

32ND ANNUAL REPORT

KANEL INDUSTRIES LIMITED



2023-2024

KANEL INDUSTRIES LIMITED

(32ND) THIRTY ANNUAL GENERAL MEETING:

DATE: 30TH SEPTEMBER 2024

DAY: MONDAY

TIME: 09:30 A.M.

VENUE: 203, ABHIJEET BUILDINGS, NEAR MITHAKHALI 6 ROAD, ELLISBRIDGE, AHMEDABAD-380006, GUJARAT.

NOTE TO SHAREHOLDERS:

As a measure of economy and Green Initiative, copies of the Annual Report will not be distributed at the Annual General Meeting.

➤ **BOARD OF DIRECTORS:**

- Shri Dhiren K. Thakkar
- Shri Hitesh K Thakkar
- Shri Asha F Desai
- Shri Vikram Ishvarbhai Desai
- Chairman, Managing Director & CFO
- Non-Executive Director
- Independent Woman Director
- Independent Director

➤ **RESOLUTION PROFESSIONAL:**

- Shri Prashant Bharatkumar Patel
IBBI Registration No.: IBBI/IPA-002/IP- No. 0827 /2019-2020/12627

➤ **BANKERS OF THE COMPANY:**

- The Kalol Nagarik Sahakari Bank Ltd.
- HDFC Bank Ltd.
- Shri Kadi Nagarik Sahakari Bank Ltd.
- IndusInd Bank Ltd.

➤ **STATUTORY AUDITORS:**

- **M/s. N.S. Nanavati & Co.**
Chartered Accountants,
Ahmedabad.

➤ **SECRETARIAL AUDITOR:**

- **M/s. Malay Desai & Associates**
Practicing Company Secretary
Ahmedabad.



KANEL INDUSTRIES LIMITED

➤ **LISTING AT:**

AHMEDABAD

The Ahmedabad Stock Exchange Ltd.

MUMBAI

The Bombay Stock Exchange Ltd.

JAIPUR

The Jaipur Stock Exchange Ltd.

KOLKATA

The Calcutta Stock Exchange Ltd.

➤ **REGD. OFFICE:**

203, Abhijeet Buildings, Near Mithakhali 6 Road,
Ellisbridge, Ahmedabad-380006, Gujarat.

CIN: L15140GJ1992PLC017024

E-mail: koeil@yahoo.com

Website: www.kanel.in

➤ **REGISTRAR & SHARE TRANSFER AGENT:**

Accurate Securities & Registry Private Limited

K P Epitome, Lake, B1105 -1108, nr. Makarba,
nr. SIDDHI VINAYAK TOWER,

Makarba, Ahmedabad, Gujarat 380051.

E-mail: investor@accuratesecurities.com



KANEL INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of the **KANEL INDUSTRIES LIMITED** will be held on Monday 30th September, 2024 at 09:30 a.m. at the Registered office of the Company at 203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006, Gujarat to transact the following business:

ORDINARY BUSINESS:

- 1) To Receive, Consider, Approve and Adopt the Audited Statement of Accounts i.e. The Audited Balance Sheet as at 31st March, 2024, the Profit & Loss Account for the year ended on that date, the report of the Auditors and Directors thereon.**
- 2) To appoint a director in place of Mr. Hitesh Kanaiyalal Thakkar, who retires by rotation and being eligible offers himself for re-appointment.**

Registered Office:

203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006.

**By order of the Board,
For, Kanel Industries Limited**

Date: September 02, 2024

Place: Ahmedabad



**Sd/-
Prashant Bharatkumar Patel
Resolution Professional
IBBI Registration No.: IBBI/IPA-002/IP-
No. 0827 /2019-2020/12627**

KANEL INDUSTