secretary

STATEMENT OF STANDALONE CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**A. EQUITY SHARE CAPITAL**

| Particulars                     | Notes | Amount        |
|---------------------------------|-------|---------------|
| <b>As at 1 April 2022</b>       |       | <b>628.53</b> |
| Changes in equity share capital | 20    | —             |
| <b>As at March 31, 2023</b>     |       | <b>628.53</b> |
| Changes in equity share capital | 20    | —             |
| <b>As at March 31, 2024</b>     |       | <b>628.53</b> |

**B. OTHER EQUITY**

| Particulars                                    | Notes | Attributable to owners of Excel Industries Limited |                 |                            |                  |                   |                            |                    |
|--|-------|--|-----------------|----------------------------|------------------|-------------------|----------------------------|--------------------|
|  |       | Reserves and surplus                               |                 |                            |                  |                   | Other reserves             | Total other equity |
|  |       | Securities premium                                 | Capital reserve | Capital redemption reserve | General reserve  | Retained earnings | FVOCI - Equity investments |                    |
| <b>Balance at March 31, 2022</b>               |       | <b>534.37</b>                                      | <b>0.01</b>     | <b>16.75</b>               | <b>44,537.32</b> | <b>24,851.15</b>  | <b>22,704.55</b>           | <b>92,644.15</b>   |
| Profit for the year                            |       | —  | —               | —                          | —                | 7,845.11          | —                          | 7,845.11           |
| Other comprehensive income                     | 21    | —  | —               | —                          | —                | 64.42             | 818.04                     | 882.46             |
| <b>Total comprehensive income for the year</b> |       | <b>—</b>   | <b>—</b>        | <b>—</b>                   | <b>—</b>         | <b>7,909.53</b>   | <b>818.04</b>              | <b>8,727.57</b>    |
| Transfer from Retained earnings                |       | —  | —               | —                          | 5,000.00         | (5,000.00)        | —                          | —                  |
| Dividend paid                                  | 43    | —  | —               | —                          | —                | (2,828.41)        | —                          | (2,828.41)         |
| <b>Balance at March 31, 2023</b>               |       | <b>534.37</b>                                      | <b>0.01</b>     | <b>16.75</b>               | <b>49,537.32</b> | <b>24,932.27</b>  | <b>23,522.59</b>           | <b>98,543.31</b>   |
| Profit for the year                            |       | —  | —               | —                          | —                | 1,510.71          | —                          | 1,510.71           |
| Other comprehensive income                     | 21    | —  | —               | —                          | —                | 119.03            | 8,184.21                   | 8,303.24           |
| <b>Total comprehensive income for the year</b> |       | <b>—</b>   | <b>—</b>        | <b>—</b>                   | <b>—</b>         | <b>1,629.74</b>   | <b>8,184.21</b>            | <b>9,813.95</b>    |
| Dividend paid                                  | 43    | —  | —               | —                          | —                | (1,414.20)        | —                          | (1,414.20)         |
| <b>Balance at March 31, 2024</b>               |       | <b>534.37</b>                                      | <b>0.01</b>     | <b>16.75</b>               | <b>49,537.32</b> | <b>25,147.81</b>  | <b>31,706.80</b>           | <b>1,06,943.06</b> |

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016

BHAVESH GADA  
Partner  
Membership No.: 117592

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952

N.R. KANNAN  
Chief Executive Officer

Place : Mumbai  
Date : May 24, 2024

RAVI A. SHROFF  
Managing Director  
DIN: 00033505

DEVENDRA P. DOSI  
Chief Financial Officer

HRISHIT A. SHROFF  
Executive Director  
DIN: 00033693

SURENDRA K. SINGHVI  
Company Secretary

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**BACKGROUND**

Excel Industries Limited (The Company) is a public limited company incorporated and domiciled in India. Its shares are listed on BSE Limited and National Stock Exchange of India Limited (CIN: L24200MH1960PLC011807). The Company is engaged in business of Chemicals, and Environmental and Biotech products and services. Chemicals comprises of manufacture of speciality chemicals, intermediates and actives catering to various end user segments like Agrochemicals, Water Treatment, Soaps & Detergents, Lube Oil Additives, Mining Chemicals, Polymer Additives and Pharmaceuticals. Environmental and Biotech products and services comprises of Organic Waste Management Composting, Municipal Solid Waste Management, Plastic Waste Management and Construction and Demolition Waste Management. The Company caters to both domestic and international markets. The Company is also engaged in manufacturing activity on behalf of third parties. The registered office of the Company is located at 184-187, Swami Vivekanand Road, Jogeshwari (West), Mumbai, Maharashtra, India, 400102.

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES:**

This note provides a list of the material accounting policies adopted in the preparation of these standalone financial statements. These accounting policies have been consistently applied to all the years presented by the Company unless otherwise stated.

These standalone financial statements were authorised for issue by the Company's Board of Directors on May 24, 2024.

**A. Basis of preparation****(i) Compliance with Ind AS and Schedule III**

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III of the Companies Act, 2013, (Ind AS compliant schedule III), as applicable to these standalone financial statements.

**(ii) Historical cost convention**

The standalone financial statements have been prepared on historical cost basis, except the following which are measured at fair value:

- certain financial assets and liabilities (including derivative instruments).
- defined benefit plans - plan assets.

**(iii) New and amended standards adopted by the Company**

The Ministry of Corporate Affairs had vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain accounting standards (see below), and are effective April 1, 2023:

- Disclosure of accounting policies - amendment to Ind AS 1.
- Disclosure of accounting estimates - amendment to Ind AS 8.
- Deferred tax related to assets and liabilities arising from a single transaction - amendment to Ind AS 12.

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in prior period and are not expected to significantly affect the current or further periods. Specifically, no changes would be necessary as consequences of amendments made to Ind AS 12 as the Company's accounting policy already complies with now mandatory treatment.

**(iv) Current and non-current classification**

All Assets and Liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**B. Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairments, if any. Historical cost includes tax, duties, freight and other incidental expenditure that is directly attributable to the acquisition of the items. Indirect expenses during construction period, which are required to bring the asset in the condition for its intended use by the management and are directly attributable to bringing the asset to its position, are also capitalized.



**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)**

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.

Capital work-in-progress comprises the cost of assets that are not yet ready for their intended use at the year end and are stated at historical cost and impairment, if any.

**Depreciation methods, estimated useful lives and residual value**

Depreciation on property, plant and equipment is calculated on a straight line basis considering the following useful lives prescribed under schedule II of the Companies Act 2013 or those estimated by the management, considering the factors such as expected usage of the asset, physical wear and tear, technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, legal or similar limits on the use of the asset etc.

| Description of Asset                    | Useful life   |
|---|---------------|
| Plant and Machinery - Metallic          | 18 years      |
| Plant and Machinery - Non-metallic      | 8 years       |
| Electrical installations                | 10 years      |
| Buildings (other than factory building) | 60 years      |
| Factory Buildings                       | 30 years      |
| Vehicles                                | 8 years       |
| Road                                    | 10 years      |
| Laboratory equipment                    | 10 years      |
| Furniture, fixture and office equipment | 5 to 10 years |

Assets individually costing INR 25,000 or less are depreciated fully in the year of acquisition. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

**C. Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**i) Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis and if the Company is reasonably certain to exercise a purchase option, the right-of-use assets is depreciated over the underlying asset's useful life. The estimated useful lives of the assets are as follows:

| Description of Assets | Useful life   |
|-----------------------|---------------|
| Building              | 3 years       |
| Land                  | 33 - 99 years |

The right-of-use assets are also subject to impairment. Refer Note 1 (H) for Impairment of non-financial assets.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)****ii) Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. Contracts may contain both lease and non-lease components. The Company allocates the consideration in contract to the lease and non-lease components based on their relative stand-alone prices.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-to-use asset in a similar economic environment with similar terms, security and conditions.

The Company is exposed to potential future increases in variable lease payments based on the index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use assets.

**iii) Short-term leases and leases of low-value assets**

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with lease term of 12 months or less. Low value assets comprises IT equipment and small items of office furniture and equipment.

**As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term.

**D. Investment properties**

Properties that are held for long-term rentals yields or for capital appreciation or both, and that are not occupied by the Company, is classified as investment property.

Investment properties are measured initially at cost, including related transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties which includes buildings are depreciated using the straight-line method over their estimated useful lives i.e. 60 years. The useful life has been determined based on historical experience with similar assets as well as anticipation of future events.

**E. Goodwill and other intangible assets****(i) Goodwill**

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or group of cash-generating units that are expected to benefit from the business combination in which goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

**(ii) Other intangible assets**

| Description of Asset | Useful life |
|----------------------|-------------|
| Computer software    | 4 years     |

Assets individually costing INR 25,000 or less are amortised fully in the year of acquisition.

**F. Investments in subsidiaries and joint venture**

The investments in subsidiaries and joint venture are carried in the financial statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case measured at lower of carrying amount and fair value less costs to sell.

Investments in subsidiaries and joint venture carried at cost are tested for impairment in accordance with Ind AS 36 Impairment of Assets. The carrying amount of the investment is tested for impairment as a single asset by comparing its recoverable amount with its carrying amount, any impairment loss recognised reduces the carrying amount of the investment.

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)**

**G. Investments and other financial assets**

**(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Standalone Profit and Loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Standalone Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

**(ii) Recognition and derecognition**

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Company commits to purchase or sale the financial asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

**(iii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through the Statement of Standalone Profit and Loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the Profit or Loss are expensed in the Statement of Standalone Profit and Loss.

**(a) Debt Instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

**- Amortised cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the Statement of Standalone Profit and Loss and presented as separate line item in other expenses. Impairment losses are presented as separate line item in the Statement of Standalone Profit and Loss. Debt instrument under this category comprises of investment in bonds, trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans to employees and other financial assets.

**- Fair Value through other comprehensive income (FVOCI)**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). The Company does not have debt instrument measured under this category.

**- Fair Value through Profit or Loss (FVPL)**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in the Statement of Standalone Profit and Loss and presented on net basis within other income in the period in which it arises. Interest income from these financial assets is included in other income. Debt instrument under this category comprises of investments in mutual funds that do not qualify for measurement at either at amortised cost or FVOCI.

**(b) Equity instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)**

of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in Statement of Standalone Profit and Loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Statement of Standalone Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Instruments under this category comprises of investment in quoted and unquoted equity instruments.

**(iv) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 42 details how the Company determines whether there has been a significant increase in credit risk.

**(v) Income recognition****Interest income**

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost is calculated using the effective interest method is recognised in the Statement of Standalone Profit and Loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

**Dividends**

Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividends are recognised as other income in the Statement of Standalone Profit and Loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of the investment.

**H. Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**I. Inventories**

Raw materials, stores and spares, packing materials, work in progress, traded and finished goods are stated as lower of cost and net realisable value. Cost of Raw materials, stores and spares, packing materials and traded goods comprises of cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of monthly moving weighted average. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

Materials and other supplies held for use in production of inventories (work-in-progress and finished goods) are not written down below the cost if the finished products in which they will be used are expected to sell at or above the cost.

By-products and unserviceable / damaged finished goods are valued at estimated net realisable value.

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)**

**J. Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

The Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**K. Cash and cash equivalents**

For the purpose of presentation in the Statement of Standalone cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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 and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**L. Employee benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled.

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

**(ii) Long-term employee benefit obligations**

Leave Obligation:

The liabilities for leave obligation which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related services, are measured as the present value of expected payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Remeasurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Standalone Profit and Loss. These obligations are valued annually by independent qualified actuary.

Long Service awards:

The Company provides for the long service awards for eligible employees as per the scheme announced by the Company. The liability towards the long services awards is provided at each balance sheet date on the basis of independent actuary valuation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Standalone Profit and Loss.

**(iii) Post-employment obligations**

Defined benefit plan - Gratuity:

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The estimated future payments are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the Statement of Standalone 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.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)**

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of Standalone Profit and Loss as past service cost.

Defined Contribution Plans:

The Company pays contributions to provident fund, employee's state insurance scheme and labour welfare fund to publicly administered funds as per the local regulations. The Company has no further legal or constructive obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined Contribution Plan - Superannuation Scheme:

The Company pays contribution to the superannuation scheme, a defined contribution scheme, administered by the insurance company. The Company has no further legal or constructive obligation to the scheme apart from the contribution made on a monthly basis. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. The scheme is funded with an insurance Company in the form of qualifying insurance policies. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(iv) Termination benefits**

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

The Company also has a termination benefit plan for its employees, i.e. Medical Voluntary retirement scheme in which employees suffering from continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. Under the Scheme, the benefits will be given for a retired employee for a maximum period up to 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Standalone Profit and Loss. This Scheme is not funded.

**M. Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

**N. Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**O. Derivatives that are not designated as hedges**

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period and impact is recorded in the Statement of Standalone Profit and Loss.

**P. Revenue recognition**

Revenue from contracts with customers of chemical division and environmental & biotech division is recognized on transfer of control of goods or services to the customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)**

of discounts offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year, except for retention money towards performance under the contract which are retained for reasons other than the provision of finance to the customer. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

The Company collects goods and services tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, it is excluded from revenue.

**Sale of goods:**

Revenue from sale of goods is recognized when the Company satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when control of the goods has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has present right to payment, all of which occurs at a point in time upon shipment or delivery of goods.

**Sale of services**

Revenue from processing of chemical products on job work basis is recognized at point in time upon dispatch of processed products. Revenue from waste management services is recognised over the period of time as per the terms of the contract with customers.

In certain customer contracts for export of goods, shipping and handling services are treated as a distinct separate performance obligation and the Company recognises revenue for such services at a point in time when the performance obligation is completed.

**Other operating revenue**

Export incentives on export of goods are recognised where there is a reasonable assurance that the Company will comply with the conditions attached to it and incentive will be received. Export incentives are included under 'Other operating revenue'.

Revenue from sale of scrap material is recognised at point in time upon disposal.

**Q. Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

**R. Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants are recognised in the statement of standalone profit and loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Other government grants (grants related to income) are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of providing immediate financial support with no future related costs are recognized in the statement of standalone profit and loss in the period in which they become receivable.

Grants related to income are presented under Other Operating Revenue or Other Income in the statement of standalone profit and loss depending upon the nature of the underlying grant, except for grants received in the form of rebate or exemptions related to expenditures, which are deducted in reporting the related expense.

**S. Income tax**

Income tax expense comprises current tax expense and deferred tax.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept on uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES** (Contd.)

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of Goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred 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.

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. Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Standalone 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.

**T. Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM'). The board of directors of Excel Industries Limited has appointed the executive chairman and managing director as CODM who assesses the financial performance and position of the Company, and makes strategic decisions. See note 44 for segment information presented.

**U. Foreign currency translation****(i) Functional and presentation currency**

Items included in the standalone financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

**(ii) Transaction and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the date of transactions. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are generally recognised in the Statement of Standalone Profit and Loss.

Foreign exchange gains and losses are presented in the Statement of Standalone Profit and Loss on a net basis within foreign exchange gain / (loss).

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign entity are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made.

**V. Off-setting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**W. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed where there is possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A contingent asset is disclosed and not recognised, where an inflow of economic benefits is probable.



**NOTE 1 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (Contd.)**

**X. Earnings per share**

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

**Y. Rounding of amounts**

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**NOTE 2 - CRITICAL 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 needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement 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. In addition, this note also explains where there have been actual adjustments this year as a result of changes to previous estimates.

(a) Estimated fair value of unlisted securities:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. This involves fair valuation based on comparable companies multiple inputs, assessment of maintainable EBIDTA (Earnings before interest, depreciation, tax and amortisation) and other relevant valuation parameters. Estimated fair values may vary from the actual price that would be achieved in an arms length transaction at the reporting date. (Refer Note 41)

(b) Impairment of Goodwill and Property, plant and equipment:

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. The goodwill impairment test is performed at the level of the cash generating unit or groups of cash generating units ('CGU') which are benefiting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

The Company periodically assesses the carrying amount of its property, plant and equipment to determine whether there is an indication that those assets have suffered impairment loss. In making such assessments, the Company considers both internal and external sources of information to determine whether there is an indicator of impairment and, accordingly, whether the recoverable amount of the individual asset or CGU needs to be estimated.

An impairment loss is recognised if the recoverable amount is lower than the carrying value. The recoverable amount is determined based on higher of value-in-use and fair value less cost to sell.

Key assumptions and judgements involved in estimating the recoverable value are future sales, input costs, weighted average cost of capital (discount rate) and terminal growth rate. Cash flow projection takes into account past experience and represents management's best estimate about future developments. (Refer Note 3 and Note 6)

(c) Accounting for Associate Company :

Refer Note 8 on accounting for Investment in First Energy 7 Private Limited

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 3 - PROPERTY, PLANT AND EQUIPMENT**

| Particulars                                       | Freehold land   | Buildings       | Plant and machinery | Data processing equipment | Electrical installation | Laboratory equipment | Furniture, fixture and office equipment | Vehicles      | Technical books | Total            | Capital work-in-progress |
|---|-----------------|-----------------|---------------------|---------------------------|-------------------------|----------------------|---|---------------|-----------------|------------------|--------------------------|
| <b>Year ended March 31, 2023</b>                  |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| <b>Gross carrying amount</b>                      |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening gross carrying amount                     | 1,526.79        | 7,019.49        | 36,494.69           | 470.81                    | 1,925.88                | 580.27               | 2,011.71                                | 319.95        | 2.55            | 50,352.14        | 2,120.25                 |
| Additions   | —               | 113.22          | 2,968.06            | 103.06                    | 133.19                  | 47.43                | 54.20                                   | 77.26         | —               | 3,496.42         | 2,454.52                 |
| Disposals   | —               | (43.79)         | (611.40)            | (4.23)                    | (10.83)                 | —                    | (3.83)                                  | (0.03)        | —               | (674.11)         | —                        |
| Assets capitalised during the year                | —               | —               | —                   | —                         | —                       | —                    | —                                       | —             | —               | —                | (2,643.41)               |
| <b>Closing gross carrying amount</b>              | <b>1,526.79</b> | <b>7,088.92</b> | <b>38,851.35</b>    | <b>569.64</b>             | <b>2,048.24</b>         | <b>627.70</b>        | <b>2,062.08</b>                         | <b>397.18</b> | <b>2.55</b>     | <b>53,174.45</b> | <b>1,931.36</b>          |
| <b>Accumulated depreciation</b>                   |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening accumulated depreciation                  | —               | 969.16          | 8,807.58            | 294.81                    | 585.73                  | 242.25               | 840.72                                  | 146.36        | 1.80            | 11,888.41        | —                        |
| Depreciation charge during the year               | —               | 224.71          | 2,255.70            | 64.29                     | 182.50                  | 54.55                | 220.82                                  | 41.56         | 0.23            | 3,044.36         | —                        |
| Disposals   | —               | (5.17)          | (412.11)            | (4.11)                    | (10.29)                 | —                    | (3.54)                                  | (0.03)        | —               | (435.25)         | —                        |
| <b>Closing accumulated depreciation</b>           | <b>—</b>        | <b>1,188.70</b> | <b>10,651.17</b>    | <b>354.99</b>             | <b>757.94</b>           | <b>296.80</b>        | <b>1,058.00</b>                         | <b>187.89</b> | <b>2.03</b>     | <b>14,497.52</b> | <b>—</b>                 |
| <b>Accumulated impairment</b>                     |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening accumulated impairment                    | —               | —               | —                   | —                         | —                       | —                    | —                                       | —             | —               | —                | —                        |
| Impairment charge during the year (Refer Note 54) | —               | —               | 62.39               | —                         | —                       | —                    | 0.07                                    | 2.77          | —               | 65.23            | —                        |
| <b>Closing accumulated impairment</b>             | <b>—</b>        | <b>—</b>        | <b>62.39</b>        | <b>—</b>                  | <b>—</b>                | <b>—</b>             | <b>0.07</b>                             | <b>2.77</b>   | <b>—</b>        | <b>65.23</b>     | <b>—</b>                 |
| <b>Net carrying amount</b>                        | <b>1,526.79</b> | <b>5,900.22</b> | <b>28,137.79</b>    | <b>214.65</b>             | <b>1,290.30</b>         | <b>330.90</b>        | <b>1,004.01</b>                         | <b>206.52</b> | <b>0.52</b>     | <b>38,611.70</b> | <b>1,931.36</b>          |
| <b>Year ended March 31, 2024</b>                  |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| <b>Gross carrying amount</b>                      |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening gross carrying amount                     | 1,526.79        | 7,088.92        | 38,851.35           | 569.64                    | 2,048.24                | 627.70               | 2,062.08                                | 397.18        | 2.55            | 53,174.45        | 1,931.36                 |
| Additions   | —               | 453.04          | 2,305.08            | 31.06                     | 76.04                   | 40.77                | 43.34                                   | 9.89          | —               | 2,959.22         | 2,663.96                 |
| Disposals   | —               | (152.91)        | (866.11)            | (38.40)                   | (35.90)                 | (1.89)               | (32.08)                                 | (36.43)       | (0.05)          | (1,163.77)       | —                        |
| Assets capitalised during the year                | —               | —               | —                   | —                         | —                       | —                    | —                                       | —             | —               | —                | (2,792.93)               |
| <b>Closing gross carrying amount</b>              | <b>1,526.79</b> | <b>7,389.05</b> | <b>40,290.32</b>    | <b>562.30</b>             | <b>2,088.38</b>         | <b>666.58</b>        | <b>2,073.34</b>                         | <b>370.64</b> | <b>2.50</b>     | <b>54,969.90</b> | <b>1,802.39</b>          |
| <b>Accumulated depreciation</b>                   |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening accumulated depreciation                  | —               | 1,188.70        | 10,651.17           | 354.99                    | 757.94                  | 296.80               | 1,058.00                                | 187.89        | 2.03            | 14,497.52        | —                        |
| Depreciation charge during the year               | —               | 224.06          | 2,328.35            | 68.75                     | 180.95                  | 57.65                | 183.27                                  | 45.39         | 0.01            | 3,088.43         | —                        |
| Disposals   | —               | (140.27)        | (628.68)            | (36.63)                   | (32.12)                 | (1.89)               | (30.86)                                 | (32.37)       | (0.05)          | (902.87)         | —                        |
| <b>Closing accumulated depreciation</b>           | <b>—</b>        | <b>1,272.49</b> | <b>12,350.84</b>    | <b>387.11</b>             | <b>906.77</b>           | <b>352.56</b>        | <b>1,210.41</b>                         | <b>200.91</b> | <b>1.99</b>     | <b>16,683.08</b> | <b>—</b>                 |
| <b>Accumulated impairment</b>                     |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening accumulated impairment                    | —               | —               | 62.39               | —                         | —                       | —                    | 0.07                                    | 2.77          | —               | 65.23            | —                        |
| Disposals   | —               | —               | (62.39)             | —                         | —                       | —                    | (0.07)                                  | (2.77)        | —               | (65.23)          | —                        |
| <b>Closing accumulated impairment</b>             | <b>—</b>        | <b>—</b>        | <b>—</b>            | <b>—</b>                  | <b>—</b>                | <b>—</b>             | <b>—</b>                                | <b>—</b>      | <b>—</b>        | <b>—</b>         | <b>—</b>                 |
| <b>Net carrying amount</b>                        | <b>1,526.79</b> | <b>6,116.56</b> | <b>27,939.48</b>    | <b>175.19</b>             | <b>1,181.61</b>         | <b>314.02</b>        | <b>862.93</b>                           | <b>169.73</b> | <b>0.51</b>     | <b>38,286.82</b> | <b>1,802.39</b>          |

**Notes:**

- (a) Buildings include cost of shares in co-operative housing societies INR 0.01 lakhs (March 31, 2023: INR 0.01 lakhs) and Freehold Land include cost of shares in co-operative Industrial Estate Limited INR 0.01 lakhs (March 31, 2023: INR 0.01 lakhs).
- (b) Property, plant and equipment pledged as security:  
Refer Note 25(c) for information on property, plant and equipment pledged as security by the Company.
- (c) Contractual obligations:  
Refer Note 46(c)(i) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- (d) Refer Note 49(a) for aging and other disclosures of Capital work-in-progress.
- (e) Capital work-in-progress comprise of various projects and expansions spread over all manufacturing units. Major Capital work-in-progress are related to Chemical Segment.
- (f) Net carrying value of property, plant and equipment pertaining to chemical segment is INR 36,403.53 lakhs (March 31, 2023: INR 36,488.49 lakhs).

**NOTE 4 - RIGHT OF USE ASSETS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--------------|-------------------------|-------------------------|
| Building *   | —                       | 1.78                    |
| Land *       | 2,109.16                | 2,149.31                |
| <b>Total</b> | <b>2,109.16</b>         | <b>2,151.09</b>         |

\* Refer Note 53 for additional disclosure as per Ind AS 116.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 5 - INVESTMENT PROPERTIES**

| Particulars                              | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Gross Carrying amount (Buildings)</b> |                         |                         |
| Opening gross carrying amount            | 99.43                   | 99.43                   |
| Disposals                                | —                       | —                       |
|  | <u>99.43</u>            | <u>99.43</u>            |
| <b>Closing gross carrying amount</b>     |                         |                         |
| <b>Accumulated depreciation</b>          |                         |                         |
| Opening accumulated depreciation         | 17.95                   | 16.03                   |
| Depreciation charge for the year         | 1.92                    | 1.92                    |
| Disposals                                | —                       | —                       |
|  | <u>19.87</u>            | <u>17.95</u>            |
| <b>Closing accumulated depreciation</b>  |                         |                         |
| <b>Net Carrying amount</b>               | <u>79.56</u>            | <u>81.48</u>            |

**(i) Amounts recognised in the Statement of Standalone Profit and Loss for investment properties**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Rental income from operating leases  | 72.86                   | 70.15                   |
| Direct operating expenses for property that generated rental income        | 0.75                    | 0.68                    |
| Direct operating expenses for property that did not generate rental income | —                       | —                       |
|  | <u>72.11</u>            | <u>69.47</u>            |
| <b>Profit from investment properties before depreciation</b>               |                         |                         |
| Depreciation   | 1.92                    | 1.92                    |
|  | <u>70.19</u>            | <u>67.55</u>            |

**(ii) Leasing arrangements**

Investment properties are leased to tenants under operating leases with rentals payable monthly. Lease income from operating leases is recognised in income on a straight-line basis over the lease term. There are no variable lease payments that depends on an index or rate. Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

| Particulars                                  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Within 1 year                                | 72.02                   | 22.17                   |
| Later than 1 year but not later than 5 years | 182.37                  | 27.66                   |
| Later than 5 years                           | —                       | —                       |
| <b>Total</b>                                 | <u>254.39</u>           | <u>49.83</u>            |

**(iii) Fair value of investment properties**

| Particulars                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-----------------------------------|-------------------------|-------------------------|
| Investment properties (Buildings) | 801.62                  | 792.84                  |

**(iv) Estimation of fair value**

The Company periodically obtains independent valuations for its investment properties. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including:

- income approach by applying market yield percentage to annual rental income.
- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined by independent valuer who is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 6 - INTANGIBLE ASSETS**

| Particulars                             | Goodwill        | Other Intangible assets<br>(Computer software) | Intangible assets<br>under development |
|---|-----------------|--|--|
| <b>Year ended March 31, 2023</b>        |                 |  |  |
| <b>Gross carrying amount</b>            |                 |  |  |
| Opening gross carrying amount           | 1,885.28        | 230.05   | —                                      |
| Additions                               | —               | 15.77  | —                                      |
| <b>Closing gross carrying amount</b>    | <b>1,885.28</b> | <b>245.82</b>                                  | <b>—</b>                               |
| <b>Accumulated amortisation</b>         |                 |  |  |
| Opening accumulated amortisation        | —               | 196.34   | —                                      |
| Amortisation charge for the year        | —               | 18.93  | —                                      |
| <b>Closing accumulated amortisation</b> | <b>—</b>        | <b>215.27</b>                                  | <b>—</b>                               |
| <b>Closing net carrying amount</b>      | <b>1,885.28</b> | <b>30.55</b>                                   | <b>—</b>                               |
| <b>Year ended March 31, 2024</b>        |                 |  |  |
| <b>Gross carrying amount</b>            |                 |  |  |
| Opening gross carrying amount           | 1,885.28        | 245.82   | —                                      |
| Additions                               | —               | 0.81   | 49.41                                  |
| <b>Closing gross carrying amount</b>    | <b>1,885.28</b> | <b>246.63</b>                                  | <b>49.41</b>                           |
| <b>Accumulated amortisation</b>         |                 |  |  |
| Opening accumulated amortisation        | —               | 215.27   | —                                      |
| Amortisation charge for the year        | —               | 10.21  | —                                      |
| <b>Closing accumulated amortisation</b> | <b>—</b>        | <b>225.48</b>                                  | <b>—</b>                               |
| <b>Closing net carrying amount</b>      | <b>1,885.28</b> | <b>21.15</b>                                   | <b>49.41</b>                           |

**(I) Goodwill :**

The goodwill is tested for impairment annually. No impairment charges were identified for the year ended March 31, 2024 and March 31, 2023. For the purpose of impairment testing, goodwill is allocated to cash-generating units ('CGU') or group of CGU, most likely to benefit from the synergies of the business combination and to the lowest level at which goodwill is monitored by the Company. The carrying amount of goodwill is as under:

| Particulars      | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|------------------|-------------------------|-------------------------|
| Chemical Segment | 1,885.28                | 1,885.28                |
| <b>Total</b>     | <b>1,885.28</b>         | <b>1,885.28</b>         |

Following key assumptions were considered while performing impairment testing

The recoverable amount of CGU has been calculated based on its value in use, estimated as the present value of projected future cash flows.

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Terminal Growth rate per annum   | 4.00%                   | 4.00%                   |
| Weighted Average Cost of Capital % (WACC) post tax (Discount rate) per annum | 14.25%                  | 14.58%                  |

The recoverable amount of CGU is determined using the value in use, which is arrived based on one year plan approved by the Board of Directors and their projected cash flows for the next four years. The projections cover a period of five years, as the Company believes this to be the most appropriate timescale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows.

The Company has performed sensitivity analysis of the impairment testing to the combined changes in key assumptions (future sales, input costs, discount rate and terminal growth rate), based on reasonably probable assumption and didn't identify any probable scenario in which the recoverable amount of CGU decrease below its carrying amount.

**(II) Computer Software :**

Remaining useful life for computer software is 1 - 4 years as at March 31, 2024 (March 31, 2023: 1 - 4 years)

**(III) Intangible assets under development**

Intangible assets under development includes computer software.

As at March 31, 2024, there were no projects which are overdue or has exceeded its cost compared to original plan.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 7 - INVESTMENTS IN SUBSIDIARIES AND JOINT VENTURE**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Unquoted equity instruments at cost</b>   |                         |                         |
| <u>Investments in subsidiaries (Refer note (a) below)</u>  |                         |                         |
| 199,982 (March 31, 2023: 199,982) Equity shares of INR 100 each fully paid up in Kamaljiyot Investments Limited  | 199.98                  | 199.98                  |
| 800,000 (March 31, 2023: NIL) Equity shares of INR 100 each fully paid up in Excel Rajkot C & D Waste Recycling Private Limited (Refer note (d) below) | 8.00                    | —                       |
| 510,000 (March 31, 2023: 510,000) Equity shares of INR 10 each fully paid up in Excel Bio Resources Limited  | 51.13                   | 51.13                   |
|  | <u>259.11</u>           | <u>251.11</u>           |
| <b>Other Equity Investment</b>   |                         |                         |
| Kamaljiyot Investments Limited (Refer note (b) below)  | 170.36                  | 170.36                  |
|  | <u>170.36</u>           | <u>170.36</u>           |
| <u>Investment in joint venture</u>   |                         |                         |
| 468,000 (March 31, 2023: 468,000) Equity shares of Hong Kong \$ 1 each fully paid up in Wexsam Limited, Hong Kong                                      | 27.26                   | 27.26                   |
| Less: Impairment in value of investment (Refer note (c) below)   | (27.26)                 | (27.26)                 |
|  | <u>—</u>                | <u>—</u>                |
| <b>Total</b>   | <b>429.47</b>           | <b>421.47</b>           |
| Aggregate carrying value of unquoted investments   | 456.73                  | 448.73                  |
| Aggregate amount of impairment in the value of investments   | 27.26                   | 27.26                   |

Notes:

- (a) Principal place of business as well as place of incorporation of wholly owned subsidiaries is India.
- (b) On transition to Ind AS, interest free loan given to a wholly owned subsidiary was measured at fair value and the difference between transaction value and fair value was recognised under Other Equity Investment. This Other Equity Investment will continue to be recognised until the investment in subsidiary is derecognised or impaired.
- (c) Wexsam Limited, Hong Kong, was dissolved on July 15, 2016 and is fully impaired in the financial statements. The Company is in the process of obtaining necessary approval for write off of this investment.
- (d) The Company and M/s Reliable Infra were jointly awarded a project by Rajkot Municipal Corporation to design, build, own, operate and maintain the Construction & Demolition (C&D) waste management system in Rajkot for a period of 20 years. Pursuant to this, during the current year, the Company has incorporated a subsidiary, Excel Rajkot C&D Waste Recycling Private Limited for execution of this project.

**NOTE 8 - NON-CURRENT INVESTMENTS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Investment in equity instruments (fully paid-up)</b>  |                         |                         |
| <b>Quoted at FVOCI</b>   |                         |                         |
| 584,977 (March 31, 2023: 584,977) Equity shares of INR 10 each fully paid up in Punjab Chemicals and Crop Protection Limited         | 5,808.24                | 4,842.44                |
| 4,285 (March 31, 2023: 4,285) Equity shares of INR 10 each fully paid up in TIL Limited  | 7.00                    | 6.26                    |
| 13,400 (March 31, 2023: 13,400) Equity shares of INR 10 each fully paid up in Bank of India  | 18.36                   | 10.00                   |
|  | <u>5,833.60</u>         | <u>4,858.70</u>         |
| <b>Unquoted at FVOCI</b>   |                         |                         |
| 888,750 (March 31, 2023: 888,750) Equity shares of INR 10 each fully paid up in TML Industries Limited                               | —                       | —                       |
| 1,067,450 (March 31, 2023: 1,067,450) Equity shares of INR 10 each fully paid up in Silox India Private Limited                      | 34,795.95               | 25,318.27               |
| 2,500 (March 31, 2023: 2,500) Equity shares of INR 10 each fully paid up in The Saraswat Co-operative Bank Limited                   | 0.25                    | 0.25                    |
| 50,000 (March 31, 2023: 50,000) Equity shares of INR 10 each fully paid up in Biotech Consortium India Limited                       | 5.00                    | 5.00                    |
|  | <u>34,801.20</u>        | <u>25,323.52</u>        |
| <b>Unquoted at Amortized Cost</b>  |                         |                         |
| 5,425,000 (March 31, 2023: Nil) Equity shares of INR 10 each fully paid up in First Energy 7 Private Limited* (Refer Note (a) below) | 58.73                   | —                       |
|  | <u>58.73</u>            | <u>—</u>                |
| <b>Total</b>   | <b>40,693.53</b>        | <b>30,182.22</b>        |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 8 - NON-CURRENT INVESTMENTS** (Contd.)

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Quoted Investments:</b>                                      |                         |                         |
| Aggregate carrying value and market value of quoted investments | 5,833.60                | 4,858.70                |
| Aggregate amount of impairment in the value of investments      | —                       | —                       |
| <b>Unquoted Investments:</b>                                    |                         |                         |
| Aggregate carrying value of unquoted investments                | 34,859.93               | 25,323.52               |
| Aggregate amount of impairment in the value of investments      | —                       | —                       |

(a) During the current year, the Company has invested Rs. 542.50 lakhs (54,250,000 equity shares at face value of Rs. 10 each per equity share) in First Energy 7 Private Limited towards 28.83% equity ownership, for the sole purpose of procuring electricity from renewable source. Under the Companies Act 2013, First Energy 7 Private Limited is an associate company. As per the terms of the shareholder agreement of First Energy 7 Private Limited, the Company does not have power to participate in financial and operating policy decisions of First Energy 7 Private Limited. The said equity shares carries a dividend coupon of 0.01% of the value of equity shares held by the Company. On termination or otherwise, there is a restriction to sell the shares at face value to the other shareholder of First Energy 7 Private Limited. Therefore under Ind AS, the company is not an associate company. Accordingly, this equity investment is measured at amortised cost in accordance with the requirements of Ind AS 109. Refer notes 11 & 19 for investment value considered as prepaid expenses for procurement of renewable energy.

**NOTE 9 - LOANS - NON-CURRENT**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |                         |
| Loans to employees  | 0.32                    | 0.31                    |
| Employee advance in nature of loan                          | 0.24                    | 2.99                    |
| <b>Total</b>  | <b>0.56</b>             | <b>3.30</b>             |

**NOTE 10 - OTHER NON-CURRENT FINANCIAL ASSETS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b>                    |                         |                         |
| Margin Money deposits with maturity of more than twelve months (Refer Note 16) | —                       | 4.58                    |
| Security deposits *  | 808.55                  | 784.90                  |
| <b>Total</b>   | <b>808.55</b>           | <b>789.48</b>           |

\* Refer Note 45 for balance with a related party

**NOTE 11 - OTHER NON-CURRENT ASSETS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b>            |                         |                         |
| <u>Capital advances</u>  |                         |                         |
| Unsecured, considered good   | 129.33                  | 62.92                   |
| Unsecured, considered doubtful   | 76.62                   | 76.62                   |
|  | 205.95                  | 139.54                  |
| Provision for doubtful capital advances                                | (76.62)                 | (76.62)                 |
|  | 129.33                  | 62.92                   |
| Balances with Government Authorities                                   | 16.68                   | 46.00                   |
| Prepaid expenses for procurement of renewable energy (Refer Note 8(a)) | 478.30                  | —                       |
| Prepaid expenses - others  | 34.29                   | 51.40                   |
| <b>Total</b>   | <b>658.60</b>           | <b>160.32</b>           |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 12 - INVENTORIES**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Raw materials [including stock-in-transit INR 300.03 (March 31, 2023: INR Nil)]                   | 5,522.15                | 6,654.07                |
| Packing materials   | 116.40                  | 120.41                  |
| Finished goods [including stock-in-transit INR 851.82 lakhs (March 31, 2023: INR 1,124.32 lakhs)] | 1,796.90                | 2,803.65                |
| Work-in-progress  | 2,738.88                | 2,900.46                |
| Traded goods  | 92.91                   | 73.87                   |
| Stores and spares (including fuel and coal)   | 371.67                  | 591.81                  |
| <b>Total</b>  | <b>10,638.91</b>        | <b>13,144.27</b>        |

**Amounts recognised in Statement of Standalone Profit and Loss:**

Inventory write downs are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value. Write-downs of inventories to net realisable value as at the year end amounted to Nil (as at March 31, 2023 - INR 336.01 lakhs, including INR 60.57 lakhs pertaining to Environment and Biotech segment (Refer Note 54)). These writedowns were recognised as an expense and included in 'cost of materials consumed' and 'changes in inventories of finished goods, stock-in-trade and work-in-progress' in the Statement of Standalone Profit and Loss.

**NOTE 13 - CURRENT INVESTMENTS**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Investments measured at Fair Value through Profit and Loss (FVTPL)</b> |                         |                         |
| <b>Unquoted</b>   |                         |                         |
| In Mutual Funds   | 9,606.33                | 5,300.74                |
|   | 9,606.33                | 5,300.74                |
| <b>Investments measured at Amortized Cost</b>                             |                         |                         |
| <b>Quoted</b>   |                         |                         |
| In Bonds, Debentures and Commercial Papers                                | 7,610.95                | —                       |
|   | 7,610.95                | —                       |
| <b>Total</b>  | <b>17,217.28</b>        | <b>5,300.74</b>         |
| Aggregate amount of unquoted investments                                  | 9,606.33                | 5,300.74                |
| Aggregate amount of quoted investments and market value thereof           | 7,610.95                | —                       |
| Aggregate amount of impairment in the value of investments                | —                       | —                       |

**NOTE 14 - TRADE RECEIVABLES**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Trade receivables from related parties (Refer Note 45)       | 9.06                    | 5.70                    |
| Other trade receivables - Billed                             | 18,532.73               | 15,772.49               |
| Other trade receivables - Unbilled (Refer note (b) below)    | —                       | 47.01                   |
| Less: Allowance for doubtful debts / Expected credit loss    | 71.52                   | 173.25                  |
| <b>Total</b>   | <b>18,470.27</b>        | <b>15,651.95</b>        |
| Current portion  | 18,470.27               | 15,651.95               |
| Non-current portion  | —                       | —                       |
| <b>Break-up of security details</b>                          |                         |                         |
| <b>Particulars</b>   |                         |                         |
| - Secured, considered good                                   | —                       | —                       |
| - Unsecured, considered good                                 | 18,533.79               | 15,755.77               |
| - Receivables which have significant increase in credit risk | 8.00                    | 69.43                   |
| - Credit impaired  | —                       | —                       |
| <b>Total</b>   | <b>18,541.79</b>        | <b>15,825.20</b>        |
| Less: Loss Allowance   | (71.52)                 | (173.25)                |
| <b>Total</b>   | <b>18,470.27</b>        | <b>15,651.95</b>        |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 14 - TRADE RECEIVABLES** (Contd.)**Notes:**

- (a) For credit risk and provision for loss allowance, Refer Note 42.  
 (b) The receivable is 'unbilled' as the Company has not yet issued an invoice; however, the balance has been included under trade receivables (as opposed to contract assets) because there is an unconditional right to consideration.  
 (c) For aging of trade receivables, Refer Note 50.

**NOTE 15 - CASH AND CASH EQUIVALENTS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Balances with Banks:                                     |                         |                         |
| - in Current accounts                                    | 735.40                  | 283.57                  |
| - in Exchange Earners' Foreign Currency ('EEFC') account | 0.03                    | 0.03                    |
| Cash on hand   | 1.00                    | 1.13                    |
| Deposits with maturity of less than three months         | —                       | 42.56                   |
| <b>Total</b>   | <b><u>736.43</u></b>    | <b><u>327.29</u></b>    |

Note: There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

**NOTE 16 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Margin money deposits (Refer note below)                                     | 363.19                  | 20.46                   |
| Unclaimed dividend account   | 82.65                   | 87.41                   |
| Deposits with maturity of more than three months but less than twelve months | —                       | 8,210.88                |
| <b>Total</b>   | <b><u>445.84</u></b>    | <b><u>8,318.75</u></b>  |

**Note:**

Margin money deposits of INR 363.19 lakhs (March 31, 2023: INR 25.04 lakhs) have been given against letter of credit and bank guarantees (also Refer note 10).

**NOTE 17 - LOANS - CURRENT**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |                         |
| Loans to employees  | 0.77                    | 0.08                    |
| Employee advance in nature of loan                          | 20.49                   | 21.58                   |
| <b>Total</b>  | <b><u>21.26</u></b>     | <b><u>21.66</u></b>     |

**NOTE 18 - OTHER CURRENT FINANCIAL ASSETS**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |                         |
| Deposits with Non Banking Financial Companies               | 2,000.00                | —                       |
| Interest accrued  | 324.50                  | 248.76                  |
| Security deposits   | 233.57                  | 198.98                  |
| Insurance Receivables                                       | 56.16                   | 79.58                   |
| Receivable from related parties (Refer Note 45)             | 120.40                  | 44.35                   |
| Others (Refer Note Below)                                   | 29.60                   | 69.48                   |
| <b>Total</b>  | <b><u>2,764.23</u></b>  | <b><u>641.15</u></b>    |

**Notes:**

Other mainly include receivable from Life Insurance Corporation of India and other parties.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 19 - OTHER CURRENT ASSETS**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Unsecured considered good (unless otherwise stated)</b>          |                         |                         |
| Balances with Government Authorities                                | 392.47                  | 170.04                  |
| Prepaid expenses for procurement of renewable energy (Refer Note 8) | 5.46                    | -                       |
| Prepaid expenses - others   | 369.56                  | 289.79                  |
| <u>Advances to suppliers</u>  |                         |                         |
| Unsecured considered good   | 278.91                  | 257.39                  |
| Unsecured considered doubtful                                       | 163.56                  | 163.56                  |
|   | 442.47                  | 420.95                  |
| Provision for doubtful advances                                     | (163.56)                | (163.56)                |
|   | <b>278.91</b>           | <b>257.39</b>           |
| Export benefits receivable  | 54.90                   | 58.19                   |
| Others  | 3.02                    | 0.50                    |
| <b>Total</b>  | <b>1,104.32</b>         | <b>775.91</b>           |

**NOTE 20 - EQUITY SHARE CAPITAL**

| Particulars  | No. of shares      | Amount        |
|--|--------------------|---------------|
| <b>Authorised shares capital</b>                             |                    |               |
| <b>As at March 31, 2024</b>                                  |                    |               |
| Equity shares of INR 5/- each                                | 3,80,00,000        | 1,900.00      |
| 11% Cumulative Redeemable Preference Shares of INR 10/- each | 8,50,000           | 85.00         |
| Unclassified Shares of INR 5/- each                          | 3,00,000           | 15.00         |
| <b>As at March 31, 2023</b>                                  |                    |               |
| Equity shares of INR 5/- each                                | 3,80,00,000        | 1,900.00      |
| 11% Cumulative Redeemable Preference Shares of INR 10/- each | 8,50,000           | 85.00         |
| Unclassified Shares of INR 5/- each                          | 3,00,000           | 15.00         |
| <b>Issued, subscribed and paid-up</b>                        |                    |               |
| <b>As at March 31, 2024</b>                                  |                    |               |
| Equity shares of INR 5/- each fully paid-up                  | 1,25,70,692        | 628.53        |
| <b>Total</b>   | <b>1,25,70,692</b> | <b>628.53</b> |
| <b>As at March 31, 2023</b>                                  |                    |               |
| Equity shares of INR 5/- each fully paid-up                  | 1,25,70,692        | 628.53        |
| <b>Total</b>   | <b>1,25,70,692</b> | <b>628.53</b> |

**(i) Movement in equity share capital**

**Equity Shares**

|   | As at March 31, 2024 |               | As at March 31, 2023 |               |
|---|----------------------|---------------|----------------------|---------------|
|   | Nos. of Shares       | Amount        | Nos. of Shares       | Amount        |
| At the beginning of the year              | 1,25,70,692          | 628.53        | 1,25,70,692          | 628.53        |
| <b>Outstanding at the end of the year</b> | <b>1,25,70,692</b>   | <b>628.53</b> | <b>1,25,70,692</b>   | <b>628.53</b> |

**(ii) Terms/ rights attached to equity shares**

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 20 - EQUITY SHARE CAPITAL (Contd.)**

The Company has one class of equity shares having par value of INR 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Details of shares held by shareholders holding more than 5% shares in the Company:**

| Name of the shareholder                    | As at March 31, 2024 |              | As at March 31, 2023 |              |
|--|----------------------|--------------|----------------------|--------------|
|  | Nos. of Shares       | % of holding | Nos. of Shares       | % of holding |
| Anshul Specialty Molecules Private Limited | 53,58,682            | 42.63%       | 53,58,682            | 42.63%       |
| Life Insurance Corporation of India        | 8,66,474             | 6.89%        | 8,68,052             | 6.91%        |

**(iv) Disclosure for shares of the Company held by parent / ultimate parent company:**

| Name of the shareholder                     | As at March 31, 2024 |              | As at March 31, 2023 |              |
|---|----------------------|--------------|----------------------|--------------|
|   | Nos. of Shares       | % of holding | Nos. of Shares       | % of holding |
| Anshul Specialty Molecules Private Limited* | 53,58,682            | 42.63%       | 53,58,682            | 42.63%       |

(v) There is no change in authorised share capital during the year ended March 31, 2024 and March 31, 2023.

**(vi) Details of shareholding of promoters / promoter group:**

| Name of the promoters / promoter group | As at March 31, 2024 |                             |                             |
|--|----------------------|-----------------------------|-----------------------------|
|  | Number of shares     | % of total number of shares | % of change during the year |
| <b>Promoters</b>                       |                      |                             |                             |
| Ashwin Champraj Shroff                 | 1,03,070             | 0.82%                       | 0.00%                       |
| Atul Govindji Shroff                   | 59,784               | 0.48%                       | 0.00%                       |
| Abhay Sunil Saraiya                    | 2,332                | 0.02%                       | 0.00%                       |
| Ravi Ashwin Shroff                     | 47,670               | 0.38%                       | 0.00%                       |
| Hrishit Ashwin Shroff                  | 47,669               | 0.38%                       | 0.00%                       |
| Ami Kantisen Shroff                    | 44,382               | 0.35%                       | 0.00%                       |
| Shruti Atul Shroff                     | 22,018               | 0.18%                       | 0.00%                       |
| Anshul Amrish Bhatia                   | 21,616               | 0.17%                       | 0.00%                       |
| Preeti Dipesh Shroff                   | 20,042               | 0.16%                       | (33.29)%                    |
| Hiral Tushar Dayal                     | 10,034               | 0.08%                       | 0.00%                       |
| Dipesh Kantisen Shroff                 | 3,619                | 0.03%                       | (58.01)%                    |
| Chetana P Saraiya                      | 10,643               | 0.08%                       | 0.00%                       |
| Late Usha Ashwin Shroff                | 6,497                | 0.05%                       | 0.00%                       |
| Kantisen Chaturbhaj Shroff - HUF       | 5,494                | 0.04%                       | 0.00%                       |
| Vishwa Atul Shroff                     | 905                  | 0.01%                       | 0.00%                       |
| Tushar Charandas Dayal - HUF           | 1,310                | 0.01%                       | 0.00%                       |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 20 - EQUITY SHARE CAPITAL** (Contd.)

**Promoter group**

|  |                  |               |        |
|--|------------------|---------------|--------|
| Anshul Specialty Molecules Private Limited         | 53,58,682        | 42.63%        | 1.96%  |
| Dipkanti Investments And Financing Private Limited | 2,60,732         | 2.07%         | 0.00%  |
| Transpek Industry Limited                          | 1,56,650         | 1.25%         | 0.00%  |
| Vibrant Greentech India Private Limited            | 1,49,991         | 1.19%         | 0.00%  |
| Pritami Investments Private Limited                | 89,862           | 0.71%         | 12.52% |
| Hyderabad Chemical Products Private Limited        | 6,833            | 0.05%         | 0.00%  |
| Shrodip Investments Private Limited                | 29,350           | 0.23%         | 0.00%  |
| Dilipsinh G Bhatia                                 | 1,04,082         | 0.83%         | 0.00%  |
| <b>Total</b>                                       | <b>65,63,267</b> | <b>52.21%</b> |        |

**As at March 31, 2023**

| Name of the promoter / promoter group              | Number of shares | % of total number of shares | % of change during the year |
|--|------------------|-----------------------------|-----------------------------|
| <b>Promoters</b>                                   |                  |                             |                             |
| Ashwin Champraj Shroff                             | 1,03,070         | 0.82%                       | 0.00%                       |
| Atul Govindji Shroff                               | 59,784           | 0.48%                       | 0.00%                       |
| Abhay Sunil Saraiya                                | 2,332            | 0.02%                       | 0.00%                       |
| Ravi Ashwin Shroff                                 | 47,670           | 0.38%                       | 0.00%                       |
| Hrishit Ashwin Shroff                              | 47,669           | 0.38%                       | 0.00%                       |
| Ami Kantisen Shroff                                | 44,382           | 0.35%                       | 0.00%                       |
| Shruti Atul Shroff                                 | 22,018           | 0.18%                       | 0.00%                       |
| Anshul Amrish Bhatia                               | 21,616           | 0.17%                       | 0.00%                       |
| Preeti Dipesh Shroff                               | 30,042           | 0.24%                       | 84.40%                      |
| Hiral Tushar Dayal                                 | 10,034           | 0.08%                       | 0.00%                       |
| Dipesh Kantisen Shroff                             | 8,619            | 0.07%                       | 0.00%                       |
| Chetana P Saraiya                                  | 10,643           | 0.08%                       | 0.00%                       |
| Late Usha Ashwin Shroff                            | 6,497            | 0.05%                       | 0.00%                       |
| Kantisen Chaturbhaj Shroff - HUF                   | 5,494            | 0.04%                       | 0.00%                       |
| Vishwa Atul Shroff                                 | 905              | 0.01%                       | 0.00%                       |
| Tushar Charandas Dayal - HUF                       | 1,310            | 0.01%                       | 0.00%                       |
| <b>Promoter group</b>                              |                  |                             |                             |
| Anshul Specialty Molecules Private Limited         | 53,58,682        | 42.63%                      | 0.00%                       |
| Dipkanti Investments And Financing Private Limited | 2,55,732         | 2.03%                       | 0.00%                       |
| Transpek Industry Limited                          | 1,56,650         | 1.25%                       | 0.00%                       |
| Vibrant Greentech India Private Limited            | 1,49,991         | 1.19%                       | 0.00%                       |
| Pritami Investments Private Limited                | 79,862           | 0.64%                       | 0.00%                       |
| Hyderabad Chemical Products Private Limited        | 6,833            | 0.05%                       | 0.00%                       |
| Shrodip Investments Private Limited                | 29,350           | 0.23%                       | 0.00%                       |
| Dilipsinh G Bhatia                                 | 1,04,082         | 0.83%                       | 0.00%                       |
| <b>Total</b>                                       | <b>65,63,267</b> | <b>52.21%</b>               |                             |

(vii) No entities are identified as Core Investment Companies (CICs) as part of the Group.

(viii) There are no shares (a) allotted as fully paid by way of bonus share or pursuant to contract without payment of being received in cash or (b) bought back during the period of 5 years immediately preceding the Balance Sheet date.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 21 - OTHER EQUITY**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| Capital reserve   | 0.01                            | 0.01                            |
| Securities premium  | 534.37                          | 534.37                          |
| Capital redemption reserve  | 16.75                           | 16.75                           |
| General reserve   | 49,537.32                       | 49,537.32                       |
| Retained earnings   | 25,147.81                       | 24,932.27                       |
| Other reserves  | 31,706.80                       | 23,522.59                       |
| <b>Total</b>  | <b><u>1,06,943.06</u></b>       | <b><u>98,543.31</u></b>         |
| <b>(i) Capital reserve</b>  |                                 |                                 |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
| Opening balance   | 0.01                            | 0.01                            |
| <b>Closing balance</b>  | <b><u>0.01</u></b>              | <b><u>0.01</u></b>              |
| <b>(ii) Securities premium</b>  |                                 |                                 |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
| Opening balance   | 534.37                          | 534.37                          |
| <b>Closing balance</b>  | <b><u>534.37</u></b>            | <b><u>534.37</u></b>            |
| <b>(iii) Capital redemption reserve</b>   |                                 |                                 |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
| Opening balance   | 16.75                           | 16.75                           |
| <b>Closing balance</b>  | <b><u>16.75</u></b>             | <b><u>16.75</u></b>             |
| <b>(iv) General reserve</b>   |                                 |                                 |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
| Opening balance   | 49,537.32                       | 44,537.32                       |
| Add: Amount transferred from retained earnings                                      | —                               | 5,000.00                        |
| <b>Closing balance</b>  | <b><u>49,537.32</u></b>         | <b><u>49,537.32</u></b>         |
| <b>(v) Retained earnings</b>  |                                 |                                 |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
| Opening balance   | 24,932.27                       | 24,851.15                       |
| Profit for the year   | 1,510.71                        | 7,845.11                        |
| Dividend paid   | (1,414.20)                      | (2,828.41)                      |
| Transfer to general reserve   | —                               | (5,000.00)                      |
| Items of Other Comprehensive Income (OCI) recognised directly in retained earnings: |                                 |                                 |
| – Remeasurement of post employment benefits obligations (net of tax)                | 119.03                          | 64.42                           |
| <b>Closing balance</b>  | <b><u>25,147.81</u></b>         | <b><u>24,932.27</u></b>         |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 21 - OTHER EQUITY (Contd.)**

**(vi) Other reserves - FVOCI - equity investments**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| Opening balance   | 23,522.59                       | 22,704.55                       |
| Change in fair value of FVOCI equity investments (Refer Note 8) | 10,452.58                       | 2,016.38                        |
| Tax on above  | (2,268.37)                      | (1,198.34)                      |
|   | <b>8,184.21</b>                 | <b>818.04</b>                   |
| <b>Closing balance</b>  | <b>31,706.80</b>                | <b>23,522.59</b>                |

**Nature and purpose of reserves**

**Capital reserve**

Capital reserve is utilised in accordance with provision of the Act.

**Securities premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

**Capital redemption reserve**

The Act requires that when a Company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve. The reserve is utilised in accordance with the provisions of Section 69 of the Act.

**General reserve**

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. This is a free reserve under Companies Act, 2013.

**Other reserves - FVOCI - Equity Investments**

The Company has elected to recognise changes in the fair value of certain investments in equity securities in Other Comprehensive Income. These changes are accumulated within FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

**NOTE 22 - LEASE LIABILITIES - NON-CURRENT**

| <b>Particulars</b>                | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|-----------------------------------|---------------------------------|---------------------------------|
| Lease liabilities (Refer Note 53) | 177.83                          | 178.09                          |
| <b>Total</b>                      | <b>177.83</b>                   | <b>178.09</b>                   |

**NOTE 23 - EMPLOYEE BENEFIT OBLIGATIONS - NON-CURRENT**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| Provision for employee benefit obligations (Refer Note 40): |                                 |                                 |
| Leave obligation  | 1,114.35                        | 1,089.18                        |
| Medical voluntary retirement scheme                         | 101.94                          | 104.12                          |
| Long service award  | 109.18                          | 119.72                          |
| <b>Total</b>  | <b>1,325.47</b>                 | <b>1,313.02</b>                 |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 24 - TAXATION****(a) Income tax expense**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>Current tax</b>                                      |                              |                              |
| Current tax on profits for the year                     | 258.71                       | 2,564.41                     |
| Adjustments to current tax in respect of earlier years  | 45.92                        | (226.60)                     |
| <b>Total current tax expense</b>                        | <b>304.63</b>                | <b>2,337.81</b>              |
| <b>Deferred tax</b>                                     |                              |                              |
| Deferred tax  | 166.05                       | 102.18                       |
| Adjustments to deferred tax in respect of earlier years | 38.10                        | 110.05                       |
| <b>Total deferred tax expense</b>                       | <b>204.15</b>                | <b>212.23</b>                |
| <b>Total Income tax expense</b>                         | <b>508.78</b>                | <b>2,550.04</b>              |

**(b) Reconciliation of tax expense and accounting profit multiplied by statutory tax rates:**

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| Profit before tax  | 2,019.49                     | 10,395.15                    |
| <b>Tax at the Indian tax rate of 25.168% (previous year 25.168%)</b> | <b>508.27</b>                | <b>2,616.25</b>              |
| Add / (less) effects of :  |                              |                              |
| Exempt Income  | (167.56)                     | (14.56)                      |
| Expenses not deductible in determining taxable profits               | 73.49                        | 134.26                       |
| Adjustments in respect of earlier years                              | 84.02                        | (116.55)                     |
| Others   | 10.56                        | (69.36)                      |
| <b>Income tax expense</b>  | <b>508.78</b>                | <b>2,550.04</b>              |

**(c) Income tax expenses recognised in OCI:**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| Remeasurement gains / (losses) on net defined benefit plans | (40.03)                      | (21.67)                      |
| Changes in fair value of equity instruments                 | (2,268.37)                   | (1,198.33)                   |
|   | <b>(2,308.40)</b>            | <b>(1,220.00)</b>            |

**(d) Deferred tax:**

The balance comprises temporary differences attributable to:

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Deferred tax assets</b>  |                         |                         |
| Liabilities / provisions that are deducted for tax purposes when paid   | 515.94                  | 483.95                  |
| Provision for doubtful receivables and advances   | 59.17                   | 84.77                   |
| Lease Liabilities   | 44.80                   | 44.88                   |
| Deferred government grant   | 9.43                    | —                       |
| <b>Total deferred tax assets</b>  | <b>629.34</b>           | <b>613.60</b>           |
| <b>Deferred tax liabilities</b>   |                         |                         |
| Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate | 3,878.35                | 3,684.40                |
| Right of Use Asset  | 531.28                  | 541.39                  |
| Financial assets at fair value through Other Comprehensive Income   | 8,138.75                | 5,870.38                |
| Financial assets at fair value through Profit and Loss  | 95.66                   | 22.94                   |
| Export benefit receivable   | 9.27                    | 5.91                    |
| <b>Total deferred tax liabilities</b>   | <b>12,653.31</b>        | <b>10,125.02</b>        |
| <b>Net deferred tax liabilities</b>   | <b>12,023.97</b>        | <b>9,511.42</b>         |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 24 - TAXATION** (Contd.)

**Movement in deferred tax assets / (liabilities):**

| <b>Particulars</b>  | <b>As at<br/>March 31,<br/>2023</b> | <b>(Charged)/<br/>credited to<br/>profit and loss</b> | <b>(Charged)/<br/>credited to OCI</b> | <b>As at<br/>March 31,<br/>2024</b> |
|---|-------------------------------------|---|---------------------------------------|-------------------------------------|
| <b>For the year ended March 31, 2024</b>  |                                     |   |                                       |                                     |
| <b>Deferred tax assets</b>  |                                     |   |                                       |                                     |
| Liabilities / provisions that are deducted for tax purposes when paid   | 483.95                              | 72.02   | (40.03)                               | 515.94                              |
| Provision for doubtful receivables and advances   | 84.77                               | (25.60)   | —                                     | 59.17                               |
| Lease Liabilities   | 44.88                               | (0.08)  | —                                     | 44.80                               |
| Deferred government grant   | —                                   | 9.43  | —                                     | 9.43                                |
| <b>Total Deferred tax assets</b>  | <b>613.60</b>                       | <b>55.77</b>  | <b>(40.03)</b>                        | <b>629.34</b>                       |
| <b>Deferred tax liabilities</b>   |                                     |   |                                       |                                     |
| Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate | (3,684.40)                          | (193.95)  | —                                     | (3,878.35)                          |
| Right-of-use assets   | (541.39)                            | 10.11   | —                                     | (531.28)                            |
| Financial assets at fair value through Other Comprehensive Income   | (5,870.38)                          | —   | (2,268.37)                            | (8,138.75)                          |
| Financial assets at fair value through Profit and Loss  | (22.94)                             | (72.72)   | —                                     | (95.66)                             |
| Export benefit receivable   | (5.91)                              | (3.36)  | —                                     | (9.27)                              |
| <b>Total Deferred tax liabilities</b>   | <b>(10,125.02)</b>                  | <b>(259.92)</b>                                       | <b>(2,268.37)</b>                     | <b>(12,653.31)</b>                  |
| <b>Total Deferred tax assets / (liabilities)</b>  | <b>(9,511.42)</b>                   | <b>(204.15)</b>                                       | <b>(2,308.40)</b>                     | <b>(12,023.97)</b>                  |
| <b>For the year ended March 31, 2023</b>  |                                     |   |                                       |                                     |
| <b>Deferred tax assets</b>  |                                     |   |                                       |                                     |
| Liabilities / provisions that are deducted for tax purposes when paid   | 503.54                              | 2.08  | (21.67)                               | 483.95                              |
| Provision for doubtful receivables and advances   | 139.91                              | (55.14)   | —                                     | 84.77                               |
| Lease Liabilities   | —                                   | 44.88   | —                                     | 44.88                               |
| <b>Total Deferred tax assets</b>  | <b>643.45</b>                       | <b>(8.18)</b>   | <b>(21.67)</b>                        | <b>613.60</b>                       |
| <b>Deferred tax liabilities</b>   |                                     |   |                                       |                                     |
| Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate | (3,546.25)                          | (138.15)  | —                                     | (3,684.40)                          |
| Right-of-use assets   | (461.08)                            | (80.31)   | —                                     | (541.39)                            |
| Financial assets at fair value through Other Comprehensive Income   | (4,672.05)                          | —   | (1,198.33)                            | (5,870.38)                          |
| Financial assets at fair value through Profit and Loss  | —                                   | (22.94)   | —                                     | (22.94)                             |
| Export benefit receivable   | (43.26)                             | 37.35   | —                                     | (5.91)                              |
| <b>Total Deferred tax liabilities</b>   | <b>(8,722.64)</b>                   | <b>(204.05)</b>                                       | <b>(1,198.33)</b>                     | <b>(10,125.02)</b>                  |
| <b>Total Deferred tax assets / (liabilities)</b>  | <b>(8,079.19)</b>                   | <b>(212.23)</b>                                       | <b>(1,220.00)</b>                     | <b>(9,511.42)</b>                   |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 25 - SHORT TERM BORROWINGS**

| Particulars                         | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-------------------------------------|-------------------------|-------------------------|
| <b>Secured</b>                      |                         |                         |
| Cash credits (Refer Note (a) below) | —                       | 89.08                   |
| <b>Total</b>                        | <u>—</u>                | <u>89.08</u>            |

**Notes:**

- (a) Cash credit from banks were secured by hypothecation of all tangible movable assets both present and future including stock of raw materials, finished goods, goods in process, stores and trade receivables etc. and were further secured by charge on the immovable property at Roha and Lote Parashuram units. The cash credit loans were repayable on demand and carried interest rates at 7.95% to 9.70% (March 31, 2023 - 7.55% to 9.15%) per annum.
- (b) Refer Note 42(B) for liquidity risk.
- (c) The carrying amounts of financial and non financial assets hypothecated / mortgaged as security for sanctioned borrowings are as under:

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Current Assets</b>                               |                         |                         |
| <b>Financial Assets</b>                             |                         |                         |
| Trade Receivables                                   | 18,470.27               | 15,651.95               |
| <b>Non Financial Assets</b>                         |                         |                         |
| Inventories   | 10,638.91               | 13,144.27               |
| <b>Total Current Assets Pledged as Security</b>     | <u>29,109.18</u>        | <u>28,796.22</u>        |
| <b>Non Current Assets</b>                           |                         |                         |
| Right of use assets                                 | 190.66                  | 194.34                  |
| Freehold land                                       | 140.81                  | 140.81                  |
| Buildings   | 3,544.80                | 3,237.20                |
| Plant and machinery                                 | 24,763.53               | 24,753.05               |
| Other property, plant and equipment                 | 1,544.33                | 1,638.47                |
| <b>Total Non-current assets pledged as security</b> | <u>30,184.14</u>        | <u>29,963.87</u>        |
| <b>Total assets pledged as security</b>             | <u>59,293.32</u>        | <u>58,760.09</u>        |

**(d) Changes in Liabilities arising from Financing Activities**

| Particulars                 | Liabilities from financing activities |                        |                                 | Total         |
|-----------------------------|---------------------------------------|------------------------|---------------------------------|---------------|
|                             | Lease Liabilities                     | Non-current borrowings | Current borrowings <sup>#</sup> |               |
| <b>As at March 31, 2022</b> | <b>217.51</b>                         | <b>0.55</b>            | <b>522.98</b>                   | <b>741.04</b> |
| Repayment                   | (39.18)                               | (0.55)                 | (433.90)                        | (473.63)      |
| Interest expense            | 16.90                                 | —                      | 89.66                           | 106.56        |
| Interest paid               | (16.90)                               | —                      | (89.66)                         | (106.56)      |
| <b>As at March 31, 2023</b> | <b>178.33</b>                         | <b>—</b>               | <b>89.08</b>                    | <b>267.41</b> |
| Repayment                   | (0.25)                                | —                      | (89.08)                         | (89.33)       |
| Interest expense            | 13.75                                 | —                      | 108.65                          | 122.40        |
| Interest paid               | (13.75)                               | —                      | (108.65)                        | (122.40)      |
| <b>As at March 31, 2024</b> | <b>178.08</b>                         | <b>—</b>               | <b>—</b>                        | <b>178.08</b> |

<sup>#</sup> Repayment under current borrowings are net of additions



NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 26 - TRADE PAYABLES**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Total Outstanding due of micro and small enterprises                       | 696.59                  | 678.05                  |
| Total Outstanding due of creditors other than micro and small enterprises* | 17,813.44               | 10,004.41               |
| <b>Total</b>   | <b>18,510.03</b>        | <b>10,682.46</b>        |

\* Refer Note 45 for balance with related parties

**Notes:**

- (a) The Company has certain payables to micro and small suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows.

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| (i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end  | 696.59                  | 678.05                  |
| (ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end   | —                       | —                       |
| (iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year  | 32.75                   | 113.87                  |
| (iv) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year  | 0.13                    | 0.20                    |
| (v) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year  | —                       | —                       |
| (vi) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act  | —                       | —                       |
| (vii) Interest accrued and remaining unpaid at the end of the accounting year   | —                       | —                       |
| (viii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act | —                       | —                       |

- (b) Refer Note 42 for information about liquidity risk and market risk of trade payables.

- (c) For aging of trade payables, refer note 51.

**NOTE 27 - LEASE LIABILITIES - CURRENT**

| Particulars                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-----------------------------------|-------------------------|-------------------------|
| Lease liabilities (Refer Note 53) | 0.25                    | 0.24                    |
| <b>Total</b>                      | <b>0.25</b>             | <b>0.24</b>             |

**NOTE 28 - OTHER CURRENT FINANCIAL LIABILITIES**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Unclaimed dividend  | 82.65                   | 87.41                   |
| Unclaimed matured fixed deposits (Refer note below)             | —                       | 0.58                    |
| Unclaimed interest on matured fixed deposits (Refer note below) | —                       | 0.16                    |
| Creditors for capital goods                                     | 237.42                  | 353.37                  |
| Sundry deposits:  |                         |                         |
| From related parties (Refer Note 45)                            | 8.00                    | 8.00                    |
| Others  | 10.16                   | 10.10                   |
| Foreign exchange forward contracts                              | 13.41                   | 18.66                   |
| Others  | 89.36                   | 74.83                   |
| <b>Total</b>  | <b>441.00</b>           | <b>553.11</b>           |

**Note:**

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end. Unclaimed matured fixed deposits of Rs. 0.33 lakh which were due for payment to the Investor Education and Protection Fund under Section 125 of the Act as at March, 2023 has been transferred to the Investor Education and Protection Fund during the current year.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 29 - EMPLOYEE BENEFIT OBLIGATIONS - CURRENT**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <u>Provision for employee benefit obligations (Refer Note 40):</u> |                         |                         |
| Leave obligation   | 236.01                  | 211.85                  |
| Gratuity   | 343.90                  | 225.45                  |
| Medical voluntary retirement scheme                                | 40.04                   | 43.26                   |
| Long service award   | 15.47                   | 20.06                   |
| <b>Total</b>   | <b><u>635.42</u></b>    | <b><u>500.62</u></b>    |

**NOTE 30 - OTHER CURRENT LIABILITIES**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Statutory dues including provident fund and tax deducted at sources | 276.37                  | 328.50                  |
| <u>Contract liabilities (refer note below):</u>                     |                         |                         |
| Advances from customers   | 124.35                  | 92.12                   |
| Deferred government grant   | 37.45                   | —                       |
| Other payables  | 10.12                   | 10.07                   |
| <b>Total</b>  | <b><u>448.29</u></b>    | <b><u>430.69</u></b>    |

**Note:**

The Contract liabilities outstanding at the beginning of the year has been recognised as revenue during the year ended March 31, 2024 upon satisfaction of performance obligation. There has been no significant change in the contract liabilities.

**NOTE 31 - REVENUE FROM OPERATIONS**

| Particulars   | Year ended<br>March 31, 2024         | Year ended<br>March 31, 2023         |
|---|--------------------------------------|--------------------------------------|
| <b>Revenue from contracts with customers:</b>   |                                      |                                      |
| <b>a) Sale of goods</b>   |                                      |                                      |
| Finished Goods  | 80,382.61                            | 1,04,129.36                          |
| Traded Goods  | 818.04                               | 1,970.46                             |
| <b>b) Sale of services</b>  |                                      |                                      |
| Processing charges  | 451.94                               | 1,157.16                             |
| Others (refer note (c) below)   | 457.30                               | 1,105.13                             |
|   | <b><u>82,109.89</u></b>              | <b><u>1,08,362.11</u></b>            |
| <b>Other operating revenue:</b>   |                                      |                                      |
| a) Export incentives  | 84.91                                | 131.03                               |
| b) Scrap sales  | 419.11                               | 488.76                               |
|   | <b><u>504.02</u></b>                 | <b><u>619.79</u></b>                 |
| <b>Total</b>  | <b><u>82,613.91</u></b>              | <b><u>1,08,981.90</u></b>            |
| <b>Revenue from contracts with customers disaggregated based on geography:</b>        |                                      |                                      |
| - Domestic  | 69,082.15                            | 85,754.71                            |
| - Exports   | 13,027.74                            | 22,607.40                            |
| <b>Total Revenue from customers</b>   | <b><u>82,109.89</u></b>              | <b><u>1,08,362.11</u></b>            |
| Add: Other operating revenue  | 504.02                               | 619.79                               |
| <b>Total</b>  | <b><u>82,613.91</u></b>              | <b><u>1,08,981.90</u></b>            |
| <b>Reconciliation of Gross revenue with the revenue from contracts with customers</b> |                                      |                                      |
| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
| Gross revenue from operations   | 82,455.94                            | 1,08,503.77                          |
| Less: Discounts   | 346.05                               | 141.66                               |
| <b>Net revenue recognised from contracts with customers</b>                           | <b><u>82,109.89</u></b>              | <b><u>1,08,362.11</u></b>            |

**Notes:**

- (a) The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration.
- (b) There are no material contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.
- (c) Sale of services - Others predominantly include freight and insurance on export of goods which are identified as separate performance obligation under Ind AS 115.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 32 - OTHER INCOME**

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Interest income from financial assets at amortised cost</b> |                              |                              |
| Bank deposits  | 410.82                       | 477.93                       |
| Income tax refund  | 744.39                       | —                            |
| Others   | 49.13                        | 33.21                        |
|  | <b>1,204.34</b>              | <b>511.14</b>                |
| <b>Dividend income</b>   |                              |                              |
| From non current investments (Refer note (a) below)            | 637.30                       | 57.84                        |
| From current investments designated at FVPL                    | 10.32                        | 32.84                        |
|  | <b>647.62</b>                | <b>90.68</b>                 |
| <b>Others</b>  |                              |                              |
| Rent (Refer Note 5)  | 96.00                        | 76.24                        |
| Gain on fair valuation of current investments measured at FVPL | 380.09                       | 91.14                        |
| Profit on sale of current investments measured at FVPL         | 555.41                       | 80.23                        |
| Insurance Claims   | —                            | 117.26                       |
| Others (Refer note (b) below)                                  | 51.46                        | 89.21                        |
|  | <b>1,082.96</b>              | <b>454.08</b>                |
| <b>Total</b>   | <b>2,934.92</b>              | <b>1,055.90</b>              |

**Notes:**

- (a) All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting period. There were no dividend income relating to equity investments designated at FVOCI derecognised during the year.
- (b) Includes sales tax refund of INR 18.01 lakhs (March 31, 2023: INR 31.51 lakhs) accounted during the year.

**NOTE 33 - COST OF MATERIALS CONSUMED**

| Particulars                                     | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>a. Raw materials</b>                         |                              |                              |
| Inventory at the beginning of the year          | 6,654.07                     | 9,444.06                     |
| Add: Purchases                                  | 45,889.13                    | 56,825.47                    |
|   | <b>52,543.20</b>             | <b>66,269.53</b>             |
| Less: Inventory at the end of the year          | 5,522.15                     | 6,654.07                     |
| <b>Total cost of Raw materials consumed</b>     | <b>47,021.05</b>             | <b>59,615.46</b>             |
| <b>b. Packing materials</b>                     |                              |                              |
| Inventory at the beginning of the year          | 120.41                       | 155.59                       |
| Add: Purchases                                  | 1,566.79                     | 1,804.56                     |
|   | <b>1,687.20</b>              | <b>1,960.15</b>              |
| Less: Inventory at the end of the year          | 116.40                       | 120.41                       |
| <b>Total cost of Packing materials consumed</b> | <b>1,570.80</b>              | <b>1,839.74</b>              |
| <b>Total</b>                                    | <b>48,591.85</b>             | <b>61,455.20</b>             |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 34 - PURCHASE OF STOCK-IN-TRADE**

| <b>Particulars</b>   | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|----------------------|--------------------------------------|--------------------------------------|
| Chemicals and others | 566.04                               | 1,277.12                             |
| <b>Total</b>         | <b>566.04</b>                        | <b>1,277.12</b>                      |

**NOTE 35 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

| <b>Particulars</b>                              | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| <b>Inventories at the end of the year</b>       |                                      |                                      |
| Finished goods                                  | 1,796.90                             | 2,803.65                             |
| Work-in-progress                                | 2,738.88                             | 2,900.46                             |
| Stock in trade                                  | 92.91                                | 73.87                                |
|   | <b>4,628.69</b>                      | <b>5,777.98</b>                      |
| <b>Inventories at the beginning of the year</b> |                                      |                                      |
| Finished goods                                  | 2,803.65                             | 2,444.20                             |
| Work-in-progress                                | 2,900.46                             | 3,578.78                             |
| Stock in trade                                  | 73.87                                | 102.14                               |
|   | <b>5,777.98</b>                      | <b>6,125.12</b>                      |
| <b>Total</b>                                    | <b>1,149.29</b>                      | <b>347.14</b>                        |

**NOTE 36 - EMPLOYEE BENEFIT EXPENSES**

| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| Salaries, wages and bonus                                 | 8,839.74                             | 8,819.50                             |
| Contribution to provident and other funds (Refer Note 40) | 697.17                               | 648.57                               |
| Gratuity (Refer Note 40)                                  | 279.55                               | 278.41                               |
| Workman and staff welfare expenses                        | 712.64                               | 742.00                               |
| <b>Total</b>  | <b>10,529.10</b>                     | <b>10,488.48</b>                     |

**NOTE 37 - DEPRECIATION AND AMORTISATION EXPENSES**

| <b>Particulars</b>   | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|--|--------------------------------------|--------------------------------------|
| Depreciation on Property, plant and equipment (Refer Note 3) | 3,088.43                             | 3,044.36                             |
| Depreciation on Right of use assets (Refer Note 53)          | 41.93                                | 70.98                                |
| Depreciation on Investment property (Refer Note 5)           | 1.92                                 | 1.92                                 |
| Amortisation of Intangible assets (Refer Note 6)             | 10.21                                | 18.93                                |
| <b>Total</b>   | <b>3,142.49</b>                      | <b>3,136.19</b>                      |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 38 - OTHER EXPENSES**

| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| Consumption of stores and spares                                    | 116.51                               | 73.59                                |
| Processing charges  | 55.77                                | 112.10                               |
| Power and fuel  | 7,319.17                             | 8,056.67                             |
| Effluent expenses   | 1,466.90                             | 1,704.89                             |
| Rent (Refer Note 53)  | 253.02                               | 345.05                               |
| Rates and taxes   | 110.08                               | 87.29                                |
| Bank charges  | 112.17                               | 122.51                               |
| Contractor's labour charges   | 423.84                               | 461.58                               |
| Water charges   | 320.67                               | 302.88                               |
| Sales commission  | 188.54                               | 268.39                               |
| Insurance   | 413.78                               | 365.21                               |
| <b>Repairs and maintenance on:</b>                                  |                                      |                                      |
| Plant and machinery   | 2,185.08                             | 2,894.76                             |
| Buildings   | 58.25                                | 134.25                               |
| Others  | 223.13                               | 245.33                               |
| Corporate Social Responsibility ('CSR') expenditure (Refer Note 48) | 275.60                               | 289.10                               |
| Travelling and conveyance   | 329.59                               | 245.71                               |
| Legal and professional fees   | 1,179.04                             | 1,082.88                             |
| Directors' sitting fees (Refer Note 45)                             | 43.20                                | 47.40                                |
| Non Executive Directors' Commission (Refer Note 45)                 | 16.00                                | 70.00                                |
| Auditor's Remuneration (Refer details below)                        | 72.80                                | 75.09                                |
| Bad debts / sundry debit balances written off (net):                |                                      |                                      |
| Bad debts written off during the year                               | 81.85                                | 27.62                                |
| Less: Utilisation from Provision for doubtful debts                 | <u>81.85</u>                         | <u>27.62</u>                         |
| Expected credit loss / Provision for doubtful receivables (net)     | (19.88)                              | (114.10)                             |
| Provision for doubtful advances                                     | —                                    | (1.00)                               |
| Freight outward and forwarding expenses                             | 2,603.03                             | 3,631.82                             |
| Charity and donations*  | 15.04                                | 243.56                               |
| Net foreign exchange loss   | 55.66                                | 187.48                               |
| Net loss on sale / discard of property, plant and equipment         | 84.81                                | 124.38                               |
| Miscellaneous expenses  | <u>1,464.82</u>                      | <u>1,599.76</u>                      |
| <b>Total</b>  | <b><u>19,366.62</u></b>              | <b><u>22,656.58</u></b>              |

\* No donations has been given to political parties.

**Details of Auditor's Remuneration (excluding taxes):**

|                                      |                     |                     |
|--------------------------------------|---------------------|---------------------|
| Audit fee                            | 45.00               | 51.65               |
| Tax audit fee                        | 7.00                | 6.50                |
| Limited review                       | 13.20               | 12.00               |
| Certification fees and other matters | 4.80                | 3.35                |
| Reimbursement of expenses            | <u>2.80</u>         | <u>1.59</u>         |
| <b>Total</b>                         | <b><u>72.80</u></b> | <b><u>75.09</u></b> |

**NOTE 39 - FINANCE COSTS**

| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| Interest expenses on financial liabilities measured at amortised cost | 108.65                               | 89.66                                |
| Interest and finance charge on lease liabilities (Refer Note 53)      | 13.75                                | 16.90                                |
| Interest on income tax  | —                                    | 59.31                                |
| Interest on MSME  | 0.13                                 | 0.20                                 |
| Other borrowing costs   | <u>61.42</u>                         | <u>50.64</u>                         |
| <b>Total</b>  | <b><u>183.95</u></b>                 | <b><u>216.71</u></b>                 |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40 - EMPLOYEE BENEFIT OBLIGATIONS****(i) Leave Obligation**

The Leave obligation cover the Company's liability for earned leave. Amount recognised in the balance sheet is as under:

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Obligation not expected to be settled within next 12 months (non - current) | 1,114.35                | 1,089.18                |
| Obligation expected to be settled within next 12 months (current)           | 236.01                  | 211.85                  |
| <b>Total</b>  | <b>1,350.36</b>         | <b>1,301.03</b>         |

As per the leave policy of the Company, an employee is entitle to be paid / adjust the accumulated leave balance on separation. Considering the unconditional right available with the Company to defer leave availment, the Company presents provision for leave obligation as current and non-current, based on actuarial valuation considering estimates of availment of leave, separation etc.

**(ii) Post-employment obligations****Gratuity**

**(a)** The Company provides for gratuity (a defined benefit plan) for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity is calculated at specified number of days (15 days/22 days) of last drawn salary depending upon the tenure of service for each year of completed service. The gratuity plan is a funded plan and the Company makes contribution to recognised fund.

**(b) The amounts recognised in balance sheet and the movement in the gratuity over the year are as follows:**

| Particulars  | Fair value of<br>Plan Assets | Present Value of<br>Obligations | Net amount      |
|--|------------------------------|---------------------------------|-----------------|
| <b>Balance as at March 31, 2022</b>  | <b>5,062.78</b>              | <b>5,377.88</b>                 | <b>315.10</b>   |
| Current service cost   | —                            | 255.74                          | 255.74          |
| Interest expense or cost   | —                            | 386.93                          | 386.93          |
| Investment income  | 364.26                       | —                               | (364.26)        |
| <b>Total amount recognised in Statement of Profit and Loss</b>               | <b>364.26</b>                | <b>642.67</b>                   | <b>278.41</b>   |
| Re-measurement (or Actuarial) (gain) / loss arising from:                    |                              |                                 |                 |
| – change in demographic assumptions  | —                            | (14.01)                         | (14.01)         |
| – change in financial assumptions  | —                            | (63.19)                         | (63.19)         |
| – experience variance  | —                            | (17.25)                         | (17.25)         |
| – return on plan assets, excluding amount recognised in net interest expense | (8.37)                       | —                               | 8.37            |
| <b>Total amount recognised in Other Comprehensive Income</b>                 | <b>(8.37)</b>                | <b>(94.45)</b>                  | <b>(86.08)</b>  |
| Benefits paid through plan assets  | (361.94)                     | (361.94)                        | —               |
| Employer's contribution  | 269.00                       | —                               | (269.00)        |
| Employer's contribution for earlier period credited in current year by LIC   | 12.98                        | —                               | (12.98)         |
| <b>Balance as at March 31, 2023</b>  | <b>5,338.71</b>              | <b>5,564.16</b>                 | <b>225.45</b>   |
| Current service cost   | —                            | 262.83                          | 262.83          |
| Interest expense or cost   | —                            | 412.62                          | 412.62          |
| Investment income  | 395.90                       | —                               | (395.90)        |
| <b>Total amount recognised in Statement of Profit and Loss</b>               | <b>395.90</b>                | <b>675.45</b>                   | <b>279.55</b>   |
| Re-measurement (or Actuarial) (gain) / loss arising from:                    |                              |                                 |                 |
| – change in demographic assumptions  | —                            | —                               | —               |
| – change in financial assumptions  | —                            | 56.23                           | 56.23           |
| – experience variance  | —                            | (224.06)                        | (224.06)        |
| – return on plan assets, excluding amount recognised in net interest expense | (8.77)                       | —                               | 8.77            |
| <b>Total amount recognised in Other Comprehensive Income</b>                 | <b>(8.77)</b>                | <b>(167.83)</b>                 | <b>(159.06)</b> |
| Benefits paid through plan assets  | (294.53)                     | (294.53)                        | —               |
| Employer's contribution  | 2.04                         | —                               | (2.04)          |
| Employer's contribution for earlier period credited in current year by LIC   | —                            | —                               | —               |
| <b>Balance as at March 31, 2024</b>  | <b>5,433.35</b>              | <b>5,777.25</b>                 | <b>343.90</b>   |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40 - EMPLOYEE BENEFIT OBLIGATIONS (Contd.)**

**(c) The net liability disclosed above related to funded and unfunded plans are as follows:**

| Particulars                        | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|------------------------------------|-------------------------|-------------------------|
| <b>(i) Funded Plan</b>             |                         |                         |
| Present value of funded obligation | 5,777.25                | 5,564.16                |
| Fair value of plan assets          | 5,433.35                | 5,338.71                |
| <b>Deficit of funded plan</b>      | <b>343.90</b>           | <b>225.45</b>           |
| <b>(ii) Ununded Plan</b>           | —                       | —                       |
| <b>Deficit of Gratuity plan</b>    | <b>343.90</b>           | <b>225.45</b>           |

**(d) Assumptions:**

The principal financial assumptions used in valuation of Gratuity are as follows:

| Particulars                           | As at<br>March 31, 2024                                | As at<br>March 31, 2023                                |
|---------------------------------------|--|--|
| Discount rate (per annum)             | 7.15%  | 7.40%  |
| Salary growth rate (per annum)*       | 7.00%  | 7.00%  |
| Attrition rate (derived based on age) | 7.00%  | 7.00%  |
| Mortality rate                        | 100% of Indian<br>Assured Lives<br>Mortality (2012-14) | 100% of Indian<br>Assured Lives<br>Mortality (2012-14) |

\* The estimates of future salary increases, considered in actuarial valuation, takes into account of inflation, seniority, promotion, and other relevant factors such as supply and demand factors in the employment market.

**(e) The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:**

| Particulars                 | As at March 31, 2024 |   |   | As at March 31, 2023 |   |   |
|-----------------------------|----------------------|---|---|----------------------|---|---|
|                             | Change in Assumption | Increase in Rate / Increase (Decrease) in DBO | Decrease in Rate / Increase (Decrease) in DBO | Change in Assumption | Increase in Rate / Increase (Decrease) in DBO | Decrease in Rate / Increase (Decrease) in DBO |
| Discount rate               | 1.00%                | (3.80%)                                       | 4.20%   | 1.00%                | (4.00%)                                       | 4.40%   |
| Salary growth rate          | 1.00%                | 4.80%   | (4.40)%                                       | 1.00%                | 5.00%   | (4.60)%                                       |
| Attrition rate <sup>⊗</sup> | 50.00%               | (0.30%)                                       | 0.50%   | 50.00%               | (0.20%)                                       | 0.20%   |

⊗ Represent increase or decrease in Attrition rate by 50%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance Sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

**(f) The major categories of plan assets are as follows:**

| Particulars           | As at March 31, 2024 |             | As at March 31, 2023 |             |
|-----------------------|----------------------|-------------|----------------------|-------------|
|                       | Amount               | %           | Amount               | %           |
| Insurer Managed funds | 5,401.68             | 99%         | 5,299.08             | 99%         |
| Bank Balance          | 31.67                | 1%          | 39.63                | 1%          |
| <b>Total</b>          | <b>5,433.35</b>      | <b>100%</b> | <b>5,338.71</b>      | <b>100%</b> |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40 - EMPLOYEE BENEFIT OBLIGATIONS (Contd.)****(g) Defined benefit liability and employer contributions:**

The weighted average duration of the defined benefit obligation is 4 years (March 31, 2023 - 4 years). The expected maturity analysis of undiscounted gratuity is as follows:

| Particulars        | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--------------------|-------------------------|-------------------------|
| 1 year             | 1,550.54                | 1,358.41                |
| 2-5 years          | 2,719.29                | 2,671.96                |
| 6-10 years         | 2,178.70                | 2,293.76                |
| More than 10 years | 1,750.89                | 1,751.63                |

**(h) Expected Contribution to post-employment benefit plans for next year :**

INR 585.13 lakhs (March 31, 2023 INR 457.12 Lakhs)

**(i) Risk Exposure (funded plan):**

Through its defined benefit plans, the Company is exposed to number of risks, the most significant of which are detailed below:

**Assets Volatility:** The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit. Most of the plan assets has investments in insurer managed funds. Hence, assets are considered to be secured.

**Change in bond yields:** A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in value of plan's bond holdings.

**Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate in future. Deviation in the rate of increase of salary in future from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Interest Rate risk:** The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the benefit and will thus result in an increase in the value of the liability.

**(iii) Defined Contribution Plan:****(a) Provident fund and employee's state insurance corporation:**

The Company's provident fund scheme and employee's state insurance (ESI) fund scheme are defined contribution plans. Under the schemes, the Company is required to contribute a specified percentage of payroll cost, as specified in the rules of the scheme, to these defined contribution schemes. The contributions to the scheme are charged to the statement of profit and loss in the period when the contributions are due.

**(b) Superannuation:**

Superannuation Fund is a defined contribution scheme and contributions to the scheme are charged to the statement of profit and loss in the period when the contributions are due. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The Company has recognised following amounts as expense in the Statement of Profit and Loss:

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Included in Contribution to provident and other funds (Refer note 36): |                         |                         |
| Provident fund   | 549.38                  | 533.62                  |
| ESI Contribution   | 4.80                    | 4.42                    |
| Superannuation fund  | 142.99                  | 110.53                  |
| <b>Total</b>   | <b>697.17</b>           | <b>648.57</b>           |

**(iv) Medical Voluntary retirement scheme (MVRS):**

**(a)** The Company has a termination benefit plan for its employees, viz., voluntary early separation scheme on account of continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. The benefit computed as per scheme will be given to such employees for a maximum period upto 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for the defined benefit plan is recognised in full in the period in which they occur in the Statement of Profit and Loss. This Scheme is not funded.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40 - EMPLOYEE BENEFIT OBLIGATIONS (Contd.)**

(b) Amount recognised in the balance sheet is as under:

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Obligation not expected to be settled within next 12 months (non - current) | 101.94                  | 104.12                  |
| Obligation expected to be settled within next 12 months (current)           | 40.04                   | 43.26                   |
| <b>Total</b>  | <b>141.98</b>           | <b>147.38</b>           |

(v) **Long Service Award**

The Company provides for long service award to eligible employees upon completion of certain years of service. Amount recognised in the balance sheet is as under:

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Obligation not expected to be settled within next 12 months (non - current) | 109.18                  | 119.72                  |
| Obligation expected to be settled within next 12 months (current)           | 15.47                   | 20.06                   |
| <b>Total</b>  | <b>124.65</b>           | <b>139.78</b>           |

**NOTE 41 - FAIR VALUE MEASUREMENTS**

(i) **Financial instruments by category**

| Particulars  | Notes     | As at March 31, 2024 |                 |                  | As at March 31, 2023 |                 |                  |
|--|-----------|----------------------|-----------------|------------------|----------------------|-----------------|------------------|
|  |           | FVOCI                | FVPL            | Amortised cost   | FVOCI                | FVPL            | Amortised cost   |
| <b>Financial assets</b>                            |           |                      |                 |                  |                      |                 |                  |
| Non current investments*                           | 8         | 40,634.80            | —               | 58.73            | 30,182.22            | —               | —                |
| Current Investments                                | 13        | —                    | 9,606.33        | 7,610.95         | —                    | 5,300.74        | —                |
| Trade receivables                                  | 14        | —                    | —               | 18,470.27        | —                    | —               | 15,651.95        |
| Cash and cash equivalents                          | 15        | —                    | —               | 736.43           | —                    | —               | 327.29           |
| Bank balances other than cash and cash equivalents | 16        | —                    | —               | 445.84           | —                    | —               | 8,318.75         |
| Loans  | 9 and 17  | —                    | —               | 21.82            | —                    | —               | 24.96            |
| Other financial assets                             | 10 and 18 | —                    | —               | 3,572.78         | —                    | —               | 1,430.63         |
| <b>Total financial assets</b>                      |           | <b>40,634.80</b>     | <b>9,606.33</b> | <b>30,916.82</b> | <b>30,182.22</b>     | <b>5,300.74</b> | <b>25,753.58</b> |
| <b>Financial liabilities</b>                       |           |                      |                 |                  |                      |                 |                  |
| Borrowings   | 25        | —                    | —               | —                | —                    | —               | 89.08            |
| Trade payables                                     | 26        | —                    | —               | 18,510.03        | —                    | —               | 10,682.46        |
| Other financial liabilities                        | 28        | —                    | 13.41           | 427.59           | —                    | 18.66           | 534.45           |
| <b>Total financial liabilities</b>                 |           | <b>—</b>             | <b>13.41</b>    | <b>18,937.62</b> | <b>—</b>             | <b>18.66</b>    | <b>11,305.99</b> |

\* The Company had acquired certain equity instrument for the purpose of holding for a longer duration and not for the purpose of selling in near term for short term profit. Such instruments have been categorised as FVOCI.

(ii) **Fair value of Financial assets and liabilities measured at amortised cost**

| Particulars  | Notes     | As at March 31, 2024 |                  | As at March 31, 2023 |                  |
|--|-----------|----------------------|------------------|----------------------|------------------|
|  |           | Carrying Amount      | Fair Value       | Carrying Amount      | Fair Value       |
| <b>Financial assets</b>                            |           |                      |                  |                      |                  |
| Non-current investments                            | 8         | 58.73                | 58.73            | —                    | —                |
| Current investments                                | 13        | 7,610.95             | 7,610.95         | —                    | —                |
| Trade receivables                                  | 14        | 18,470.27            | 18,470.27        | 15,651.95            | 15,651.95        |
| Cash and cash equivalents                          | 15        | 736.43               | 736.43           | 327.29               | 327.29           |
| Bank balances other than cash and cash equivalents | 16        | 445.84               | 445.84           | 8,318.75             | 8,318.75         |
| Loans  | 9 and 17  | 21.82                | 21.82            | 24.96                | 24.96            |
| Other financial assets                             | 10 and 18 | 3,572.78             | 3,572.78         | 1,430.63             | 1,430.63         |
| <b>Total Financial Assets</b>                      |           | <b>30,916.82</b>     | <b>30,916.82</b> | <b>25,753.58</b>     | <b>25,753.58</b> |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 41 - FAIR VALUE MEASUREMENTS** (Contd.)

| Particulars                        | Notes | As at March 31, 2024 |                  | As at March 31, 2023 |                  |
|------------------------------------|-------|----------------------|------------------|----------------------|------------------|
|                                    |       | Carrying Amount      | Fair Value       | Carrying Amount      | Fair Value       |
| <b>Financial liabilities</b>       |       |                      |                  |                      |                  |
| Borrowings                         | 25    | —                    | —                | 89.08                | 89.08            |
| Trade payables                     | 26    | 18,510.03            | 18,510.03        | 10,682.46            | 10,682.46        |
| Other financial liabilities        | 28    | 427.59               | 427.59           | 534.45               | 534.45           |
| <b>Total Financial Liabilities</b> |       | <b>18,937.62</b>     | <b>18,937.62</b> | <b>11,305.99</b>     | <b>11,305.99</b> |

The carrying amounts of current investments, trade receivables, trade payables, cash and cash equivalents and other bank balances, current loans and other current financial assets and liabilities are considered to be the same as their fair values due to their short-term nature. The carrying amount of non-current investments, loans and other financial assets are not expected to be materially different than their fair values.

**(ii) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**(a) Financial asset and liabilities measured at fair value - recurring fair value measurements:**

| Particulars                          | Notes | Level 1          | Level 2          | Level 3  | Total            |
|--------------------------------------|-------|------------------|------------------|----------|------------------|
| <b>As at March 31, 2024</b>          |       |                  |                  |          |                  |
| <b>Financial asset</b>               |       |                  |                  |          |                  |
| <b>Financial Investment at FVOCI</b> |       |                  |                  |          |                  |
| Non-current investments              | 8     | 5,833.60         | 34,801.20        | —        | 40,634.80        |
| <b>Financial Investment at FVPL</b>  |       |                  |                  |          |                  |
| Investments in mutual funds          | 13    | 9,606.33         | —                | —        | 9,606.33         |
| <b>Total Financial Assets</b>        |       | <b>15,439.93</b> | <b>34,801.20</b> | <b>—</b> | <b>50,241.13</b> |
| <b>Financial Liabilities</b>         |       |                  |                  |          |                  |
| Other financial liabilities          | 28    | —                | 13.41            | —        | 13.41            |
| <b>Total Financial Liabilities</b>   |       | <b>—</b>         | <b>13.41</b>     | <b>—</b> | <b>13.41</b>     |

| Particulars                          | Notes | Level 1          | Level 2          | Level 3  | Total            |
|--------------------------------------|-------|------------------|------------------|----------|------------------|
| <b>As at March 31, 2023</b>          |       |                  |                  |          |                  |
| <b>Financial asset</b>               |       |                  |                  |          |                  |
| <b>Financial Investment at FVOCI</b> |       |                  |                  |          |                  |
| Non-current investments              | 8     | 4,858.70         | 25,323.52        | —        | 30,182.22        |
| <b>Financial Investment at FVPL</b>  |       |                  |                  |          |                  |
| Investments in mutual funds          | 13    | 5,300.74         | —                | —        | 5,300.74         |
| <b>Total Financial Assets</b>        |       | <b>10,159.44</b> | <b>25,323.52</b> | <b>—</b> | <b>35,482.96</b> |
| <b>Financial Liabilities</b>         |       |                  |                  |          |                  |
| Other financial liabilities          | 28    | —                | 18.66            | —        | 18.66            |
| <b>Total Financial Liabilities</b>   |       | <b>—</b>         | <b>18.66</b>     | <b>—</b> | <b>18.66</b>     |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 41 - FAIR VALUE MEASUREMENTS (Contd.)**

**(b) Fair value disclosure of Financial Assets and Financial Liabilities measured at amortised cost:**

| Particulars  | Notes     | Level 1  | Level 2  | Level 3          | Total            |
|--|-----------|----------|----------|------------------|------------------|
| <b>As at March 31, 2024</b>                        |           |          |          |                  |                  |
| <b>Financial assets</b>                            |           |          |          |                  |                  |
| Non-current investments                            | 8         | —        | —        | 58.73            | 58.73            |
| Current investments                                | 13        | —        | —        | 7,610.95         | 7,610.95         |
| Trade receivables                                  | 14        | —        | —        | 18,470.27        | 18,470.27        |
| Cash and cash equivalents                          | 15        | —        | —        | 736.43           | 736.43           |
| Bank balances other than cash and cash equivalents | 16        | —        | —        | 445.84           | 445.84           |
| Loans  | 9 and 17  | —        | —        | 21.82            | 21.82            |
| Other financial assets                             | 10 and 18 | —        | —        | 3,572.78         | 3,572.78         |
| <b>Total Financial Assets</b>                      |           | <b>—</b> | <b>—</b> | <b>30,916.82</b> | <b>30,916.82</b> |
| <b>Financial liabilities</b>                       |           |          |          |                  |                  |
| Trade payables                                     | 26        | —        | —        | 18,510.03        | 18,510.03        |
| Other financial liabilities                        | 28        | —        | —        | 427.59           | 427.59           |
| <b>Total Financial Liabilities</b>                 |           | <b>—</b> | <b>—</b> | <b>18,937.62</b> | <b>18,937.62</b> |

| Particulars  | Notes     | Level 1  | Level 2  | Level 3          | Total            |
|--|-----------|----------|----------|------------------|------------------|
| <b>As at March 31, 2023</b>                        |           |          |          |                  |                  |
| <b>Financial assets</b>                            |           |          |          |                  |                  |
| Trade receivables                                  | 14        | —        | —        | 15,651.95        | 15,651.95        |
| Cash and cash equivalents                          | 15        | —        | —        | 327.29           | 327.29           |
| Bank balances other than cash and cash equivalents | 16        | —        | —        | 8,318.75         | 8,318.75         |
| Loans  | 9 and 17  | —        | —        | 24.96            | 24.96            |
| Other financial assets                             | 10 and 18 | —        | —        | 1,430.63         | 1,430.63         |
| <b>Total Financial Assets</b>                      |           | <b>—</b> | <b>—</b> | <b>25,753.58</b> | <b>25,753.58</b> |
| <b>Financial liabilities</b>                       |           |          |          |                  |                  |
| Borrowings   | 25        | —        | —        | 89.08            | 89.08            |
| Trade payables                                     | 26        | —        | —        | 10,682.46        | 10,682.46        |
| Other financial liabilities                        | 28        | —        | —        | 534.45           | 534.45           |
| <b>Total Financial Liabilities</b>                 |           | <b>—</b> | <b>—</b> | <b>11,305.99</b> | <b>11,305.99</b> |

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

- Level 1:** The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The mutual funds are valued using the closing NAV.
- Level 2:** The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is considered here. For example, the fair value of forward exchange contracts is determined by discounting estimated future cash flows using a risk-free interest rate.
- Level 3:** The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

**(iv) Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- Investments in quoted equity instruments are valued using the closing price at National Stock Exchange (NSE) at the reporting period.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates as at the balance sheet date, prevailing with the Authorised Dealers dealing in foreign exchange.
- the Net Assets Value ("NAV") for valuation of mutual fund investment represents the price at which the issuer will issue further units and will redeem such units of mutual fund to and from the investors at the reporting period.
- Fair value of investment in unquoted equity shares is arrived based on Comparable Company Market ("CCM") Multiples Method by applying EV/EBITDA multiple of comparable listed companies on maintainable operating EBITDA of the investee company. The same is further adjusted, as appropriate, for surplus assets (cash and cash equivalent, investments, interest accrued on deposits), debts, deferred tax assets/ liabilities and contingent liabilities.

- (v)** Increase in EV / EBITDA multiple by 5% would increase fair value of unquoted equity shares by INR 1,512.36 lakhs (March 31, 2023: INR 1,134.80 lakhs). Decrease in EV / EBITDA multiple by 5% would have equal and opposite impact on fair value of unquoted equity shares.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42 - FINANCIAL RISK MANAGEMENT**

In the course of its business, the Company is exposed to a number of financial risks: credit risk, liquidity risk and market risk. This note presents the Company's objectives, policies and processes for managing its financial risk. The key risks and mitigating actions are also placed before the Board of Directors of the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company manages the risk through the finance department that ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

- protect the Company's financial results and position from financial risks;
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

The note explains the Company's exposure to financial risks and how these risks could affect the Company's future financial performance.

**(A) Credit Risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed.

Credit risk arises from cash and cash equivalents, balances with banks and financial institutions, contractual cash flows of debt investments, favourable derivative financial instruments, credit exposures to customers and other outstanding receivables such as security deposits, loans to employees etc.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

For banks and financial institutions, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit ratings assigned by the credit rating agencies. The Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, past experience, analysis of historical bad debts, ageing of financial assets and other factors. Individual risk limits are set and periodically reviewed on the basis of such information. For certain trade receivables, the Company also obtains security in the form of guarantees, deed of undertaking or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

The Company has assessed its loans and other financials assets including security deposits and other receivables as high quality, negligible credit risk. The Company periodically monitors the recoverability and credit risks of its other financials assets. The Company evaluates 12 months expected credit losses for all the financial assets (other than trade receivable and contract assets) for which credit risk has not increased. In case credit risk has increased significantly, the Company considers lifetime expected credit losses for the purpose of impairment provisioning.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix by taking into consideration payment profiles of chemical sales over a period of 24 months and Environment and Biotech sales over a period of 36 months before the reporting date and the corresponding historical credit loss experience within this period. The historical loss rates are adjusted to reflect the current and forward looking information on macro economic factors affecting the ability of customers to settle receivables. The expected credit loss is based on aging of days, the receivables due and the expected credit loss rate. In addition, in case of event driven situation such as litigations, disputes, change in customer's credit risk history, specific provision are made after evaluating the relevant facts and expected recovery. The provision matrix at the end of the reporting period is as follows:

**(i) Summary of trade receivables and provision with aging as at March 31, 2024**

| Particulars                  | Gross carrying amount | Average expected loss % | Expected credit losses | Specific loss allowance | Net carrying amount |
|------------------------------|-----------------------|-------------------------|------------------------|-------------------------|---------------------|
| Not due (including unbilled) | 15,241.23             | 0.02%                   | 3.56                   | —                       | 15,237.67           |
| 0-90 days                    | 2,856.37              | 0.21%                   | 6.09                   | —                       | 2,850.28            |
| 091-180 days                 | 182.00                | 2.30%                   | 4.18                   | —                       | 177.82              |
| 181-270 days                 | 149.78                | 6.58%                   | 9.86                   | —                       | 139.92              |
| 271-360 days                 | 15.54                 | 14.38%                  | 2.21                   | 0.17                    | 13.16               |
| 361-730 days                 | 66.57                 | 16.94%                  | 9.95                   | 7.83                    | 48.79               |
| 731-1095 days                | 13.49                 | 80.56%                  | 10.87                  | —                       | 2.62                |
| >1095 days                   | 16.80                 | 100.00%                 | 16.80                  | —                       | —                   |
| <b>Total</b>                 | <b>18,541.79</b>      |                         | <b>63.52</b>           | <b>8.00</b>             | <b>18,470.27</b>    |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42 - FINANCIAL RISK MANAGEMENT** (Contd.)

**(ii) Summary of trade receivables and provision with aging as at March 31, 2023**

| Particulars                  | Gross carrying amount | Average expected loss % | Expected credit losses | Specific loss allowance | Net carrying amount |
|------------------------------|-----------------------|-------------------------|------------------------|-------------------------|---------------------|
| Not due (including unbilled) | 11,412.48             | 0.04%                   | 4.06                   | —                       | 11,408.42           |
| 0-90 days                    | 3,521.06              | 0.39%                   | 13.74                  | 0.15                    | 3,507.17            |
| 091-180 days                 | 620.68                | 4.07%                   | 25.29                  | —                       | 595.39              |
| 181-270 days                 | 116.10                | 9.55%                   | 11.09                  | —                       | 105.01              |
| 271-360 days                 | 12.95                 | 11.60%                  | 1.50                   | 0.02                    | 11.43               |
| 361-730 days                 | 26.48                 | 23.28%                  | 6.12                   | 0.19                    | 20.17               |
| 731-1095 days                | 80.43                 | 78.99%                  | 16.39                  | 59.68                   | 4.36                |
| >1095 days                   | 35.02                 | 100.00%                 | 25.63                  | 9.39                    | —                   |
| <b>Total</b>                 | <b>15,825.20</b>      |                         | <b>103.82</b>          | <b>69.43</b>            | <b>15,651.95</b>    |

**(iii) Reconciliation of provision - Trade receivables**

| Particular   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Loss allowance at the beginning of the year</b> | <b>173.25</b>                | <b>314.97</b>                |
| Add: Provision made                                | —                            | —                            |
| Less: Provision utilised                           | (81.85)                      | (27.62)                      |
| Less: Provision reversed                           | (19.88)                      | (114.10)                     |
| <b>Loss allowance at the end of the year</b>       | <b>71.52</b>                 | <b>173.25</b>                |

Of the trade receivables balance as at March 31, 2024, INR 2,539.57 lakhs (as at March 31, 2023: INR 1,644.61 lakhs) is due from a single customer. There are no other customer who represent more than 10% of trade receivables.

**(iv)** Financial assets at FVTPL and at FVTOCI: The Company is also exposed to credit risks in relation to financial assets that are measured at FVTPL or at FVTOCI. The maximum exposure at the end of the reporting period is the carrying amount of these assets.

**(B) Liquidity risk**

The Company determines its liquidity requirements in the short, medium and long term. This is done by drawing up cash forecast for short and medium term requirements and strategic financing plans for long term needs.

The Company manages its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalents position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a regular basis. Surplus funds not immediately required are invested in certain financial assets (including mutual funds and deposits with banks) which provide flexibility to liquidate at short notice and are included in current investments and cash equivalents. Besides, it generally has certain undrawn credit facilities which can be accessed as and when required, which are reviewed periodically.

The Company has plans for managing liquidity risk. This incorporates an assessment of expected cash flows and availability of alternative sources for additional funding, if required.

**(i) Financing Arrangement**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

| Particular   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| Cash Credit and other working capital facilities – Fixed rate    | —                            | —                            |
| Cash Credit and other working capital facilities – Floating rate | 8,700.00                     | 8,610.92                     |
|  | <b>8,700.00</b>              | <b>8,610.92</b>              |

Undrawn limit has been calculated based on the available drawing power and sanctioned amount at each reporting date. The working capital facilities may be drawn at any time.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42 - FINANCIAL RISK MANAGEMENT (Contd.)****(ii) Maturities of financial liabilities**

The Company's financial liabilities into relevant maturity groupings based on their contractual maturities are disclosed below. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| Particulars                             | Notes     | Less than 1 year | 1 year to 2 year | 2 year to 3 year | 3 year and above | Total            | Carrying amount  |
|---|-----------|------------------|------------------|------------------|------------------|------------------|------------------|
| <b>As at March 31, 2024</b>             |           |                  |                  |                  |                  |                  |                  |
| Lease liabilities                       | 22 and 27 | 14.00            | 14.00            | 14.00            | 679.00           | 721.00           | 178.08           |
| Trade payables                          | 26        | 18,510.03        | —                | —                | —                | 18,510.03        | 18,510.03        |
| Other financial liabilities             | 28        | 427.59           | —                | —                | —                | 427.59           | 427.59           |
| <b>Total non-derivative liabilities</b> |           | <b>18,951.62</b> | <b>14.00</b>     | <b>14.00</b>     | <b>679.00</b>    | <b>19,658.62</b> | <b>19,115.70</b> |
| Forward contracts for hedge purpose     | 28        | 13.41            | —                | —                | —                | 13.41            | 13.41            |
| <b>Total derivative liabilities</b>     |           | <b>13.41</b>     | <b>—</b>         | <b>—</b>         | <b>—</b>         | <b>13.41</b>     | <b>13.41</b>     |

| Particulars                         | Notes     | Less than 1 year | 1 year to 2 year | 2 year to 3 year | 3 year and above | Total            | Carrying amount  |
|-------------------------------------|-----------|------------------|------------------|------------------|------------------|------------------|------------------|
| <b>As at March 31, 2023</b>         |           |                  |                  |                  |                  |                  |                  |
| Borrowings                          | 25        | 89.08            | —                | —                | —                | 89.08            | 89.08            |
| Lease liabilities                   | 22 and 27 | 14.00            | 14.00            | 14.00            | 693.00           | 735.00           | 178.33           |
| Trade payables                      | 26        | 10,682.46        | —                | —                | —                | 10,682.46        | 10,682.46        |
| Other financial liabilities         | 28        | 534.45           | —                | —                | —                | 534.45           | 534.45           |
| <b>Total</b>                        |           | <b>11,319.99</b> | <b>14.00</b>     | <b>14.00</b>     | <b>693.00</b>    | <b>12,040.99</b> | <b>11,484.32</b> |
| Forward contracts for hedge purpose | 28        | 18.66            | —                | —                | —                | 18.66            | 18.66            |
| <b>Total derivative liabilities</b> |           | <b>18.66</b>     | <b>—</b>         | <b>—</b>         | <b>—</b>         | <b>18.66</b>     | <b>18.66</b>     |

**(C) Market risk**

The market risk for the Company comprises of risk from movements in foreign currency exchange rates and market prices.

**(i) Foreign exchange risk**

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and a portion of its business is transacted in multiple currencies and therefore the Company is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Company takes decision to hedge by forming view after discussions with its advisors and as per policies set by Management.

**Foreign exchange derivatives and exposures outstanding as at Balance Sheet date****The Company's exposure to foreign currency risk at the end of the reporting period:**

| Particulars  | Currency | As on March 31, 2024         |              | As on March 31, 2023         |              |
|--|----------|------------------------------|--------------|------------------------------|--------------|
|  |          | In Foreign Currency in Lakhs | In INR Lakhs | In Foreign Currency in Lakhs | In INR Lakhs |
| <b>(i) Financial assets</b>                                      |          |                              |              |                              |              |
| Export receivables   | USD      | 20.98                        | 1,749.92     | 21.46                        | 1,763.37     |
| Export receivables   | EURO     | 7.30                         | 655.95       | 7.30                         | 653.13       |
| Bank balances  | USD      | —*                           | 0.03         | —*                           | 0.03         |
| Less: Exposure hedged through foreign currency forward contracts |          |                              |              |                              |              |
| Export receivables   | USD      | 12.79                        | 1,066.37     | 15.07                        | 1,237.91     |
| Export receivables   | EURO     | 7.30                         | 655.95       | 6.72                         | 600.84       |
| <b>Foreign currency exposure (net of forward contracts)</b>      |          |                              |              |                              |              |
| Export receivables   | USD      | 8.20                         | 683.55       | 6.39                         | 525.46       |
| Export receivables   | EURO     | —                            | —            | 0.58                         | 52.29        |
| Bank balances  | USD      | —*                           | 0.03         | —*                           | 0.03         |
| <b>(ii) Financial liabilities</b>                                |          |                              |              |                              |              |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42 - FINANCIAL RISK MANAGEMENT (Contd.)**

| Particulars  | Currency | As on March 31, 2024         |              | As on March 31, 2023         |              |
|--|----------|------------------------------|--------------|------------------------------|--------------|
|  |          | In Foreign Currency in Lakhs | In INR Lakhs | In Foreign Currency in Lakhs | In INR Lakhs |
| Import payables  | USD      | 102.56                       | 8,554.22     | 36.79                        | 3,023.40     |
| Less: Exposure hedged through foreign currency forward contracts |          |                              |              |                              |              |
| Import payables  | USD      | 76.92                        | 6,415.66     | 27.44                        | 2,254.89     |
| <b>Foreign currency exposure (net of forward contracts)</b>      |          |                              |              |                              |              |
| Import payables  | USD      | 25.64                        | 2,138.56     | 9.35                         | 768.51       |

\* As at March 31, 2024 balance is of USD 37.31 (March 31, 2023: USD 37.31)

The Company has unhedged USD foreign currency receivable of INR 683.55 lakhs (March 31, 2023: INR 525.46 lakhs) which will be offset by an equal amount of foreign currency payable in the next financial year.

**Foreign currency risk sensitivity**

The table below summarises impact of increase / decrease in the exchange rate on the Company's profit or loss:

| Particulars                                    | Change in exchange rate | Increase in FC conversion rate |                           | Decrease in FC conversion rate |                           |
|--|-------------------------|--------------------------------|---------------------------|--------------------------------|---------------------------|
|  |                         | Year ended March 31, 2024      | Year ended March 31, 2023 | Year ended March 31, 2024      | Year ended March 31, 2023 |
| USD / INR                                      | 5%                      | (72.75)                        | (12.15)                   | 72.75                          | 12.15                     |
| EURO / INR                                     | 5%                      | —                              | 2.61                      | —                              | (2.61)                    |
| <b>Increase / (decrease) in profit or loss</b> |                         | <b>(72.75)</b>                 | <b>(9.54)</b>             | <b>72.75</b>                   | <b>9.54</b>               |

**(ii) Price Risk**

The Company's exposure to price risks arises from movement in market price of investments in quoted equity instruments and mutual funds, which are classified either as FVTOCI or FVTPL.

| Particulars                                | Increase Rate / Price | For the year ended                                      |   |   |   |
|--|-----------------------|---|---|---|---|
|  |                       | Year ended March 31, 2024                               |   | Year ended March 31, 2023                               |   |
|  |                       | Gain/ (Loss) in Statement of Profit and Loss before tax | Gain/ (Loss) in Other Components of Equity before tax | Gain/ (Loss) in Statement of Profit and Loss before tax | Gain/ (Loss) in Other Components of Equity before tax |
| Investments in quoted equity instruments   | 1%                    | —   | 58.34   | —   | 48.59   |
| Investments in unquoted equity instruments | 1%                    | —   | 348.01  | —   | 253.24  |
| Investments in mutual funds                | 1%                    | 96.06   | —   | 53.01   | —   |

Decrease in prices by 1% will have equal and opposite impact in financial statements. Sensitivity analysis has been computed by stress testing the market price of the underlying price index on the investment portfolio as on the reporting date by assuming all other factors constant.

**NOTE 43 - CAPITAL MANAGEMENT**

**(a) Risk Managements**

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. For achieving this, the requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing. Debt (total borrowings + lease liabilities) to equity ratio is used to monitor capital. No changes were

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 43 - CAPITAL MANAGEMENT** (Contd.)

made to the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The debt equity ratio highlights the ability of a business to repay its debts.

| <b>Particulars</b>                                | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| Total Debt (total borrowings + lease liabilities) | 178.08                          | 267.41                          |
| Total equity                                      | 1,07,571.59                     | 99,171.84                       |
| Debt to equity ratio                              | 0.17%                           | 0.27%                           |

**(b) Dividend**

| <b>Particulars</b>   | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| <b>(i) Equity Shares</b>   |                                 |                                 |
| Final dividend for the year ended March 31, 2023 - INR 11.25 (March 31, 2022 - INR 22.50) per fully paid equity share, paid during the year  | 1,414.20                        | 2,828.41                        |
| <b>(ii) Dividend not Recognised at the end of reporting period</b>   |                                 |                                 |
| In addition to the above dividend, at year end the directors have recommended the payment of final dividend of INR 5.50 (March 31, 2023 - INR 11.25) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 691.39                          | 1,414.20                        |

**NOTE 44 - SEGMENT INFORMATION****(a) Description of segments and principal activities**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Chairman and Managing Director of the Company. The Company operates in following business segment as per Indian Accounting Standard 108 "operating segments":

- (a) **Chemicals** - Comprises of manufacture of speciality chemicals, intermediates and actives catering to various end user segments like Agrochemicals, Water Treatment, Soaps & Detergents, Lube Oil Additives, Mining Chemicals, Polymer Additives and Pharmaceuticals.
- (b) **Environment and Biotech (E&BT)** - Comprising of Environmental and Biotech products and services comprises of Organic Waste Management Composting, Municipal Solid Waste Management, Plastic Waste Management and Construction and Demolition Waste Management.

Segment revenue includes sales, export incentives, processing charges and scrap sales.

Segment Revenue in the geographical segments considered for disclosure are as follows:

- (a) Revenue within India includes sales to customers located within India.
- (b) Revenue outside India includes sales to customers located outside India.

Segment Revenue, Results, Assets and Liabilities includes the respective amounts identifiable to each of segments and amounts allocated on a reasonable basis.

**(b) Segment Result:**

| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| <b>Segment Results</b>                                    |                                      |                                      |
| Chemicals   | 4,867.71                             | 14,933.17                            |
| Environment and Biotech                                   | (533.80)                             | (297.82)                             |
| <b>Total Segment Result</b>                               | <b>4,333.91</b>                      | <b>14,635.35</b>                     |
| Less: Finance Cost  | 183.95                               | 216.71                               |
| Other unallocable expenditure (net of unallocable income) | 2,130.47                             | 4,023.49                             |



NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 44 - SEGMENT INFORMATION (Contd.)**

|                          |                 |                  |
|--------------------------|-----------------|------------------|
| <b>Profit before tax</b> | <b>2,019.49</b> | <b>10,395.15</b> |
|--------------------------|-----------------|------------------|

**(c) Segment Revenue:**

The segment revenue is measured in the same way as in the Statement of Profit and Loss.

| <b>Particulars</b>                               | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|--|--------------------------------------|--------------------------------------|
| <b>Segment Revenue (Revenue from operations)</b> |                                      |                                      |
| Chemicals  | 81,197.74                            | 1,06,709.99                          |
| Environment and Biotech                          | 1,416.17                             | 2,271.91                             |
| <b>Total Segment Revenue</b>                     | <b>82,613.91</b>                     | <b>1,08,981.90</b>                   |
| Less: Inter segment revenue                      | —                                    | —                                    |
| <b>Total Segment Revenue</b>                     | <b>82,613.91</b>                     | <b>1,08,981.90</b>                   |
| <b>Revenue from external customers:</b>          |                                      |                                      |
| India  | 69,082.15                            | 85,754.71                            |
| Other countries                                  | 13,027.74                            | 22,607.40                            |
| <b>Total Revenue from customers</b>              | <b>82,109.89</b>                     | <b>1,08,362.11</b>                   |
| Add: Other operating revenue                     | 504.02                               | 619.79                               |
| <b>Total Segment Revenue</b>                     | <b>82,613.91</b>                     | <b>1,08,981.90</b>                   |

**(d) Segment Assets:**

Segment assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

| <b>Particulars</b>   | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| <b>Segment Assets:</b>   |                                 |                                 |
| Chemicals  | 71,898.04                       | 71,137.95                       |
| Environment and Biotech  | 1,371.76                        | 1,886.22                        |
| Unallocated  | 67,906.37                       | 49,454.18                       |
| <b>Total assets as per balance sheet</b>                                       | <b>1,41,176.17</b>              | <b>1,22,478.35</b>              |
| Total assets of Company broken down by location of the assets, is shown below: |                                 |                                 |
| India  | 1,38,770.27                     | 1,20,061.82                     |
| Other countries  | 2,405.90                        | 2,416.53                        |
| <b>Total assets</b>  | <b>1,41,176.17</b>              | <b>1,22,478.35</b>              |

**(e) Segment liabilities:**

Segment liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operations of the segment.

| <b>Particulars</b>   | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| <b>Segment liabilities:</b>  |                                 |                                 |
| Chemicals  | 18,582.01                       | 11,209.49                       |
| Environment and Biotech  | 604.49                          | 498.14                          |
| Unallocated  | 14,418.08                       | 11,598.88                       |
| <b>Total liabilities as per balance sheet</b>  | <b>33,604.58</b>                | <b>23,306.51</b>                |
| Total liabilities of Company broken down by location of the liabilities, is shown below: |                                 |                                 |
| India  | 25,050.36                       | 20,283.11                       |
| Other countries  | 8,554.22                        | 3,023.40                        |
| <b>Total liabilities</b>   | <b>33,604.58</b>                | <b>23,306.51</b>                |

Revenue of INR Nil (March 31, 2023 INR 12,584.94 lakhs), which is more than 10% of Company's total "Revenue from Operations" are derived from a single external customer. This revenue were attributed of Chemical segment.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 45 - RELATED PARTY DISCLOSURES AS PER IND AS 24****1. Name of related parties and nature of relationship:****(a) Parent entity**

The Company is controlled by the following entity:

| Name                                       | Type                                  | Place of incorporation | Ownership interest as at |                |
|--|---------------------------------------|------------------------|--------------------------|----------------|
|  |                                       |                        | March 31, 2024           | March 31, 2023 |
| Anshul Specialty Molecules Private Limited | Immediate and Ultimate Parent Company | India                  | 42.63%                   | 42.63%         |

**(b) Subsidiaries**

Kamalyot Investments Limited  
 Excel Bio Resources Limited  
 Excel Rajkot C & D Waste Recycling Private Limited (w.e.f. June 13, 2023)

**(c) Associates**

Climacrew Private Limited  
 Mobitrash Recycle Ventures Private Limited

**(d) Key Management Personnel (KMP)****— Executive Directors**

Mr. Ashwin C. Shroff (Executive Chairman)  
 Late Mrs. Usha A. Shroff  
 Mr. Ravi A. Shroff (Managing Director)  
 Mr. Hrishit A. Shroff (Executive Director)

**— Non - Executive Directors (Independent Directors)**

Mr. Ramchandra N. Bhogale (Independent Director)  
 Mr. Harish N. Motiwala (Independent Director)  
 Mr. Priyam S. Jhaveri (Independent Director)  
 Mr. Madhukar B. Parekh (Independent Director)  
 Mr. Shailesh S. Vaidya (Independent Director)  
 Mr. Rajeev M. Pandia (Independent Director)  
 Mr. Dipesh K. Shroff (Non - Executive Director)  
 Mr. Atul G. Shroff (Non - Executive Director)  
 Mrs. Dr. Meena A. Galliarra (Non - Executive Director)  
 Mr. Collu Vikas Rao (Nominee Director - LIC, w.e.f. March 25, 2022 upto March 24, 2023)  
 Mr. Dinesh Bhagat (Nominee Director - LIC, w.e.f. March 24, 2023)

**(e) Relatives of KMP with whom transactions have taken place:**

Mrs. Anshul A. Bhatia (Daughter of Mr. Ashwin C. Shroff)  
 Mrs. Preeti D. Shroff (Wife of Mr. Dipesh K. Shroff)

**(f) Enterprise over which KMP or their relative have control or significant influence and transactions have taken place:**

Agrocel Industries Private Limited  
 Anshul Life Sciences  
 C C Shroff Research Institute  
 Chromosome Labs Private Limited  
 Divakar Techno Specialities & Chemicals Private Limited  
 Indian Centre for Climate and Societal Impact Research  
 Mibiome Therapeutics LLP  
 Pidilite Industries Limited  
 Rashtriya Seva Trust  
 Shree Vivekanand Research and Training Institute  
 Shroff Family Charitable Trust  
 Shroff Foundation Trust  
 Shrujan Creations  
 Shrujan Trust  
 Silox India Private Limited  
 TML Industries Limited  
 Transchem Agritech Private Limited  
 Transpek Industry Limited

**(g) Other related parties with whom there are transactions during the year:**

Excel Industries Limited, Employees Group Gratuity Fund - Post-employment benefits plan

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 45 - RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)**

**2. Related Party Transaction**

**Transactions carried out with related parties referred in 1 above, in ordinary course of business:**

| Particulars  | Sale of goods | Rent income | Purchase of traded goods | Purchase of services | Dividend received | Dividend paid | Sales commission | Reimbursement of expenses from | Reimbursement of expenses to | Sale of Assets | Contribution to Fund | Salary, Bonus & contribution to PF & Commission* | Deposit u/s. 160 of Companies Act 2013 | Director's sitting fees | CSR / Donation Expenditure |
|--|---------------|-------------|--------------------------|----------------------|-------------------|---------------|------------------|--------------------------------|------------------------------|----------------|----------------------|--|--|-------------------------|----------------------------|
| <b>Parent entity</b>   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Anshul Specialty Molecules Private Limited   | 0.89          | 58.16       |                          |                      |                   | 602.85        |                  | 25.97                          |                              |                |                      |  |  |                         |                            |
|  | 14.69         | 55.27       | 11.92                    | 8.50                 |                   | 1,205.70      |                  |                                |                              |                |                      |  |  |                         |                            |
| <b>Subsidiaries</b>  |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Excel Bio Resources Limited  | 4.65          |             |                          |                      |                   |               |                  |                                | 2.27                         |                |                      |  |  |                         |                            |
|  | 3.79          |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Excel Rajkot C&D Waste Recycling Pvt. Ltd.   |               |             |                          |                      |                   |               |                  |                                |                              | 20.34          |                      |  |  |                         |                            |
| Kamaljiyot Investments Limited   |               |             |                          |                      |                   | 39.99         |                  |                                |                              |                |                      |  |  |                         |                            |
| <b>Associate</b>   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Mobitrash Recycle Ventures Private Limited   | 1.36          | 0.44        |                          |                      |                   |               |                  | 71.57                          |                              | 19.85          |                      |  |  |                         |                            |
|  | 0.52          | 0.26        | 0.02                     |                      |                   |               |                  | 44.35                          |                              |                |                      |  |  |                         |                            |
| <b>Enterprises controlled or significantly influenced by key management personnel or their relatives</b> |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Agrocel Industries Private Limited   | 1.06          |             |                          |                      |                   |               |                  | 9.07                           |                              |                |                      |  |  |                         |                            |
|  | 15.63         |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Transpek Industry Limited  |               |             |                          |                      |                   |               | 17.62            |                                |                              |                |                      |  |  |                         |                            |
|  |               |             |                          |                      |                   |               | 35.25            |                                |                              |                |                      |  |  |                         |                            |
| Divakar Techno Specialities & Chemicals Private Limited  |               |             |                          |                      |                   |               | 11.14            |                                |                              |                |                      |  |  |                         |                            |
|  |               |             |                          |                      |                   |               | 32.72            |                                |                              |                |                      |  |  |                         |                            |
| C C Shroff Research Institute  |               | 0.09        |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Silox India Private Limited  |               |             |                          |                      |                   | 619.12        |                  |                                |                              |                |                      |  |  |                         |                            |
| TML Industries Limited   |               |             |                          | 3.04                 |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Shree Vivekanand Research and Training Institute   | 0.80          |             |                          | 0.58                 |                   |               |                  |                                |                              |                |                      |  |  |                         | 185.00                     |
|  | 0.64          |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         | 192.60                     |
| Rashtriya Seva Trust   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         | 20.00                      |
| Shroff Family Charitable Trust   |               | 4.26        |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
|  |               | 4.05        |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Shrujan Trust  |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         | 15.00                      |
|  |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         | 25.00                      |
| Shrujan Creations  |               |             | 1.52                     |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
|  |               |             | 0.57                     |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Indian Centre for Climate and Societal Impact Research   | 0.15          |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         | 20.00                      |
|  |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         | 40.00                      |
| Shroff Foundation Trust  |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         | 25.00                      |
| Pidilite Industries Limited  |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
|  | 2.86          |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Anshul Life Sciences   |               |             |                          | 13.50                |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
|  |               |             |                          | 13.23                |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Chromosome Labs Private Limited  |               |             |                          | 2.18                 |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
|  |               |             |                          | 5.97                 |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Mibiome Therapeutics LLP   |               |             |                          | 0.20                 |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
|  |               |             |                          | 0.24                 |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Transchem Agritech Private Limited   |               |             |                          |                      |                   | 0.15          |                  |                                |                              |                |                      |  |  |                         |                            |
| <b>Other related parties with whom there are transactions during the year:</b>                           |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Excel Industries Limited, Employees Group Gratuity Fund  |               |             |                          |                      |                   |               |                  |                                |                              |                | 2.04                 |  |  |                         |                            |
|  |               |             |                          |                      |                   |               |                  |                                |                              |                | 269.00               |  |  |                         |                            |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 45 - RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)**

| Particulars   | Sale of goods | Rent income | Purchase of traded goods | Purchase of services | Dividend received | Dividend paid | Sales commission | Reimbursement of expenses from | Reimbursement of expenses to | Sale of Assets | Contribution to Fund | Salary, Bonus & contribution to PF & Commission <sup>a</sup> | Deposit u/s. 160 of Companies Act 2013 | Director's sitting fees | CSR / Donation Expenditure |
|---|---------------|-------------|--------------------------|----------------------|-------------------|---------------|------------------|--------------------------------|------------------------------|----------------|----------------------|--|--|-------------------------|----------------------------|
| <b>Key management personnel and their relatives</b> |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Mr. Ashwin C. Shroff                                |               |             |                          |                      |                   | <b>11.60</b>  |                  |                                |                              |                |                      | <b>258.83</b>  | <b>(1.00)</b>                          |                         |                            |
|   |               |             |                          |                      |                   | <i>23.19</i>  |                  |                                |                              |                |                      | <i>343.66</i>  | <i>1.00</i>                            |                         |                            |
| Late Mrs. Usha A. Shroff                            |               |             |                          |                      |                   | <b>0.73</b>   |                  |                                |                              |                |                      |  |  |                         |                            |
|   |               |             |                          |                      |                   | <i>1.46</i>   |                  |                                |                              |                |                      |  |  |                         |                            |
| Mr. Ravi A. Shroff                                  |               |             |                          |                      |                   | <b>5.36</b>   |                  |                                | <b>1.37</b>                  |                |                      | <b>290.77</b>  |  |                         |                            |
|   |               |             |                          |                      |                   | <i>10.73</i>  |                  |                                |                              |                |                      | <i>414.99</i>  |  |                         |                            |
| Mr. Hrishit A. Shroff                               |               |             |                          |                      |                   | <b>5.36</b>   |                  |                                | <b>2.66</b>                  |                |                      | <b>176.04</b>  |  |                         |                            |
|   |               |             |                          |                      |                   | <i>10.73</i>  |                  |                                |                              |                |                      | <i>261.02</i>  |  |                         |                            |
| Mr. Ramchandra N. Bhogale                           |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <b>2.50</b>  |  | <b>6.50</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>8.00</i>  |  | <i>7.00</i>             |                            |
| Mr. Harish N. Motiwala                              |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <b>2.50</b>  |  | <b>9.50</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>8.00</i>  |  | <i>9.10</i>             |                            |
| Mr. Priyam S. Jhaveri                               |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <b>2.50</b>  |  | <b>4.90</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>8.00</i>  |  | <i>5.60</i>             |                            |
| Mr. Madhukar B. Parekh                              |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <b>1.50</b>  |  | <b>1.30</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>6.00</i>  |  | <i>2.40</i>             |                            |
| Mr. Shallesh S. Vaidya                              |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <b>1.50</b>  |  | <b>3.00</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>6.00</i>  |  | <i>3.50</i>             |                            |
| Mr. Rajeev M. Pandia                                |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <b>2.50</b>  |  | <b>7.30</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>10.00</i>   |  | <i>7.80</i>             |                            |
| Mr. Dipesh K. Shroff                                | <b>0.04</b>   |             |                          |                      |                   | <b>0.41</b>   |                  |                                |                              |                |                      |  |  | <b>2.80</b>             |                            |
|   | <i>0.04</i>   |             |                          |                      |                   | <i>1.94</i>   |                  |                                |                              |                |                      | <i>6.00</i>  |  | <i>3.30</i>             |                            |
| Mr. Atul G. Shroff                                  |               |             |                          |                      |                   | <b>6.73</b>   |                  |                                |                              |                |                      |  |  | <b>2.00</b>             |                            |
|   |               |             |                          |                      |                   | <i>13.45</i>  |                  |                                |                              |                |                      | <i>6.00</i>  |  | <i>2.50</i>             |                            |
| Dr. Meena Gallara                                   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <b>1.50</b>  |  | <b>3.90</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>6.00</i>  |  | <i>4.20</i>             |                            |
| Mr. Collu Vikas Rao                                 |               |             |                          |                      |                   |               |                  |                                |                              |                |                      | <i>6.00</i>  |  | <i>1.50</i>             |                            |
| Mr. Dinesh Bhagat                                   |               |             |                          |                      |                   |               |                  |                                | <b>0.09</b>                  |                |                      | <b>1.50</b>  |  | <b>2.00</b>             |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  | <i>0.50</i>             |                            |
| Mrs. Preeti D. Shroff                               | <b>0.21</b>   |             |                          |                      |                   | <b>2.25</b>   |                  |                                |                              |                |                      |  |  |                         |                            |
|   |               |             |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Mrs. Anshul A. Bhatia                               |               |             |                          |                      |                   | <b>2.43</b>   |                  |                                |                              |                |                      |  |  |                         |                            |
|   |               |             |                          |                      |                   | <i>4.86</i>   |                  |                                |                              |                |                      |  |  |                         |                            |

Amount in bold represent the amount of March 31, 2024, and amount in Italics represents amounts of March 31, 2023.

\* The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are not determinable. Further, remuneration to key managerial personnel includes INR 48.72 lakhs (March 31, 2023: INR 45.48 lakhs lakhs) towards contribution to provident fund and other funds. The remaining remuneration to KMPs are in nature of short term employment benefit.

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables of payables. For the year ended 31 March 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2023: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**3. Outstanding Balances**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| The following balances are outstanding at the end of the reporting period in relation to transactions with related parties |                         |                         |
| <b>Trade receivables:</b>  |                         |                         |
| Anshul Specialty Molecules Private Limited   | 6.79                    | 5.45                    |
| C C Shroff Research Institute  | 0.04                    | 0.04                    |
| Mobitrash Recycle Ventures Private Limited   | 1.09                    | 0.02                    |
| Agrocel Industries Private Limited   | 1.10                    | 0.19                    |
| Shroff Family Charitable Trust   | 0.04                    | —                       |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 45 - RELATED PARTY DISCLOSURES AS PER IND AS 24** (Contd.)

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Other receivables:</b>                               |                         |                         |
| Anshul Specialty Molecules Private Limited              | 5.29                    | —                       |
| Mobitrash Recycle Ventures Private Limited              | 91.13                   | 44.35                   |
| Excel Rajkot C&D Waste Recycling Pvt. Ltd.              | 23.98                   | —                       |
| <b>Security Deposit Given:</b>                          |                         |                         |
| Agrocel Industries Private Limited                      | 10.00                   | 10.00                   |
| <b>Trade payables:</b>                                  |                         |                         |
| Anshul Specialty Molecules Private Limited              | —                       | 14.07                   |
| Divakar Techno Specialities & Chemicals Private Limited | 4.66                    | 13.65                   |
| TML Industries Limited                                  | 0.22                    | —                       |
| Shree Vivekanand Research And Training Institute        | 0.58                    | —                       |
| Mr. Ashwin C. Shroff                                    | 18.80                   | 115.41                  |
| Mr. Ravi A. Shroff                                      | 38.69                   | 175.49                  |
| Mr. Hrishit. A. Shroff                                  | 24.34                   | 119.27                  |
| Mr. Ramchandra N. Bhogale                               | 3.67                    | 8.00                    |
| Mr. Harish N. Motiwala                                  | 3.85                    | 8.00                    |
| Mr. Priyam S. Jhaveri                                   | 2.50                    | 8.00                    |
| Mr. Madhukar B. Parekh                                  | 1.95                    | 6.00                    |
| Mr. Shailesh S. Vaidya                                  | 2.40                    | 6.00                    |
| Mr. Rajeev M. Pandia                                    | 4.12                    | 10.00                   |
| Mr. Dipesh K. Shroff                                    | 0.45                    | 6.00                    |
| Mr. Atul G. Shroff                                      | 0.45                    | 6.50                    |
| Mrs. Dr. Meena A. Galliara                              | 2.67                    | 6.00                    |
| Mr. Dinesh Kumar Bhagat                                 | 1.95                    | —                       |
| Mr. Collu Vikas Rao                                     | —                       | 6.00                    |
| <b>Other payables:</b>                                  |                         |                         |
| Anshul Specialty Molecules Private Limited              | 7.00                    | 7.00                    |
| Shroff Family Charitable Trust                          | 1.00                    | —                       |
| Mr. Ashwin C. Shroff                                    | —                       | 1.00                    |

**NOTE 46 - CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS**

**(a) Contingent Liabilities:**

| Particular  | As at<br>March 31, 2024  | As at<br>March 31, 2023  |
|---|--------------------------|--------------------------|
| Income tax  | 14.80                    | 14.80                    |
| Excise duty   | 39.86                    | 39.86                    |
| Custom duty   | 144.88                   | 144.88                   |
| Claims against the Company not acknowledged as debts                  | 29.16                    | 36.28                    |
| Liability in respect of claims made by workers and contract labourers | Amount not ascertainable | Amount not ascertainable |

- (i) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above contingent liabilities pending resolution of the respective proceedings as it is determinable only on the receipt of judgments / decisions pending with various forums / authorities.
- (ii) The Company does not except any reimbursements in respect of the above contingent liabilities.
- (iii) The Company's pending litigation comprises of claims against the Company made by workers / others and pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 46 - CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (Contd.)**

provided for where provisions are required and disclosed as contingent liabilities, where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its standalone financial statements.

**(b) Contingent Assets:**

The Company did not have any contingent assets as at the end of the year.

**(c) Commitments:**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>(i) Capital commitments</b>   |                         |                         |
| Capital expenditure contracted at the end of reporting period but not recognised as liabilities is as follows: |                         |                         |
| Gross capital commitment   | 2,256.79                | 393.71                  |
| Less: capital advance (Refer Note 11)  | 129.33                  | 62.92                   |
| <b>Net Capital Commitments</b>   | <b>2,127.46</b>         | <b>330.79</b>           |
| <b>(ii) Other Commitments</b>  |                         |                         |
| For other commitments relating to lease arrangements - (Refer Note 42(B)(ii))                                  |                         |                         |

**NOTE 47 - EARNINGS PER SHARE**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>Earnings per equity share attributable to the equity holders of the Company (in INR)</b> |                              |                              |
| (a) Basic earnings per share  | 12.02                        | 62.41                        |
| (b) Diluted earnings per share  | 12.02                        | 62.41                        |

**Earnings used in calculating earnings per share**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>Basic earnings per share</b>   |                              |                              |
| Profits/(Loss) attributable to the equity holders of the Company used in calculating basic earnings per share   | 1,510.71                     | 7,845.11                     |
| <b>Diluted earnings per share</b>   |                              |                              |
| Profits/(Loss) attributable to the equity holders of the Company used in calculating diluted earnings per share | 1,510.71                     | 7,845.11                     |

**Weighted average number of shares used as the denominator**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
|   | Number of<br>shares          | Number of<br>shares          |
| Weighted average number of equity shares used as the denominator in calculating basic earning per share                               | 1,25,70,692                  | 1,25,70,692                  |
| Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share | 1,25,70,692                  | 1,25,70,692                  |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 48 - DISCLOSURE IN RELATION TO CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| a) Gross amount required to be spent by the Company during the year           | 278.36                       | 284.52                       |
| b) Amount spent during the year on:   |                              |                              |
| i) Construction/acquisition of any asset                                      | —                            | —                            |
| ii) On purposes other than (i) above  | 275.60                       | 289.10                       |
| c) Amount spent during the previous year and considered for the current year: |                              |                              |
| i) Construction/acquisition of any asset                                      | —                            | —                            |
| ii) On purposes other than (i) above  | 2.76                         | —                            |

**Details of ongoing CSR projects under Section 135(6) of the Act**

| Particulars                       | Balance at the beginning of the year |                             | Amount required to be spent during the year | Amount spent during the year |                               | Balance at the end of the year |                             |
|-----------------------------------|--------------------------------------|-----------------------------|---|------------------------------|-------------------------------|--------------------------------|-----------------------------|
|                                   | With Company                         | In Separate CSR Unspent A/c |   | From Company's bank A/c      | From Separate CSR Unspent A/c | With Company                   | In Separate CSR Unspent A/c |
| For the year ended March 31, 2024 | —                                    | —                           | —   | —                            | —                             | —                              | —                           |
| For the year ended March 31, 2023 | —                                    | —                           | —   | —                            | —                             | —                              | —                           |

**Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects**

| Particulars                       | Balance unspent at the beginning of the year | Amount deposited in specified fund of Schedule VII of the Act within 6 months | Amount required to be spent during the year | Amount spent during the year | Amount spent during the previous year and considered for the current year | Balance unspent as at end of the year | Balance excess carried forward to next year |
|-----------------------------------|--|---|---|------------------------------|---|---------------------------------------|---|
| For the year ended March 31, 2024 | —  | —   | 278.36                                      | 275.60                       | 2.76  | —                                     | 1.82  |
| For the year ended March 31, 2023 | —  | —   | 284.52                                      | 289.10                       | —   | —                                     | 4.58  |

Note: The Company has carried forward an excess amount spent for the financial year 2022-23 of Rs. 4.58 lakhs, the said amount is available for set off in subsequent three years.

**NOTE 49 - AGING OF CAPITAL WORK-IN-PROGRESS**

(a) Aging of CWIP :

| Particulars                         | Amount of capital work-in-progress for |               |               |                   | Total           |
|-------------------------------------|--|---------------|---------------|-------------------|-----------------|
|                                     | Less than 1 year                       | 1-2 years     | 2-3 years     | More than 3 years |                 |
| <b>As at 31 March 2024</b>          |  |               |               |                   |                 |
| (i) Projects in progress            | 536.81                                 | 772.64        | 492.94        | —                 | 1,802.39        |
| (ii) Projects temporarily suspended | —                                      | —             | —             | —                 | —               |
| <b>Total</b>                        | <b>536.81</b>                          | <b>772.64</b> | <b>492.94</b> | <b>—</b>          | <b>1,802.39</b> |
| <b>As at 31 March 2023</b>          |  |               |               |                   |                 |
| (i) Projects in progress            | 1,427.86                               | 492.94        | 0.56          | 10.00             | 1,931.36        |
| (ii) Projects temporarily suspended | —                                      | —             | —             | —                 | —               |
| <b>Total</b>                        | <b>1,427.86</b>                        | <b>492.94</b> | <b>0.56</b>   | <b>10.00</b>      | <b>1,931.36</b> |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 49 - AGING OF CAPITAL WORK-IN-PROGRESS** (Contd.)**(b) Completion schedule for capital work-in-progress whose completion is overdue as compared to its original plan:**

| Particulars                                   | To be completed in |           |           |                   | Total           |
|---|--------------------|-----------|-----------|-------------------|-----------------|
|   | Less than 1 year   | 1-2 years | 2-3 years | More than 3 years |                 |
| <b>As at 31 March 2024</b>                    |                    |           |           |                   |                 |
| (i) Projects in progress                      |                    |           |           |                   |                 |
| New Research and Development facility, Mumbai | 444.19             | —         | —         | —                 | 444.19          |
| Innovation Center, Mumbai                     | 374.12             | —         | —         | —                 | 374.12          |
| Bulk storage facility                         | 373.56             | —         | —         | —                 | 373.56          |
| Others  | 204.06             | —         | —         | —                 | 204.06          |
| (ii) Projects temporarily suspended           | —                  | —         | —         | —                 | —               |
| <b>Total</b>                                  | <b>1,395.94</b>    | <b>—</b>  | <b>—</b>  | <b>—</b>          | <b>1,395.94</b> |
| <b>As at 31 March 2023</b>                    |                    |           |           |                   |                 |
| (i) Projects in progress                      |                    |           |           |                   |                 |
| New Research and Development facility, Mumbai | 464.91             | —         | —         | —                 | 464.91          |
| (ii) Projects temporarily suspended           | —                  | —         | —         | —                 | —               |
| <b>Total</b>                                  | <b>464.91</b>      | <b>—</b>  | <b>—</b>  | <b>—</b>          | <b>464.91</b>   |

As at March 31, 2024 and as at March 31, 2023, there were no projects which has exceeded its cost compared to original plan.

**NOTE 50 - AGING OF TRADE RECEIVABLES**

| Particulars                                    | Unbilled     | Not Due          | Outstanding for following periods from due date |                   |              |              |                   | Total            |
|--|--------------|------------------|---|-------------------|--------------|--------------|-------------------|------------------|
|  |              |                  | Less than 6 Months                              | 6 months - 1 year | 1-2 years    | 2-3 years    | More than 3 years |                  |
| <b>As at 31 March 2024</b>                     |              |                  |   |                   |              |              |                   |                  |
| Undisputed Trade Receivables                   |              |                  |   |                   |              |              |                   |                  |
| considered good                                | —            | 15,241.23        | 3,038.38  | 165.14            | 58.74        | 13.49        | 16.80             | 18,533.79        |
| which have significant increase in credit risk | —            | —                | —   | 0.18              | 7.82         | —            | —                 | 8.00             |
| credit impaired                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| Disputed Trade receivables                     |              |                  |   |                   |              |              |                   |                  |
| considered good                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| which have significant increase in credit risk | —            | —                | —   | —                 | —            | —            | —                 | —                |
| credit impaired                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| <b>Total</b>                                   | <b>—</b>     | <b>15,241.23</b> | <b>3,038.38</b>                                 | <b>165.32</b>     | <b>66.57</b> | <b>13.49</b> | <b>16.80</b>      | <b>18,541.79</b> |
| <b>As at 31 March 2023</b>                     |              |                  |   |                   |              |              |                   |                  |
| Undisputed Trade Receivables                   |              |                  |   |                   |              |              |                   |                  |
| considered good                                | 47.01        | 11,365.47        | 4,141.59  | 129.03            | 26.29        | 20.75        | 25.63             | 15,755.77        |
| which have significant increase in credit risk | —            | —                | 0.15  | 0.02              | 0.19         | 59.68        | 9.39              | 69.43            |
| credit impaired                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| Disputed Trade receivables                     |              |                  |   |                   |              |              |                   |                  |
| considered good                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| which have significant increase in credit risk | —            | —                | —   | —                 | —            | —            | —                 | —                |
| credit impaired                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| <b>Total</b>                                   | <b>47.01</b> | <b>11,365.47</b> | <b>4,141.74</b>                                 | <b>129.05</b>     | <b>26.48</b> | <b>80.43</b> | <b>35.02</b>      | <b>15,825.20</b> |

**NOTE 51 - AGING OF TRADE PAYABLES**

| Particulars                             | Unbilled      | Not Due          | Outstanding for following periods from due date |             |             |                   | Total            |
|---|---------------|------------------|---|-------------|-------------|-------------------|------------------|
|   |               |                  | Less than 1 year                                | 1-2 years   | 2-3 years   | More than 3 years |                  |
| <b>As at 31 March 2024</b>              |               |                  |   |             |             |                   |                  |
| Undisputed Trade Payables               |               |                  |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | 696.59           | —   | —           | —           | —                 | 696.59           |
| Others                                  | 586.47        | 15,416.10        | 1,805.70  | 1.62        | 0.20        | 3.35              | 17,813.44        |
| Disputed Trade Payables                 |               |                  |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | —                | —   | —           | —           | —                 | —                |
| Others                                  | —             | —                | —   | —           | —           | —                 | —                |
| <b>Total</b>                            | <b>586.47</b> | <b>16,112.69</b> | <b>1,805.70</b>                                 | <b>1.62</b> | <b>0.20</b> | <b>3.35</b>       | <b>18,510.04</b> |



NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 51 - AGING OF TRADE PAYABLES** (Contd.)

| Particulars                             | Unbilled      | Not Due         | Outstanding for following periods from due date |             |             |                   | Total            |
|---|---------------|-----------------|---|-------------|-------------|-------------------|------------------|
|   |               |                 | Less than 1 year                                | 1-2 years   | 2-3 years   | More than 3 years |                  |
| <b>As at 31 March 2023</b>              |               |                 |   |             |             |                   |                  |
| Undisputed Trade Payables               |               |                 |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | 517.68          | 156.64  | 4           | —           | —                 | 678.05           |
| Others                                  | 991.13        | 7,411.23        | 1,597.45  | 1.25        | 0.99        | 2.36              | 10,004.41        |
| Disputed Trade Payables                 |               |                 |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | —               | —   | —           | —           | —                 | —                |
| Others                                  | —             | —               | —   | —           | —           | —                 | —                |
| <b>Total</b>                            | <b>991.13</b> | <b>7,928.91</b> | <b>1,754.09</b>                                 | <b>4.98</b> | <b>0.99</b> | <b>2.36</b>       | <b>10,682.46</b> |

**NOTE 52 - FINANCIAL RATIOS**

The ratios as per the latest amendment to Schedule III are as below:

| Ratios                                      | Numerator  | Denominator   | Year ended March 31, 2024 | Year ended March 31, 2023 | % Variance | Reason for Variance more than 25% |
|---|--|---|---------------------------|---------------------------|------------|-----------------------------------|
| Current ratio                               | Current Assets   | Current Liabilities   | 2.56                      | 3.59                      | -28.71%    | Refer Note (a) below              |
| Debt- Equity Ratio (%)                      | Total Debt = total borrowings + lease liabilities                                | Total equity  | 0.17%                     | 0.27%                     | -38.61%    | Refer Note (b) below              |
| Debt Service Coverage ratio                 | Earnings for debt service = Net profit after taxes + Non-cash operating expenses | Debt service = Interest on borrowings + Lease Payments + Principal Repayments | 13.35                     | 23.09                     | -42.18%    | Refer Note (c) below              |
| Return on Equity (%)                        | Net Profits after taxes  | Average Shareholder's Equity  | 1.46%                     | 8.15%                     | -82.08%    | Refer Note (d) below              |
| Inventory Turnover ratio (in times)         | Revenue from operations  | Average Inventory   | 6.95                      | 7.35                      | -5.44%     | Not applicable                    |
| Trade Receivable Turn-over Ratio (in times) | Revenue from operations  | Average Trade Receivable  | 4.84                      | 6.13                      | -20.98%    | Not applicable                    |
| Trade Payable Turnover Ratio (in times)     | Total Purchases+Employee benefit expenses+Other expenses                         | Average Trade Payables  | 5.34                      | 6.48                      | -17.61%    | Not applicable                    |
| Net Capital Turnover Ratio                  | Revenue from operations  | Working capital = Current assets – Current liabilities                        | 2.64                      | 3.42                      | -22.85%    | Not applicable                    |
| Net Profit (%)                              | Net Profit   | Net credit sales = Gross credit sales - sales return                          | 1.83%                     | 7.20%                     | -74.60%    | Refer Note (d) below              |
| Return on Capital Employed (%)              | Earnings before interest and taxes   | Average Capital Employed = Tangible Net Worth + Total Debt                    | 1.93%                     | 10.08%                    | -80.85%    | Refer Note (e) below              |
| Return on Investment (%)                    | Earnings before interest and taxes   | Average total assets  | 1.67%                     | 8.64%                     | -80.65%    | Refer Note (e) below              |

**Notes:**

- Movement in current ratio is mainly due to increase in current liabilities during the year.
- Movement in debt equity ratio is mainly due to decrease in debt during the year.
- Movement in debt service coverage ratio is mainly due to decrease in earnings for debt service during the year.
- Movement in return on equity and net profit margin is due to lower profits earned during the year.
- Movement in return on capital employed and Return on Investment (%) is on account of lower earnings during the year.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 53 - DISCLOSURE IN RELATION TO IND AS 116**

This note provides information for leases where the Company is a lessee. For leases where the Company is a lessor, see Note 5. The Company leases various lands and buildings (residential premises). Rental contracts are made for 33 to 99 years in case of land and 3 years for building as per respective lease agreement, but may have extension options as described in (iii) below.

**(i) Amounts recognised in balance sheet**

| Particulars                             | Building      | Land            | Total           |
|---|---------------|-----------------|-----------------|
| <b>Year ended March 31, 2024</b>        |               |                 |                 |
| <b>Gross carrying amount</b>            |               |                 |                 |
| Opening gross carrying amount           | 125.15        | 2,281.75        | 2,406.90        |
| Addition                                | —             | —               | —               |
| <b>Closing gross carrying amount</b>    | <b>125.15</b> | <b>2,281.75</b> | <b>2,406.90</b> |
| <b>Accumulated depreciation</b>         |               |                 |                 |
| Opening accumulated depreciation        | 123.37        | 132.44          | 255.81          |
| Depreciation charged for the year       | 1.78          | 40.15           | 41.93           |
| <b>Closing accumulated depreciation</b> | <b>125.15</b> | <b>172.59</b>   | <b>297.74</b>   |
| <b>Net carrying amount</b>              | <b>—</b>      | <b>2,109.16</b> | <b>2,109.16</b> |
| <b>Year ended March 31, 2023</b>        |               |                 |                 |
| <b>Gross carrying amount</b>            |               |                 |                 |
| Opening gross carrying amount           | 125.15        | 2,281.75        | 2,406.90        |
| Addition                                | —             | —               | —               |
| <b>Closing gross carrying amount</b>    | <b>125.15</b> | <b>2,281.75</b> | <b>2,406.90</b> |
| <b>Accumulated depreciation</b>         |               |                 |                 |
| Opening accumulated depreciation        | 92.53         | 92.30           | 184.83          |
| Depreciation charged for the year       | 30.84         | 40.14           | 70.98           |
| <b>Closing accumulated depreciation</b> | <b>123.37</b> | <b>132.44</b>   | <b>255.81</b>   |
| <b>Net carrying amount</b>              | <b>1.78</b>   | <b>2,149.31</b> | <b>2,151.09</b> |

The following is the break-up of current and non-current lease liabilities.

| Particulars                 | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-----------------------------|-------------------------|-------------------------|
| <b>Lease Liability</b>      |                         |                         |
| Non-current (Refer Note 22) | 177.83                  | 178.09                  |
| Current (Refer Note 27)     | 0.25                    | 0.24                    |
|                             | <b>178.08</b>           | <b>178.33</b>           |

The following is the movement in lease liabilities.

| Particulars                            | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Opening balance                        | 178.33                  | 217.51                  |
| Additions                              | —                       | —                       |
| Finance charge accrued during the year | 13.75                   | 16.90                   |
| Finance charge paid                    | (13.75)                 | (16.90)                 |
| Payment of lease liability             | (0.25)                  | (39.18)                 |
| <b>Closing balance as at year end</b>  | <b>178.08</b>           | <b>178.33</b>           |

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 53 - DISCLOSURE IN RELATION TO IND AS 116 (Contd.)**

**(ii) Amounts recognised in the statement of standalone profit and loss**

Following are the expenses recognised in the Statement of Standalone Profit and Loss :

| Particulars  | Notes | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------|-------------------------|-------------------------|
| Depreciation charge of right-of-use assets   |       |                         |                         |
| Building   | 37    | 1.78                    | 30.84                   |
| Land   | 37    | 40.15                   | 40.14                   |
| Interest expense on lease liabilities  | 39    | 13.75                   | 16.90                   |
| Expenses relating to short-term leases (Included in Other expenses)  | 38    | 161.26                  | 299.52                  |
| Expenses relating to leases of low-value assets that are not shown above as short-term leases (Included in Other expenses) | 38    | 91.76                   | 45.53                   |

The total cash outflow for leases for the year ended March 31, 2024 was INR 14.00 lakhs (March 31, 2023 INR 56.08 lakhs)

**(iii) Extension and termination options**

Extension and termination options are included in a number of property and equipment leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. All extension options held are exercisable by the Company and termination rights are held by the Company and lessor both as per the respective lease agreements.

**NOTE 54 -**

On April 1, 2023, the Company had given a notice to Ahmedabad Municipal Corporation for closure of its Municipal Solid Waste (MSW) processing plant, effective from October 1, 2023. Accordingly, the Company had recognized impairment loss of Rs. 65.23 lakhs on property, plant and equipment and inventory write off of Rs. 60.57 lakhs pertaining to its Environment and Biotech segment for the quarter and year ended March 31, 2023. Pursuant to the said notice, the operations were discontinued and the site was handed over to the concerned authority.

**NOTE 55 - OTHER REGULATORY INFORMATION REQUIRED BY SCHEDULE III**

- (i) Details of benami property held  
No proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formally the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.
- (ii) Borrowing secured against assets  
The Company has sanctioned borrowing facility from banks on the basis of security of current and non current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts. During the year, the Company did not have any borrowings from the financial institutions on the basis of security of current assets.
- (iii) Wilful defaulter  
The Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (iv) Relationship with struck off companies

| Name of Struck off Company     | Nature of Transaction with Struck off Company | Outstanding as at March 31, 2024 | Outstanding as at March 31, 2023 | Relationship with the struck off company |
|--------------------------------|---|----------------------------------|----------------------------------|--|
| Vaishak Shares Limited         | Dividend                                      | —                                | —                                | Shareholder                              |
| Dreams Broking Private Limited | Dividend                                      | 0.02                             | 0.05                             | Shareholder                              |
| Al Falah Investments Limited   | Dividend                                      | —                                | —                                | Shareholder                              |

- (v) Compliance with number of layers of companies  
The Company has complied with the number of layers prescribed under the Companies Act, 2013 read with the Companies (Restriction on Number of Layers) Rules, 2017
- (vi) Compliance with approved scheme(s) of arrangements  
The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 55 - OTHER REGULATORY INFORMATION REQUIRED BY SCHEDULE III (Contd.)**

## (vii) Utilisation of borrowed funds and share premium

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

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

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

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

## (viii) Undisclosed income

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

## (ix) Details of crypto currency or virtual currency

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

## (x) Valuation of property, plant and equipment, right of use assets, intangible asset and investment property;

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

## (xi) Utilisation of borrowings availed from banks and financial institutions;

The borrowings obtained by the Company from banks and financial institutions, have been applied for the purpose for which such loans were taken.

## (xii) Registration of charges or satisfaction with Registrar of Companies;

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond statutory period.

## (xiii) Title deeds of immovable properties not held in name of the Company;

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 - Property, plant and equipment, Note 4 - Right-of-use assets and Note 5 - investment property are held in the name of the Company.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016

BHAVESH GADA  
Partner  
Membership No.: 117592

Place : Mumbai  
Date: May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952

N.R. KANNAN  
Chief Executive Officer

Place : Mumbai  
Date: May 24, 2024

RAVI A. SHROFF  
Managing Director  
DIN: 00033505

DEVENDRA P. DOSI  
Chief Financial Officer

HRISHIT A. SHROFF  
Executive Director  
DIN: 00033693

SURENDRA K. SINGHVI  
Company Secretary

**INDEPENDENT AUDITOR'S REPORT**

**To the Members of Excel Industries Limited**

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

1. We have audited the accompanying Consolidated Financial Statements of Excel Industries Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associate companies (Refer Note 45 to the accompanying consolidated financial statements), which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Statement of Consolidated Profit and Loss (including Other Comprehensive Income), the Statement of Consolidated Changes in Equity and the Statement of Consolidated Cash Flows for the year then ended, and notes to the consolidated financial statements, material accounting policy information and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. 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 the other auditors on separate audited financial statements of subsidiaries and an associate company, and based on the consideration of the separate unaudited financial information of an associate company, 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate companies as at March 31, 2024, and of the consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

**Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group and its associate companies in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 14 of the "Other Matters" section below, other than the unaudited financial information as certified by the management and referred to in sub-paragraph 15 of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter  | How our audit addressed the key audit matter  |
|---|---|
| <p><b>A. Assessment of the valuation of an investment in unquoted equity instrument:</b></p> <p>(Refer Notes 2(a), 8 and 41 to the consolidated financial statements)</p> <p>The Holding Company has an investment amounting to Rs. 34,795.95 lakhs in unquoted equity instruments valued at 'Fair value through Other comprehensive income' in accordance with Indian Accounting Standard (Ind AS 109), Financial Instruments, at each reporting date.</p> | <p>Our procedures in relation to management's assessment of the valuation of an investment in unquoted equity instrument include following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over determination of fair value including valuation model and management assumptions / judgements involved.</li> <li>• Evaluated independence, competence and capabilities of the management's expert.</li> </ul> |

| Key audit matter  | How our audit addressed the key audit matter   |
|---|--|
| <p>An independent professional valuation expert is engaged by the management to determine the fair value, who ascertains the fair value based on the Comparable Companies' Multiple Inputs.</p> <p>The key judgements involved in the valuation are identification of comparable companies, assessment of maintainable EBIDTA (Earnings before interest, depreciation, taxes and amortisation) and other relevant valuation parameters.</p> <p>Given the inherent subjectivity in the valuation of the above investments, relative significance of this investment to the financial statements and the nature and extent of audit procedures involved, we determined this to be a key audit matter.</p>   | <ul style="list-style-type: none"> <li>• Involved auditor's expert to assist in evaluation of valuation methodology and key valuation assumptions and judgements involved.</li> <li>• Evaluated competence and capabilities of the auditor's expert.</li> <li>• Assessed the reasonableness of the input data provided by the management to the independent professional valuation expert, such as Revenue, EBIDTA and Profit after tax of investee company for the year ended March 31, 2024.</li> <li>• Tested the mathematical accuracy of the valuation report.</li> <li>• Assessed appropriateness of relevant disclosures in the financial statements.</li> </ul> <p>Based on the audit procedures performed, we found management's assessment of the valuation of investment in unquoted equity instrument and related disclosures to be reasonable.</p>  |
| <p><b>B. Assessment of indicators of impairment and the recoverable amount of goodwill and property, plant and equipment</b></p> <p>(Refer Notes 1(H), 2(b), 3 and 6 to the consolidated financial statements)</p> <p>The Holding Company has goodwill amounting to Rs. 1,885.28 lakhs and property, plant and equipment amounting to Rs. 36,403.53 lakhs as on March 31, 2024. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. The Holding Company periodically assesses the carrying amount of its property, plant and equipment to determine whether there is an indication that those assets have suffered impairment loss.</p> <p>In making such assessments, the Holding Company considers both internal and external sources of information to determine whether there is an indicator of impairment and, accordingly, whether the recoverable amount of the cash generating unit (CGU) needs to be estimated.</p> <p>An impairment loss is recognised if the recoverable amount is lower than the carrying value. The recoverable amount is determined based on the higher of value in use and fair value less costs to sell.</p> <p>The assessment of indicators of impairment and recoverable value of goodwill and property, plant and equipment is considered to be a key audit matter as the amount is significant to the financial statements and there is significant judgement involved in estimating the recoverable value including future cash flows, terminal value growth rate and the weighted-average cost of capital (discount rate).</p> | <p>Our procedures in relation to assessment of indicators of impairment and the recoverable amount of goodwill and property, plant and equipment include the following:</p> <ul style="list-style-type: none"> <li>• Analysed the indicators of impairment of property, plant and equipment including understanding of Holding Company's assessment of those indicators;</li> <li>• Obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over assessment of any potential impairment indicators, determination of CGU and determination of recoverable value of goodwill and property, plant and equipment including management assumptions / judgements.</li> <li>• Involved auditor's expert to assist in evaluation of key valuation assumptions and judgements such as discount rate and terminal growth rate.</li> <li>• Evaluated competence and capabilities of the auditor's experts.</li> <li>• Assessed the reasonableness of assumptions around the key drivers of the cash flow forecasts such as future sales, input costs, discount rate and terminal value growth rate.</li> <li>• Performed sensitivity analysis over key assumptions to corroborate that recoverable amount of goodwill and property, plant and equipment is within a reasonable range.</li> <li>• Tested the mathematical accuracy of the impairment working.</li> <li>• Assessed appropriateness of relevant disclosures in the financial statements.</li> </ul> <p>Based on the above procedures performed, we found management's assessment of indicators of impairment and the recoverable amount of goodwill and property, plant and equipment and related disclosures to be reasonable.</p> |

### **Other Information**

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

6. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirement of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and consolidated changes in equity of the Group including its associate companies in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements / financial information 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.
7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associate companies are responsible for assessing the ability of the Group and its associate companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the respective companies included in the Group and its associate companies or to cease operations, or has no realistic alternative but to do so.
8. The respective Board of Directors of the companies included in the Group and its associate companies are responsible for overseeing the financial reporting process of the respective companies included in the Group and its associate companies.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate companies 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 and its associate companies 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 and its associate companies 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.
11. We communicate with those charged with governance of the Holding Company, 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.
12. 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.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



### **Other Matters**

14. We did not audit the standalone financial statements of three subsidiaries whose financial statements reflect total assets of Rs. 39,137.87 lakhs and net assets of Rs. 35,676.59 lakhs as at March 31, 2024, total revenue of Rs. 4.73 lakhs, total comprehensive income (comprising of profit and other comprehensive income) of Rs 10,205.80 lakhs and net cash inflows amounting to Rs. 12.17 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of total comprehensive loss (comprising of loss and other comprehensive loss) of Rs. 13.42 lakhs\* for the year ended March 31, 2024 as considered in the consolidated financial statements, in respect of one associate company, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and associate company and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries and associate company, is based solely on the reports of the other auditors.

\*restricted to the extent of Group's interest in the associate company.

15. The consolidated financial statements also include the Group's share of total comprehensive loss (comprising of loss and other comprehensive loss) of Rs. 56.62 lakhs\* for the year ended March 31, 2024 as considered in the consolidated financial statements, in respect of one associate company whose financial information have not been audited by us. These financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of an associate company and our report in terms of sub-section (3) of Section 143 including Rule 11 of the Companies (Audit and Auditors) Rules, 2014 of the Act, including report on Other Information insofar as it relates to the aforesaid associate company, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

\*restricted to the extent of Group's interest in the associate company.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the matters reported in paragraphs 14 and 15 above, with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

16. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), we report that the auditors of the following companies which are incorporated in India, have given qualification or adverse remarks in their CARO report on the standalone financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company:

| Sr. No. | Name of the Company                              | CIN                   | Relationship with the Holding Company | Date of the respective auditors' report | Paragraph number and comment in the respective CARO report reproduced below  |
|---------|--|-----------------------|---------------------------------------|---|--|
| 1.      | Excel Bio Resources Limited                      | U01403MH2007PLC176907 | Subsidiary                            | May 23, 2024                            | Para (xvii)<br>Based on overall examination of financial statements, the company has incurred cash losses of Rs.8.82 lakhs in the current financial year and no cash losses were incurred in the immediately preceding financial year. |
| 2.      | Excel Rajkot C&D Waste Recycling Private Limited | U38210MH2023PTC404830 | Subsidiary                            | May 23, 2024                            | Para (xvii)<br>The Company has incurred cash loss of Rs. 14.40 Lacs during the financial period.   |

As per the report of the other auditors of Mobitrash Recycle Ventures Private Limited, an associate company of the Holding Company, CARO 2020 is not applicable. Accordingly, this report does not contain a statement on the matter specified in paragraph 3(xxi) with respect to this associate company.

The statutory audit report of Climacrew Private Limited, an associate company of the Holding Company has not been issued until the date of this report. Accordingly, no comments for the said associate company have been included for the purpose of reporting under this clause.

17. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of 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 so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
- c) The Consolidated Balance Sheet, the Statement of Consolidated Profit and Loss (including other comprehensive income), the Statement of Consolidated Changes in Equity and the Statement of Consolidated Cash Flows dealt with by this Report are in agreement with the relevant books of account and records 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.

- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries and an associate company incorporated in India, none of the directors of the Group companies, its associate company incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 17(b) above on reporting under Section 143(3)(b) of the Act.
- g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A. Clause (i) of Section 143(3) of the Act on internal financial controls with respect to financial statements is not applicable to one subsidiary company and one associate company pursuant to notification G.S.R 583(E) dated June 13, 2017.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group and its associate company— Refer Note 47(a) to the consolidated financial statements.
  - ii. The Group and its associate company did not have any long-term contracts including derivative contracts as at March 31, 2024 for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company. In case of subsidiaries and an associate company incorporated in India, there are no amounts which are required to be transferred to the Investor Education and Protection Fund.
  - iv. (a) The respective Managements of the Holding Company and its subsidiaries and an associate company which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate company respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associate company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries and associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 57(vii) to the consolidated financial statements).
  - (b) The respective Managements of the Holding Company and its subsidiaries and associate company which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate company respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiaries and associate company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associate company shall, 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 (Refer Note 57(vii) to the consolidated financial statements).

- (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries and associate company which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014 (as amended) contain any material misstatement.
- v. The dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act. The subsidiaries and associate companies have not declared or paid any dividend during the year.
- vi. Based on our examination, which included test checks and that performed by the respective auditors of the subsidiaries and an associate company which are companies incorporated in India, whose financial statements have been audited under the Act, the Holding Company, its subsidiaries and an associate company have used accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility. The audit trail feature for one accounting software (ERP application) of the Holding Company, including at the database level, has operated only towards the end of the financial year, except for certain information or data. The audit trail feature for another software application (supporting payroll) of the Holding Company has operated throughout the financial year, except for direct database changes. The audit trail feature for the subsidiaries and an associate company has operated throughout the year for all relevant transactions recorded in the software. During the course of performing our procedures and basis reports of auditors of the subsidiaries and associate company, other than the aforesaid instances where the question of our commenting on whether the audit trail feature was tampered with does not arise, we or auditors of subsidiaries and associate company did not notice any instance of the audit trail feature being tampered with.

18. In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associate company, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company, its subsidiaries and associate company incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

Bhavesh Gada  
Partner  
Membership Number: 117592  
UDIN: 24117592BKEPJA9124  
Place: Mumbai  
Date: May 24, 2024

### **Annexure A to Independent Auditor's Report**

*Referred to in paragraph 17(g) of the Independent Auditor's Report of even date to the members of Excel Industries Limited on the consolidated financial statements as of and for the year ended March 31, 2024*

### **Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act**

1. In conjunction with our audit of the consolidated financial statements of Excel Industries Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company which includes the internal financial controls over financial reporting of the Holding Company and its two subsidiary companies, which are companies incorporated in India, as of that date. Reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to one subsidiary and one associate company incorporated in India, namely, Excel Rajkot C&D Waste Recycling Private Limited and Mobitrash Recycle Ventures Private Limited, pursuant to MCA notification GSR 583(E) dated 13 June 2017.

### **Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Holding Company and its subsidiaries, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter section below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

#### **Meaning of Internal Financial Controls with reference to financial statements**

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

#### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

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

#### **Opinion**

8. In our opinion, the Holding Company and its subsidiaries which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### **Other Matter**

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

Bhavesh Gada  
Partner  
Membership Number: 117592  
UDIN: 24117592BKPEJA9124  
Place: Mumbai  
Date: May 24, 2024

CONSOLIDATED BALANCE SHEET AS AT March 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Notes                   | As at<br>March 31, 2024   | As at<br>March 31, 2023 |
|---|-------------------------|---|-------------------------|
| <b>ASSETS</b>   |                         |   |                         |
| <b>Non-current assets</b>   |                         |   |                         |
| Property, plant and equipment   | 3                       | 38,549.89   | 38,611.70               |
| Right-of-use-assets   | 4                       | 2,212.66  | 2,151.09                |
| Capital work-in-progress  | 3                       | 1,802.39  | 1,931.36                |
| Investment properties   | 5                       | 79.56   | 81.48                   |
| Goodwill  | 6                       | 1,885.28  | 1,885.28                |
| Other intangible assets   | 6                       | 23.17   | 30.55                   |
| Intangible assets under development   | 6                       | 49.41   | —                       |
| Financial assets  |                         |   |                         |
| (i) Investments in joint venture and associates   | 7                       | —   | 13.42                   |
| (ii) Other Investments  | 8                       | 78,542.98   | 56,805.00               |
| (iii) Loans   | 9                       | 0.56  | 3.30                    |
| (iv) Other financial assets   | 10                      | 811.23  | 789.48                  |
| Deferred tax asset (net)  | 24                      | 6.06  | —                       |
| Non-current tax assets (net)  |                         | 2,953.66  | 2,052.05                |
| Other non-current assets  | 11                      | 663.85  | 160.32                  |
| <b>Total non-current assets</b>   |                         | <b>127,580.71</b>   | <b>104,515.03</b>       |
| <b>Current assets</b>   |                         |   |                         |
| Inventories   | 12                      | 10,639.14   | 13,144.27               |
| Financial assets  |                         |   |                         |
| (i) Investments   | 13                      | 17,607.12   | 5,641.51                |
| (ii) Trade receivables  | 14                      | 18,475.72   | 15,651.95               |
| (iii) Cash and cash equivalents   | 15                      | 778.53  | 357.22                  |
| (iv) Bank balances other than cash and cash equivalents                                 | 16                      | 464.69  | 8,336.75                |
| (v) Loans   | 17                      | 121.26  | 121.66                  |
| (vi) Other financial assets   | 18                      | 2,751.70  | 648.80                  |
| Other current assets  | 19                      | 1,134.14  | 840.50                  |
| <b>Total current assets</b>   |                         | <b>51,972.30</b>  | <b>44,742.66</b>        |
| <b>Total assets</b>   |                         | <b>179,553.01</b>   | <b>149,257.69</b>       |
| <b>EQUITY AND LIABILITIES</b>   |                         |   |                         |
| <b>Equity</b>   |                         |   |                         |
| Equity share capital  | 20                      | 628.53  | 628.53                  |
| Other equity  | 21                      | 142,077.28  | 123,546.17              |
| <b>Total equity</b>   |                         | <b>142,705.81</b>   | <b>124,174.70</b>       |
| <b>LIABILITIES</b>  |                         |   |                         |
| <b>Non-current liabilities</b>  |                         |   |                         |
| Financial liabilities   |                         |   |                         |
| (i) Lease liabilities   | 22                      | 177.83  | 178.09                  |
| Employee benefit obligations  | 23                      | 1,327.57  | 1,313.02                |
| Deferred tax liabilities (net)  | 24                      | 15,029.77   | 11,254.84               |
| <b>Total non-current liabilities</b>  |                         | <b>16,535.17</b>  | <b>12,745.95</b>        |
| <b>Current liabilities</b>  |                         |   |                         |
| Financial liabilities   |                         |   |                         |
| (i) Borrowings  | 25                      | —   | 89.08                   |
| (ii) Trade payable  |                         |   |                         |
| (a) total outstanding dues of micro and small enterprises                               | 26                      | 696.59  | 678.05                  |
| (b) total outstanding dues other than (i) (a) above                                     | 26                      | 17,822.88   | 10,006.87               |
| (iii) Lease liabilities   | 27                      | 0.25  | 0.24                    |
| (iv) Other financial liabilities  | 28                      | 648.77  | 553.11                  |
| Employee benefit obligations  | 29                      | 635.42  | 500.62                  |
| Current tax liabilities (net)   |                         | 57.44   | 77.69                   |
| Other current liabilities   | 30                      | 450.68  | 431.38                  |
| <b>Total current liabilities</b>  |                         | <b>20,312.03</b>  | <b>12,337.04</b>        |
| <b>Total liabilities</b>  |                         | <b>36,847.20</b>  | <b>25,082.99</b>        |
| <b>Total equity and liabilities</b>   |                         | <b>179,553.01</b>   | <b>149,257.69</b>       |
| Material accounting policies  | 1                       |   |                         |
| Critical estimates and judgements   | 2                       |   |                         |
| The accompanying notes are an integral part of these consolidated financial statements. |                         |   |                         |
| As per our report of even date.   |                         | For and on behalf of the Board of Directors of Excel Industries Limited |                         |
| For Price Waterhouse Chartered Accountants LLP  | ASHWIN C. SHROFF        | RAVI A. SHROFF  | HRISHIT A. SHROFF       |
| Firm Registration No.: 012754N/N500016  | Executive Chairman      | Managing Director   | Executive Director      |
|   | DIN: 00019952           | DIN: 00033505   | DIN: 00033693           |
| BHAVESH GADA  | N.R. KANNAN             | DEVENDRA P. DOSI  | SURENDRA K. SINGHVI     |
| Partner   | Chief Executive Officer | Chief Financial Officer   | Company Secretary       |
| Membership No.: 117592  |                         |   |                         |
| Place : Mumbai  | Place : Mumbai          |   |                         |
| Date : May 24, 2024   | Date : May 24, 2024     |   |                         |

## STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Notes | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|-------|------------------------------|------------------------------|
| <b>INCOME</b>   |       |                              |                              |
| Revenue from operations   | 31    | 82,613.99                    | 108,981.90                   |
| Other income  | 32    | 3,300.20                     | 1,286.58                     |
| <b>Total income</b>   |       | <b>85,914.19</b>             | <b>110,268.48</b>            |
| <b>EXPENSES</b>   |       |                              |                              |
| Cost of materials consumed  | 33    | 48,591.85                    | 61,455.20                    |
| Purchases of stock-in-trade   | 34    | 566.04                       | 1,277.12                     |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress         | 35    | 1,149.29                     | 347.14                       |
| Employee benefit expense  | 36    | 10,529.10                    | 10,488.48                    |
| Depreciation and amortisation expenses  | 37    | 3,142.59                     | 3,136.19                     |
| Impairment loss on property, plant and equipment                                      | 3     | —                            | 65.23                        |
| Other expenses  | 38    | 19,412.42                    | 22,668.78                    |
| Finance costs   | 39    | 187.82                       | 217.45                       |
| <b>Total expenses</b>   |       | <b>83,579.11</b>             | <b>99,655.59</b>             |
| <b>Profit before share in profit / (loss) of equity accounted investments and tax</b> |       | <b>2,335.08</b>              | <b>10,612.89</b>             |
| Share in profit / (loss) of equity accounted investments in associates (net)          |       | (70.04)                      | (36.07)                      |
| <b>Profit before tax</b>  |       | <b>2,265.04</b>              | <b>10,576.82</b>             |
| Income tax expense  | 24    |                              |                              |
| — Current tax   |       | 313.52                       | 2,608.47                     |
| — Deferred tax  |       | 165.42                       | 91.36                        |
| — Tax in respect of earlier years   |       | 85.10                        | (116.56)                     |
| <b>Total tax expense</b>  |       | <b>564.04</b>                | <b>2,583.27</b>              |
| <b>Profit for the year</b>  |       | <b>1,701.00</b>              | <b>7,993.55</b>              |
| <b>Other comprehensive income</b>   |       |                              |                              |
| (i) Items that will not be reclassified to profit or loss                             |       |                              |                              |
| Remeasurement gains/(losses) on net defined benefit plans                             | 40    | 159.06                       | 86.08                        |
| Changes in fair value of equity instruments   | 21    | 21,704.85                    | 3,188.88                     |
| (ii) Income Tax relating to above   | 24    | (3,619.60)                   | 799.68                       |
| <b>Other Comprehensive income for the year, net of tax</b>                            |       | <b>18,244.31</b>             | <b>4,074.64</b>              |
| <b>Total comprehensive income for the year</b>  |       | <b>19,945.31</b>             | <b>12,068.19</b>             |
| <b>Earnings per share (in INR)</b>  |       |                              |                              |
| Basic   | 48    | 13.53                        | 63.59                        |
| Diluted   |       | 13.53                        | 63.59                        |
| Material accounting policies  | 1     |                              |                              |
| Critical estimates and judgements   | 2     |                              |                              |

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016

BHAVESH GADA  
Partner  
Membership No.: 117592

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952

N.R. KANNAN  
Chief Executive Officer

Place : Mumbai  
Date : May 24, 2024

RAVI A. SHROFF  
Managing Director  
DIN: 00033505

DEVENDRA P. DOSI  
Chief Financial Officer

HRISHIT A. SHROFF  
Executive Director  
DIN: 00033693

SURENDRA K. SINGHVI  
Company Secretary



STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES:</b>   |                              |                              |
| <b>Profit before tax</b>  | <b>2,265.04</b>              | <b>10,576.82</b>             |
| <b>Adjustments for:</b>   |                              |                              |
| Depreciation and amortisation expenses  | 3,142.59                     | 3,136.19                     |
| Finance costs   | 187.82                       | 217.45                       |
| Bad debts written off during the year   | 81.85                        | 27.62                        |
| Reversal for provision of doubtful receivables  | (101.73)                     | (141.72)                     |
| Provision for doubtful advances   | —                            | (1.00)                       |
| Unrealised exchange differences (net)   | 12.32                        | (3.45)                       |
| Dividend income   | (947.86)                     | (290.28)                     |
| Interest income   | (1,223.63)                   | (530.64)                     |
| Gain on fair valuation of investments through profit and loss   | (427.46)                     | (86.77)                      |
| Impairment loss on property, plant and equipment  | —                            | 65.23                        |
| Profit on sale of current investments   | (555.56)                     | (80.43)                      |
| Net loss on sale / discard of property, plant and equipment   | 84.81                        | 124.38                       |
| Share in net loss of equity accounted investments in associates   | 70.04                        | 36.07                        |
| <b>Operating profit before working capital changes</b>  | <b>2,588.23</b>              | <b>13,049.47</b>             |
| <b>Adjustments for:</b>   |                              |                              |
| (Increase) / decrease in Inventories  | 2,505.35                     | 3,378.31                     |
| (Increase) / decrease in Trade receivables  | (2,794.14)                   | 4,392.27                     |
| (Increase) / decrease in Other bank balances  | (337.97)                     | 178.39                       |
| (Increase) / decrease in Loans (Current and Non-current)  | 3.14                         | 11.85                        |
| (Increase) / decrease in Other financial assets (Current and Non-current)   | (2,046.37)                   | (371.17)                     |
| (Increase) / decrease in Other assets (Current and Non-current)   | (238.51)                     | 2,177.26                     |
| Increase / (decrease) in Trade payables   | 7,811.75                     | (7,365.76)                   |
| Increase / (decrease) in Other financial liabilities (Current and Non-current)                                      | 16.76                        | 14.04                        |
| Increase / (decrease) in Employee benefit obligations (Current and Non-current)                                     | 308.41                       | (31.87)                      |
| Increase / (decrease) in Other current liabilities  | 16.62                        | 70.83                        |
|   | <b>7,833.26</b>              | <b>15,503.62</b>             |
| Less: Income taxes paid (net of refunds)  | 595.95                       | 2,968.84                     |
| <b>NET CASH INFLOW GENERATED FROM OPERATING ACTIVITIES — [A]</b>  | <b>7,237.31</b>              | <b>12,534.78</b>             |
| <b>CASH FLOW FROM INVESTING ACTIVITIES:</b>   |                              |                              |
| Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital vendor) | (3,190.81)                   | (3,249.76)                   |
| Purchase of Intangible assets (including intangible assets under development)                                       | (45.68)                      | (15.77)                      |
| Investment in associate company   | (56.62)                      | (49.39)                      |
| Purchase of Non-current investments   | (856.39)                     | (426.64)                     |
| Purchase of current investments   | (37,806.71)                  | (15,883.04)                  |
| Proceeds from sale of property, plant and equipment   | 110.86                       | 114.48                       |
| Proceeds from sale of Non-current investments   | 337.91                       | 276.29                       |
| Proceeds from sale of current investments   | 26,825.71                    | 11,605.51                    |
| Interest received   | 400.94                       | 335.89                       |
| Investments in / redemption of bank deposits with maturity of more than three months (net)                          | 8,210.03                     | (4,748.10)                   |
| Dividend received   | 947.86                       | 290.28                       |
| <b>NET CASH (OUTFLOW) FROM INVESTING ACTIVITIES — [B]</b>   | <b>(5,122.90)</b>            | <b>(11,750.25)</b>           |

STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>CASH FLOW FROM FINANCING ACTIVITIES:</b>                             |                              |                              |
| Repayment of borrowings   | (89.08)                      | (434.45)                     |
| Principal elements of lease payments                                    | (0.25)                       | (39.18)                      |
| Repayment / transfer of public fixed deposits (including Interest)      | (0.73)                       | (4.77)                       |
| Dividend paid   | (1,418.96)                   | (2,821.53)                   |
| Interest paid   | (122.53)                     | (107.30)                     |
| Borrowing cost paid   | (61.55)                      | (50.84)                      |
| <b>NET CASH (OUTFLOW) FROM FINANCING ACTIVITIES — [C]</b>               | <b>(1,693.10)</b>            | <b>(3,458.07)</b>            |
| <b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS — [A+B+C]</b> | <b>421.31</b>                | <b>(2,673.54)</b>            |
| Add: Cash and cash equivalents at the beginning of the year             | 357.22                       | 3,030.76                     |
| <b>Cash and cash equivalents at the end of the year</b>                 | <b>778.53</b>                | <b>357.22</b>                |
| <b>Components of cash and cash equivalents (Refer Note 15)</b>          |                              |                              |
| <b>Balances with Banks:</b>   |                              |                              |
| In current accounts   | 777.50                       | 313.49                       |
| In Exchange Earners' Foreign Currency ('EEFC') account                  | 0.03                         | 0.03                         |
| Cash on hand  | 1.00                         | 1.14                         |
| Deposits with maturity of less than three months                        | —                            | 42.56                        |
| <b>Total cash and cash equivalents</b>                                  | <b>778.53</b>                | <b>357.22</b>                |

## Notes:

- The statement of consolidated cash flows has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.
- The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016

BHAVESH GADA  
Partner  
Membership No.: 117592

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952

N.R. KANNAN  
Chief Executive Officer

Place : Mumbai  
Date : May 24, 2024

RAVI A. SHROFF  
Managing Director  
DIN: 00033505

DEVENDRA P. DOSI  
Chief Financial Officer

HRISHIT A. SHROFF  
Executive Director  
DIN: 00033693

SURENDRA K. SINGHVI  
Company Secretary

STATEMENT OF CONSOLIDATED CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**A. EQUITY SHARE CAPITAL**

| Particulars                     | Notes | Amount        |
|---------------------------------|-------|---------------|
| <b>As at March 31, 2022</b>     |       | <b>628.53</b> |
| Changes in equity share capital | 20    | —             |
| <b>As at March 31, 2023</b>     |       | <b>628.53</b> |
| Changes in equity share capital | 20    | —             |
| <b>As at March 31, 2024</b>     |       | <b>628.53</b> |

**B. OTHER EQUITY**

| Particulars   | Notes | Attributable to owners of Excel Industries Limited |                 |                            |                   |                  |                   |                            | Other reserves    | Total other equity |
|---|-------|--|-----------------|----------------------------|-------------------|------------------|-------------------|----------------------------|-------------------|--------------------|
|   |       | Reserves and surplus                               |                 |                            |                   |                  |                   |                            |                   |                    |
|   |       | Securities premium                                 | Capital reserve | Capital redemption reserve | Statutory reserve | General reserve  | Retained earnings | FVOCI – Equity investments |                   |                    |
| <b>Balance at March 31, 2022</b>                    |       | <b>534.37</b>                                      | <b>0.01</b>     | <b>16.77</b>               | <b>527.06</b>     | <b>44,587.32</b> | <b>27,545.50</b>  | <b>41,095.36</b>           | <b>114,306.39</b> |                    |
| Profit for the year                                 |       | —  | —               | —                          | —                 | —                | 7,993.55          | —                          | 7,993.55          |                    |
| Other comprehensive income                          | 21    | —  | —               | —                          | —                 | —                | 64.42             | 4,010.22                   | 4,074.64          |                    |
| <b>Total comprehensive income for the year</b>      |       | <b>—</b>   | <b>—</b>        | <b>—</b>                   | <b>—</b>          | <b>—</b>         | <b>8,057.97</b>   | <b>4,010.22</b>            | <b>12,068.19</b>  |                    |
| Transfer from Retained earnings                     |       | —  | —               | —                          | 75.20             | 5,000.00         | (5,075.20)        | —                          | —                 |                    |
| Dividend paid (Including dividend distribution tax) | 43    | —  | —               | —                          | —                 | —                | (2,828.41)        | —                          | (2,828.41)        |                    |
| <b>Balance at March 31, 2023</b>                    |       | <b>534.37</b>                                      | <b>0.01</b>     | <b>16.77</b>               | <b>602.26</b>     | <b>49,587.32</b> | <b>27,699.86</b>  | <b>45,105.58</b>           | <b>123,546.17</b> |                    |
| Profit for the year                                 |       | —  | —               | —                          | —                 | —                | 1,701.00          | —                          | 1,701.00          |                    |
| Other comprehensive income                          | 21    | —  | —               | —                          | —                 | —                | 119.03            | 18,125.28                  | 18,244.31         |                    |
| <b>Total comprehensive income for the year</b>      |       | <b>—</b>   | <b>—</b>        | <b>—</b>                   | <b>—</b>          | <b>—</b>         | <b>1,820.03</b>   | <b>18,125.28</b>           | <b>19,945.31</b>  |                    |
| Transfer upon sale of Equity Instruments            | 21    | —  | —               | —                          | —                 | —                | 293.71            | (293.71)                   | —                 |                    |
| Transfer from Retained earnings                     |       | —  | —               | —                          | 107.92            | —                | (107.92)          | —                          | —                 |                    |
| Dividend paid                                       | 43    | —  | —               | —                          | —                 | —                | (1,414.20)        | —                          | (1,414.20)        |                    |
| <b>Balance at March 31, 2024</b>                    |       | <b>534.37</b>                                      | <b>0.01</b>     | <b>16.77</b>               | <b>710.18</b>     | <b>49,587.32</b> | <b>28,291.48</b>  | <b>62,937.15</b>           | <b>142,077.28</b> |                    |

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016

BHAVESH GADA  
Partner  
Membership No.: 117592

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952

N.R. KANNAN  
Chief Executive Officer

Place : Mumbai  
Date : May 24, 2024

RAVI A. SHROFF  
Managing Director  
DIN: 00033505

DEVENDRA P. DOSI  
Chief Financial Officer

HRISHIT A. SHROFF  
Executive Director  
DIN: 00033693

SURENDRA K. SINGHVI  
Company Secretary

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**BACKGROUND**

The consolidated financial statement relates to Excel Industries Limited (the Company or the Holding Company) and its subsidiaries (collectively 'the Group') and its interest in associates and joint venture. Excel Industries Limited is a public company domiciled in India. Its shares are listed on BSE Limited and National Stock Exchange of India Limited (CIN: L24200MH1960PLC011807) having registered office of the Company at 184-187, Swami Vivekanand Road, Jogeshwari (West), Mumbai, Maharashtra, India, 400102. The Holding Company is engaged in the business of Chemicals, and Environmental and Biotech products and services. Chemicals comprises of manufacture of speciality chemicals, intermediates and actives catering to various end user segments like Agrochemicals, Water Treatment, Soaps & Detergents, Lube Oil Additives, Mining Chemicals, Polymer Additives and Pharmaceuticals. Environmental and Biotech products and services comprises of Organic Waste Management Composting, Municipal Solid Waste Management, Plastic Waste Management and Construction and Demolition Waste Management. The Holding Company is also engaged in manufacturing activity on behalf of third parties. Excel Bio Resources Limited (EBRL) is a wholly owned subsidiary of the Company and is in the process of exploring business opportunities in the areas of renewable bio-resources, waste management, renewable energy and biotechnological processes. Further, during the year EBRL has acquired a chemical processing plant at Lote, Maharashtra. Kamaljiyot Investments Limited, a Non Banking Financial Company, another wholly owned subsidiary of the Company, is primarily engaged in activities of Investment Holding and Financing.

**NOTE 1 — SUMMARY OF MATERIAL ACCOUNTING POLICIES:**

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These accounting policies have been consistently applied to all the years presented by the Group unless otherwise stated.

These consolidated financial statements were authorised for issue by the Company's Board of Directors on May 24, 2024.

**A. Basis of preparation****(i) Compliance with Ind AS and Schedule III**

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III of the Companies Act, 2013, (Ind AS compliant schedule III), as applicable to these standalone financial statements.

**(ii) Historical cost convention**

The consolidated financial statements have been prepared on historical cost basis, except the following which are measured at fair value:

- certain financial assets and liabilities (including derivative instruments).
- defined benefit plans - plan assets.

**(iii) New and amended standards adopted by the Group**

The Ministry of Corporate Affairs had vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain accounting standards (see below), and are effective April 1, 2023:

- Disclosure of accounting policies - amendment to Ind AS 1.
- Disclosure of accounting estimates - amendment to Ind AS 8.
- Deferred tax related to assets and liabilities arising from a single transaction - amendment to Ind AS 12.

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in prior period and are not expected to significantly affect the current or further periods. Specifically, no changes would be necessary as consequences of amendments made to Ind AS 12 as the Group's accounting policy already complies with now mandatory treatment.

**(iv) Current and non-current classification**

All Assets and Liabilities have been classified as current or noncurrent as per the Groups's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**B. Principles of consolidation and equity accounting****(i) Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the statement of consolidated profit and loss, statement of consolidated change in equity and balance sheet respectively. Also refer note 45(b).

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)**

**(ii) Associates and Joint Venture**

Associate is an entity over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Also refer Note 8(a).

Investments in associates are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

**(iii) Changes in ownership interests**

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

**C Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairments, if any. Historical cost includes tax, duties, freight and other incidental expenditure that is directly attributable to the acquisition of the items. Indirect expenses during construction period, which are required to bring the asset in the condition for its intended use by the management and are directly attributable to bringing the asset to its position, are also capitalized.

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 Group and the cost of the item can be measured reliably.

Capital work-in-progress comprises the cost of assets that are not yet ready for their intended use at the year end and are stated at historical cost and impairment, if any.

**Depreciation methods, estimated useful lives and residual value**

Depreciation on property, plant and equipment is calculated on a straight line basis considering the following useful lives prescribed under schedule II of the Companies Act 2013 or those estimated by the management, considering the factors such as expected usage of the asset, physical wear and tear, technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, legal or similar limits on the use of the asset etc.

| Description of Asset                    | Useful life   |
|---|---------------|
| Plant and Machinery - Metallic          | 18 years      |
| Plant and Machinery - Non-metallic      | 8 years       |
| Electrical installations                | 10 years      |
| Buildings (other than factory building) | 60 years      |
| Factory Buildings                       | 30 years      |
| Vehicles                                | 8 years       |
| Road                                    | 10 years      |
| Laboratory equipment                    | 10 years      |
| Furniture, fixture and office equipment | 5 to 10 years |

Assets individually costing INR 25,000 or less are depreciated fully in the year of acquisition. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)****D Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**i) Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis and if the Company is reasonably certain to exercise a purchase option, the right-of-use assets is depreciated over the underlying asset's useful life. The estimated useful lives of the assets are as follows:

| Description of Assets | Useful life   |
|-----------------------|---------------|
| Building              | 3 years       |
| Land                  | 33 - 99 years |

The right-of-use assets are also subject to impairment. Refer Note 1 (H) for Impairment of non-financial assets.

**ii) Lease Liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. Contracts may contain both lease and non-lease components. The Group allocates the consideration in contract to the lease and non-lease components based on their relative stand-alone prices.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-to-use asset in a similar economic environment with similar terms, security and conditions.

The Group is exposed to potential future increases in variable lease payments based on the index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use assets.

**iii) Short-term leases and leases of low-value assets**

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with lease term of 12 months or less. Low value assets comprises IT equipment and small items of office furniture and equipment.

**As a lessor**

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term.

**E Investment properties**

Properties that are held for long-term rentals yields or for capital appreciation or both, and that are not occupied by the Group, is classified as investment property.

Investment properties are measured initially at cost, including related transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties which includes buildings are depreciated using the straight-line method over their estimated useful lives i.e. 60 years. The useful life has been determined based on historical experience with similar assets as well as anticipation of future events.

**F Goodwill and other intangible assets****(i) Goodwill**

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or group of cash-generating units that are expected to benefit from the business combination in which goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)**

**(ii) Other intangible assets**

| Description of Asset | Useful life |
|----------------------|-------------|
|----------------------|-------------|

|                   |         |
|-------------------|---------|
| Computer software | 4 years |
|-------------------|---------|

Assets individually costing INR 25,000 or less are amortised fully in the year of acquisition.

**G Investments and other financial assets**

**(i) Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Consolidated Profit and Loss), and
- those measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Consolidated Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

**(ii) Recognition and derecognition**

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Group commits to purchase or sale the financial asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

**(iii) Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through the Statement of Consolidated Profit and Loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the Profit or Loss are expensed in the Statement of Consolidated Profit and Loss.

**(a) Debt Instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

**- Amortised cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the Statement of Consolidated Profit and Loss and presented as separate line item in other expenses. Impairment losses are presented as separate line item in the Statement of Consolidated Profit and Loss. Debt instrument under this category comprises of investment in bonds, trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans to employees and other financial assets.

**- Fair Value through Other Comprehensive Income (FVOCI)**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). The Group does not have debt instrument measured under this category.

**- Fair Value through Profit or Loss (FVPL)**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in the Statement of Consolidated Profit and Loss and presented on net basis within other income in the period in which it arises. Interest income from these financial assets is included in other income. Debt instrument under this category comprises of investments in mutual funds that do not qualify for measurement at either at amortised cost or FVOCI.

**(b) Equity instruments**

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in Statement of Consolidated Profit and Loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Statement of Consolidated Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Instruments under this category comprises of investment in quoted and unquoted equity instruments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)****(iv) Impairment of financial assets**

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 42 details how the Group determines whether there has been a significant increase in credit risk.

**(vi) Income recognition****Interest income**

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost is calculated using the effective interest method is recognised in the Statement of Consolidated Profit and Loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

**Dividends**

Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividends are recognised as other income in the Statement of Consolidated Profit and Loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of the investment.

**H Impairment of Non-Financial Assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**I Inventories**

Raw materials, stores and spares, packing materials, work in progress, traded and finished goods are stated as lower of cost and net realisable value. Cost of Raw materials, stores and spares, packing materials and traded goods comprises of cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of monthly moving weighted average. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

Materials and other supplies held for use in production of inventories (work-in-progress and finished goods) are not written down below the cost if the finished products in which they will be used are expected to sell at or above the cost.

By-products and unserviceable / damaged finished goods are valued at estimated net realisable value.

**J Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

The Group applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**K Cash and cash equivalents**

For the purpose of presentation in the statement of consolidated cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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 and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**L Employee benefits****(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled. The liability are presented as current employee benefits obligation in the balance sheet.

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.



**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)**

**(ii) Long-term employee benefit obligations**

Leave Obligation:

The liabilities for leave obligation which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related services, are measured as the present value of expected payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Remeasurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Consolidated Profit and Loss. These obligations are valued annually by independent qualified actuary.

Long Service awards:

The Group provides for the long service awards for eligible employees as per the scheme announced by the Group. The liability towards the long services awards is provided at each balance sheet date on the basis of independent actuary valuation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Consolidated Profit and Loss.

**(iii) Post-employment obligations**

Defined benefit plan - Gratuity:

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The estimated future payments are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the Statement of Consolidated 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 the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of Consolidated Profit and Loss as past service cost.

Defined Contribution Plans:

The Group pays contributions to provident fund, employee's state insurance scheme and labour welfare fund to publicly administered funds as per the local regulations. The Group has no further legal or constructive obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined Contribution Plan - Superannuation Scheme:

The Group pays contribution to the superannuation scheme, a defined contribution scheme, administered by the insurance company. The Group has no further legal or constructive obligation to the scheme apart from the contribution made on a monthly basis. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. The scheme is funded with an insurance company in the form of qualifying insurance policies. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(iv) Termination benefits**

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

The Group also has a termination benefit plan for its employees, i.e. Medical Voluntary retirement scheme in which employees suffering from continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. Under the Scheme, the benefits will be given for a retired employee for a maximum period up to 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Consolidated Profit and Loss. This Scheme is not funded.

**M Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)****N Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**O Derivatives**

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period and impact is recorded in the Statement of Consolidated Profit and Loss.

**P Revenue recognition**

Revenue from contracts with customers is recognized on transfer of control of goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of discounts offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Group recognises revenue for such services at a point in time when the performance obligation is completed.

The Group does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

**Sale of goods:**

Revenue from sale of goods is recognized when the Group satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when control of the goods has been transferred to the customer, which is generally determined when title, ownership, risk of obsolesce and loss pass to the customer and the Group has present right to payment, all of which occurs at a point in time upon shipment or delivery of goods.

**Sale of services**

Revenue from processing of chemical products on job work basis is recognized at point in time upon dispatch of processed products. Revenue from waste management services is recognised over the period of time as per the terms of the contract with customers.

In certain customer contracts for export of goods, shipping and handling services are treated as a distinct separate performance obligation and the Group recognises revenue for such services at a point in time when the performance obligation is completed.

**Other operating revenue**

Export incentives on export of goods are recognised where there is a reasonable assurance that the Group will comply with the conditions attached to it and incentive will be received. Export incentives are included under 'Other operating revenue'.

Revenue from sale of scrap material is recognised at point in time upon disposal.

**Q Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.

**R Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants are recognised in the statement of standalone profit and loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Other government grants (grants related to income) are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of providing immediate financial support with no future related costs are recognized in the statement of standalone profit and loss in the period in which they become receivable.

Grants related to income are presented under Other Operating Revenue or Other Income in the statement of standalone profit and loss depending upon the nature of the underlying grant, except for grants received in the form of rebate or exemptions related to expenditures, which are deducted in reporting the related expense.

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)**

**S Income tax**

Income tax expense comprises current tax expense and deferred tax.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept on uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of Goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred 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.

Current tax assets and tax liabilities are offset where the Group 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. Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Consolidated 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.

**T Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM'). The board of directors of Holding Company has appointed the executive chairman and managing director as CODM who assesses the financial performance and position of the group, and makes strategic decisions. See note 44 for segment information presented.

**U Foreign currency translation**

**(i) Functional and presentation currency**

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

**(ii) Transaction and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the date of transactions. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Consolidated Profit and Loss.

Foreign exchange gains and losses are presented in the Statement of Standalone Profit and Loss on a net basis within foreign exchange gain / (loss).

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign entity are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made.

**V Off-setting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

**W Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed where there is possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A contingent asset is disclosed and not recognised, where an inflow of economic benefits is probable.

**X Earnings per share**

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Contd.)****Y Rounding of amounts**

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**Z Business combination**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred by the Group to obtain control of a business comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

The excess of the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of acquisition. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

**NOTE 2. CRITICAL 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 needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement 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. In addition, this note also explains where there have been actual adjustments this year as a result of changes to previous estimates.

**(a) Estimated fair value of unlisted securities:**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. This involves fair valuation based on comparable companies multiple inputs, assessment of maintainable EBITDA (Earnings before interest, depreciation, tax and amortisation) and other relevant valuation parameters. Estimated fair values may vary from the actual price that would be achieved in an arms length transaction at the reporting date. (Refer Note 41)

**(b) Impairment of Goodwill and Property, plant and equipment::**

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. The goodwill impairment test is performed at the level of the cash generating unit or groups of cash generating units ('CGU') which are benefiting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

The Group periodically assesses the carrying amount of its property, plant and equipment to determine whether there is an indication that those assets have suffered impairment loss. In making such assessments, the Group considers both internal and external sources of information to determine whether there is an indicator of impairment and, accordingly, whether the recoverable amount of the individual asset or CGU needs to be estimated.

An impairment loss is recognised if the recoverable amount is lower than the carrying value. The recoverable amount is determined based on higher of value-in-use and fair value less cost to sell.

Key assumptions and judgements involved in estimating the recoverable value are future sales, input costs, weighted average cost of capital (discount rate) and terminal growth rate. Cash flow projection takes into account past experience and represents management's best estimate about future developments. (Refer Note 3 and Note 6)

**(c) Accounting for Associate Company:**

Refer Note 8 on accounting for Investment in First Energy 7 Private Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 3. PROPERTY, PLANT AND EQUIPMENT**

| Particulars                                       | Freehold Land   | Buildings       | Plant and machinery | Data processing equipment | Electrical installation | Laboratory equipment | Furniture, fixture and office equipment | Vehicles      | Technical books | Total            | Capital work-in-progress |
|---|-----------------|-----------------|---------------------|---------------------------|-------------------------|----------------------|---|---------------|-----------------|------------------|--------------------------|
| <b>Year ended March 31, 2023</b>                  |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| <b>Gross carrying amount</b>                      |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening gross carrying amount                     | 1,526.79        | 7,019.49        | 36,494.69           | 470.81                    | 1,925.88                | 580.27               | 2,011.71                                | 319.95        | 2.55            | 50,352.14        | 2,120.25                 |
| Additions   | —               | 113.22          | 2,968.06            | 103.06                    | 133.19                  | 47.43                | 54.20                                   | 77.26         | —               | 3,496.42         | 2,454.52                 |
| Disposals   | —               | (43.79)         | (611.40)            | (4.23)                    | (10.83)                 | —                    | (3.83)                                  | (0.03)        | —               | (674.11)         | —                        |
| Assets capitalised during the year                | —               | —               | —                   | —                         | —                       | —                    | —                                       | —             | —               | —                | (2,643.41)               |
| <b>Closing gross carrying amount</b>              | <b>1,526.79</b> | <b>7,088.92</b> | <b>38,851.35</b>    | <b>569.64</b>             | <b>2,048.24</b>         | <b>627.70</b>        | <b>2,062.08</b>                         | <b>397.18</b> | <b>2.55</b>     | <b>53,174.45</b> | <b>1,931.36</b>          |
| <b>Accumulated depreciation</b>                   |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening accumulated depreciation                  | —               | 969.16          | 8,807.58            | 294.81                    | 585.73                  | 242.25               | 840.72                                  | 146.36        | 1.80            | 11,888.41        | —                        |
| Depreciation charge during the year               | —               | 224.71          | 2,255.70            | 64.29                     | 182.50                  | 54.55                | 220.82                                  | 41.56         | 0.23            | 3,044.36         | —                        |
| Disposals   | —               | (5.17)          | (412.11)            | (4.11)                    | (10.29)                 | —                    | (3.54)                                  | (0.03)        | —               | (435.25)         | —                        |
| <b>Closing accumulated depreciation</b>           | <b>—</b>        | <b>1,188.70</b> | <b>10,651.17</b>    | <b>354.99</b>             | <b>757.94</b>           | <b>296.80</b>        | <b>1,058.00</b>                         | <b>187.89</b> | <b>2.03</b>     | <b>14,497.52</b> | <b>—</b>                 |
| <b>Accumulated impairment</b>                     |                 |                 |                     |                           |                         |                      |   |               |                 |                  |                          |
| Opening accumulated impairment                    | —               | —               | —                   | —                         | —                       | —                    | —                                       | —             | —               | —                | —                        |
| Impairment charge during the year (Refer Note 56) | —               | —               | 62.39               | —                         | —                       | —                    | 0.07                                    | 2.77          | —               | 65.23            | —                        |
| <b>Closing accumulated impairment</b>             | <b>—</b>        | <b>—</b>        | <b>62.39</b>        | <b>—</b>                  | <b>—</b>                | <b>—</b>             | <b>0.07</b>                             | <b>2.77</b>   | <b>—</b>        | <b>65.23</b>     | <b>—</b>                 |
| <b>Net carrying amount</b>                        | <b>1,526.79</b> | <b>5,900.22</b> | <b>28,137.79</b>    | <b>214.65</b>             | <b>1,290.30</b>         | <b>330.90</b>        | <b>1,004.01</b>                         | <b>206.52</b> | <b>0.52</b>     | <b>38,611.70</b> | <b>1,931.36</b>          |

| Particulars  | Freehold Land   | Buildings       | Plant and machinery | Data processing equipment | Electrical installation | Laboratory equipment | Furniture fixture and office equipment | Vehicles      | Technical books | Total            | Capital work-in-progress |
|--|-----------------|-----------------|---------------------|---------------------------|-------------------------|----------------------|--|---------------|-----------------|------------------|--------------------------|
| <b>Year ended March 31, 2024</b>                             |                 |                 |                     |                           |                         |                      |  |               |                 |                  |                          |
| <b>Gross carrying amount</b>                                 |                 |                 |                     |                           |                         |                      |  |               |                 |                  |                          |
| Opening gross carrying amount                                | 1,526.79        | 7,088.92        | 38,851.35           | 569.64                    | 2,048.24                | 627.70               | 2,062.08                               | 397.18        | 2.55            | 53,174.45        | 1,931.36                 |
| Additions  | —               | 502.34          | 2,433.89            | 31.63                     | 76.04                   | 40.77                | 43.81                                  | 9.15          | —               | 3,137.62         | 2,663.96                 |
| Additions on account of business acquisition (Refer Note 55) | —               | 49.65           | 34.51               | 0.12                      | —                       | —                    | 0.45                                   | —             | —               | 84.73            | —                        |
| Disposals  | —               | (152.91)        | (866.11)            | (38.40)                   | (35.90)                 | (1.89)               | (32.08)                                | (36.43)       | (0.05)          | (1,163.77)       | —                        |
| Assets capitalised during the year                           | —               | —               | —                   | —                         | —                       | —                    | —                                      | —             | —               | —                | (2,792.93)               |
| <b>Closing gross carrying amount</b>                         | <b>1,526.79</b> | <b>7,488.00</b> | <b>40,453.64</b>    | <b>562.99</b>             | <b>2,088.38</b>         | <b>666.58</b>        | <b>2,074.25</b>                        | <b>369.90</b> | <b>2.50</b>     | <b>55,233.04</b> | <b>1,802.39</b>          |
| <b>Accumulated depreciation</b>                              |                 |                 |                     |                           |                         |                      |  |               |                 |                  |                          |
| Opening accumulated depreciation                             | —               | 1,188.70        | 10,651.17           | 354.99                    | 757.94                  | 296.80               | 1,058.00                               | 187.89        | 2.03            | 14,497.52        | —                        |
| Depreciation charge during the year                          | —               | 224.07          | 2,328.40            | 68.75                     | 180.95                  | 57.65                | 183.27                                 | 45.39         | 0.01            | 3,088.50         | —                        |
| Disposals  | —               | (140.27)        | (628.68)            | (36.63)                   | (32.12)                 | (1.89)               | (30.86)                                | (32.37)       | (0.05)          | (902.87)         | —                        |
| <b>Closing accumulated depreciation</b>                      | <b>—</b>        | <b>1,272.50</b> | <b>12,350.89</b>    | <b>387.11</b>             | <b>906.77</b>           | <b>352.56</b>        | <b>1,210.41</b>                        | <b>200.91</b> | <b>1.99</b>     | <b>16,683.15</b> | <b>—</b>                 |
| <b>Accumulated impairment</b>                                |                 |                 |                     |                           |                         |                      |  |               |                 |                  |                          |
| Opening accumulated impairment                               | —               | —               | 62.39               | —                         | —                       | —                    | 0.07                                   | 2.77          | —               | 65.23            | —                        |
| Disposals  | —               | —               | (62.39)             | —                         | —                       | —                    | (0.07)                                 | (2.77)        | —               | (65.23)          | —                        |
| <b>Closing accumulated impairment</b>                        | <b>—</b>        | <b>—</b>        | <b>—</b>            | <b>—</b>                  | <b>—</b>                | <b>—</b>             | <b>—</b>                               | <b>—</b>      | <b>—</b>        | <b>—</b>         | <b>—</b>                 |
| <b>Net carrying amount</b>                                   | <b>1,526.79</b> | <b>6,215.50</b> | <b>28,102.75</b>    | <b>175.88</b>             | <b>1,181.61</b>         | <b>314.02</b>        | <b>863.84</b>                          | <b>168.99</b> | <b>0.51</b>     | <b>38,549.89</b> | <b>1,802.39</b>          |

**Notes:**

- Buildings include cost of shares in co-operative housing societies INR 0.01 lakhs (March 31, 2023: INR 0.01 lakhs) and Freehold Land include cost of shares in co-operative Industrial Estate Limited INR 0.01 lakhs (March 31, 2023: INR 0.01 lakhs).
- Property, plant and equipment pledged as security:  
Refer Note 25(e) for information on property, plant and equipment pledged as security by the Group.
- Contractual obligations:  
Refer Note 47(c)(i) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- Refer Note 52(a) for aging and other disclosures of Capital work-in-progress.
- Capital work-in-progress comprise of various projects and expansions spread over all manufacturing units. Major Capital work-in-progress are related to Chemical Segment.
- Net carrying value of property, plant and equipment pertaining to chemical segment is INR 36,403.53 lakhs (March 31, 2023: INR 36,488.49 lakhs)
- Refer Note 55 for assets acquired under business combination.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 4. RIGHT OF USE ASSETS**

| <b>Particulars</b> | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--------------------|---------------------------------|---------------------------------|
| Building *         | —                               | 1.78                            |
| Land *             | 2,212.66                        | 2,149.31                        |
| <b>Total</b>       | <b><u>2,212.66</u></b>          | <b><u>2,151.09</u></b>          |

\* Refer Note 51 for additional disclosure as per Ind AS 116.

**NOTE 5. INVESTMENT PROPERTIES**

| <b>Particulars</b>                      | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| <b>Gross carrying amount</b>            |                                 |                                 |
| Opening gross carrying amount           | 99.43                           | 99.43                           |
| Disposals                               | —                               | —                               |
| <b>Closing gross carrying amount</b>    | <b><u>99.43</u></b>             | <b><u>99.43</u></b>             |
| <b>Accumulated depreciation</b>         |                                 |                                 |
| Opening accumulated depreciation        | 17.95                           | 16.03                           |
| Depreciation charge for the year        | 1.92                            | 1.92                            |
| Disposals                               | —                               | —                               |
| <b>Closing accumulated depreciation</b> | <b><u>19.87</u></b>             | <b><u>17.95</u></b>             |
| <b>Net carrying amount</b>              | <b><u>79.56</u></b>             | <b><u>81.48</u></b>             |

**(i) Amounts recognised in the Statement of Consolidated Profit and Loss for investment properties**

| <b>Particulars</b>   | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| Rental income from operating leases  | 72.86                           | 70.15                           |
| Direct operating expenses for property that generated rental income        | 0.75                            | 0.68                            |
| Direct operating expenses for property that did not generate rental income | —                               | —                               |
| <b>Profit from investment properties before depreciation</b>               | <b><u>72.11</u></b>             | <b><u>69.47</u></b>             |
| Depreciation   | 1.92                            | 1.92                            |
| <b>Profit from investment properties</b>                                   | <b><u>70.19</u></b>             | <b><u>67.55</u></b>             |

**(ii) Leasing arrangements**

Investment properties are leased to tenants under operating leases with rentals payable monthly. Lease income from operating leases is recognised in income on a straight-line basis over the lease term. There are no variable lease payments that depends on an index or rate. Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

| <b>Particulars</b>                           | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| Within 1 year                                | 72.02                           | 22.17                           |
| Later than 1 year but not later than 5 years | 182.37                          | 27.66                           |
| Later than 5 years                           | —                               | —                               |
| <b>Total</b>                                 | <b><u>254.39</u></b>            | <b><u>49.83</u></b>             |

**(iii) Fair value of investment properties**

| <b>Particulars</b>                | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|-----------------------------------|---------------------------------|---------------------------------|
| Investment properties (Buildings) | 801.62                          | 792.84                          |

**(iv) Estimation of fair value**

The Group periodically obtains independent valuations for its investment properties. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Group considers information from a variety of sources including:

- income approach by applying market yield percentage to annual rental income.
- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences.
- capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

The fair values of investment properties have been determined by independent valuer who is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 6. INTANGIBLE ASSETS**

| Particulars                                  | Goodwill        | Other Intangible Assets<br>(Computer software) | Intangible assets<br>under development |
|--|-----------------|--|--|
| <b>Year ended March 31, 2023</b>             |                 |  |  |
| <b>Gross carrying amount</b>                 |                 |  |  |
| Opening gross carrying amount                | 1,885.28        | 230.05   | —                                      |
| Additions                                    | —               | 15.77  | —                                      |
| <b>Closing gross carrying amount</b>         | <b>1,885.28</b> | <b>245.82</b>                                  | <b>—</b>                               |
| <b>Accumulated amortisation</b>              |                 |  |  |
| Opening accumulated amortisation             | —               | 196.34   | —                                      |
| Amortisation charge for the year             | —               | 18.93  | —                                      |
| <b>Closing accumulated amortisation</b>      | <b>—</b>        | <b>215.27</b>                                  | <b>—</b>                               |
| <b>Closing net carrying amount</b>           | <b>1,885.28</b> | <b>30.55</b>                                   | <b>—</b>                               |
| <b>Year ended March 31, 2024</b>             |                 |  |  |
| <b>Gross carrying amount</b>                 |                 |  |  |
| Opening gross carrying amount                | 1,885.28        | 245.82   | —                                      |
| Additions                                    | —               | 1.10   | 49.41                                  |
| Additions on account of business acquisition | —               | 1.77   | —                                      |
| <b>Closing gross carrying amount</b>         | <b>1,885.28</b> | <b>248.69</b>                                  | <b>49.41</b>                           |
| <b>Accumulated amortisation</b>              |                 |  |  |
| Opening accumulated amortisation             | —               | 215.27   | —                                      |
| Amortisation charge for the year             | —               | 10.24  | —                                      |
| <b>Closing accumulated amortisation</b>      | <b>—</b>        | <b>225.51</b>                                  | <b>—</b>                               |
| <b>Closing net carrying amount</b>           | <b>1,885.28</b> | <b>23.17</b>                                   | <b>49.41</b>                           |

**(I) Goodwill :**

The goodwill is tested for impairment annually. No impairment charges were identified for the year ended March 31, 2024 and March 31, 2023. For the purpose of impairment testing, goodwill is allocated to cash-generating units ("CGU") or group of CGU, most likely to benefit from the synergies of the business combination and to the lowest level at which goodwill is monitored by the Group. The carrying amount of goodwill is as under:

| Particulars      | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|------------------|-------------------------|-------------------------|
| Chemical Segment | 1,885.28                | 1,885.28                |
| <b>Total</b>     | <b>1,885.28</b>         | <b>1,885.28</b>         |

Following key assumptions were considered while performing impairment testing

The recoverable amount of CGU has been calculated based on its value in use, estimated as the present value of projected future cash flows.

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Terminal Growth rate per annum   | 4.00%                   | 4.00%                   |
| Weighted Average Cost of Capital % (WACC) post tax (Discount rate) per annum | 14.25%                  | 14.58%                  |

The recoverable amount of CGU is determined using the value in use, which is arrived based on one year plan approved by the Board of Directors of the Holding Company and their projected cash flows for the next four years. The projections cover a period of five years, as the Group believes this to be the most appropriate timescale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows.

The Group has performed sensitivity analysis of the impairment testing to the combined changes in key assumptions (future sales, input costs, discount rate and terminal growth rate), based on reasonably probable assumption and didn't identify any probable scenario in which the recoverable amount of CGU decrease below its carrying amount.

**(II) Computer Software :**

Remaining useful life for computer software is 1 - 4 years as at March 31, 2024 (March 31, 2023: 1 - 4 years)

**(III) Intangible assets under development**

Intangible assets under development includes computer software.

As at March 31, 2024, there were no projects which are overdue or has exceeded its cost compared to original plan.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 7. INVESTMENTS IN JOINT VENTURE AND ASSOCIATES**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Equity accounted investments in associates (Refer Note 45)</b>    |                         |                         |
| Mobitrash Recycle Ventures Private Limited                           | —                       | 13.42                   |
| Climacrew Private Limited  | —                       | —                       |
|  | <u>—</u>                | <u>13.42</u>            |
| <b>Equity accounted investments in joint venture (Refer Note 45)</b> |                         |                         |
| Wexsam Limited, Hong Kong  | 27.26                   | 27.26                   |
| Less: Impairment in value of investment (Refer Note below)           | (27.26)                 | (27.26)                 |
|  | <u>—</u>                | <u>—</u>                |
| <b>Total</b>   | <u>—</u>                | <u>13.42</u>            |

Note: Wexsam Limited, Hong Kong, was dissolved on July 15, 2016 and is fully impaired in the consolidated financial statements. The Group is in the process of obtaining necessary approval for write off of this investment.

**NOTE 8. NON-CURRENT INVESTMENTS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Investment in equity instruments (fully paid-up)</b>  |                         |                         |
| <b>Quoted at FVOCI</b>   |                         |                         |
| 584,977 (March 31, 2023: 584,977) Equity shares of INR 10 each fully paid up in Punjab Chemicals and Crop Protection Limited | 5,808.24                | 4,842.44                |
| 4,285 (March 31, 2023: 4,285) Equity shares of INR 10 each fully paid up in TIL Limited                                      | 7.00                    | 6.26                    |
| 13,400 (March 31, 2023: 13,400) Equity shares of INR 10 each fully paid up in Bank of India                                  | 18.36                   | 10.00                   |
| 6,198 (March 31, 2023: 6,198) Equity share of INR 10 each fully paid in Aimco Pesticides Limited                             | 5.61                    | 6.79                    |
| 702,703 (March 31, 2023: 702,703) Equity share of INR 10 each fully paid in Transpek Industry Limited                        | 12,504.95               | 10,336.06               |
| 14 (March 31, 2023: 14) Equity share of INR 10 each fully paid in Bayer Cropscience Limited                                  | 0.73                    | 0.58                    |
| 40 (March 31, 2023: 40) Equity share of INR 2 each fully paid in Birla Precision Technologies Limited                        | 0.02                    | 0.01                    |
| 3,500 (March 31, 2023: 3,500) Equity share of INR 1 each fully paid in Elgi Rubber Company Limited                           | 1.70                    | 1.02                    |
| 4,700 (March 31, 2023: 4,700) Equity Share of INR 10 each fully paid in Gujarat State Financial Corporation                  | 1.22                    | 0.28                    |
| 50,000 (March 31, 2023: 50,000) Equity share of INR 10 each fully paid in GTL Infrastructure Limited                         | 0.80                    | 0.35                    |
| 1,000 (March 31, 2023: 1,000) Equity share of INR 1 each fully paid in Hindalco Industries Limited                           | 5.60                    | 4.05                    |
| 100 (March 31, 2023: 100) Equity share of INR 10 each fully paid in Indokem Limited  | 0.10                    | 0.10                    |
| 101,625 (March 31, 2023: 102,975) Equity share of INR 5 each fully paid in Navin Fluorine International Limited              | 3,162.57                | 4,392.19                |
| 1,021,899 (March 31, 2023: 1,032,241) Equity share of INR 10 each fully paid in Tanfac Industries Limited                    | 20,104.33               | 10,299.70               |
| 100 (March 31, 2023: 100) Equity share of INR 2 each fully paid in Uniphos Enterprises Limited                               | 0.13                    | 0.15                    |
| 1,505 (March 31, 2023: 1,505) Equity share of INR 5 each fully paid in Alkyl Amines Chemicals Limited                        | 27.29                   | 32.47                   |
| 375 (March 31, 2023: 375) Equity share of INR 10 each fully paid in Cosmo First Limited                                      | 1.87                    | 2.13                    |
| 27,409 (March 31, 2023: 27,409) Equity share of INR 10 each fully paid in Daikaffil Chemicals (India) Limited                | 26.74                   | 5.81                    |
| 500 (March 31, 2023: 500) Equity share of INR 10 each fully paid in Deep Energy Resources Limited                            | 0.89                    | 0.53                    |
| 500 (March 31, 2023: 500) Equity share of INR 2 each fully paid in Deepak Nitrite Limited                                    | 10.61                   | 9.21                    |
| 448 (March 31, 2023: 448) Equity share of INR 10 each fully paid in Mangalam Organics Limited                                | 1.22                    | 1.49                    |



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 8. NON-CURRENT INVESTMENTS** (Contd.)

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| 10,500 (March 31, 2023: 10,500) Equity share of INR 1 each fully paid in Sadhana Nitro Chem Limited   | 8.02                            | 12.02                           |
| 100 (March 31, 2023: 100) Equity share of INR 10 each fully paid in Talwalkar Better Value Fitness Limited #                                    | 0.01                            | 0.01                            |
| 2,500 (March 31, 2023: 2,500) Equity share of INR 1 each fully paid in Thirumalai Chemicals Limited   | 5.86                            | 4.30                            |
| 2,500 (March 31, 2023: 2,500) Equity share of INR 10 each fully paid in Tinna Rubber and Infrastructure Limited                                 | 34.95                           | 8.67                            |
| 2,050 (March 31, 2023: 2,050) Equity share of INR 10 each fully paid in Tina Trade Limited  | 2.27                            | 0.44                            |
| 1,500 (March 31, 2023: 1,500) Equity share of INR 10 each fully paid in Universal Starch Chem Allied Limited                                    | 2.71                            | 1.62                            |
| 100 (March 31, 2023: 100) Equity share of INR 10 each fully paid in Talwalkars Healthclubs Limited #  | —                               | 0.01                            |
| 50,000 (March 31, 2023: 50,000) Equity share of INR 10 each fully paid in Jiya Eco Products Limited   | 1.81                            | 5.00                            |
| 8000 (March 31, 2023: Nil) Equity share of INR 1 each fully paid in Samrat Pharmachem Limited   | 26.67                           | —                               |
|   | <b>41,772.29</b>                | <b>29,983.69</b>                |
| <b>Unquoted at FVOCI</b>  |                                 |                                 |
| 920,500 (March 31, 2023: 920,500) Equity shares of INR 10 each fully paid up in TML Industries Limited  | —                               | —                               |
| 1,067,450 (March 31, 2023: 1,067,450) Equity shares of INR 10 each fully paid up in Silox India Private Limited                                 | 34,795.95                       | 25,318.27                       |
| 2,500 (March 31, 2023: 2,500) Equity shares of INR 10 each fully paid up in The Saraswat Co-operative Bank Limited                              | 0.25                            | 0.25                            |
| 50,000 (March 31, 2023: 50,000) Equity shares of INR 10 each fully paid up in Biotech Consortium India Limited                                  | 5.00                            | 5.00                            |
| 1,000 (March 31, 2023: 1,000) Equity Shares of INR 10 each fully paid up in Alpica Finance Limited  | —                               | —                               |
| 4,900 (March 31, 2023: 4,900) Equity shares of INR 10 each fully paid up in Ashok Organic Industries Limited                                    | —                               | —                               |
| 5 (March 31, 2023: 5) Equity shares of INR 5 each fully paid up in Syngenta India Limited   | —                               | —                               |
| 420 (March 31, 2023: 420) Equity shares of INR 10 each fully paid up in Lloyds Finance Limited  | —                               | —                               |
| 1,068 (March 31, 2023: 948) Equity Shares of INR 10 each fully paid up in Batx Energies Private Limited   | 291.45                          | 225.45                          |
| 3,300 (March 31, 2023: Nil) Equity Shares of INR 10 each fully paid up in Jaro Education  | 24.75                           | —                               |
| 25,000 (March 31, 2023: 25,000) Equity Shares of INR 1 each fully paid up in National Stock Exchange of India Limited                           | 1,100.00                        | 971.09                          |
|   | <b>36,217.40</b>                | <b>26,520.06</b>                |
| <b>Unquoted at Amortized Cost</b>   |                                 |                                 |
| 5,425,000 (March 31, 2023: Nil) Equity shares of INR 10 each fully paid up in First Energy 7 Private Limited*                                   | 58.73                           | —                               |
|   | <b>58.73</b>                    | <b>—</b>                        |
| <b>Investment in preference shares (fully paid-up)</b>  |                                 |                                 |
| <b>Unquoted at FVPL</b>   |                                 |                                 |
| 17,149 (March 31, 2023: 17,149) Compulsory Convertible Preference Shares of INR 10 each fully paid up in Bintix Waster Research Private Limited | 201.19                          | 201.19                          |
| 866 (March 31, 2023: 866) Compulsory Convertible Preference Shares of INR 10 each fully paid up in Ishitva Robotic Systems Private Limited      | 100.06                          | 100.06                          |
|   | <b>301.25</b>                   | <b>301.25</b>                   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 8. NON-CURRENT INVESTMENTS (Contd.)**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Investments in Debentures</b>   |                         |                         |
| <b>Unquoted at FVOCI</b>   |                         |                         |
| 6,831 (March 31, 2023: Nil) Compulsory Convertible Debentures of INR 1,000 each fully paid up in Batx Energies Private Limited | 68.31                   | —                       |
| <b>Total investments in debentures</b>   | <b>68.31</b>            | <b>—</b>                |
| <b>Other investments</b>   |                         |                         |
| <b>Unquoted at FVOCI</b>   |                         |                         |
| 1 (March 31, 2023: Nil) Convertible Note of INR 10,000,000 fully paid up in Exosome Private Limited                            | 100.00                  | —                       |
| 1 (March 31, 2023: Nil) Convertible Note of INR 2,500,000 fully paid up in Ishitva Robotics Systems Private Limited            | 25.00                   | —                       |
| <b>Total other investments</b>   | <b>125.00</b>           | <b>—</b>                |
| <b>Total</b>   | <b>78,542.98</b>        | <b>56,805.00</b>        |
| <b>Quoted Investments:</b>   |                         |                         |
| Aggregate carrying value and market value of quoted investments  | 41,772.29               | 29,983.69               |
| Aggregate amount of impairment in the value of investments   | —                       | —                       |
| <b>Unquoted Investments:</b>   |                         |                         |
| Aggregate carrying value of unquoted investments   | 36,770.69               | 26,821.31               |
| Aggregate amount of impairment in the value of investments   | —                       | —                       |

(a) During the current year, the Group has invested Rs. 542.50 lakhs ( 54,250,000 equity shares at face value of Rs. 10 each per equity share) in First Energy 7 Private Limited towards 28.83% equity ownership, for the sole purpose of procuring electricity from renewable source. Under the Companies Act 2013, First Energy 7 Private Limited is an associate company. As per the terms of the shareholder agreement of First Energy 7 Private Limited, the Group does not have power to participate in financial and operating policy decisions of First Energy 7 Private Limited. The said equity shares carries a dividend coupon of 0.01% of the value of equity shares held by the Group. On termination or otherwise, there is a restriction to sell the shares at face value to the other shareholder of First Energy 7 Private Limited. Therefore under Ind AS, the company is not an associate company. Accordingly, this equity investment is measured at amortised cost in accordance with the requirements of Ind AS 109. Refer notes 11 and 19 for investment value considered as prepaid expenses for procurement of renewable energy.

(b) During the year, the Group sold investment in equity share classified as FVOCI amounting to Rs. 337.91 lakhs (March 31, 2023: Rs. 276.29 lakhs) considering the investment objectives, risk tolerance and market conditions.

**NOTE 9. LOANS – NON-CURRENT**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |                         |
| Loans to employees  | 0.32                    | 0.31                    |
| Employee advance in nature of loan                          | 0.24                    | 2.99                    |
| <b>Total</b>  | <b>0.56</b>             | <b>3.30</b>             |

**NOTE 10. OTHER NON-CURRENT FINANCIAL ASSETS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b>                    |                         |                         |
| Margin Money deposits with maturity of more than twelve months (Refer Note 16) | —                       | 4.58                    |
| Security deposits *  | 811.23                  | 784.90                  |
| <b>Total</b>   | <b>811.23</b>           | <b>789.48</b>           |

\* Refer Note 46 for balance with a related party

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 11. OTHER NON-CURRENT ASSETS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b>            |                         |                         |
| <u>Capital advances</u>  |                         |                         |
| Unsecured, considered good   | 134.56                  | 62.92                   |
| Unsecured, considered doubtful   | 76.62                   | 76.62                   |
|  | <u>211.18</u>           | <u>139.54</u>           |
| Provision for doubtful capital advances                                | (76.62)                 | (76.62)                 |
|  | <u>134.56</u>           | <u>62.92</u>            |
| Balances with Government Authorities                                   | 16.68                   | 46.00                   |
| Prepaid expenses for procurement of renewable energy (Refer Note 8(a)) | 478.30                  | —                       |
| Prepaid expenses - others  | 34.31                   | 51.40                   |
| <b>Total</b>   | <b><u>663.85</u></b>    | <b><u>160.32</u></b>    |

**NOTE 12. INVENTORIES**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Raw materials [including stock-in-transit INR 300.03 (March 31, 2023: INR Nil)]                   | 5,522.37                | 6,654.07                |
| Packing materials   | 116.40                  | 120.41                  |
| Finished goods [including stock-in-transit INR 851.82 lakhs (March 31, 2023: INR 1,124.32 lakhs)] | 1,796.90                | 2,803.65                |
| Work-in-progress  | 2,738.88                | 2,900.46                |
| Traded goods  | 92.91                   | 73.87                   |
| Stores and spares (including fuel and coal)   | 371.68                  | 591.81                  |
| <b>Total</b>  | <b><u>10,639.14</u></b> | <b><u>13,144.27</u></b> |

**Amounts recognised in the Statement of Consolidated Profit and Loss:**

Inventory write downs are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value. Write-downs of inventories to net realisable value as at the year end amounted to INR Nil (as at March 31, 2023 - INR 336.01 lakhs), including INR 60.57 lakhs pertaining to Environment and Biotech segment (Refer Note 56). These writedowns were recognised as an expense and included in 'cost of materials consumed' and 'changes in inventories of finished goods, stock-in-trade and work-in-progress' in the Statement of Consolidated Profit and Loss.

**NOTE 13. CURRENT INVESTMENTS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Investments measured at Fair Value through Profit and Loss (FVPL)</b> |                         |                         |
| <b>Quoted</b>  |                         |                         |
| In Mutual Funds  | 60.16                   | 58.55                   |
| <b>Unquoted</b>  |                         |                         |
| In Mutual Funds  | 9,936.01                | 5,582.96                |
|  | <u>9,996.17</u>         | <u>5,641.51</u>         |
| <b>Investments measured at Amortized Cost</b>                            |                         |                         |
| <b>Quoted</b>  |                         |                         |
| In Bonds, Debentures and Commercial Papers                               | 7,610.95                | —                       |
|  | <u>7,610.95</u>         | <u>—</u>                |
| <b>Total</b>   | <b><u>17,607.12</u></b> | <b><u>5,641.51</u></b>  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 13. CURRENT INVESTMENTS (Contd.)**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| Aggregate amount of unquoted investments                        | 17,546.96                       | 5,582.96                        |
| Aggregate amount of quoted investments and market value thereof | 60.16                           | 58.55                           |
| Aggregate amount of impairment in the value of investments      | —                               | —                               |

**NOTE 14. TRADE RECEIVABLES**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| Trade receivables from related parties (Refer Note 46)    | 9.06                            | 5.70                            |
| Other trade receivables - Billed                          | 18,538.18                       | 15,772.49                       |
| Other trade receivables - Unbilled (Refer note (b) below) | —                               | 47.01                           |
| Less: Allowance for doubtful debts / Expected credit loss | 71.52                           | 173.25                          |
| <b>Total</b>  | <b>18,475.72</b>                | <b>15,651.95</b>                |
| Current portion   | 18,475.72                       | 15,651.95                       |
| Non-current portion                                       | —                               | —                               |

**Break-up of security details**

| <b>Particulars</b>   | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| – Secured, considered good                                   | —                               | —                               |
| – Unsecured, considered good                                 | 18,539.24                       | 15,755.77                       |
| – Receivables which have significant increase in credit risk | 8.00                            | 69.43                           |
| – Credit impaired  | —                               | —                               |
| <b>Total</b>   | <b>18,547.24</b>                | <b>15,825.20</b>                |
| Less: Allowance for doubtful debts / Expected credit loss    | (71.52)                         | (173.25)                        |
| <b>Total</b>   | <b>18,475.72</b>                | <b>15,651.95</b>                |

Notes:

- (a) For credit risk and provision for loss allowance, Refer Note 42.
- (b) The receivable is 'unbilled' as the Group has not yet issued an invoice; however, the balance has been included under trade receivables (as opposed to contract assets) because there is an unconditional right to consideration.
- (c) For aging of trade receivables, Refer Note 53.

**NOTE 15. CASH AND CASH EQUIVALENTS**

| <b>Particulars</b>                                       | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| Balances with Banks:                                     |                                 |                                 |
| – in Current accounts                                    | 777.50                          | 313.49                          |
| – in Exchange Earners' Foreign Currency ('EEFC') account | 0.03                            | 0.03                            |
| Cash on hand   | 1.00                            | 1.14                            |
| Deposits with maturity of less than three months         | —                               | 42.56                           |
| <b>Total</b>   | <b>778.53</b>                   | <b>357.22</b>                   |

Note: There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 16. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Margin money deposits (Refer note below)                                     | 363.19                  | 20.46                   |
| Unclaimed dividend account   | 82.65                   | 87.41                   |
| Deposits with maturity of more than three months and less than twelve months | 18.85                   | 8,228.88                |
| <b>Total</b>   | <b>464.69</b>           | <b>8,336.75</b>         |

Notes: Margin money deposits of INR 363.19 lakhs (March 31, 2023: INR 25.04 lakhs) have been given against letter of credit and bank guarantees (also Refer note 10).

**NOTE 17. LOANS – CURRENT**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |                         |
| Loans to a related party (Refer Note 46)                    | 100.00                  | 100.00                  |
| Loans to employees  | 0.77                    | 0.08                    |
| Employee advance in nature of loan                          | 20.49                   | 21.58                   |
| <b>Total</b>  | <b>121.26</b>           | <b>121.66</b>           |

**NOTE 18. OTHER CURRENT FINANCIAL ASSETS**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |                         |
| Deposits with Non Banking Financial Companies               | 2,000.00                | —                       |
| Interest accrued (Refer Note (a) below)                     | 334.69                  | 256.41                  |
| Security deposits   | 233.57                  | 198.98                  |
| Insurance Receivables                                       | 56.16                   | 79.58                   |
| Receivable from related parties (Refer Note 46)             | 96.42                   | 44.35                   |
| Others (Refer Note (b) below)                               | 30.86                   | 69.48                   |
| <b>Total</b>  | <b>2,751.70</b>         | <b>648.80</b>           |

(a) Receivable from a related party - INR 10.19 lakhs (March 31, 2023: INR 7.65 lakhs), Refer Note 46.

(b) Other include receivable from LIC INR 1.90 lakhs (March 31, 2023: INR 39.88 Lakhs).

**NOTE 19. OTHER CURRENT ASSETS**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Unsecured, considered good (unless otherwise stated)</b>            |                         |                         |
| Balances with Government Authorities                                   | 421.21                  | 171.17                  |
| Prepaid expenses for procurement of renewable energy (Refer Note 8(a)) | 5.46                    | —                       |
| Prepaid expenses - others  | 370.50                  | 289.91                  |
| <b>Advances to suppliers</b>   |                         |                         |
| Unsecured considered good  | 278.92                  | 257.39                  |
| Unsecured considered doubtful  | 163.56                  | 163.56                  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 19. OTHER CURRENT ASSETS (Contd.)**

| Particulars                     | As at           | As at          |
|---------------------------------|-----------------|----------------|
|                                 | March 31, 2024  | March 31, 2023 |
|                                 | 442.48          | 420.95         |
| Provision for doubtful advances | (163.56)        | (163.56)       |
|                                 | <b>278.92</b>   | <b>257.39</b>  |
| Export benefits receivable      | 54.90           | 58.19          |
| Others                          | 3.15            | 63.84          |
| <b>Total</b>                    | <b>1,134.14</b> | <b>840.50</b>  |

**NOTE 20. EQUITY SHARE CAPITAL**

| Particulars  | No. of shares     | Amount        |
|--|-------------------|---------------|
| <b>Authorised shares</b>                                     |                   |               |
| <b>As at March 31, 2024</b>                                  |                   |               |
| Equity shares of INR 5/- each                                | 38,000,000        | 1,900.00      |
| 11% Cumulative Redeemable Preference Shares of INR 10/- each | 850,000           | 85.00         |
| Unclassified Shares of INR 5/- each                          | 300,000           | 15.00         |
| <b>As at March 31, 2023</b>                                  |                   |               |
| Equity shares of INR 5/- each                                | 38,000,000        | 1,900.00      |
| 11% Cumulative Redeemable Preference Shares of INR 10/- each | 850,000           | 85.00         |
| Unclassified Shares of INR 5/- each                          | 300,000           | 15.00         |
| <b>Issued, subscribed and paid-up</b>                        |                   |               |
| <b>As at March 31, 2024</b>                                  |                   |               |
| Equity shares of INR 5/- each fully paid-up                  | 12,570,692        | 628.53        |
| <b>Total</b>   | <b>12,570,692</b> | <b>628.53</b> |
| <b>As at March 31, 2023</b>                                  |                   |               |
| Equity shares of INR 5/- each fully paid-up                  | 12,570,692        | 628.53        |
| <b>Total</b>   | <b>12,570,692</b> | <b>628.53</b> |

**(i) Movement in Equity Share Capital**

| Equity Shares                             | As at March 31, 2024 |               | As at March 31, 2023 |               |
|---|----------------------|---------------|----------------------|---------------|
|   | Nos. of Shares       | Amount        | Nos. of Shares       | Amount        |
| At the beginning of the year              | 12,570,692           | 628.53        | 12,570,692           | 628.53        |
| <b>Outstanding at the end of the year</b> | <b>12,570,692</b>    | <b>628.53</b> | <b>12,570,692</b>    | <b>628.53</b> |

**(ii) Terms/ rights attached to equity shares**

The Company has one class of equity shares having par value of INR 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 20. EQUITY SHARE CAPITAL (Contd.)**

**(iii) Details of shares held by shareholders holding more than 5% shares in the Company:**

| Name of the shareholder                    | As at March 31, 2024 |              | As at March 31, 2023 |              |
|--|----------------------|--------------|----------------------|--------------|
|  | Nos. of Shares       | % of holding | Nos. of Shares       | % of holding |
| Anshul Specialty Molecules Private Limited | 5,358,682            | 42.63%       | 5,358,682            | 42.63%       |
| Life Insurance Corporation of India        | 866,474              | 6.89%        | 868,052              | 6.91%        |

**(iv) Disclosure for shares of the Company held by parent / ultimate parent company:**

| Name of the shareholder                    | As at March 31, 2024 |              | As at March 31, 2023 |              |
|--|----------------------|--------------|----------------------|--------------|
|  | Nos. of Shares       | % of holding | Nos. of Shares       | % of holding |
| Anshul Specialty Molecules Private Limited | 5,358,682            | 42.63%       | 5,358,682            | 42.63%       |

**(v)** There is no change in authorised share capital during the year ended March 31, 2024 and March 31, 2023.

**(vi) Details of shareholding of promoters/ promoter group:**

| Name of the promoters / promoter group             | As at March 31, 2024 |                             | % of change during the year |
|--|----------------------|-----------------------------|-----------------------------|
|  | Number of shares     | % of total number of shares |                             |
| <b>Promoters</b>                                   |                      |                             |                             |
| Ashwin Champraj Shroff                             | 103,070              | 0.82%                       | 0.00%                       |
| Atul Govindji Shroff                               | 59,784               | 0.48%                       | 0.00%                       |
| Abhay Sunil Saraiya                                | 2,332                | 0.02%                       | 0.00%                       |
| Ravi Ashwin Shroff                                 | 47,670               | 0.38%                       | 0.00%                       |
| Hrishit Ashwin Shroff                              | 47,669               | 0.38%                       | 0.00%                       |
| Ami Kantisen Shroff                                | 44,382               | 0.35%                       | 0.00%                       |
| Shruti Atul Shroff                                 | 22,018               | 0.18%                       | 0.00%                       |
| Anshul Amrish Bhatia                               | 21,616               | 0.17%                       | 0.00%                       |
| Preeti Dipesh Shroff                               | 20,042               | 0.16%                       | -33.29%                     |
| Hiral Tushar Dayal                                 | 10,034               | 0.08%                       | 0.00%                       |
| Dipesh Kantisen Shroff                             | 3,619                | 0.03%                       | -58.01%                     |
| Chetana P Saraiya                                  | 10,643               | 0.08%                       | 0.00%                       |
| Late Usha Ashwin Shroff                            | 6,497                | 0.05%                       | 0.00%                       |
| Kantisen Chaturbhaj Shroff - HUF                   | 5,494                | 0.04%                       | 0.00%                       |
| Vishwa Atul Shroff                                 | 905                  | 0.01%                       | 0.00%                       |
| Tushar Charandas Dayal - HUF                       | 1,310                | 0.01%                       | 0.00%                       |
| <b>Promoter group</b>                              |                      |                             |                             |
| Anshul Specialty Molecules Private Limited         | 5,358,682            | 42.63%                      | 0.00%                       |
| Dipkanti Investments And Financing Private Limited | 260,732              | 2.07%                       | 1.96%                       |
| Transpek Industry Limited                          | 156,650              | 1.25%                       | 0.00%                       |
| Vibrant Greentech India Private Limited            | 149,991              | 1.19%                       | 0.00%                       |
| Pritami Investments Private Limited                | 89,862               | 0.71%                       | 12.52%                      |
| Hyderabad Chemical Products Private Limited        | 6,833                | 0.05%                       | 0.00%                       |
| Shrodip Investments Private Limited                | 29,350               | 0.23%                       | 0.00%                       |
| Dilipsinh G Bhatia                                 | 104,082              | 0.83%                       | 0.00%                       |
| <b>Total</b>                                       | <b>6,563,267</b>     | <b>52.21%</b>               |                             |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 20. EQUITY SHARE CAPITAL** (Contd.)

| Name of the promoters / promoter group             | As at March 31, 2023 |                             | % of change during the year |
|--|----------------------|-----------------------------|-----------------------------|
|  | Number of shares     | % of total number of shares |                             |
| <b>Promoters</b>                                   |                      |                             |                             |
| Ashwin Champraj Shroff                             | 103,070              | 0.82%                       | 0.00%                       |
| Atul Govindji Shroff                               | 59,784               | 0.48%                       | 0.00%                       |
| Abhay Sunil Saraiya                                | 2,332                | 0.02%                       | 0.00%                       |
| Ravi Ashwin Shroff                                 | 47,670               | 0.38%                       | 0.00%                       |
| Hrishit Ashwin Shroff                              | 47,669               | 0.38%                       | 0.00%                       |
| Ami Kantisen Shroff                                | 44,382               | 0.35%                       | 0.00%                       |
| Shruti Atul Shroff                                 | 22,018               | 0.18%                       | 0.00%                       |
| Anshul Amrish Bhatia                               | 21,616               | 0.17%                       | 0.00%                       |
| Preeti Dipesh Shroff                               | 30,042               | 0.24%                       | 84.40%                      |
| Hiral Tushar Dayal                                 | 10,034               | 0.08%                       | 0.00%                       |
| Dipesh Kantisen Shroff                             | 8,619                | 0.07%                       | 0.00%                       |
| Chetana P Saraiya                                  | 10,643               | 0.08%                       | 0.00%                       |
| Late Usha Ashwin Shroff                            | 6,497                | 0.05%                       | 0.00%                       |
| Kantisen Chaturbhaj Shroff - HUF                   | 5,494                | 0.04%                       | 0.00%                       |
| Vishwa Atul Shroff                                 | 905                  | 0.01%                       | 0.00%                       |
| Tushar Charandas Dayal - HUF                       | 1,310                | 0.01%                       | 0.00%                       |
| <b>Promoter group</b>                              |                      |                             |                             |
| Anshul Specialty Molecules Private Limited         | 5,358,682            | 42.63%                      | 0.00%                       |
| Dipkanti Investments And Financing Private Limited | 255,732              | 2.03%                       | 0.00%                       |
| Transpek Industry Limited                          | 156,650              | 1.25%                       | 0.00%                       |
| Vibrant Greentech India Private Limited            | 149,991              | 1.19%                       | 0.00%                       |
| Pritami Investments Private Limited                | 79,862               | 0.64%                       | 0.00%                       |
| Hyderabad Chemical Products Private Limited        | 6,833                | 0.05%                       | 0.00%                       |
| Shrodip Investments Private Limited                | 29,350               | 0.23%                       | 0.00%                       |
| Dilipsinh G Bhatia                                 | 104,082              | 0.83%                       | 0.00%                       |
| <b>Total</b>                                       | <b>6,563,267</b>     | <b>52.21%</b>               |                             |

(vii) No entities are identified as Core Investment Companies (CICs) as part of the Group.

(viii) There are no shares (a) allotted as fully paid by way of bonus share or pursuant to contract without payment of being received in cash or (b) bought back during the period of 5 years immediately preceding the Balance Sheet date.

**NOTE 21. OTHER EQUITY**

| Particulars                | As at             | As at             |
|----------------------------|-------------------|-------------------|
|                            | March 31, 2024    | March 31, 2023    |
| Capital reserve            | 0.01              | 0.01              |
| Securities premium         | 534.37            | 534.37            |
| Capital redemption reserve | 16.77             | 16.77             |
| Statutory reserve          | 710.18            | 602.26            |
| General reserve            | 49,587.32         | 49,587.32         |
| Retained earnings          | 28,291.48         | 27,699.86         |
| Other reserves             | 62,937.15         | 45,105.58         |
| <b>Total</b>               | <b>142,077.28</b> | <b>123,546.17</b> |



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 21. OTHER EQUITY (Contd.)**

**(i) Capital reserve**

| <b>Particulars</b>     | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|------------------------|---------------------------------|---------------------------------|
| Opening balance        | 0.01                            | 0.01                            |
| <b>Closing balance</b> | <b>0.01</b>                     | <b>0.01</b>                     |

**(ii) Securities premium**

| <b>Particulars</b>     | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|------------------------|---------------------------------|---------------------------------|
| Opening balance        | 534.37                          | 534.37                          |
| <b>Closing balance</b> | <b>534.37</b>                   | <b>534.37</b>                   |

**(iii) Capital redemption reserve**

| <b>Particulars</b>     | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|------------------------|---------------------------------|---------------------------------|
| Opening balance        | 16.77                           | 16.77                           |
| <b>Closing balance</b> | <b>16.77</b>                    | <b>16.77</b>                    |

**(iv) Statutory reserve**

| <b>Particulars</b>                             | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| Opening balance                                | 602.26                          | 527.06                          |
| Add: Amount transferred from retained earnings | 107.92                          | 75.20                           |
| <b>Closing balance</b>                         | <b>710.18</b>                   | <b>602.26</b>                   |

**(v) General reserve**

| <b>Particulars</b>                             | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| Opening balance                                | 49,587.32                       | 44,587.32                       |
| Add: Amount transferred from retained earnings | —                               | 5,000.00                        |
| <b>Closing balance</b>                         | <b>49,587.32</b>                | <b>49,587.32</b>                |

**(vi) Retained earnings**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| Opening balance   | 27,699.86                       | 27,545.50                       |
| Profit for the year   | 1,701.00                        | 7,993.55                        |
| Dividend paid   | (1,414.20)                      | (2,828.41)                      |
| Transfer to general reserve   | —                               | (5,000.00)                      |
| Transfer to statutory reserve   | (107.92)                        | (75.20)                         |
| Items of Other Comprehensive Income (OCI) recognised directly in retained earnings: |                                 |                                 |
| – Remeasurement of post employment benefits obligations (net of tax)                | 119.03                          | 64.42                           |
| – Transfer upon sale of Equity Instruments measured at fair value through OCI       | 293.71                          | —                               |
| <b>Closing balance</b>  | <b>28,291.48</b>                | <b>27,699.86</b>                |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 21. OTHER EQUITY (Contd.)****(vii) Other reserves – FVOCI – Equity Investments**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Opening balance   | 45,105.58               | 41,095.36               |
| Change in fair value of FVOCI equity investments (Refer Note 8)             | 21,704.85               | 3,188.88                |
| Transfer upon sale of Equity Instruments measured at fair value through OCI | (293.71)                | —                       |
| Tax on above  | (3,579.57)              | 821.34                  |
|   | <u>17,831.57</u>        | <u>4,010.22</u>         |
| <b>Closing balance</b>  | <b><u>62,937.15</u></b> | <b><u>45,105.58</u></b> |

**Nature and purpose of reserves****Capital reserve**

Capital reserve is utilised in accordance with provision of the Act.

**Securities premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

**Capital redemption reserve**

The Act requires that when a Company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve. The reserve is utilised in accordance with the provisions of Section 69 of the Act.

**General reserve**

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. This is a free reserve under the Act.

**Other reserves – FVOCI – Equity Investments**

The Group has elected to recognise changes in the fair value of certain investments in equity securities in Other Comprehensive Income. These changes are accumulated within FVOCI equity investments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

**Statutory reserve**

The statutory reserve represents fund created out of profit of the year in accordance with requirement of Section 45IC(1) of Reserve Bank of India Act, 1934 for a NBFC Subsidiary Company.

**NOTE 22. LEASE LIABILITIES – NON-CURRENT**

| Particulars                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-----------------------------------|-------------------------|-------------------------|
| Lease liabilities (Refer Note 51) | 177.83                  | 178.09                  |
| <b>Total</b>                      | <b><u>177.83</u></b>    | <b><u>178.09</u></b>    |

**NOTE 23. EMPLOYEE BENEFIT OBLIGATIONS - NON-CURRENT**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Provision for employee benefit obligations (Refer Note 40): |                         |                         |
| Leave obligation  | 1,114.35                | 1,089.18                |
| Gratuity  | 2.10                    | —                       |
| Medical voluntary retirement scheme                         | 101.94                  | 104.12                  |
| Long service award  | 109.18                  | 119.72                  |
| <b>Total</b>  | <b><u>1,327.57</u></b>  | <b><u>1,313.02</u></b>  |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 24. TAXATION**

**(a) Income tax expense**

**Particulars**

**Current tax**

|  |        |          |
|--|--------|----------|
| Current tax on profits for the year                    | 313.52 | 2,608.47 |
| Adjustments to current tax in respect of earlier years | 47.00  | (226.61) |

**Total current tax expense**

|               |                 |
|---------------|-----------------|
| <b>360.52</b> | <b>2,381.86</b> |
|---------------|-----------------|

**Deferred tax**

|  |        |        |
|--|--------|--------|
| Deferred tax   | 165.42 | 91.36  |
| Adjustments to current tax in respect of earlier years | 38.10  | 110.05 |

**Total deferred tax expense/(benefit)**

|               |               |
|---------------|---------------|
| <b>203.52</b> | <b>201.41</b> |
|---------------|---------------|

**Total Income tax expense**

|               |                 |
|---------------|-----------------|
| <b>564.04</b> | <b>2,583.27</b> |
|---------------|-----------------|

**(b) Reconciliation of tax expense and accounting profit multiplied by statutory tax rates :**

**Particulars**

|                   |          |           |
|-------------------|----------|-----------|
| Profit before tax | 2,335.08 | 10,612.89 |
|-------------------|----------|-----------|

**Tax at the Indian tax rate of 25.168% (previous year 25.168%)**

|               |                 |
|---------------|-----------------|
| <b>587.69</b> | <b>2,671.05</b> |
|---------------|-----------------|

**Add / (less) effects of :**

|  |          |          |
|--|----------|----------|
| Exempt Income  | (167.56) | (14.56)  |
| Expenses not deductible in determining taxable profits | 73.49    | 134.26   |
| Adjustments in respect of earlier years                | 85.10    | (116.55) |
| Others   | (14.68)  | (90.93)  |

**Income tax expense**

|               |                 |
|---------------|-----------------|
| <b>564.04</b> | <b>2,583.27</b> |
|---------------|-----------------|

**(c) Income tax expenses recognised in OCI:**

**Particulars**

**Current tax**

|  |                |                |
|--|----------------|----------------|
| Gain/(Loss) on sale of equity instruments at FVOCI | (54.25)        | (30.92)        |
|  | <b>(54.25)</b> | <b>(30.92)</b> |

**Deferred tax**

|   |            |         |
|---|------------|---------|
| Remeasurement gains / (losses) on net defined benefit plans | (40.03)    | (21.67) |
| Changes in fair value of equity instruments                 | (3,525.32) | 852.27  |

|                   |               |
|-------------------|---------------|
| <b>(3,565.35)</b> | <b>830.60</b> |
|-------------------|---------------|

|                   |               |
|-------------------|---------------|
| <b>(3,619.60)</b> | <b>799.68</b> |
|-------------------|---------------|

**(d) Deferred tax balances:**

**Particulars**

|                          |             |             |
|--------------------------|-------------|-------------|
| Deferred tax assets      | 6.06        | —           |
| Deferred tax liabilities | (15,029.77) | (11,254.84) |

**Deferred tax liabilities (net)**

|                    |                    |
|--------------------|--------------------|
| <b>(15,023.71)</b> | <b>(11,254.84)</b> |
|--------------------|--------------------|

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 24. TAXATION (Contd.)**

The balance comprises temporary differences attributable to:

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|---|---------------------------------|---------------------------------|
| <b>Deferred tax assets</b>  |                                 |                                 |
| Liabilities / provisions that are deducted for tax purposes when paid   | 515.94                          | 483.95                          |
| Provision for doubtful receivables and advances   | 59.17                           | 84.77                           |
| Lease Liabilities   | 44.80                           | 44.88                           |
| Deferred government grant   | 9.43                            | —                               |
| Carry forward of business losses  | 7.83                            | —                               |
| Others  | 0.31                            | —                               |
| <b>Total deferred tax assets</b>  | <b>637.48</b>                   | <b>613.60</b>                   |
| Set- off of deferred tax liabilities pursuant to set-off provisions   | (631.42)                        | (613.60)                        |
| <b>Deferred tax asset (net)</b>   | <b>6.06</b>                     | <b>—</b>                        |
| <b>Deferred tax liabilities</b>   |                                 |                                 |
| Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate | (3,880.43)                      | (3,684.40)                      |
| Right of Use Asset  | (531.28)                        | (541.39)                        |
| Financial assets at fair value through Other Comprehensive Income   | (11,129.72)                     | (7,604.40)                      |
| Financial assets at fair value through Profit and Loss  | (110.49)                        | (32.34)                         |
| Export benefit receivable   | (9.27)                          | (5.91)                          |
| <b>Total deferred tax liabilities</b>   | <b>(15,661.19)</b>              | <b>(11,868.44)</b>              |
| Set- off of deferred tax assets pursuant to set-off provisions  | 631.42                          | 613.60                          |
| <b>Deferred tax liabilities (net)</b>   | <b>(15,029.77)</b>              | <b>(11,254.84)</b>              |

**Movement in deferred tax assets/(liabilities):**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2023</b> | <b>(Charged)/<br/>credited to profit<br/>and loss</b> | <b>(Charged)/<br/>credited to OCI</b> | <b>As at<br/>March 31, 2024</b> |
|---|---------------------------------|---|---------------------------------------|---------------------------------|
| <b>For the year ended March 31, 2024</b>  |                                 |   |                                       |                                 |
| <b>Deferred tax assets</b>  |                                 |   |                                       |                                 |
| Liabilities / provisions that are deducted for tax purposes when paid   | 483.95                          | 72.02   | (40.03)                               | 515.94                          |
| Provision for doubtful receivables and advances   | 84.77                           | (25.60)   | —                                     | 59.17                           |
| Lease Liabilities   | 44.88                           | (0.08)  | —                                     | 44.80                           |
| Deferred government grant   | —                               | 9.43  | —                                     | 9.43                            |
| Carry forward of business losses  | —                               | 7.83  | —                                     | 7.83                            |
| Others  | —                               | 0.31  | —                                     | 0.31                            |
| <b>Total Deferred tax assets</b>  | <b>613.60</b>                   | <b>63.91</b>  | <b>(40.03)</b>                        | <b>637.48</b>                   |
| <b>Deferred tax liabilities</b>   |                                 |   |                                       |                                 |
| Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate | (3,684.40)                      | (196.03)  | —                                     | (3,880.43)                      |
| Right-of-use assets   | (541.39)                        | 10.11   | —                                     | (531.28)                        |
| Financial assets at fair value through Other Comprehensive Income   | (7,604.40)                      | —   | (3,525.32)                            | (11,129.72)                     |
| Financial assets at fair value through Profit and Loss  | (32.34)                         | (78.15)   | —                                     | (110.49)                        |
| Export benefit receivable   | (5.91)                          | (3.36)  | —                                     | (9.27)                          |
| <b>Total Deferred tax liabilities</b>   | <b>(11,868.44)</b>              | <b>(267.43)</b>                                       | <b>(3,525.32)</b>                     | <b>(15,661.19)</b>              |
| <b>Total Deferred tax assets / (liabilities)</b>  | <b>(11,254.84)</b>              | <b>(203.52)</b>                                       | <b>(3,565.35)</b>                     | <b>(15,023.71)</b>              |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 24. TAXATION** (Contd.)

| Particulars   | As at<br>March 31, 2022 | (Charged)/<br>credited to profit<br>and loss | (Charged)/<br>credited to OCI | As at<br>March 31, 2023 |
|---|-------------------------|--|-------------------------------|-------------------------|
| <b>For the year ended March 31, 2023</b>  |                         |  |                               |                         |
| <b>Deferred tax assets</b>  |                         |  |                               |                         |
| Liabilities / provisions that are deducted for tax purposes when paid   | 503.54                  | 2.08   | (21.67)                       | 483.95                  |
| Provision for doubtful receivables and advances   | 139.91                  | (55.14)                                      | —                             | 84.77                   |
| Lease Liabilities   | —                       | 44.88  | —                             | 44.88                   |
| <b>Total Deferred tax assets</b>  | <b>643.45</b>           | <b>(8.18)</b>                                | <b>(21.67)</b>                | <b>613.60</b>           |
| <b>Deferred tax liabilities</b>   |                         |  |                               |                         |
| Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate | (3,546.25)              | (138.15)                                     | —                             | (3,684.40)              |
| Right-of-use assets   | (461.08)                | (80.31)                                      | —                             | (541.39)                |
| Financial assets at fair value through Other Comprehensive Income   | (8,456.67)              | —  | 852.27                        | (7,604.40)              |
| Financial assets at fair value through Profit and Loss  | (20.22)                 | (12.12)                                      | —                             | (32.34)                 |
| Export benefit receivable   | (43.26)                 | 37.35  | —                             | (5.91)                  |
| <b>Total Deferred tax liabilities</b>   | <b>(12,527.48)</b>      | <b>(193.23)</b>                              | <b>852.27</b>                 | <b>(11,868.44)</b>      |
| <b>Total Deferred tax assets / (liabilities)</b>  | <b>(11,884.03)</b>      | <b>(201.41)</b>                              | <b>830.60</b>                 | <b>(11,254.84)</b>      |

**NOTE 25. SHORT TERM BORROWINGS**

| Particulars                         | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-------------------------------------|-------------------------|-------------------------|
| <b>Secured</b>                      |                         |                         |
| Cash credits (Refer Note (a) below) | —                       | 89.08                   |
| <b>Total</b>                        | <b>—</b>                | <b>89.08</b>            |

**Notes:**

- (a) Cash credit loan from banks were secured by hypothecation of all tangible movable assets both present and future including stock of raw materials, finished goods, goods in process, stores and trade receivables etc. of the Holding Company and were further secured by charge on the immovable property at Roha and Lote units in Maharashtra of the Holding Company. The cash credit loans were repayable on demand and carries interest rates at 7.95% to 9.70% (March 31, 2023: 7.55% to 9.15%) per annum.
- (d) Refer Note 42(B) for liquidity risk.
- (e) The carrying amounts of the Holding Company's financial and non financial assets hypothecated / mortgaged as security for sanctioned borrowings are as under:

| Particulars                                     | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Current Assets</b>                           |                         |                         |
| <b>Financial Assets</b>                         |                         |                         |
| Trade receivables                               | 18,470.27               | 15,651.95               |
| <b>Non Financial Assets</b>                     |                         |                         |
| Inventories                                     | 10,638.91               | 13,144.27               |
| <b>Total Current Assets Pledged as Security</b> | <b>29,109.18</b>        | <b>28,796.22</b>        |
| <b>Non Current Assets</b>                       |                         |                         |
| Right of use assets                             | 190.66                  | 194.34                  |
| Freehold land                                   | 140.81                  | 140.81                  |
| Buildings                                       | 3,544.80                | 3,237.20                |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 25. SHORT TERM BORROWINGS** (Contd.)

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Plant and machinery                                   | 24,763.53               | 24,753.05               |
| Other property plant and equipment                    | 1,544.33                | 1,638.47                |
| <b>Total Non - current assets pledged as security</b> | <b>30,184.14</b>        | <b>29,963.87</b>        |
| <b>Total assets pledged as security</b>               | <b>59,293.32</b>        | <b>58,760.09</b>        |

**(f) Changes in Liabilities arising from Financing Activities**

| Particulars                 | Liabilities from financing activities |                           |                         | Total         |
|-----------------------------|---------------------------------------|---------------------------|-------------------------|---------------|
|                             | Lease<br>Liabilities                  | Non-current<br>borrowings | Current<br>borrowings # |               |
| <b>As at March 31, 2022</b> | <b>217.51</b>                         | <b>0.55</b>               | <b>522.98</b>           | <b>741.04</b> |
| Repayment                   | (39.18)                               | (0.55)                    | (433.90)                | (473.63)      |
| Interest expense            | 16.90                                 | —                         | 89.66                   | 106.56        |
| Interest paid               | (16.90)                               | —                         | (89.66)                 | (106.56)      |
| <b>As at March 31, 2023</b> | <b>178.33</b>                         | <b>—</b>                  | <b>89.08</b>            | <b>267.41</b> |
| Repayment                   | (0.25)                                | —                         | (89.08)                 | (89.33)       |
| Interest expense            | 13.75                                 | —                         | 108.78                  | 122.53        |
| Interest paid               | (13.75)                               | —                         | (108.78)                | (122.53)      |
| <b>As at March 31, 2024</b> | <b>178.08</b>                         | <b>—</b>                  | <b>—</b>                | <b>178.08</b> |

# Repayment under current borrowings are net of additions

**NOTE 26. TRADE PAYABLES**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Total Outstanding due of micro and small enterprises                       | 696.59                  | 678.05                  |
| Total Outstanding due of creditors other than micro and small enterprises* | 17,822.88               | 10,006.87               |
| <b>Total</b>   | <b>18,519.47</b>        | <b>10,684.92</b>        |

\* Refer Note 46 for balance with related parties

**Notes:**

- (a) The Group has certain payables to micro and small suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows.

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| (i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end  | 696.59                  | 678.05                  |
| (ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end   | —                       | —                       |
| (iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year  | 32.75                   | 113.87                  |
| (iv) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year  | 0.13                    | 0.20                    |
| (v) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year  | —                       | —                       |
| (vi) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act  | —                       | —                       |
| (vii) Interest accrued and remaining unpaid at the end of the accounting year   | —                       | —                       |
| (viii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act | —                       | —                       |

- (b) Refer Note 42 for information about liquidity risk and market risk of trade payables.  
(c) For aging of trade payables, refer note 54.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 27. LEASE LIABILITIES – CURRENT**

| Particulars                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-----------------------------------|-------------------------|-------------------------|
| Lease liabilities (Refer Note 51) | 0.25                    | 0.24                    |
| <b>Total</b>                      | <b>0.25</b>             | <b>0.24</b>             |

**NOTE 28. OTHER CURRENT FINANCIAL LIABILITIES**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Unclaimed dividend  | 82.65                   | 87.41                   |
| Unclaimed matured fixed deposits                          | —                       | 0.58                    |
| Unclaimed interest on matured fixed deposits              | 0.23                    | 0.38                    |
| Creditors for capital goods                               | 247.70                  | 353.37                  |
| Sundry deposits:  |                         |                         |
| From related parties (Refer Note 46)                      | 8.00                    | 8.00                    |
| Others  | 10.16                   | 10.10                   |
| Foreign exchange forward contracts                        | 13.41                   | 18.66                   |
| Liability towards acquisition of business (Refer Note 55) | 190.06                  | —                       |
| Others  | 96.56                   | 74.61                   |
| <b>Total</b>  | <b>648.77</b>           | <b>553.11</b>           |

**Note:**

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end. Unclaimed matured fixed deposits of Rs. 0.33 lakh which were due for payment to the Investor Education and Protection Fund under Section 125 of the Act as at March, 2023 has been transferred to the Investor Education and Protection Fund during the current year.

**NOTE 29. EMPLOYEE BENEFIT OBLIGATIONS - CURRENT**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Provision for employee benefit obligations (Refer Note 40): |                         |                         |
| Leave obligation  | 236.01                  | 211.85                  |
| Gratuity  | 343.90                  | 225.45                  |
| Medical voluntary retirement scheme                         | 40.04                   | 43.26                   |
| Long service award  | 15.47                   | 20.06                   |
| <b>Total</b>  | <b>635.42</b>           | <b>500.62</b>           |

**NOTE 30. OTHER CURRENT LIABILITIES**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Statutory dues including provident fund and tax deducted at sources | 278.75                  | 328.65                  |
| Contract liabilities (refer note below):                            |                         |                         |
| Advances from customers   | 124.35                  | 92.12                   |
| Deferred government grant   | 37.45                   | —                       |
| Other payables  | 10.13                   | 10.61                   |
| <b>Total</b>  | <b>450.68</b>           | <b>431.38</b>           |

**Note:**

The Contract liabilities outstanding at the beginning of the year has been recognised as revenue during the year ended March 31, 2024 upon satisfaction of performance obligation.

There has been no significant change in the contract liabilities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 31. REVENUE FROM OPERATIONS**

| Particulars   | Year ended<br>March 31, 2024         | Year ended<br>March 31, 2023         |
|---|--------------------------------------|--------------------------------------|
| <b>Revenue from contracts with customers:</b>   |                                      |                                      |
| <b>a) Sale of products</b>  |                                      |                                      |
| Finished Goods  | 80,382.69                            | 1,04,129.36                          |
| Traded Goods  | 818.04                               | 1,970.46                             |
| <b>b) Sale of services</b>  |                                      |                                      |
| Processing charges  | 451.94                               | 1,157.16                             |
| Others (refer note (c) below)   | 457.30                               | 1,105.13                             |
|   | <b>82,109.97</b>                     | <b>1,08,362.11</b>                   |
| <b>Other operating revenue:</b>   |                                      |                                      |
| a) Export incentives  | 84.91                                | 131.03                               |
| b) Scrap sales  | 419.11                               | 488.76                               |
|   | <b>504.02</b>                        | <b>619.79</b>                        |
| <b>Total</b>  | <b>82,613.99</b>                     | <b>1,08,981.90</b>                   |
| <b>Revenue from contracts with customers disaggregated based on geography:</b>        |                                      |                                      |
| Domestic  | 69,082.23                            | 85,754.71                            |
| Exports   | 13,027.74                            | 22,607.40                            |
| <b>Total Revenue from customers</b>   | <b>82,109.97</b>                     | <b>1,08,362.11</b>                   |
| Add: Other operating revenue  | 504.02                               | 619.79                               |
| <b>Total</b>  | <b>82,613.99</b>                     | <b>1,08,981.90</b>                   |
| <b>Reconciliation of Gross revenue with the revenue from contracts with customers</b> |                                      |                                      |
| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
| Gross revenue from operations   | 82,456.02                            | 1,08,503.77                          |
| Less: Discounts   | 346.05                               | 141.66                               |
| <b>Net revenue recognised from contracts with customers</b>                           | <b>82,109.97</b>                     | <b>1,08,362.11</b>                   |

**Notes:**

- (a) The Group does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration.
- (b) There are no material contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.
- (c) Sale of services - Others predominantly include freight and insurance on export of goods which are identified as separate performance obligation under Ind AS 115.

**NOTE 32. OTHER INCOME**

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Interest income from financial assets at amortised cost</b> |                              |                              |
| Bank deposits  | 411.88                       | 478.82                       |
| Income tax refund  | 744.41                       | —                            |
| Inter corporate deposit  | 12.30                        | 12.30                        |
| Others   | 55.04                        | 39.52                        |
|  | <b>1,223.63</b>              | <b>530.64</b>                |



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 32. OTHER INCOME** (Contd.)

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Dividend income</b>   |                              |                              |
| From non current investments (Refer note (a) below)            | 933.90                       | 255.39                       |
| From current investments designated at FVPL                    | 13.96                        | 34.89                        |
|  | <u>947.86</u>                | <u>290.28</u>                |
| <b>Others</b>  |                              |                              |
| Rent (Refer Note 5)  | 96.00                        | 76.24                        |
| Gain on fair valuation of current investments measured at FVPL | 427.46                       | 86.77                        |
| Profit on sale of current investments measured at FVPL         | 555.56                       | 80.43                        |
| Insurance Claims   | —                            | 117.26                       |
| Others (Refer note (b) below)                                  | 49.69                        | 104.96                       |
|  | <u>1,128.71</u>              | <u>465.66</u>                |
| <b>Total</b>   | <u><u>3,300.20</u></u>       | <u><u>1,286.58</u></u>       |

**Note:**

- (a) All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting period. There were no dividend income relating to equity investments designated at FVOCI derecognised during the year.
- (b) Includes sales tax refund of INR 18.01 lakhs (March 31, 2023: INR 31.51 lakhs) accounted during the year.

**NOTE 33. COST OF MATERIALS CONSUMED**

| Particulars                                     | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>a. Raw materials</b>                         |                              |                              |
| Inventory at the beginning of the year          | 6,654.07                     | 9,444.06                     |
| Add: Purchases                                  | 45,889.35                    | 56,825.47                    |
|   | <u>52,543.42</u>             | <u>66,269.53</u>             |
| Less: Inventory at the end of the year          | 5,522.37                     | 6,654.07                     |
| <b>Total cost of Raw materials consumed</b>     | <u>47,021.05</u>             | <u>59,615.46</u>             |
| <b>b. Packing materials</b>                     |                              |                              |
| Inventory at the beginning of the year          | 120.41                       | 155.59                       |
| Add: Purchases                                  | 1,566.79                     | 1,804.56                     |
|   | <u>1,687.20</u>              | <u>1,960.15</u>              |
| Less: Inventory at the end of the year          | 116.40                       | 120.41                       |
| <b>Total cost of Packing materials consumed</b> | <u>1,570.80</u>              | <u>1,839.74</u>              |
| <b>Total</b>                                    | <u><u>48,591.85</u></u>      | <u><u>61,455.20</u></u>      |

**NOTE 34. PURCHASE OF STOCK-IN-TRADE**

| Particulars          | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|----------------------|------------------------------|------------------------------|
| Chemicals and others | 566.04                       | 1,277.12                     |
| <b>Total</b>         | <u>566.04</u>                | <u>1,277.12</u>              |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 35. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

| <b>Particulars</b>                              | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| <b>Inventories at the end of the year</b>       |                                      |                                      |
| Finished goods                                  | 1,796.90                             | 2,803.65                             |
| Work-in-progress                                | 2,738.88                             | 2,900.46                             |
| Stock in trade                                  | 92.91                                | 73.87                                |
|   | <u><b>4,628.69</b></u>               | <u><b>5,777.98</b></u>               |
| <b>Inventories at the beginning of the year</b> |                                      |                                      |
| Finished goods                                  | 2,803.65                             | 2,444.20                             |
| Work-in-progress                                | 2,900.46                             | 3,578.78                             |
| Stock in trade                                  | 73.87                                | 102.14                               |
|   | <u><b>5,777.98</b></u>               | <u><b>6,125.12</b></u>               |
| <b>Total</b>                                    | <u><b>1,149.29</b></u>               | <u><b>347.14</b></u>                 |

**NOTE 36. EMPLOYEE BENEFIT EXPENSES**

| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| Salaries, wages and bonus                                 | 8,839.74                             | 8,819.50                             |
| Contribution to provident and other funds (Refer Note 40) | 697.17                               | 648.57                               |
| Gratuity (Refer Note 40)                                  | 279.55                               | 278.41                               |
| Workman and staff welfare expenses                        | 712.64                               | 742.00                               |
| <b>Total</b>  | <u><b>10,529.10</b></u>              | <u><b>10,488.48</b></u>              |

**NOTE 37. DEPRECIATION AND AMORTISATION EXPENSES**

| <b>Particulars</b>   | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|--|--------------------------------------|--------------------------------------|
| Depreciation on Property, plant and equipment (Refer Note 3) | 3,088.50                             | 3,044.36                             |
| Depreciation on Right of use assets (Refer Note 51)          | 41.93                                | 70.98                                |
| Depreciation on Investment property (Refer Note 5)           | 1.92                                 | 1.92                                 |
| Amortisation of Intangible assets (Refer Note 6)             | 10.24                                | 18.93                                |
| <b>Total</b>   | <u><b>3,142.59</b></u>               | <u><b>3,136.19</b></u>               |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 38. OTHER EXPENSES**

| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| Consumption of stores and spares                                    | 116.51                               | 73.59                                |
| Processing charges  | 55.77                                | 112.10                               |
| Power and fuel  | 7,319.28                             | 8,056.67                             |
| Effluent expenses   | 1,466.90                             | 1,704.89                             |
| Rent (Refer Note 51)  | 254.10                               | 345.05                               |
| Rates and taxes   | 112.35                               | 87.29                                |
| Bank charges  | 112.52                               | 122.98                               |
| Contractor's labour charges   | 423.84                               | 461.58                               |
| Water charges   | 320.94                               | 302.88                               |
| Sales commission  | 188.54                               | 268.39                               |
| Insurance   | 413.89                               | 365.21                               |
| <b>Repairs and maintenance on:</b>                                  |                                      |                                      |
| Plant and machinery   | 2,185.08                             | 2,894.76                             |
| Buildings   | 58.25                                | 134.25                               |
| Others  | 223.17                               | 245.33                               |
| Corporate Social Responsibility ('CSR') expenditure (Refer Note 49) | 275.60                               | 289.10                               |
| Travelling and conveyance   | 330.93                               | 245.71                               |
| Legal and professional fees   | 1,196.64                             | 1,088.04                             |
| Directors' sitting fees (Refer Note 46)                             | 43.20                                | 47.40                                |
| Non Executive Directors' Commission (Refer Note 46)                 | 16.00                                | 70.00                                |
| Auditor's Remuneration  | 78.63                                | 80.14                                |
| Bad debts / sundry debit balances written off (net):                |                                      |                                      |
| Bad Debts written off during the year                               | 81.85                                | 27.62                                |
| Less: Utilisation from Provision for doubtful debts                 | (81.85)                              | (27.62)                              |
|   | —                                    | —                                    |
| Expected credit loss / Provision for doubtful receivables (net)     | (19.88)                              | (114.10)                             |
| Provision for doubtful advances to supplier                         | —                                    | (1.00)                               |
| Freight outward and forwarding expenses                             | 2,603.03                             | 3,631.82                             |
| Charity and donations*  | 15.04                                | 243.56                               |
| Net foreign exchange loss   | 55.66                                | 187.48                               |
| Net loss on sale / discard of property, plant and equipment         | 84.81                                | 124.38                               |
| Miscellaneous expenses  | 1,481.62                             | 1,601.28                             |
| <b>Total</b>  | <b>19,412.42</b>                     | <b>22,668.78</b>                     |

\* No donations has been given to the political parties.

**NOTE 39. FINANCE COSTS**

| <b>Particulars</b>  | <b>Year ended<br/>March 31, 2024</b> | <b>Year ended<br/>March 31, 2023</b> |
|---|--------------------------------------|--------------------------------------|
| Interest expenses on financial liabilities measured at amortised cost | 108.78                               | 89.66                                |
| Interest and finance charge on lease liabilities (Refer Note 51)      | 13.75                                | 16.90                                |
| Interest on income tax  | 3.74                                 | 60.05                                |
| Interest on MSME  | 0.13                                 | 0.20                                 |
| Other borrowing costs   | 61.42                                | 50.64                                |
| <b>Total</b>  | <b>187.82</b>                        | <b>217.45</b>                        |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40. EMPLOYEE BENEFIT OBLIGATIONS****(i) Leave Obligation**

The Leave obligation cover Group's liability for earned leave. Amount recognised in the balance sheet is as under:

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Obligation not expected to be settled within next 12 months (non - current) | 1,114.35                | 1,089.18                |
| Obligation expected to be settled within next 12 months (current)           | 236.01                  | 211.85                  |
| <b>Total</b>  | <b>1,350.36</b>         | <b>1,301.03</b>         |

As per the leave policy of the Group, an employee is entitle to be paid / adjust the accumulated leave balance on separation. Considering the unconditional right available with the Group to defer leave availment, the Group presents provision for leave obligation as current and non-current, based on actuarial valuation considering estimates of availment of leave, separation etc.

**(ii) Post-employment obligations****Gratuity**

**(a)** The Group provides for gratuity (a defined benefit plan) for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity is calculated at specified number of days (15 days/ 22 days) of last drawn salary depending upon the tenure of service for each year of completed service. The gratuity plan is a funded plan and the Group makes contribution to recognised fund.

**(b)** The amounts recognised in balance sheet and the movement in the gratuity over the year are as follows:

| Particulars  | Fair value of<br>Plan Assets | Present Value<br>of Obligations | Net amount      |
|--|------------------------------|---------------------------------|-----------------|
| <b>Balance as at March 31, 2022</b>  | <b>5,062.78</b>              | <b>5,377.88</b>                 | <b>315.10</b>   |
| Current service cost   | —                            | 255.74                          | 255.74          |
| Interest expense or cost   | —                            | 386.93                          | 386.93          |
| Investment income  | 364.26                       | —                               | (364.26)        |
| <b>Total amount recognised in Statement of Profit and Loss</b>               | <b>364.26</b>                | <b>642.67</b>                   | <b>278.41</b>   |
| Re-measurement (or Actuarial) (gain) / loss arising from:                    |                              |                                 |                 |
| – change in demographic assumptions  | —                            | (14.01)                         | (14.01)         |
| – change in financial assumptions  | —                            | (63.19)                         | (63.19)         |
| – experience variance  | —                            | (17.25)                         | (17.25)         |
| – Return on plan assets, excluding amount recognised in net interest expense | (8.37)                       | —                               | 8.37            |
| <b>Total amount recognised in Other Comprehensive Income</b>                 | <b>(8.37)</b>                | <b>(94.45)</b>                  | <b>(86.08)</b>  |
| Benefits paid through plan assets  | (361.94)                     | (361.94)                        | —               |
| Employer's contribution  | 269.00                       | —                               | (269.00)        |
| Employer's contribution for earlier period credited in current year by LIC   | 12.98                        | —                               | (12.98)         |
| <b>Balance as at March 31, 2023</b>  | <b>5,338.71</b>              | <b>5,564.16</b>                 | <b>225.45</b>   |
| Current service cost   | —                            | 262.83                          | 262.83          |
| Interest expense or cost   | —                            | 412.62                          | 412.62          |
| Investment income  | 395.90                       | —                               | (395.90)        |
| <b>Total amount recognised in Statement of Profit and Loss</b>               | <b>395.90</b>                | <b>675.45</b>                   | <b>279.55</b>   |
| Re-measurement (or Actuarial) (gain) / loss arising from:                    |                              |                                 |                 |
| – change in demographic assumptions  | —                            | —                               | —               |
| – change in financial assumptions  | —                            | 56.23                           | 56.23           |
| – experience variance  | —                            | (224.06)                        | (224.06)        |
| – return on plan assets, excluding amount recognised in net interest expense | (8.77)                       | —                               | 8.77            |
| <b>Total amount recognised in Other Comprehensive Income</b>                 | <b>(8.77)</b>                | <b>(167.83)</b>                 | <b>(159.06)</b> |
| Benefits paid through plan assets  | (294.53)                     | (294.53)                        | —               |
| Employer's contribution  | 2.04                         | —                               | (2.04)          |
| <b>Balance as at March 31, 2024</b>  | <b>5,433.35</b>              | <b>5,777.25</b>                 | <b>343.90</b>   |

As at March 31, 2024, the Excel Bio Resource Limited, a subsidiary of the holding company, assumed gratuity liability of Rs. 2.10 lakhs pertaining to employees transferred as a part of business transfer agreement. The same has been disclosed as non current provision. Also refer note 55 on business combination.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40. EMPLOYEE BENEFIT OBLIGATIONS (Contd.)**

**(c) The net liability disclosed above related to funded and unfunded plans are as follows:**

| Particulars                        | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|------------------------------------|-------------------------|-------------------------|
| <b>(i) Funded Plan</b>             |                         |                         |
| Present value of funded obligation | 5,777.25                | 5,564.16                |
| Fair value of plan assets          | 5,433.35                | 5,338.71                |
| <b>Deficit of funded plan</b>      | <b>343.90</b>           | <b>225.45</b>           |
| <b>(ii) Unfunded Plan</b>          |                         |                         |
| Present value of funded obligation | 2.10                    | —                       |
| Fair value of plan assets          | —                       | —                       |
| <b>Deficit of unfunded plan</b>    | <b>2.10</b>             | <b>—</b>                |
| <b>Deficit of Gratuity plan</b>    | <b>346.00</b>           | <b>225.45</b>           |

**(d) Assumptions:**

The principal financial assumptions used in valuation of Gratuity are as follows:

| Particulars                           | As at<br>March 31, 2024                                | As at<br>March 31, 2023                                |
|---------------------------------------|--|--|
| Discount rate (per annum)             | 7.15%  | 7.40%  |
| Salary growth rate (per annum) *      | 7.00%  | 7.00%  |
| Attrition rate (derived based on age) | 7.00%  | 7.00%  |
| Mortality rate                        | 100% of Indian<br>Assured Lives<br>Mortality (2012-14) | 100% of Indian<br>Assured Lives<br>Mortality (2012-14) |

\* The estimates of future salary increases, considered in actuarial valuation, takes into account of inflation, seniority, promotion, and other relevant factors such as supply and demand factors in the employment market.

**(e) The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:**

| Particulars        | As at March 31, 2024 |   |   | As at March 31, 2023 |   |   |
|--------------------|----------------------|---|---|----------------------|---|---|
|                    | Change in Assumption | Increase in Rate / Increase (Decrease) in DBO | Decrease in Rate / Increase (Decrease) in DBO | Change in Assumption | Increase in Rate / Increase (Decrease) in DBO | Decrease in Rate / Increase (Decrease) in DBO |
| Discount rate      | 1.00%                | (3.80%)                                       | 4.20%   | 1.00%                | (4.00%)                                       | 4.40%   |
| Salary growth rate | 1.00%                | 4.80%   | (4.40)%                                       | 1.00%                | 5.00%   | (4.60%)                                       |
| Attrition rate @   | 50.00%               | (0.30%)                                       | 0.50%   | 50.00%               | (0.20%)                                       | 0.20%   |

@ Represent increase or decrease in Attrition rate by 50%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance Sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

**(f) The major categories of plan assets are as follows:**

| Particulars           | As at March 31, 2024 |             | As at March 31, 2023 |             |
|-----------------------|----------------------|-------------|----------------------|-------------|
|                       | Amount               | %           | Amount               | %           |
| Insurer Managed funds | 5,401.68             | 99%         | 5,299.08             | 99%         |
| Bank Balance          | 31.67                | 1%          | 39.63                | 1%          |
| <b>Total</b>          | <b>5,433.35</b>      | <b>100%</b> | <b>5,338.71</b>      | <b>100%</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40. EMPLOYEE BENEFIT OBLIGATIONS (Contd.)****(g) Defined benefit liability and employer contributions:**

The weighted average duration of the defined benefit obligation is 4 years (March 31, 2023 - 4 years). The expected maturity analysis of undiscounted gratuity is as follows:

| Particulars        | As at March 31, 2024 | As at March 31, 2023 |
|--------------------|----------------------|----------------------|
| 1 year             | 1,550.54             | 1,358.41             |
| 2-5 years          | 2,719.29             | 2,671.96             |
| 6-10 years         | 2,178.70             | 2,293.76             |
| More than 10 years | 1,750.89             | 1,751.63             |

(h) Expected Contribution to post-employment benefit plans for next year : INR 585.13 lakhs (March 31, 2023 INR 457.12 Lakhs)

**(i) Risk Exposure (funded plan):**

Through its defined benefit plans, the Group is exposed to number of risks, the most significant of which are detailed below:

**Assets Volatility:** The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit. Most of the plan assets has investments in insurer managed funds. Hence, assets are considered to be secured.

**Change in bond yields:** A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in value of plan's bond holdings.

**Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate in future. Deviation in the rate of increase of salary in future from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Interest Rate risk:** The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the benefit and will thus result in an increase in the value of the liability.

**(iii) Defined Contribution Plan:****(a) Provident fund and employee's state insurance corporation:**

The Group's provident fund scheme and employee's state insurance (ESI) fund scheme are defined contribution plans. Under the schemes, the Group is required to contribute a specified percentage of payroll cost, as specified in the rules of the scheme, to these defined contribution schemes. The contributions to the scheme are charged to the statement of profit and loss in the period when the contributions are due.

**(b) Superannuation:**

Superannuation Fund is a defined contribution scheme and contributions to the scheme are charged to the statement of profit and loss in the period when the contributions are due. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The Group has recognised following amounts as expense in the Statement of Profit and Loss:

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Included in Contribution to provident and other funds (Refer note 36): |                         |                         |
| Provident fund   | 549.38                  | 533.62                  |
| ESI Contribution   | 4.80                    | 4.42                    |
| Superannuation fund  | 142.99                  | 110.53                  |
| <b>Total</b>   | <b>697.17</b>           | <b>648.57</b>           |

**(iv) Medical Voluntary retirement scheme (MVRS):**

(a) The Group has a termination benefit plan for its employees, viz., voluntary early separation scheme on account of continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. The benefit computed as per scheme will be given to such employees for a maximum period upto 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for the defined benefit plan is recognised in full in the period in which they occur in the Statement of Profit and Loss. This Scheme is not funded.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 40. EMPLOYEE BENEFIT OBLIGATIONS (Contd.)**

**(b) Amount recognised in the balance sheet is as under:**

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Obligation not expected to be settled within next 12 months (non - current) | 101.94                  | 104.12                  |
| Obligation expected to be settled within next 12 months (current)           | 40.04                   | 43.26                   |
| <b>Total</b>  | <b>141.98</b>           | <b>147.38</b>           |

**(v) Long Service Award:**

The Group provides for long service award to eligible employees upon completion of certain years of service. Amount recognised in the balance sheet is as under:

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Obligation not expected to be settled within next 12 months (non - current) | 109.18                  | 119.72                  |
| Obligation expected to be settled within next 12 months (current)           | 15.47                   | 20.06                   |
| <b>Total</b>  | <b>124.65</b>           | <b>139.78</b>           |

**NOTE 41. FAIR VALUE MEASUREMENTS**

**(i) Financial instruments by category**

| Particulars  | Note      | As at March 31, 2024 |                  |                  | As at March 31, 2023 |                 |                  |
|--|-----------|----------------------|------------------|------------------|----------------------|-----------------|------------------|
|  |           | FVOCI                | FVPL             | Amortised cost   | FVOCI                | FVPL            | Amortised cost   |
| <b>Financial assets</b>                            |           |                      |                  |                  |                      |                 |                  |
| Non-Current Investments*                           | 8         | 78,183.00            | 301.25           | 58.73            | 56,503.75            | 301.25          | —                |
| Current Investments                                | 13        | —                    | 9,996.17         | 7,610.95         | —                    | 5,641.51        | —                |
| Trade receivables                                  | 14        | —                    | —                | 18,475.72        | —                    | —               | 15,651.95        |
| Cash and cash equivalents                          | 15        | —                    | —                | 778.53           | —                    | —               | 357.22           |
| Bank balances other than cash and cash equivalents | 16        | —                    | —                | 464.69           | —                    | —               | 8,336.75         |
| Loans  | 9 and 17  | —                    | —                | 121.82           | —                    | —               | 124.96           |
| Other financial assets                             | 10 and 18 | —                    | —                | 3,562.93         | —                    | —               | 1,438.28         |
| <b>Total financial assets</b>                      |           | <b>78,183.00</b>     | <b>10,297.42</b> | <b>31,073.37</b> | <b>56,503.75</b>     | <b>5,942.76</b> | <b>25,909.16</b> |
| <b>Financial liabilities</b>                       |           |                      |                  |                  |                      |                 |                  |
| Borrowings   | 25        | —                    | —                | —                | —                    | —               | 89.08            |
| Trade payables                                     | 26        | —                    | —                | 18,519.47        | —                    | —               | 10,684.92        |
| Other financial liabilities                        | 28        | —                    | 13.41            | 635.36           | —                    | 18.66           | 534.45           |
| <b>Total financial liabilities</b>                 |           | <b>—</b>             | <b>13.41</b>     | <b>19,154.83</b> | <b>—</b>             | <b>18.66</b>    | <b>11,308.45</b> |

\* The Group had acquired certain equity instrument for the purpose of holding for a longer duration and not for the purpose of selling in near term for short term profit. Such instruments have been categorised as FVOCI.

**(ii) Fair value of Financial assets and liabilities measured at amortised cost**

| Particulars  | Notes     | As at March 31, 2024 |                  | As at March 31, 2023 |                  |
|--|-----------|----------------------|------------------|----------------------|------------------|
|  |           | Carrying Amount      | Fair Value       | Carrying Amount      | Fair Value       |
| <b>Financial assets</b>                            |           |                      |                  |                      |                  |
| Non-Current Investments                            | 8         | 58.73                | 58.73            | —                    | —                |
| Current Investments                                | 13        | 7,610.95             | 7,610.95         | —                    | —                |
| Trade receivables                                  | 14        | 18,475.72            | 18,475.72        | 15,651.95            | 15,651.95        |
| Cash and cash equivalents                          | 15        | 778.53               | 778.53           | 357.22               | 357.22           |
| Bank balances other than cash and cash equivalents | 16        | 464.69               | 464.69           | 8,336.75             | 8,336.75         |
| Loans  | 9 and 17  | 121.82               | 121.82           | 124.96               | 124.96           |
| Other financial assets                             | 10 and 18 | 3,562.93             | 3,562.93         | 1,438.28             | 1,438.28         |
| <b>Total Financial Assets</b>                      |           | <b>31,073.37</b>     | <b>31,073.37</b> | <b>25,909.16</b>     | <b>25,909.16</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 41. FAIR VALUE MEASUREMENTS (Contd.)**

| Particulars                        | Notes | As at March 31, 2024 |                  | As at March 31, 2023 |                  |
|------------------------------------|-------|----------------------|------------------|----------------------|------------------|
|                                    |       | Carrying Amount      | Fair Value       | Carrying Amount      | Fair Value       |
| <b>Financial liabilities</b>       |       |                      |                  |                      |                  |
| Borrowings                         | 25    | —                    | —                | 89.08                | 89.08            |
| Trade payables                     | 26    | 18,519.47            | 18,519.47        | 10,684.92            | 10,684.92        |
| Other financial liabilities        | 28    | 635.36               | 635.36           | 534.45               | 534.45           |
| <b>Total Financial Liabilities</b> |       | <b>19,154.83</b>     | <b>19,154.83</b> | <b>11,308.45</b>     | <b>11,308.45</b> |

The carrying amounts of current investments, trade receivables, trade payables, cash and cash equivalents and other bank balances, current loans and other current financial assets and liabilities are considered to be the same as their fair values due to their short-term nature. The carrying amount of non-current investments, loans and other financial assets are not expected to be materially different than their fair values.

**(ii) Derecognition of Investments in Equity Instruments designated at FVOCI**

| Particulars                              | As at March 31, 2024                    |                                       | As at March 31, 2023                    |                                     |
|--|---|---------------------------------------|---|-------------------------------------|
|  | Fair value on the date of derecognition | Cumulative gain or (loss) on disposal | Fair value on the date of derecognition | Cumulative gain or loss on disposal |
| Investment in equity instrument - Quoted | <b>337.91</b>                           | <b>293.71</b>                         | 276.29                                  | 164.69                              |

**(iv) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**(a) Financial asset and liabilities measured at fair value - recurring fair value measurements:**

| Particulars                          | Notes | Level 1          | Level 2          | Level 3  | Total            |
|--------------------------------------|-------|------------------|------------------|----------|------------------|
| <b>As at March 31, 2024</b>          |       |                  |                  |          |                  |
| <b>Financial asset</b>               |       |                  |                  |          |                  |
| <b>Financial investment at FVOCI</b> |       |                  |                  |          |                  |
| Non-Current Investments              | 8     | 41,772.29        | 36,410.71        | —        | 78,183.00        |
| <b>Financial investment at FVPL</b>  |       |                  |                  |          |                  |
| Non-Current Investments              | 8     | —                | 301.25           | —        | 301.25           |
| Investments in mutual funds          | 13    | 9,996.17         | —                | —        | 9,996.17         |
| <b>Total Financial Assets</b>        |       | <b>51,768.46</b> | <b>36,711.96</b> | <b>—</b> | <b>88,480.42</b> |
| <b>Financial Liabilities</b>         |       |                  |                  |          |                  |
| Other financial liabilities          | 28    | —                | 13.41            | —        | 13.41            |
| <b>Total Financial Liabilities</b>   |       | <b>—</b>         | <b>13.41</b>     | <b>—</b> | <b>13.41</b>     |

| Particulars                          | Notes | Level 1          | Level 2          | Level 3  | Total            |
|--------------------------------------|-------|------------------|------------------|----------|------------------|
| <b>As at March 31, 2023</b>          |       |                  |                  |          |                  |
| <b>Financial asset</b>               |       |                  |                  |          |                  |
| <b>Financial investment at FVOCI</b> |       |                  |                  |          |                  |
| Non-Current Investments              | 8     | 29,983.69        | 26,520.06        | —        | 56,503.75        |
| <b>Financial investment at FVPL</b>  |       |                  |                  |          |                  |
| Non-Current Investments              | 8     | —                | 301.25           | —        | 301.25           |
| Investments in mutual funds          | 13    | 5,641.51         | —                | —        | 5,641.51         |
| <b>Total Financial Assets</b>        |       | <b>35,625.20</b> | <b>26,821.31</b> | <b>—</b> | <b>62,446.51</b> |
| <b>Financial Liabilities</b>         |       |                  |                  |          |                  |
| Other financial liabilities          | 28    | —                | 18.66            | —        | 18.66            |
| <b>Total Financial Liabilities</b>   |       | <b>—</b>         | <b>18.66</b>     | <b>—</b> | <b>18.66</b>     |



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 41. FAIR VALUE MEASUREMENTS (Contd.)**

**(b) Fair value disclosure of Financial Assets and Financial Liabilities measured at amortised cost:**

| Particulars  | Notes     | Level 1  | Level 2  | Level 3          | Total            |
|--|-----------|----------|----------|------------------|------------------|
| <b>As at March 31, 2024</b>                        |           |          |          |                  |                  |
| <b>Financial assets</b>                            |           |          |          |                  |                  |
| Non-Current Investments                            | 8         | —        | —        | 58.73            | 58.73            |
| Current Investments                                | 13        | —        | —        | 7,610.95         | 7,610.95         |
| Trade receivables                                  | 14        | —        | —        | 18,475.72        | 18,475.72        |
| Cash and cash equivalents                          | 15        | —        | —        | 778.53           | 778.53           |
| Bank balances other than cash and cash equivalents | 16        | —        | —        | 464.69           | 464.69           |
| Loans  | 9 and 17  | —        | —        | 121.82           | 121.82           |
| Other financial assets                             | 10 and 18 | —        | —        | 3,562.93         | 3,562.93         |
| <b>Total Financial Assets</b>                      |           | <b>—</b> | <b>—</b> | <b>31,073.37</b> | <b>31,073.37</b> |
| <b>Financial liabilities</b>                       |           |          |          |                  |                  |
| Trade payables                                     | 26        | —        | —        | 18,519.47        | 18,519.47        |
| Other financial liabilities                        | 28        | —        | —        | 635.36           | 635.36           |
| <b>Total Financial Liabilities</b>                 |           | <b>—</b> | <b>—</b> | <b>19,154.83</b> | <b>19,154.83</b> |

| Particulars  | Notes     | Level 1  | Level 2  | Level 3          | Total            |
|--|-----------|----------|----------|------------------|------------------|
| <b>As at March 31, 2023</b>                        |           |          |          |                  |                  |
| <b>Financial assets</b>                            |           |          |          |                  |                  |
| Trade receivables                                  | 14        | —        | —        | 15,651.95        | 15,651.95        |
| Cash and cash equivalents                          | 15        | —        | —        | 357.22           | 357.22           |
| Bank balances other than cash and cash equivalents | 16        | —        | —        | 8,336.75         | 8,336.75         |
| Loans  | 9 and 17  | —        | —        | 124.96           | 124.96           |
| Other financial assets                             | 10 and 18 | —        | —        | 1,438.28         | 1,438.28         |
| <b>Total Financial Assets</b>                      |           | <b>—</b> | <b>—</b> | <b>25,909.16</b> | <b>25,909.16</b> |
| <b>Financial liabilities</b>                       |           |          |          |                  |                  |
| Borrowings   | 25        | —        | —        | 89.08            | 89.08            |
| Trade payables                                     | 26        | —        | —        | 10,684.92        | 10,684.92        |
| Other financial liabilities                        | 28        | —        | —        | 534.45           | 534.45           |
| <b>Total Financial Liabilities</b>                 |           | <b>—</b> | <b>—</b> | <b>11,308.45</b> | <b>11,308.45</b> |

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

**Level 1:** The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is considered here. For example, the fair value of forward exchange contracts is determined by discounting estimated future cash flows using a risk-free interest rate.

**Level 3:** The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Group carries such instruments at cost less impairment, if applicable.

**(v) Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- Investments in quoted equity instruments are valued using the closing price at National Stock Exchange (NSE) at the reporting period.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates as at the balance sheet date, prevailing with the Authorised Dealers dealing in foreign exchange.
- the Net Assets Value ('NAV') for valuation of mutual fund investment represents the price at which the issuer will issue further units and will redeem such units of mutual fund to and from the investors at the reporting period.
- Fair value of investment in unquoted equity shares is arrived based on Comparable Company Market ('CCM') Multiples Method by applying EV/ EBITDA multiple or Price / Earning ('PE') multiple of comparable listed companies on maintainable operating EBITDA / earnings of the investee companies. The same is further adjusted, as appropriate, for surplus assets (cash and cash equivalent, investments, interest accrued on deposits), debts, deferred tax assets/ liabilities and contingent liabilities.

**(vi)** In case of the Holding Company, increase in EV / EBITDA multiple or PE multiple, as applicable by 5% would increase fair value of unquoted equity shares by INR 1,512.36 lakhs (March 31, 2023: INR 1,192.02 lakhs). Decrease in such multiple by 5% would have equal and opposite impact on fair value of unquoted equity shares.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42. FINANCIAL RISK MANAGEMENT**

In the course of its business, the Group is exposed to a number of financial risks: credit risk, liquidity risk and market risk. This note presents the Group's objectives, policies and processes for managing its financial risk. The key risks and mitigating actions are also placed before the Board of Directors of the Group. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group manages the risk through the finance department that ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The activities are designed to:

- protect the Group's financial results and position from financial risks;
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Group's financial investments, while maximising returns.

The note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance.

**(A) Credit Risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed.

Credit risk arises from cash and cash equivalents, balances with banks and financial institutions, contractual cash flows of debt investments, favourable derivative financial instruments, credit exposures to customers and other outstanding receivables such as security deposits, loans to employees etc.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

For banks and financial institutions, the Group attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit ratings assigned by the credit rating agencies. The Group periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, past experience, analysis of historical bad debts, ageing of financial assets and other factors. Individual risk limits are set and periodically reviewed on the basis of such information. For certain trade receivables, the Group also obtains security in the form of guarantees, deed of undertaking or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

The Group has assessed its loans and other financials assets including security deposits and other receivables as high quality, negligible credit risk. The Group periodically monitors the recoverability and credit risks of its other financials assets. The Group evaluates 12 months expected credit losses for all the financial assets (other than trade receivable and contract assets) for which credit risk has not increased. In case credit risk has increased significantly, the Group considers lifetime expected credit losses for the purpose of impairment provisioning.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix by taking into consideration payment profiles of chemical sales over a period of 24 months and Environment and Biotech sales over a period of 36 months before the reporting date and the corresponding historical credit loss experience within this period. The historical loss rates are adjusted to reflect the current and forward looking information on macro economic factors affecting the ability of customers to settle receivables. The expected credit loss is based on aging of days, the receivables due and the expected credit loss rate. In addition, in case of event driven situation such as litigations, disputes, change in customer's credit risk history, specific provision are made after evaluating the relevant facts and expected recovery. The provision matrix at the end of the reporting period is as follows:

**(i) Summary of trade receivables and provision with aging as at March 31, 2024**

| Particulars                  | Gross carrying amount | Average expected loss % | Expected credit losses | Specific loss allowance | Net carrying amount |
|------------------------------|-----------------------|-------------------------|------------------------|-------------------------|---------------------|
| Not due (including unbilled) | 15,241.23             | 0.02%                   | 3.56                   | —                       | 15,237.67           |
| 0-90 days                    | 2,865.09              | 0.21%                   | 6.09                   | —                       | 2,859.00            |
| 091-180 days                 | 182.00                | 2.30%                   | 4.18                   | —                       | 177.82              |
| 181-270 days                 | 149.78                | 6.58%                   | 9.86                   | —                       | 139.92              |
| 271-360 days                 | 15.54                 | 14.38%                  | 2.21                   | 0.17                    | 13.16               |
| 361-730 days                 | 66.57                 | 16.94%                  | 9.95                   | 7.83                    | 48.79               |
| > 730 days                   | 13.49                 | 80.56%                  | 10.87                  | —                       | 2.62                |
|                              | 16.80                 | 100.00%                 | 16.80                  | —                       | —                   |
| <b>Total</b>                 | <b>18,550.51</b>      |                         | <b>63.52</b>           | <b>8.00</b>             | <b>18,478.99</b>    |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42. FINANCIAL RISK MANAGEMENT (Contd.)**

**(ii) Summary of trade receivables and provision with aging as at March 31, 2023**

| Particulars                  | Gross carrying amount | Average expected loss % | Expected credit losses | Specific loss allowance | Net carrying amount |
|------------------------------|-----------------------|-------------------------|------------------------|-------------------------|---------------------|
| Not due (including unbilled) | 11,412.48             | 0.04%                   | 4.06                   | —                       | 11,408.42           |
| 0-90 days                    | 3,521.06              | 0.39%                   | 13.74                  | 0.15                    | 3,507.17            |
| 091-180 days                 | 620.68                | 4.07%                   | 25.29                  | —                       | 595.39              |
| 181-270 days                 | 116.10                | 9.55%                   | 11.09                  | —                       | 105.01              |
| 271-360 days                 | 12.95                 | 11.60%                  | 1.50                   | 0.02                    | 11.43               |
| 361-730 days                 | 26.48                 | 23.28%                  | 6.12                   | 0.19                    | 20.17               |
| > 730 days                   | 80.43                 | 78.99%                  | 16.39                  | 59.68                   | 4.36                |
| >1095 days                   | 35.02                 | 100.00%                 | 25.63                  | 9.39                    | —                   |
| <b>Total</b>                 | <b>15,825.20</b>      |                         | <b>103.82</b>          | <b>69.43</b>            | <b>15,651.95</b>    |

**(iii) Reconciliation of loss allowance provision-Trade receivables**

| Particular                                   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| Loss allowance at the beginning of the year  | 173.25                       | 314.97                       |
| Add: Provision made                          | —                            | —                            |
| Less: Provision utilised                     | (81.85)                      | (27.62)                      |
| Less: Provision reversed                     | (19.88)                      | (114.10)                     |
| <b>Loss allowance at the end of the year</b> | <b>71.52</b>                 | <b>173.25</b>                |

Of the trade receivables balance as at March 31, 2024, INR 2,539.57 lakhs (as at March 31, 2023: INR 1,644.61 lakhs) is due from a single customer. There are no other customer who represent more than 10% of trade receivables.

**(iv)** Financial assets at FVTPL and at FVTOCI: The Group is also exposed to credit risks in relation to financial assets that are measured at FVTPL or at FVTOCI. The maximum exposure at the end of the reporting period is the carrying amount of these assets.

**(B) Liquidity risk**

The Group determines its liquidity requirements in the short, medium and long term. This is done by drawing up cash forecast for short and medium term requirements and strategic financing plans for long term needs.

The Group manages its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalents position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a regular basis. Surplus funds not immediately required are invested in certain financial assets (including mutual funds and deposits with banks) which provide flexibility to liquidate at short notice and are included in current investments and cash equivalents. Besides, it generally has certain undrawn credit facilities which can be accessed as and when required, which are reviewed periodically.

The Group has plans for managing liquidity risk. This incorporates an assessment of expected cash flows and availability of alternative sources for additional funding, if required.

**(i) Financing Arrangement**

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

| Particular   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| Cash Credit and other working capital facilities – Fixed rate    | —                            | —                            |
| Cash Credit and other working capital facilities – Floating rate | 8,700.00                     | 8,610.92                     |
|  | <b>8,700.00</b>              | <b>8,610.92</b>              |

Undrawn limit has been calculated based on the available drawing power and sanctioned amount at each reporting date. The working capital facilities may be drawn at any time.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42. FINANCIAL RISK MANAGEMENT (Contd.)****(ii) Maturities of financial liabilities**

The Group's financial liabilities into relevant maturity groupings based on their contractual maturities are disclosed below. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| Particulars                             | Notes     | Less than 1 year | 1 year to 2 year | 2 year to 3 year | 3 year and above | Total            | Carrying Amount  |
|---|-----------|------------------|------------------|------------------|------------------|------------------|------------------|
| <b>As at March 31, 2024</b>             |           |                  |                  |                  |                  |                  |                  |
| Lease liabilities                       | 22 and 27 | 14.00            | 14.00            | 14.00            | 693.00           | 735.00           | 178.08           |
| Trade payables                          | 26        | 18,519.47        | —                | —                | —                | 18,519.47        | 18,519.47        |
| Other financial liabilities             | 28        | 635.36           | —                | —                | —                | 635.36           | 635.36           |
| <b>Total non-derivative liabilities</b> |           | <b>19,168.83</b> | <b>14.00</b>     | <b>14.00</b>     | <b>693.00</b>    | <b>19,889.83</b> | <b>19,332.91</b> |
| Forward contracts for hedge purpose     | 28        | 13.41            | —                | —                | —                | 13.41            | 13.41            |
| <b>Total derivative liabilities</b>     |           | <b>13.41</b>     | <b>—</b>         | <b>—</b>         | <b>—</b>         | <b>13.41</b>     | <b>13.41</b>     |

| Particulars                             | Notes     | Less than 1 year | 1 year to 2 year | 2 year to 3 year | 3 year and above | Total            | Carrying Amount  |
|---|-----------|------------------|------------------|------------------|------------------|------------------|------------------|
| <b>As at March 31, 2023</b>             |           |                  |                  |                  |                  |                  |                  |
| Borrowings                              | 25        | 89.08            | —                | —                | —                | 89.08            | 89.08            |
| Lease liabilities                       | 22 and 27 | 56.08            | 14.00            | 14.00            | 707.00           | 791.08           | 178.33           |
| Trade payables                          | 26        | 10,684.92        | —                | —                | —                | 10,684.92        | 10,684.92        |
| Other financial liabilities             | 28        | 534.45           | —                | —                | —                | 534.45           | 534.45           |
| <b>Total non-derivative liabilities</b> |           | <b>11,364.53</b> | <b>14.00</b>     | <b>14.00</b>     | <b>707.00</b>    | <b>12,099.53</b> | <b>11,486.78</b> |
| Forward contracts for hedge purpose     | 28        | 18.66            | —                | —                | —                | 18.66            | 18.66            |
| <b>Total derivative liabilities</b>     |           | <b>18.66</b>     | <b>—</b>         | <b>—</b>         | <b>—</b>         | <b>18.66</b>     | <b>18.66</b>     |

**(C) Market risk**

The market risk for the Group comprises of risk from movements in foreign currency exchange rates and market prices.

**(i) Foreign exchange risk**

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and a portion of its business is transacted in multiple currencies and therefore the Group is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Group takes decision to hedge by forming view after discussions with its advisors and as per policies set by Management.

**Foreign exchange derivatives and exposures outstanding as at Balance Sheet date**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42. FINANCIAL RISK MANAGEMENT (Contd.)**

**The Group's exposure to foreign currency risk at the end of the reporting period:**

| Particulars   | Currency | In Foreign Currency<br>in Lakhs | In INR Lakhs | In Foreign<br>Currency in Lakhs | In INR Lakhs |
|---|----------|---------------------------------|--------------|---------------------------------|--------------|
| <b>(i) Financial assets</b>   |          |                                 |              |                                 |              |
| Export receivables  | USD      | 20.98                           | 1,749.92     | 21.46                           | 1,763.37     |
| Export receivables  | EURO     | 7.30                            | 655.95       | 7.30                            | 653.13       |
| Bank balances   | USD      | —*                              | 0.03         | —*                              | 0.03         |
| Less: Exposure hedged<br>through foreign<br>currency forward<br>contracts |          |                                 |              | 15.07                           | 1,237.91     |
| Export receivables  | USD      | 12.79                           | 1,066.37     | 6.72                            | 600.84       |
| Export receivables  | EURO     | 7.30                            | 655.95       |                                 |              |
| <b>Foreign currency<br/>exposure (net of<br/>forward contracts)</b>       |          |                                 |              |                                 |              |
| Export receivables  | USD      | 20.98                           | 683.55       | 6.39                            | 525.46       |
| Export receivables  | EURO     | (5.49)                          | —            | 0.58                            | 52.29        |
| Bank balances   | USD      | —*                              | 0.03         | —*                              | 0.03         |
| <b>(ii) Financial liabilities</b>   |          |                                 |              |                                 |              |
| Import payables   | USD      | 102.56                          | 8,554.22     | 36.79                           | 3,023.40     |
| Less: Exposure hedged<br>through foreign<br>currency forward<br>contracts |          |                                 |              |                                 |              |
| Import payables   | USD      | 76.92                           | 6,415.66     | 27.44                           | 2,254.89     |
| <b>Foreign currency<br/>exposure (net of<br/>forward contracts)</b>       |          |                                 |              |                                 |              |
| Import payables   | USD      | 25.64                           | 2,138.56     | 9.35                            | 768.51       |

\* As at March 31, 2024 balance is of USD 37.31 (March 31, 2023: USD 37.31)

The Group has unhedged USD foreign currency payable of INR 683.55 lakhs (March 31, 2023: INR 525.46 lakhs) which will be offset by an equal amount of foreign currency receivable in the next financial year.

**Foreign currency risk sensitivity**

The table below summarises impact of increase / decrease in the exchange rate on the Group's profit or loss:

| Particulars                                      | Change in exchange rate | Increase in FC conversion rate |                              | Decrease in FC conversion rate |                              |
|--|-------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|
|  |                         | Year ended<br>March 31, 2024   | Year ended<br>March 31, 2023 | Year ended<br>March 31, 2024   | Year ended<br>March 31, 2023 |
| USD / INR  | 5%                      | (72.75)                        | (12.15)                      | 72.75                          | 12.15                        |
| EURO / INR                                       | 5%                      | —                              | 2.61                         | —                              | (2.61)                       |
| <b>Increase/(decrease)<br/>in profit or loss</b> |                         | <b>(72.75)</b>                 | <b>(9.54)</b>                | <b>72.75</b>                   | <b>9.54</b>                  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 42. FINANCIAL RISK MANAGEMENT (Contd.)****(ii) Price Risk**

The Group's exposure to price risks arises from movement in market price of investments, which are classified either as FVTOCI or FVTPL.

| Particulars                                | Increase Rate / Price | For the year ended                                      |   |   |   |
|--|-----------------------|---|---|---|---|
|  |                       | Year ended March 31, 2024                               |   | Year ended March 31, 2023                               |   |
|  |                       | Gain/ (Loss) in Statement of Profit and Loss before tax | Gain/ (Loss) in Other Components of Equity before tax | Gain/ (Loss) in Statement of Profit and Loss before tax | Gain/ (Loss) in Other Components of Equity before tax |
| Investments in quoted equity instruments   | 1%                    | —   | 417.72  | —   | 299.84  |
| Investments in unquoted equity instruments | 1%                    | —   | 362.17  | —   | 265.20  |
| Investments in unquoted preference shares  | 1%                    | 3.01  | —   | 3.01  | —   |
| Investments in unquoted Debentures         | 1%                    | —   | 0.68  | —   | —   |
| Other unquoted investments                 | 1%                    | —   | 1.25  | —   | —   |
| Investments in quoted mutual funds         | 1%                    | 0.60  | —   | 0.59  | —   |
| Investments in mutual funds                | 1%                    | 99.96   | —   | 56.42   | —   |

Decrease in prices by 1% will have equal and opposite impact in financial statements. Sensitivity analysis has been computed by stress testing the market price of the underlying price index on the investment portfolio as on the reporting date by assuming all other factors constant.

**NOTE 43. CAPITAL MANAGEMENT****(a) Risk Managements**

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. For achieving this, the requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing. Debt (total borrowings + lease liabilities) to equity ratio is used to monitor capital. No changes were made to the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The debt equity ratio highlights the ability of a business to repay its debts.

| Particulars                                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Total Debt (total borrowings + lease liabilities) | 178.08                  | 267.41                  |
| Total equity                                      | 1,42,705.81             | 1,24,174.70             |
| Debt to equity ratio                              | 0.12%                   | 0.22%                   |

**(b) Dividend**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>(i) Equity Shares</b>   |                         |                         |
| Final dividend for the year ended March 31, 2023 - INR 11.25 (March 31, 2022 - INR 22.50) per fully paid equity share, paid during the year  | 1,414.20                | 2,828.41                |
| <b>(ii) Dividend not Recognised at the end of reporting period</b>   |                         |                         |
| In addition to the above dividend, at year end the directors have recommended the payment of final dividend of INR 5.50 (March 31, 2023 - INR 11.25) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 691.39                  | 1,414.20                |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 44. SEGMENT INFORMATION**

**(a) Description of segments and principal activities**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Chairman and Managing Director of the Company. The Group operates in following business segment as per Indian Accounting Standard 108 "operating segments":

- (a) **Chemicals** - Comprises of manufacture of speciality chemicals, intermediates and actives catering to various end user segments like Agrochemicals, Water Treatment, Soaps & Detergents, Lube Oil Additives, Mining Chemicals, Polymer Additives and Pharmaceuticals.
- (b) **Environment and Biotech** - Comprising of Environmental and Biotech products and services comprises of Organic Waste Management Composting, Municipal Solid Waste Management, Plastic Waste Management and Construction and Demolition Waste Management.

Segment revenue includes sales, export incentives, processing charges and scrap sales.

Segment Revenue in the geographical segments considered for disclosure are as follows:

- (a) Revenue within India includes sales to customers located within India.
- (b) Revenue outside India includes sales to customers located outside India.

Segment Revenue, Results, Assets and Liabilities includes the respective amounts identifiable to each of segments and amounts allocated on a reasonable basis.

**(b) Segment Result:**

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Segment Results</b>   |                              |                              |
| Chemicals  | 4,867.71                     | 14,933.17                    |
| Environment and Biotech  | (548.25)                     | (297.82)                     |
| <b>Total Segment Result</b>  | <b>4,319.46</b>              | <b>14,635.35</b>             |
| Less: Finance Cost   | 187.82                       | 217.45                       |
| Other unallocable expenditure (net of unallocable income)                    | 1,796.56                     | 3,805.01                     |
| Share in profit / (loss) of equity accounted investments in associates (net) | 70.04                        | 36.07                        |
| <b>Profit before tax</b>   | <b>2,265.04</b>              | <b>10,576.82</b>             |

**(c) Segment Revenue:**

The segment revenue is measured in the same way as in the Statement of Consolidated Profit and Loss.

| Particulars                                      | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Segment Revenue (Revenue from operations)</b> |                              |                              |
| Chemicals  | 81,197.74                    | 106,709.99                   |
| Environment and Biotech                          | 1,416.25                     | 2,271.91                     |
| <b>Total Segment Revenue</b>                     | <b>82,613.99</b>             | <b>108,981.90</b>            |
| Less: Inter segment revenue                      | —                            | —                            |
| <b>Total Segment Revenue</b>                     | <b>82,613.99</b>             | <b>108,981.90</b>            |
| <b>Revenue from external customers:</b>          |                              |                              |
| India  | 69,082.23                    | 85,754.71                    |
| Other countries                                  | 13,027.74                    | 22,607.40                    |
| <b>Total Revenue from customers</b>              | <b>82,109.97</b>             | <b>108,362.11</b>            |
| Add: Other operating revenue                     | 504.02                       | 619.79                       |
| <b>Total Segment Revenue</b>                     | <b>82,613.99</b>             | <b>108,981.90</b>            |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 44. SEGMENT INFORMATION (Contd.)****(d) Segment Assets:**

Segment assets are measured in the same way as in the consolidated financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Segment Assets:</b>   |                         |                         |
| Chemicals  | 71,991.44               | 71,137.95               |
| Environment and Biotech  | 1,610.38                | 1,886.22                |
| Unallocated  | 105,951.19              | 76,233.52               |
| <b>Total assets as per balance sheet</b>                                     | <b>179,553.01</b>       | <b>149,257.69</b>       |
| Total assets of Group broken down by location of the assets, is shown below: |                         |                         |
| India  | 177,147.11              | 146,841.16              |
| Other countries  | 2,405.90                | 2,416.53                |
| <b>Total Assets</b>  | <b>179,553.01</b>       | <b>149,257.69</b>       |

**(e) Segment liabilities:**

Segment liabilities are measured in the same way as in the consolidated financial statements. These liabilities are allocated based on the operations of the segment.

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Segment Liabilities:</b>  |                         |                         |
| Chemicals  | 18,778.91               | 11,209.49               |
| Environment and Biotech  | 840.00                  | 498.14                  |
| Unallocated  | 17,228.29               | 13,375.36               |
| <b>Total liabilities as per balance sheet</b>  | <b>36,847.20</b>        | <b>25,082.99</b>        |
| Total liabilities of Group broken down by location of the liabilities, is shown below: |                         |                         |
| India  | 28,292.98               | 22,059.59               |
| Other countries  | 8,554.22                | 3,023.40                |
| <b>Total Liabilities</b>   | <b>36,847.20</b>        | <b>25,082.99</b>        |

The Group had a customer based in India which accounted for more than 10% of the Group's total revenue. Total revenue for this customer is INR Nil (March 31, 2023 INR 12,584.94 lakhs). These revenues were attributed to the Chemical Segment.

**NOTE 45. INTEREST IN OTHER ENTITIES****(a) Subsidiaries**

The Group's subsidiaries are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

| Name of the entity  | Place of business / incorporation | Ownership interest held by the Company as at |                |
|---|-----------------------------------|--|----------------|
|   |                                   | March 31, 2024                               | March 31, 2023 |
| Excel Bio Resources Limited   | India                             | 100%   | 100%           |
| Kamalijot Investments Limited (Refer Note (i) below)                                  | India                             | 100%   | 100%           |
| Excel Rajkot C&D Waste Recycling Private Limited (C&D Rajkot) (Refer Note (ii) below) | India                             | 80%  | —              |

**Note:**

- (i) The Directions under Chapter IV, Paragraph 70, and Chapter V of Master Directions - Non Banking Financial Company - Non Systematically Important Non Deposit taking Company (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India on September 1, 2016 and as updated on February 17, 2020, is not applicable to Kamalijot Investments Limited ("Kamalijot") since it has not accessed any public Funds and do not have any customer interface. Hence, as per management, Kamalijot need not comply with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable in terms of Non-Banking financial company - Non Systematically important Non Deposit taking Company (Reserve Bank) Directions, 2016.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 45. INTEREST IN OTHER ENTITIES** (Contd.)

- (ii) The Holding Company and M/s Reliable Infra were jointly awarded a project by Rajkot Municipal Corporation to design, build, own, operate and maintain the Construction & Demolition (C&D) waste management system in Rajkot for a period of 20 years. Pursuant to this, during the current year, the Holding Company has incorporated a subsidiary, Excel Rajkot C&D Waste Recycling Private Limited for execution of this project. 80% of the equity is held by the holding company, whereas remaining 20% is held by M/s Reliable Infra (JV Partner).

**(b) Non-Controlling Interest (NCI)**

Terms of the shareholder agreement signed between the Holding Company, C&D Rajkot and M/S Reliable infra (JV Partner), restricts JV partner's access to the returns associated with the ownership interest. Accordingly, considering the guidance of Ind AS 110- 'Consolidated Financial Statements', equity interest of JV partner of Rs. 2 Lakhs as at March 31, 2024 in C&D Rajkot has not been presented as Non-Controlling Interest and instead has been classified as Other Financial Liability.

**(c) Interest in Associates and Joint Venture (Refer Note 7)**

- (i) Set out below are the associates and joint venture of the group as at March 31, 2023, accounted using equity method. The entities listed below have share capital consisting solely of equity shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

| Name of the entity                           | Place of business / incorporation | % of ownership interest |                | Relationship  | Carrying Amount |                |
|--|-----------------------------------|-------------------------|----------------|---------------|-----------------|----------------|
|  |                                   | March 31, 2024          | March 31, 2023 |               | March 31, 2024  | March 31, 2023 |
| MobiTrash Recycle Ventures Private Limited * | India                             | 39.98%                  | 39.98%         | Associate     | —               | 13.42          |
| Climacrew Private Limited #                  | India                             | 33.33%                  | 45.37%         | Associate     | —               | —              |
| Wexsam Limited, Hongkong **                  | Hong Kong                         | 33%                     | 33%            | Joint Venture | —               | —              |
| <b>Total</b>                                 |                                   |                         |                |               | <b>—</b>        | <b>13.42</b>   |

\* As at March 31, 2024, gross investment value was INR 0.40 lakhs and the same was fully adjusted from share of loss from associate during the year.

# Gross Investment value as at March 31, 2024 is INR 106.11 lakhs and the same is fully adjusted from share of loss from associate.

\*\* There were no activities in Wexsam Limited, Hong Kong for past many years. Further, this entity was dissolved on July 15, 2016 and accordingly, the proportionate interest of the group in the said jointly controlled entity has not been considered in the consolidated financial statements. Further, the Group does not have any liability or contingent liability, which needs to be accounted with respect to the said jointly controlled entity.

- (ii) There are no commitments and contingent liabilities in respect of associates and joint venture.  
(iii) Summarised financial information for associates

| Summarised balance sheet      | MobiTrash Recycle Ventures Private Limited |                | Climacrew Private Limited |                |
|-------------------------------|--|----------------|---------------------------|----------------|
|                               | March 31, 2024                             | March 31, 2023 | March 31, 2024            | March 31, 2023 |
| Total non-current assets      | 131.68                                     | 76.23          | 9.56                      | 5.87           |
| Total current assets          | 260.48                                     | 478.85         | 77.37                     | 31.94          |
| Total non-current liabilities | —  | —              | 99.30                     | 35.00          |
| Total current liabilities     | 423.30                                     | 521.51         | 23.64                     | 4.19           |
| <b>Net assets</b>             | <b>(31.14)</b>                             | <b>33.57</b>   | <b>(36.00)</b>            | <b>(1.38)</b>  |

| Reconciliation to carrying amount     | MobiTrash Recycle Ventures Private Limited |                | Climacrew Private Limited |                |
|---------------------------------------|--|----------------|---------------------------|----------------|
|                                       | March 31, 2024                             | March 31, 2023 | March 31, 2024            | March 31, 2023 |
| Opening net assets                    | 33.57                                      | (62.18)        | (1.38)                    | 0.30           |
| Equity share issued by the associates | —  | —              | 209.24                    | 108.78         |
| Profit / (loss) for the year          | (64.71)                                    | 95.75          | (243.86)                  | (110.46)       |
| Other comprehensive income            | —  | —              | —                         | —              |
| Dividends paid                        | —  | —              | —                         | —              |
| <b>Closing net assets</b>             | <b>(31.14)</b>                             | <b>33.57</b>   | <b>(36.00)</b>            | <b>(1.38)</b>  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 45. INTEREST IN OTHER ENTITIES (Contd.)**

| Reconciliation to carrying amount                   | MobiTrash Recycle Ventures Private Limited |                | Climacrew Private Limited |                |
|---|--|----------------|---------------------------|----------------|
|   | March 31, 2024                             | March 31, 2023 | March 31, 2024            | March 31, 2023 |
| Group's share in %                                  | 39.98%                                     | 39.98%         | 33.33%                    | 45.37%         |
| Group's share in INR (refer note below)             | —  | 13.42          | —                         | —              |
| <b>Carrying amount of investments in associates</b> | <b>—</b>                                   | <b>13.42</b>   | <b>—</b>                  | <b>—</b>       |

Note: The Company has accounted its share of lossess in associates to the extent of investment value as it doesn't have any legal or constructive obligations on behalf of associates.

| Summarised statement of profit and loss          | MobiTrash Recycle Ventures Private Limited |                | Climacrew Private Limited |                |
|--|--|----------------|---------------------------|----------------|
|  | March 31, 2024                             | March 31, 2023 | March 31, 2024            | March 31, 2023 |
| Revenue  | 301.93                                     | 659.17         | 2.89                      | 0.19           |
| Total expenses                                   | 348.33                                     | 519.29         | 248.26                    | 105.38         |
| Tax expenses                                     | 1.39                                       | 44.14          | —                         | —              |
| Profit / (loss) for the year                     | (47.79)                                    | 95.74          | (245.36)                  | (105.19)       |
| Other compherensive income                       | —  | —              | —                         | —              |
| Total compherensive income                       | (47.79)                                    | 95.74          | (245.36)                  | (105.19)       |
| Dividends received                               | —  | —              | —                         | —              |
| Group's share of profit / (loss) from associates | (13.42)                                    | 13.42          | (56.62)                   | (49.49)        |

**NOTE 46. RELATED PARTY DISCLOSURES AS PER IND AS 24****1. Name of related parties and nature of relationship:****(a) Parent entity**

The Group is controlled by the following entity:

| Name                                       | Type                                  | Place of incorporation | Ownership interest as at |                |
|--|---------------------------------------|------------------------|--------------------------|----------------|
|  |                                       |                        | March 31, 2024           | March 31, 2023 |
| Anshul Specialty Molecules Private Limited | Immediate and Ultimate Parent Company | India                  | 42.63%                   | 42.63%         |

**(b) Associates**

Climacrew Private Limited  
MobiTrash Recycle Ventures Private Limited

**(c) Key Management Personnel (KMP)****— Executive Directors**

Mr. Ashwin C. Shroff (Executive Chairman)  
Late Mrs. Usha A. Shroff  
Mr. Ravi A. Shroff (Managing Director)  
Mr. Hrishit A. Shroff (Executive Director)

**— Non-Executive Directors (Independent Directors)**

Mr. Ramchandra N. Bhogale (Independent Director)  
Mr. Harish N. Motiwala (Independent Director)  
Mr. Priyam S. Jhaveri (Independent Director)  
Mr. Madhukar B. Parekh (Independent Director)  
Mr. Shailesh S. Vaidya (Independent Director)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 46. RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)**

Mr. Rajeev M. Pandia (Independent Director)  
Mr. Dipesh K. Shroff (Non - Executive Director)  
Mr. Atul G. Shroff (Non - Executive Director)  
Mrs. Dr. Meena A. Galliara (Non - Executive Director)  
Mr. Collu Vikas Rao (Nominee Director - LIC, w.e.f. March 25, 2022 upto March 24, 2023)  
Mr. Dinesh Bhagat (Nominee Director - LIC, w.e.f. March 24, 2023)

**(d) Relatives of KMP with whom transactions have taken place:**

Mrs. Anshul A. Bhatia (Daughter of Mr. Ashwin C. Shroff)  
Mrs. Preeti D. Shroff (Wife of Mr. Dipesh K. Shroff)

**(e) Enterprise over which KMP or their relative have significant influence and transactions have taken place:**

Agrocel Industries Private Limited  
Anshul Life Sciences  
C C Shroff Research Institute  
Chromosome Labs Private Limited  
Divakar Techno Specialities & Chemicals Private Limited  
Indian Centre for Climate and Societal Impact Research  
Mibiome Therapeutics LLP  
Pidilite Industries Limited  
Rashtriya Seva Trust  
Shree Vivekanand Research and Training Institute  
Shroff Family Charitable Trust  
Shroff Foundation Trust  
Shrujan Creations  
Shrujan Trust  
Silox India Private Limited  
TML Industries Limited  
Transchem Agritech Private Limited  
Transpek Industry Limited

**(f) Other related parties with whom there are transactions during the year:**

Excel Industries Limited, Employees Group Gratuity Fund - Post-employment benefits plan

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 46. RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)**

**2. Related Party Transaction**

Transactions carried out with related parties referred in 1 above, in ordinary course of business:

| Particulars  | Sale of goods | Rent Income | Interest received | Purchase of traded goods | Purchase of Services | Dividend Received | Dividend Paid | Sales commission | Reimbursement of Expenses from | Reimbursement of Expenses to | Sale of Assets | Contribution to fund | Salary, Bonus, contribution to PF & Commission | Deposit u/s. 160 of Companies Act 2013 | Director's Sitting fees | CSR / Donation Expenditure |
|--|---------------|-------------|-------------------|--------------------------|----------------------|-------------------|---------------|------------------|--------------------------------|------------------------------|----------------|----------------------|--|--|-------------------------|----------------------------|
| <b>Parent entity</b>   |               |             |                   |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Anshul Specialty Molecules Private Limited   | 0.89          | 56.16       | —                 | —                        | —                    | —                 | 602.85        | —                | 25.97                          | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | 14.69         | 55.27       | —                 | 11.92                    | 8.50                 | —                 | 1,205.70      | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| <b>Associate</b>   |               |             |                   |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Mobitrash Recycle Ventures Private Limited   | 1.36          | 0.44        | —                 | —                        | —                    | —                 | —             | —                | 71.57                          | —                            | 19.85          | —                    | —  | —                                      | —                       | —                          |
|  | 0.52          | 0.26        | —                 | 0.02                     | —                    | —                 | —             | —                | 44.35                          | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| <b>Enterprises controlled or significantly influenced by key management personnel or their relatives</b> |               |             |                   |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Agrocel Industries Private Limited   | 1.06          | —           | —                 | —                        | —                    | —                 | —             | —                | 9.07                           | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | 15.63         | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Transpek Industry Limited  | —             | —           | —                 | —                        | —                    | 193.24            | 17.62         | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | —             | —           | —                 | —                        | —                    | 158.71            | 35.25         | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Divakar Techno Specialities & Chemicals Private Limited  | —             | —           | —                 | —                        | —                    | —                 | —             | 11.14            | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | 32.72            | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| C C Shroff Research Institute  | —             | 0.09        | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Silox India Private Limited  | —             | —           | —                 | —                        | —                    | 619.12            | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| TML Industries Limited   | —             | —           | 12.30             | —                        | 3.04                 | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | —             | —           | 12.30             | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Shree Vivekanand Research and Training Institute   | 0.80          | —           | —                 | —                        | 0.56                 | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 185.00                     |
|  | 0.64          | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 192.60                     |
| Rashtriya Seva Trust   | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 20.00                      |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Shroff Family Charitable Trust   | —             | 4.26        | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | —             | 4.05        | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Shrujan Trust  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 15.00                      |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 25.00                      |
| Shrujan Creations  | —             | —           | —                 | 1.52                     | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|  | —             | —           | —                 | 0.57                     | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 46. RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)**

| Particulars  | Sale of goods | Rent Income | Interest received | Purchase of traded goods | Purchase of Services | Dividend Received | Dividend Paid | Sales commission | Reimbursement of Expenses from | Reimbursement of Expenses to | Sale of Assets | Contribution to fund | Salary, Bonus, contribution to PF & Commission | Deposit u/s. 160 of Companies Act 2013 | Director's Sitting fees | CSR / Donation Expenditure |
|--|---------------|-------------|-------------------|--------------------------|----------------------|-------------------|---------------|------------------|--------------------------------|------------------------------|----------------|----------------------|--|--|-------------------------|----------------------------|
| Indian Centre for Climate and Societal Impact Research                         | 0.15          | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 20.00                      |
| Shroff Foundation Trust  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 40.00                      |
| Pidlite industries Limited   | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | 25.00                      |
| Anshul Life Sciences   | 2.86          | —           | —                 | —                        | 13.50                | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Chromosome Labs Private Limited  | —             | —           | —                 | —                        | 13.23                | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Mibiome Therapeutics LLP   | —             | —           | —                 | —                        | 2.18                 | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Transchem Agritech Private Limited   | —             | —           | —                 | —                        | 5.97                 | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| <b>Other related parties with whom there are transactions during the year:</b> |               |             |                   |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Excel Industries Limited, Employees Group Gratuity Fund                        | —             | —           | —                 | —                        | 0.20                 | —                 | —             | —                | —                              | —                            | —              | 2.04                 | —  | —                                      | —                       | —                          |
| <b>Key management personnel and their relatives</b>                            |               |             |                   |                          |                      |                   |               |                  |                                |                              |                |                      |  |  |                         |                            |
| Mr. Ashwin C. Shroff   | —             | —           | —                 | —                        | —                    | —                 | 11.60         | —                | —                              | —                            | —              | —                    | 258.83   | (1.00)                                 | —                       | —                          |
| Late Mrs. Usha A. Shroff   | 0.05          | —           | —                 | —                        | —                    | —                 | 23.19         | —                | —                              | —                            | —              | —                    | 343.66   | 1.00                                   | —                       | —                          |
| Mr. Ravi A. Shroff   | —             | —           | —                 | —                        | —                    | —                 | 0.73          | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Mr. Hishit A. Shroff   | —             | —           | —                 | —                        | —                    | —                 | 1.46          | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
| Mr. Ramchandra N. Bhogale  | —             | —           | —                 | —                        | —                    | —                 | 5.36          | —                | —                              | 1.37                         | —              | —                    | 290.77   | —                                      | —                       | —                          |
| Mr. Harish N. Motiwala   | —             | —           | —                 | —                        | —                    | —                 | 10.73         | —                | —                              | 2.66                         | —              | —                    | 414.99   | —                                      | —                       | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | 5.36          | —                | —                              | —                            | —              | —                    | 176.04   | —                                      | —                       | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | 10.73         | —                | —                              | —                            | —              | —                    | 261.02   | —                                      | —                       | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 1.85   | —                                      | 6.50                    | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 8.00   | —                                      | 7.00                    | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 1.85   | —                                      | 9.50                    | —                          |
|  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 8.00   | —                                      | 9.10                    | —                          |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 46. RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)**

| Particulars             | Sale of goods | Rent Income | Interest received | Purchase of traded goods | Purchase of Services | Dividend Received | Dividend Paid | Sales commission | Reimbursement of Expenses from | Reimbursement of Expenses to | Sale of Assets | Contribution to fund | Salary, Bonus, contribution to PF & Commission | Deposit u/s. 160 of Companies Act 2013 | Director's Sitting fees | CSR / Donation Expenditure |
|-------------------------|---------------|-------------|-------------------|--------------------------|----------------------|-------------------|---------------|------------------|--------------------------------|------------------------------|----------------|----------------------|--|--|-------------------------|----------------------------|
| Mr. Priyam S. Jhaveri   | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 1.85   | —                                      | 4.90                    | —                          |
| Mr. Madhukar B. Parekh  | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 8.00   | —                                      | 5.60                    | —                          |
| Mr. Shaliesh S. Valodia | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 1.39   | —                                      | 1.30                    | —                          |
| Mr. Rajeev M. Pandia    | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 6.00   | —                                      | 2.40                    | —                          |
| Mr. Rajeev K. Shroff    | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 1.39   | —                                      | 3.00                    | —                          |
| Mr. Dinesh K. Shroff    | 0.04          | —           | —                 | —                        | —                    | —                 | 0.41          | —                | —                              | —                            | —              | —                    | 6.00   | —                                      | 3.50                    | —                          |
| Mr. Atul G. Shroff      | 0.04          | —           | —                 | —                        | —                    | —                 | 1.94          | —                | —                              | —                            | —              | —                    | 6.00   | —                                      | 3.30                    | —                          |
| Dr. Meena Gallaria      | —             | —           | —                 | —                        | —                    | —                 | 6.73          | —                | —                              | —                            | —              | —                    | 1.39   | —                                      | 2.00                    | —                          |
| Mr. Collu Vikas Rao     | —             | —           | —                 | —                        | —                    | —                 | 13.45         | —                | —                              | —                            | —              | —                    | 6.00   | —                                      | 2.50                    | —                          |
| Mr. Dinesh Bhagat       | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 1.39   | —                                      | 3.90                    | —                          |
| Mrs. Preeti D. Shroff   | 0.21          | —           | —                 | —                        | —                    | —                 | 2.25          | —                | —                              | —                            | —              | —                    | 6.00   | —                                      | 4.20                    | —                          |
| Mrs. Anshul A. Bhatia   | —             | —           | —                 | —                        | —                    | —                 | 2.43          | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | 4.86          | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | —             | —                | 0.09                           | —                            | —              | —                    | 6.00   | —                                      | 1.50                    | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | 1.39   | —                                      | 2.00                    | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | 0.50                    | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |
|                         | —             | —           | —                 | —                        | —                    | —                 | —             | —                | —                              | —                            | —              | —                    | —  | —                                      | —                       | —                          |

Amount in bold represent the amount of March 31, 2024 and amount in italics represent amount of March 31, 2023.

\* The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are not determinable. Further, remuneration to key managerial personnel includes INR 48.72 lakhs (March 31, 2023: INR 45.48 lakhs) towards contribution to provident fund and other funds. The remaining remuneration to KMPs are in nature of short term employment benefit.

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2024, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2023: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 46. RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)**

**3. Outstanding Balances**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| The following balances are outstanding at the end of the reporting period in relation to transactions with related parties |                         |                         |
| <b>Trade receivables:</b>  |                         |                         |
| Anshul Specialty Molecules Private Limited   | 6.79                    | 5.45                    |
| C C Shroff Research Institute  | 0.04                    | 0.04                    |
| Mobitrash Recycle Ventures Private Limited   | 1.09                    | 0.02                    |
| Agrocel Industries Private Limited   | 1.10                    | 0.19                    |
| Shroff Family Charitable Trust   | 0.04                    | —                       |
| <b>Other receivables:</b>  |                         |                         |
| Anshul Specialty Molecules Private Limited   | 5.29                    | —                       |
| Mobitrash Recycle Ventures Private Limited   | 91.13                   | 44.35                   |
| TML Industries Limited (including interest accrued of INR 10.19 lakhs (March 31, 2023: INR 7.65 lakhs))                    | 110.19                  | 107.65                  |
| <b>Security Deposit Given :</b>  |                         |                         |
| Agrocel Industries Private Limited   | 10.00                   | 10.00                   |
| <b>Trade payables:</b>   |                         |                         |
| Anshul Specialty Molecules Private Limited   | —                       | 14.07                   |
| Divakar Techno Specialities & Chemicals Private Limited  | 4.66                    | 13.65                   |
| TML Industries Limited   | 0.22                    | —                       |
| Shree Vivekanand Research And Training Institute   | 0.58                    | —                       |
| Mr. Ashwin C. Shroff   | 18.80                   | 115.41                  |
| Mr. Ravi A. Shroff   | 38.69                   | 175.49                  |
| Mr. Hrishit. A. Shroff   | 24.34                   | 119.27                  |
| Mr. Ramchandra N. Bhogale  | 3.02                    | 8.00                    |
| Mr. Harish N. Motiwala   | 3.20                    | 8.00                    |
| Mr. Priyam S. Jhaveri  | 1.85                    | 8.00                    |
| Mr. Madhukar B. Parekh   | 1.84                    | 6.00                    |
| Mr. Shailesh S. Vaidya   | 2.29                    | 6.00                    |
| Mr. Rajeev M. Pandia   | 3.93                    | 10.00                   |
| Mr. Dipesh K. Shroff   | 1.84                    | 6.00                    |
| Mr. Atul G. Shroff   | 1.84                    | 6.50                    |
| Mrs. Dr. Meena A. Galliarda  | 2.56                    | 6.00                    |
| Mr. Dinesh Kumar Bhagat  | 1.84                    | —                       |
| Mr. Collu Vikas Rao  | —                       | 6.00                    |
| <b>Other payables:</b>   |                         |                         |
| Anshul Specialty Molecules Private Limited   | 7.00                    | 7.00                    |
| Shroff Family Charitable Trust   | 1.00                    | —                       |
| Mr. Ashwin C. Shroff   | —                       | 1.00                    |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 46. RELATED PARTY DISCLOSURES AS PER IND AS 24 (Contd.)****(4) Additional disclosure for loans and advances in terms of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and as per Section 186(4) of the Companies Act, 2013**

| Particulars  | Purpose of Loan | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-----------------|-------------------------|-------------------------|
| <b>Loans to - TML Industries Limited (by subsidiaries)</b>         |                 |                         |                         |
| Balance as at year end (Principal)                                 | <b>Business</b> | 100.00                  | 100.00                  |
| Maximum amount outstanding at any time during the year (Principal) | <b>Purpose</b>  | 100.00                  | 100.00                  |

**NOTE 47. CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS****(a) Contingent Liabilities:**

| Particular  | As at<br>March 31, 2024  | As at<br>March 31, 2023  |
|---|--------------------------|--------------------------|
| Income tax  | 14.80                    | 14.80                    |
| Excise duty   | 39.86                    | 39.86                    |
| Sales tax   | —                        | —                        |
| Custom duty   | 144.88                   | 144.88                   |
| Claims against the Group not acknowledged as debts                    | 29.16                    | 36.28                    |
| Liability in respect of claims made by workers and contract labourers | Amount not ascertainable | Amount not ascertainable |

(i) It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above contingent liabilities pending resolution of the respective proceedings as it is determinable only on the receipt of judgments / decisions pending with various forums / authorities.

(ii) The Group does not except any reimbursements in respect of the above contingent liabilities.

(iii) The Group's pending litigation comprises of claims against the Group made by workers / others and pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities, where applicable, in its consolidated financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its consolidated financial statements.

**(b) Contingent Assets:**

The Group did not have any contingent assets as at the end of the year.

**(c) Commitments:**

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>(i) Capital commitments</b>   |                         |                         |
| Capital expenditure contracted at the end of reporting period but not recognised as liabilities is as follows: |                         |                         |
| Gross capital commitment   | 2,278.81                | 393.71                  |
| Less: Capital advance (Refer Note 11)  | 134.56                  | 62.92                   |
| <b>Net capital commitments</b>   | <b>2,144.25</b>         | <b>330.79</b>           |

**(ii) Other commitments**

For other commitments relating to lease arrangements - (Refer Note 42(B)(ii))

**NOTE 48. EARNINGS PER SHARE**

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Earnings per equity share attributable to the equity holders (in INR)</b> |                              |                              |
| (a) Basic earnings per share   | 13.53                        | 63.59                        |
| (b) Diluted earnings per share   | 13.53                        | 63.59                        |



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 48. EARNINGS PER SHARE (Contd.)**

**Earnings used in calculating earnings per share**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>Basic earnings per share</b>   |                              |                              |
| Profit / (Loss) attributable to the equity holders used in calculating basic earnings per share | 1,701.00                     | 7,993.55                     |
| <b>Diluted earnings per share</b>   |                              |                              |
| Profit / (Loss) attributable to the equity holders used in calculating basic earnings per share | 1,701.00                     | 7,993.55                     |

**Weighted average number of shares used as the denominator**

| Particulars   | Year ended<br>March 31, 2024<br>Number of shares | Year ended<br>March 31, 2023<br>Number of shares |
|---|--|--|
| Weighted average number of equity shares used as the denominator in calculating basic earning per share                               | 12,570,692                                       | 12,570,692                                       |
| Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share | 12,570,692                                       | 12,570,692                                       |

**NOTE 49. DISCLOSURE IN RELATION TO CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| a) Gross amount required to be spent by the Group during the year             | 278.36                       | 284.52                       |
| b) Amount spent during the year on:   |                              |                              |
| i) Construction/acquisition of any asset                                      | —                            | —                            |
| ii) On purposes other than (i) above  | 275.60                       | 289.10                       |
| c) Amount spent during the previous year and considered for the current year: |                              |                              |
| i) Construction/acquisition of any asset                                      | —                            | —                            |
| ii) On purposes other than (i) above  | 2.76                         | —                            |

**Details of ongoing CSR projects under Section 135(6) of the Act**

| Particulars                       | Balance at the beginning of the year |                             | Amount required to be spent during the year | Amount spent during the year |                               | Balance at the end of the year |                             |
|-----------------------------------|--------------------------------------|-----------------------------|---|------------------------------|-------------------------------|--------------------------------|-----------------------------|
|                                   | With Company                         | In Separate CSR Unspent A/c |   | From Company's bank A/c      | From Separate CSR Unspent A/c | With Company                   | In Separate CSR Unspent A/c |
| For the year ended March 31, 2024 | —                                    | —                           | —   | —                            | —                             | —                              | —                           |
| For the year ended March 31, 2023 | —                                    | —                           | —   | —                            | —                             | —                              | —                           |

**Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects**

| Particulars                       | Balance unspent at the beginning of the year | Amount deposited in specified fund of Schedule VII of the Act within 6 months | Amount required to be spent during the year | Amount spent during the year | Amount spent during the previous year and considered for the current year | Balance unspent as at end of the year | Balance excess carried forward to next year |
|-----------------------------------|--|---|---|------------------------------|---|---------------------------------------|---|
| For the year ended March 31, 2024 | —  | —   | 278.36                                      | 275.60                       | 2.76  | —                                     | 1.82  |
| For the year ended March 31, 2023 | —  | —   | 284.52                                      | 289.10                       | —   | —                                     | 4.58  |

Note: The Group has carried forward an excess amount spent for the financial year 2022-23 of Rs. 4.58 lakhs, the said amount is available for set off in subsequent three years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 50. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III OF THE COMPANIES ACT, 2013**

| Name of the entity in the Group                     | Net assets (total assets minus total liabilities) |            | Share in profit or (loss)             |          | Share in other comprehensive income             |           | Share in total comprehensive income             |           |
|---|---|------------|---------------------------------------|----------|---|-----------|---|-----------|
|   | As a % of consolidated net assets                 | Amount     | As a % of consolidated profit or loss | Amount   | As % of consolidated other comprehensive income | Amount    | As % of consolidated total comprehensive income | Amount    |
| <b>Parent</b>                                       |   |            |                                       |          |   |           |   |           |
| <b>Excel Industries Limited</b>                     |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | 75.38%  | 107,571.59 | 88.81%                                | 1,510.71 | 45.51%  | 8,303.24  | 49.20%  | 9,813.95  |
| March 31, 2023                                      | 79.86%  | 99,171.84  | 98.14%                                | 7,845.11 | 21.66%  | 882.46    | 72.32%  | 8,727.57  |
| <b>Subsidiaries</b>                                 |   |            |                                       |          |   |           |   |           |
| <b>Excel Bio Resources Limited</b>                  |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | 0.04%   | 59.32      | -0.60%                                | (10.24)  | 0.00%   | —         | -0.05%  | (10.24)   |
| March 31, 2023                                      | 0.06%   | 69.56      | 0.03%                                 | 2.38     | 0.00%   | —         | 0.02%   | 2.38      |
| <b>Kamaljyot Investments Limited</b>                |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | 24.96%  | 35,619.38  | 16.88%                                | 287.08   | 54.49%  | 9,941.07  | 51.28%  | 10,228.15 |
| March 31, 2023                                      | 20.45%  | 25,391.24  | 2.78%                                 | 222.13   | 78.34%  | 3,192.18  | 28.29%  | 3,414.31  |
| <b>Excel Rajkot C&amp;D Waste Recycling Limited</b> |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | 0.00%   | (2.10)     | -0.71%                                | (12.10)  | 0.00%   | —         | -0.06%  | (12.10)   |
| March 31, 2023                                      | 0.00%   | —          | 0.00%                                 | —        | 0.00%   | —         | 0.00%   | —         |
| <b>MobiTrash Recycle Ventures Private Limited</b>   |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | 0.00%   | —          | -0.79%                                | (13.42)  | 0.00%   | —         | -0.07%  | (13.42)   |
| March 31, 2023                                      | 0.01%   | 13.42      | 0.17%                                 | 13.42    | 0.00%   | —         | 0.11%   | 13.42     |
| <b>Climacrew Private Limited</b>                    |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | 0.00%   | —          | -3.33%                                | (56.62)  | 0.00%   | —         | -0.28%  | (56.62)   |
| March 31, 2023                                      | 0.00%   | —          | -0.62%                                | (49.49)  | 0.00%   | —         | -0.41%  | (49.49)   |
| <b>Consolidation elimination</b>                    |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | -0.38%  | (542.38)   | -0.26%                                | (4.41)   | 0.00%   | —         | -0.02%  | (4.41)    |
| March 31, 2023                                      | -0.38%  | (471.36)   | -0.50%                                | (40.00)  | 0.00%   | —         | -0.33%  | (40.00)   |
| <b>Total</b>  |   |            |                                       |          |   |           |   |           |
| March 31, 2024                                      | 100%  | 142,705.81 | 100%                                  | 1,701.00 | 100%  | 18,244.31 | 100%  | 19,945.31 |
| March 31, 2023                                      | 100%  | 124,174.70 | 100%                                  | 7,993.55 | 100%  | 4,074.64  | 100%  | 12,068.19 |

**NOTE 51. DISCLOSURE IN RELATION TO IND AS 116**

This note provides information for leases where the Group is a lessee. For leases where the Group is a lessor, see Note 5. The Group leases various lands and buildings (residential premises). Rental contracts are made for 33 to 99 years in case of land and 3 years for building as per respective lease agreement, but may have extension options as described in (ii) below.

**(i) Amounts recognised in balance sheet**

| Particulars  | Building      | Land            | Total           |
|--|---------------|-----------------|-----------------|
| <b>Year ended March 31, 2024</b>                             |               |                 |                 |
| <b>Gross carrying amount</b>                                 |               |                 |                 |
| Opening gross carrying amount                                | 125.15        | 2,281.75        | 2,406.90        |
| Addition   | —             | —               | —               |
| Additions on account of business acquisition (Refer Note 55) | —             | 103.50          | 103.50          |
| <b>Closing gross carrying amount</b>                         | <b>125.15</b> | <b>2,385.25</b> | <b>2,510.40</b> |
| <b>Accumulated depreciation</b>                              |               |                 |                 |
| Opening accumulated depreciation                             | 123.37        | 132.44          | 255.81          |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024  
(All amounts in INR lakhs, unless otherwise stated)

**NOTE 51. DISCLOSURE IN RELATION TO IND AS 116 (Contd.)**

| <b>Particulars</b>                      | <b>Building</b> | <b>Land</b>     | <b>Total</b>    |
|---|-----------------|-----------------|-----------------|
| Depreciation charged for the year       | 1.78            | 40.15           | 41.93           |
| <b>Closing accumulated depreciation</b> | <b>125.15</b>   | <b>172.59</b>   | <b>297.74</b>   |
| <b>Net carrying amount</b>              | <b>—</b>        | <b>2,212.66</b> | <b>2,212.66</b> |

| <b>Particulars</b>                      | <b>Building</b> | <b>Land</b>     | <b>Total</b>    |
|---|-----------------|-----------------|-----------------|
| <b>Year ended March 31, 2023</b>        |                 |                 |                 |
| <b>Gross carrying amount</b>            |                 |                 |                 |
| Opening gross carrying amount           | 125.15          | 2,281.75        | 2,406.90        |
| Addition                                | —               | —               | —               |
| <b>Closing gross carrying amount</b>    | <b>125.15</b>   | <b>2,281.75</b> | <b>2,406.90</b> |
| <b>Accumulated depreciation</b>         |                 |                 |                 |
| Opening accumulated depreciation        | 92.53           | 92.30           | 184.83          |
| Depreciation charged for the year       | 30.84           | 40.14           | 70.98           |
| <b>Closing accumulated depreciation</b> | <b>123.37</b>   | <b>132.44</b>   | <b>255.81</b>   |
| <b>Net carrying amount</b>              | <b>1.78</b>     | <b>2,149.31</b> | <b>2,151.09</b> |

The following is the break-up of current and non-current lease liabilities.

| <b>Particulars</b>          | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|-----------------------------|---------------------------------|---------------------------------|
| <b>Lease Liability</b>      |                                 |                                 |
| Non-current (Refer Note 22) | 177.83                          | 178.09                          |
| Current (Refer Note 27)     | 0.25                            | 0.24                            |
|                             | <b>178.08</b>                   | <b>178.33</b>                   |

The following is the movement in lease liabilities.

| <b>Particulars</b>                     | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|---------------------------------|---------------------------------|
| Opening balance                        | 178.33                          | 217.51                          |
| Additions                              | —                               | —                               |
| Finance charge accrued during the year | 13.75                           | 16.90                           |
| Finance charge paid                    | (13.75)                         | (16.90)                         |
| Payment of lease liability             | (0.25)                          | (39.18)                         |
| <b>Closing balance as at year end</b>  | <b>178.08</b>                   | <b>178.33</b>                   |

**(ii) Amounts recognised in the statement of consolidated profit and loss**

Following are the expenses recognised in the Statement of Consolidated Profit and Loss :

| <b>Particulars</b>   | <b>Notes</b> | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--|--------------|---------------------------------|---------------------------------|
| Depreciation charge of right-of-use assets   |              |                                 |                                 |
| Building   | 37           | 1.78                            | 30.84                           |
| Land   | 37           | 40.15                           | 40.14                           |
| Interest expense on lease liabilities  | 39           | 13.75                           | 16.90                           |
| Expenses relating to short-term leases (Included in Other expenses)  | 38           | 162.34                          | 299.52                          |
| Expenses relating to leases of low-value assets that are not shown above as short-term leases (Included in Other expenses) | 38           | 91.76                           | 45.53                           |

The total cash outflow for leases for the year ended March 31, 2024 was INR 14.00 lakhs (March 31, 2023 INR 56.08 lakhs)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 51. DISCLOSURE IN RELATION TO IND AS 116 (Contd.)****(iii) Extension and termination options**

Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. All extension options held are exercisable by the Group and termination rights are held by the Group and lessor both as per the respective lease agreements.

**NOTE 52. AGING OF CAPITAL WORK-IN-PROGRESS****(a) Aging of CWIP :**

| Particulars                         | Amount of capital work-in-progress for |               |               |                   | Total           |
|-------------------------------------|--|---------------|---------------|-------------------|-----------------|
|                                     | Less than 1 year                       | 1-2 years     | 2-3 years     | More than 3 years |                 |
| <b>As at 31 March 2024</b>          |  |               |               |                   |                 |
| (i) Projects in progress            | 536.81                                 | 772.64        | 492.94        | —                 | 1,802.39        |
| (ii) Projects temporarily suspended | —                                      | —             | —             | —                 | —               |
| <b>Total</b>                        | <b>536.81</b>                          | <b>772.64</b> | <b>492.94</b> | <b>—</b>          | <b>1,802.39</b> |
| <b>As at 31 March 2023</b>          |  |               |               |                   |                 |
| (i) Projects in progress            | 1,427.86                               | 492.94        | 0.56          | 10.00             | 1,931.36        |
| (ii) Projects temporarily suspended | —                                      | —             | —             | —                 | —               |
| <b>Total</b>                        | <b>1,427.86</b>                        | <b>492.94</b> | <b>0.56</b>   | <b>10.00</b>      | <b>1,931.36</b> |

**(b) Completion schedule for capital work-in-progress whose completion is overdue as compared to its original plan:**

| Particulars                                   | To be completed in |           |           |                   | Total           |
|---|--------------------|-----------|-----------|-------------------|-----------------|
|   | Less than 1 year   | 1-2 years | 2-3 years | More than 3 years |                 |
| <b>As at 31 March 2024</b>                    |                    |           |           |                   |                 |
| (i) Projects in progress                      |                    |           |           |                   |                 |
| New Research and Development facility, Mumbai | 444.19             | —         | —         | —                 | 444.19          |
| Innovation Center, Mumbai                     | 374.12             | —         | —         | —                 | 374.12          |
| Bulk storage facility                         | 373.56             | —         | —         | —                 | 373.56          |
| Others  | 204.06             | —         | —         | —                 | 204.06          |
| (ii) Projects temporarily suspended           | —                  | —         | —         | —                 | —               |
| <b>Total</b>                                  | <b>1,395.94</b>    | <b>—</b>  | <b>—</b>  | <b>—</b>          | <b>1,395.94</b> |

| Particulars                                   | To be completed in |           |           |                   | Total         |
|---|--------------------|-----------|-----------|-------------------|---------------|
|   | Less than 1 year   | 1-2 years | 2-3 years | More than 3 years |               |
| <b>As at 31 March 2023</b>                    |                    |           |           |                   |               |
| (i) Projects in progress                      |                    |           |           |                   |               |
| New Research and Development facility, Mumbai | 464.91             | —         | —         | —                 | 464.91        |
| (ii) Projects temporarily suspended           | —                  | —         | —         | —                 | —             |
| <b>Total</b>                                  | <b>464.91</b>      | <b>—</b>  | <b>—</b>  | <b>—</b>          | <b>464.91</b> |

As at March 31, 2024 and as at March 31, 2023, there were no projects which has exceeded its cost compared to original plan.

**NOTE 53. AGING OF TRADE RECEIVABLES**

| Particulars                                    | Unbilled | Not Due          | Outstanding for following periods from due date |                   |              |              |                   | Total            |
|--|----------|------------------|---|-------------------|--------------|--------------|-------------------|------------------|
|  |          |                  | Less than 6 Months                              | 6 months – 1 year | 1-2 years    | 2-3 years    | More than 3 years |                  |
| <b>As at 31 March 2024</b>                     |          |                  |   |                   |              |              |                   |                  |
| Undisputed Trade Receivables                   |          |                  |   |                   |              |              |                   |                  |
| considered good                                | —        | 15,241.23        | 3,043.83  | 165.14            | 58.74        | 13.49        | 16.80             | 18,539.24        |
| which have significant increase in credit risk | —        | —                | —   | 0.18              | 7.82         | —            | —                 | 8.00             |
| credit impaired                                | —        | —                | —   | —                 | —            | —            | —                 | —                |
| Disputed Trade receivables                     |          |                  |   |                   |              |              |                   |                  |
| considered good                                | —        | —                | —   | —                 | —            | —            | —                 | —                |
| which have significant increase in credit risk | —        | —                | —   | —                 | —            | —            | —                 | —                |
| credit impaired                                | —        | —                | —   | —                 | —            | —            | —                 | —                |
| <b>Total</b>                                   | <b>—</b> | <b>15,241.23</b> | <b>3,043.83</b>                                 | <b>165.32</b>     | <b>66.57</b> | <b>13.49</b> | <b>16.80</b>      | <b>18,547.24</b> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 53. AGING OF TRADE RECEIVABLES (Contd.)**

| Particulars                                    | Unbilled     | Not Due          | Outstanding for following periods from due date |                   |              |              |                   | Total            |
|--|--------------|------------------|---|-------------------|--------------|--------------|-------------------|------------------|
|  |              |                  | Less than 6 Months                              | 6 months – 1 year | 1-2 years    | 2-3 years    | More than 3 years |                  |
| <b>As at 31 March 2023</b>                     |              |                  |   |                   |              |              |                   |                  |
| Undisputed Trade Receivables                   |              |                  |   |                   |              |              |                   |                  |
| considered good                                | 47.01        | 11,365.47        | 4,141.59  | 129.03            | 26.29        | 20.75        | 25.63             | 15,755.77        |
| which have significant increase in credit risk | —            | —                | 0.15  | 0.02              | 0.19         | 59.68        | 9.39              | 69.43            |
| credit impaired                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| Disputed Trade receivables                     |              |                  |   |                   |              |              |                   |                  |
| considered good                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| which have significant increase in credit risk | —            | —                | —   | —                 | —            | —            | —                 | —                |
| credit impaired                                | —            | —                | —   | —                 | —            | —            | —                 | —                |
| <b>Total</b>                                   | <b>47.01</b> | <b>11,365.47</b> | <b>4,141.74</b>                                 | <b>129.05</b>     | <b>26.48</b> | <b>80.43</b> | <b>35.02</b>      | <b>15,825.20</b> |

**NOTE 54. AGING OF TRADE PAYABLES**

| Particulars                             | Unbilled      | Not Due          | Outstanding for following periods from due date |             |             |                   | Total            |
|---|---------------|------------------|---|-------------|-------------|-------------------|------------------|
|   |               |                  | Less than 1 year                                | 1-2 years   | 2-3 years   | More than 3 years |                  |
| <b>As at 31 March 2024</b>              |               |                  |   |             |             |                   |                  |
| Undisputed Trade Payables               |               |                  |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | 696.59           | —   | —           | —           | —                 | 696.59           |
| Others                                  | 586.47        | 15,420.30        | 1,810.94  | 1.62        | 0.20        | 3.35              | 17,822.88        |
| Disputed Trade Payables                 |               |                  |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | —                | —   | —           | —           | —                 | —                |
| Others                                  | —             | —                | —   | —           | —           | —                 | —                |
| <b>Total</b>                            | <b>586.47</b> | <b>16,116.89</b> | <b>1,810.94</b>                                 | <b>1.62</b> | <b>0.20</b> | <b>3.35</b>       | <b>18,519.47</b> |
| <b>As at 31 March 2023</b>              |               |                  |   |             |             |                   |                  |
| Undisputed Trade Payables               |               |                  |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | 517.68           | 156.64  | 3.73        | —           | —                 | 678.05           |
| Others                                  | 993.21        | 7,411.23         | 1,597.83  | 1.25        | 0.99        | 2.36              | 10,006.87        |
| Disputed Trade Payables                 |               |                  |   |             |             |                   |                  |
| Micro enterprises and small enterprises | —             | —                | —   | —           | —           | —                 | —                |
| Others                                  | —             | —                | —   | —           | —           | —                 | —                |
| <b>Total</b>                            | <b>993.21</b> | <b>7,928.91</b>  | <b>1,754.47</b>                                 | <b>4.98</b> | <b>0.99</b> | <b>2.36</b>       | <b>10,684.92</b> |

**NOTE 55. BUSINESS COMBINATION**

The Board of Directors of the subsidiary company, Excel Bio Resources Limited, at its meeting dated May 15, 2023 had approved the acquisition of a chemical processing unit of Good Rasayan Pvt Ltd ("Seller") located at Lote Chiplun in Maharashtra, as a going concern by way of slump sale. Pursuant to this, the Company had entered into a Business Transfer Agreement ("BTA") dated September 12, 2023 with the Seller.

The said acquisition has been completed on March 30, 2024 on compliance with relevant conditions precedent specified in the BTA by the respective parties. The Company has measured the acquired business of Seller at fair value determined in accordance with Ind AS 103 "Business Combination". An independent external professional valuation expert was engaged by the management to perform valuation of tangible and intangible assets as a part of Purchase Price Allocation (PPA).

Details of the Purchase consideration, the net assets including intangible assets acquired are as follows:

**(a) Purchase Consideration:**

| Particulars                         | Amount        |
|-------------------------------------|---------------|
| Purchase consideration              | 190.00        |
| Net working capital                 | 0.06          |
| <b>Total Purchase Consideration</b> | <b>190.06</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 55. BUSINESS COMBINATION (Contd.)****(b) Assets Acquired and Liabilities assumed at fair value based on PPA**

The Details of assets and liabilities recognised as a result of the business acquisition are as follow:

| Particulars   | Amount        |
|---|---------------|
| <b>Assets:</b>  |               |
| Property plant and equipment                          | 84.73         |
| Right of Use Assets                                   | 103.50        |
| Other intangible assets                               | 1.77          |
| Inventories   | 0.22          |
| Trade Receivables                                     | 3.42          |
| Other assets  | 3.26          |
|   | 196.90        |
| <b>Liabilities</b>                                    |               |
| Trade Payables  | 4.15          |
| Other liabilities                                     | 2.68          |
|   | 6.83          |
| <b>Net identifiable assets acquired at fair value</b> | <b>190.06</b> |

**(c) Acquired receivables:**

| Particulars   | Amount   |
|---|----------|
| Fair value of acquired trade receivables                  | 3.42     |
| Gross contractual amount for trade receivable             | 3.42     |
| <b>Contractual cash flow not expected to be collected</b> | <b>—</b> |

**(d) Acquisition related costs:**

Acquisition related costs of INR 16.73 lakhs that were not directly attributable are included in Other Expenses in the Statement of Consolidated Profit and Loss and in operating cash flows in the Statement of Consolidated Cash Flows.

**NOTE 56.**

On April 1, 2023, the Group had given a notice to Ahmedabad Municipal Corporation for closure of its Municipal Solid Waste (MSW) processing plant, effective from October 1, 2023. Accordingly, the Group had recognized impairment loss of Rs. 65.23 lakhs on property, plant and equipment and inventory write off of Rs. 60.57 lakhs pertaining to its Environment and Biotech segment for the year ended March 31, 2023. Pursuant to the said notice, the operations were discontinued and the site was handed over to the concerned authority.

**NOTE 57. OTHER REGULATORY INFORMATION REQUIRED BY SCHEDULE III****(i) Details of benami property held**

No proceedings have been initiated on or are pending against the Group for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formally the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.

**(ii) Borrowing secured against assets**

The Group has sanctioned borrowings facility from banks on the basis of security of current and non current assets. The quarterly returns or statements of current assets filed by the Group with banks are in agreement with the books of accounts. During the year, the Group did not have any borrowings from the financial institutions on the basis of security of current assets.

**(iii) Wilful defaulter**

None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

**NOTE 57. OTHER REGULATORY INFORMATION REQUIRED BY SCHEDULE III (Contd.)**

(iv) Relationship with struck off companies

| Name of Struck off company     | Nature of Transaction with Struck off company | Outstanding as at March 31, 2024 | Outstanding as at March 31, 2023 | Relationship with the struck off company |
|--------------------------------|---|----------------------------------|----------------------------------|--|
| Vaishak Shares Limited         | Dividend                                      | —                                | —                                | Shareholder                              |
| Dreams Broking Private Limited | Dividend                                      | 0.02                             | 0.05                             | Shareholder                              |
| Al Falah Investments Limited   | Dividend                                      | —                                | —                                | Shareholder                              |

(v) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under the Companies Act, 2013 read with the Companies (Restriction on Number of Layers) Rules, 2017.

(vi) Compliance with approved scheme(s) of arrangements

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- 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
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

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

- 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

(viii) Undisclosed income

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

(ix) Details of crypto currency or virtual currency

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

(x) Valuation of property, plant and equipment, right of use assets, intangible asset and investment property;

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xi) Utilisation of borrowings availed from banks and financial institutions;

The borrowings obtained by the Group from banks and financial institutions, have been applied for the purpose for which such loans were taken.

(xii) Registration of charges or satisfaction with Registrar of Companies;

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond statutory period.

(xiii) Title deeds of immovable properties not held in name of the Group;

The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 - Property, plant and equipment, Note 4 - Right-of-use assets and Note 5 - investment property are held in the name of the Group.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration No.: 012754N/N500016

BHAVESH GADA  
Partner  
Membership No.: 117592

Place : Mumbai  
Date: May 24, 2024

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
Executive Chairman  
DIN: 00019952

N.R. KANNAN  
Chief Executive Officer

Place : Mumbai  
Date: May 24, 2024

RAVI A. SHROFF  
Managing Director  
DIN: 00033505

DEVENDRA P. DOSI  
Chief Financial Officer

HRISHIT A. SHROFF  
Executive Director  
DIN: 00033693

SURENDRA K. SINGHVI  
Company Secretary

**Form AOC 1**

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

**Statement containing salient features of the financial statement of subsidiaries/associate companies/  
joint ventures****PART A - Subsidiaries**

₹ in lakhs

| Sr. No. | Particulars  | Name of the Subsidiary        |                             |  |
|---------|--|-------------------------------|-----------------------------|--|
|         |  | Kamaljyot Investments Limited | Excel Bio Resources Limited | Excel Rajkot C&D Waste Recycling Pvt Ltd |
| 1       | The date on which the subsidiaries were incorporated   | August 9, 1983                | December 18, 2007           | June 13, 2023                            |
| 2       | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                      | NA                            | NA                          | NA                                       |
| 3       | Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries. | NA                            | NA                          | NA                                       |
| 4       | Share capital  | 199.98                        | 51.00                       | 10.00                                    |
| 5       | Reserves and Surplus   | 3670.96                       | 8.32                        | -12.10                                   |
| 6       | Total Assets   | 3888.25                       | 262.06                      | 233.41                                   |
| 7       | Total Liabilities <sup>#</sup>   | 17.31                         | 202.74                      | 235.51                                   |
| 8       | Investments (total)  | 3591.47                       | 0.20                        | 0  |
| 9       | Turnover   | 16.90                         | 4.65                        | 0.08                                     |
| 10      | Profit / Loss before taxation  | 649.74                        | -13.82                      | -14.57                                   |
| 11      | Provision for taxation   | 110.13                        | -3.58                       | -2.47                                    |
| 12      | Profit after taxation  | 539.61                        | -10.24                      | -12.10                                   |
| 13      | Proposed Dividend  | —                             | —                           | —  |
| 14      | % of shareholding  | 100%                          | 100%                        | 80%                                      |

**Notes –**

- Names of Subsidiaries which are yet to commence operations – All the aforesaid subsidiaries have commenced operations. There is no other subsidiary, which is yet to commence operations.
- Names of the subsidiaries which have been liquidated or sold during the year – No subsidiary has been liquidated or sold during the year.
- # Total liabilities figure includes current liabilities and non-current liabilities

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
**Executive Chairman**  
DIN: 00019952

RAVI A. SHROFF  
**Managing Director**  
DIN: 00033505

HRISHIT A. SHROFF  
**Executive Director**  
DIN: 00033693

DEVENDRA P. DOSI  
**Chief Financial Officer**

SURENDRA K. SINGHVI  
**Company Secretary**

Place : Mumbai  
Date : August 9, 2024



## Form AOC 1

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

### PART B - Associates

₹ in lakhs

| Sr. No. | Name of the Associates   | MobiTrash Recycle Ventures Private Limited   | Climacrew Private Limited  | First Energy 7 Pvt. Ltd.  |
|---------|--|--|--|---|
| 1       | Latest Audited Balance Sheet date  | March 31, 2024   | March 31, 2024   | March 31, 2024  |
| 2       | Date of Acquisition / Incorporation  | October 15, 2015   | January 7, 2022  | March 26, 2023  |
| 3       | Shares of Associate held by the Company on the year end                    |  |  |   |
|         | (a) No. Shares held  | By Excel Bio-Resources Limited – 1999 shares<br>By Kamaljyot Investments Limited – 1999 shares | By Kamaljyot Investments Limited – 10,61,065 shares as at 31.03.2024 | By Excel Industries Limited – 54,25,000 shares as at 31.03.2024 |
|         | (b) Amount of Investment in Associates                                     | 0.40   | 106.11   | 542.50  |
|         | (c) Extent of Holding %  | 39.98%   | 33.33%   | 28.83%  |
| 4       | Description of how there is significant influence                          | Shares held by Subsidiaries  | Shares held by Subsidiary  | Shares held by Subsidiary                                       |
| 5       | Reason why Associates not consolidated                                     | N.A.   | N.A.   | #   |
| 6       | Net worth attributable to shareholding as per latest audited Balance Sheet | -31.14   | -36.00   | 1857.45   |
| 7       | Profit / (Loss) for the year   |  |  |   |
|         | i. Considered in Consolidation   | -64.71   | -245.36  | —   |
|         | ii. Not considered in Consolidation  | —  | —  | -3.31   |

#### Notes –

- Names of associates which are yet to commence operations – All the associates have commenced operations.
  - Names of the associates which have been liquidated or sold during the year – None of the associate is liquidated or sold during the year.
- # During the current year, the Company has invested ₹ 542.50 lakhs (54,250,000 equity shares at face value of ₹ 10 each per equity share) in First Energy 7 Private Limited towards 28.83% equity ownership, for the sole purpose of procuring electricity from renewable source. Under the Companies Act 2013, First Energy 7 Private Limited is an associate company. As per the terms of the shareholder agreement of First Energy 7 Private Limited, the Company does not have power to participate in financial and operating policy decisions of First Energy 7 Private Limited. The said equity shares carries a dividend coupon of 0.01% of the value of equity shares held by the Company. On termination or otherwise, there is a restriction to sell the shares at face value to the other shareholder of First Energy 7 Private Limited. Therefore under Ind AS, the company is not an associate company. Accordingly, this equity investment is measured at amortised cost in accordance with the requirements of Ind AS 109.

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF  
**Executive Chairman**  
DIN: 00019952

RAVI A. SHROFF  
**Managing Director**  
DIN: 00033505

HRISHIT A. SHROFF  
**Executive Director**  
DIN: 00033693

DEVENDRA P. DOSI  
**Chief Financial Officer**

SURENDRA K. SINGHVI  
**Company Secretary**

**Place : Mumbai**  
**Date : August 9, 2024**

## FIVE-YEAR FINANCIAL HIGHLIGHTS - STANDALONE

|  | (₹ in lacs except otherwise stated) |             |             |           |           |
|--|-------------------------------------|-------------|-------------|-----------|-----------|
|  | 2023-24                             | 2022-23     | 2021-22     | 2020-21   | 2019-20   |
| <b>I. CAPITAL ACCOUNTS</b>   |                                     |             |             |           |           |
| A. Fixed Assets (Net)  | <b>44,233.77</b>                    | 44,691.46   | 44,808.44   | 40,572.27 | 38,595.59 |
| B. Non-Current Investments   | <b>41,123.00</b>                    | 30,603.69   | 28,587.31   | 20,048.69 | 14,726.14 |
| C. Other Non-Current Assets  | <b>4,420.86</b>                     | 3,001.48    | 2,539.00    | 2,649.09  | 2,154.89  |
| D. Current Assets  | <b>51,398.54</b>                    | 44,181.72   | 47,242.99   | 32,070.44 | 26,793.10 |
| E. Assets classified as held for Sale  | –                                   | –           | –           | –         | –         |
| F. Total Assets  | <b>1,41,176.17</b>                  | 1,22,478.35 | 1,23,177.74 | 95,340.49 | 82,269.72 |
| G. Share Capital   | <b>628.53</b>                       | 628.53      | 628.53      | 628.53    | 628.53    |
| H. Reserves  | <b>1,06,943.06</b>                  | 98,543.31   | 92,644.15   | 70,956.87 | 59,486.39 |
| I. Shareholders' Funds (G+H)   | <b>1,07,571.59</b>                  | 99,171.84   | 93,272.68   | 71,585.40 | 60,114.92 |
| J. Non-Current and Current Borrowings  | –                                   | 89.08       | 523.53      | 607.67    | 2,128.27  |
| K. Deferred Tax Liability (Net)  | <b>12,023.97</b>                    | 9,511.42    | 8,079.19    | 6,503.73  | 4,937.42  |
| L. Other Non-Current Liabilities   | <b>1,503.30</b>                     | 1,491.11    | 1,599.76    | 1,513.78  | 2,413.65  |
| M. Other Current Liabilities   | <b>20,077.31</b>                    | 12,214.90   | 19,702.58   | 15,129.91 | 12,675.46 |
| N. Liabilities classified as held for Sale                                       | –                                   | –           | –           | –         | –         |
| O. Capital Employed (I+J+K)  | <b>1,19,595.56</b>                  | 1,08,772.34 | 1,01,875.40 | 78,696.80 | 67,180.61 |
| P. Debt-Equity Ratio   | <b>0:1</b>                          | 0:1         | 0.01:1      | 0.01:1    | 0.04:1    |
| <b>II. REVENUE ACCOUNTS</b>  |                                     |             |             |           |           |
| A. Total Income  | <b>85,548.83</b>                    | 1,10,037.80 | 1,19,223.10 | 75,772.38 | 71,056.31 |
| B. Profit/(Loss) before Taxes  | <b>2,019.49</b>                     | 10,395.15   | 21,210.03   | 9,970.28  | 11,220.52 |
| % of Total Income  | <b>2.36%</b>                        | 9.45%       | 17.79%      | 13.16%    | 15.79%    |
| C. Profit/(Loss) after Taxes   | <b>1,510.71</b>                     | 7,845.11    | 16,015.92   | 7,018.95  | 9,347.34  |
| % of Total Income  | <b>1.77%</b>                        | 7.13%       | 13.43%      | 9.26%     | 13.15%    |
| D. Return on Shareholders' Funds %*  | <b>1.46%</b>                        | 8.15%       | 19.43%#     | 10.66%#   | 15.69%#   |
| <b>III. EQUITY SHAREHOLDERS' EARNINGS</b>  |                                     |             |             |           |           |
| A. Earning per Equity Share (in INR)**   | <b>12.02</b>                        | 62.41       | 127.41      | 55.84     | 74.36     |
| B. Dividend per Equity Share (in INR)**  | <b>5.50</b>                         | 11.25       | 22.50       | 11.25     | 10.00     |
| C. Equity Dividend   | <b>691.39</b>                       | 1,414.20    | 2,828.41    | 1,414.19  | 1,257.06  |
| D. Net Worth per Equity Share (in INR)**   | <b>855.74</b>                       | 788.92      | 741.99      | 569.47    | 478.22    |
| E. Market Rate as on 31 <sup>st</sup> March (in INR)                             | <b>707.60</b>                       | 795.05      | 1,371.10    | 843.55    | 446.85    |
| * Based on Net Profits after taxes and Average Shareholder's Equity              |                                     |             |             |           |           |
| # Recalculated based on Net Profits after taxes and Average Shareholder's Equity |                                     |             |             |           |           |
| ** Face Value of Equity Share - ₹ 5/-  |                                     |             |             |           |           |

NOTES

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# CORPORATE INFORMATION

## Chairman Emeritus

**G. Narayana**

## Board of Directors

**Ashwin C. Shroff,**  
Executive Chairman

**Ravi A. Shroff,**  
Managing Director

**Hrishit A. Shroff,**  
Executive Director

**Atul G. Shroff,**  
Non-Executive Director

**Dipesh K. Shroff,**  
Non-Executive Director (upto 12<sup>th</sup> August, 2024)

**Dinesh Bhagat**  
Nominee Director

## Independent Directors

**Dr. Meena Galliara**

**H.N. Motiwalla** (Upto 12<sup>th</sup> August, 2024)

**P.S Jhaveri** (Upto 12<sup>th</sup> August, 2024)

**R.N Bhogale** (Upto 12<sup>th</sup> August, 2024)

**R.M Pandia** (Upto 12<sup>th</sup> August, 2024)

**M.B Parekh** (Upto 12<sup>th</sup> August, 2024)

**S.S Vaidya** (Upto 12<sup>th</sup> August, 2024)

**Ninad Gupta** (With effect from 13<sup>th</sup> August, 2024)

**Shekhar Khanolkar** (With effect from 13<sup>th</sup> August, 2024)

**Rajesh Varma** (With effect from 13<sup>th</sup> August, 2024)

**Vihang Virkar** (With effect from 13<sup>th</sup> August, 2024)

## Chief Executive Officer

**N. R. Kannan**  
(Upto 30<sup>th</sup> June, 2024)

## President and Chief Operating Officer

**Pradeep Ghattu**  
(With effect from 1<sup>st</sup> July, 2024)

## Chief Financial Officer

**Devendra Dosi**

## Company Secretary

**Surendra K. Singhvi**

## Auditors

Price Waterhouse Chartered Accountants LLP

## Bankers

Bank of India  
State Bank of India  
Axis Bank Limited  
HDFC Bank Limited  
Citibank

## Registrar & Transfer Agent

Link Intime India Private Limited  
C-101, 247 park, L.B.S. Marg, Vikhroli (W),  
Mumbai 400 083  
Tel: +91 22 49186000  
Fax: +91 22 49186060  
web: <http://www.linkintime.co.in>

## Registered office

184-87, Swami Vivekanand Road,  
Jogeshwari (West), Mumbai 400 102  
Tel: 6646 4200  
web: <http://www.excelind.co.in>

## Factories

M.I.D.C. Area, Roha, Maharashtra.  
M.I.D.C. Area, Lote Parshuram, Maharashtra.  
Atchutapuram, Visakhapatnam, Andhra Pradesh.



**Excel Industries Limited**

**CIN: L24200MH1960PLC011807**

**Registered Office:**

**184-87, S. V. Road, Jogeshwari (West),  
Mumbai 400 102, India**

**Tel: 022 66464200**

**Email: [investors@excelind.com](mailto:investors@excelind.com)**

**Website: [www.excelind.co.in](http://www.excelind.co.in)**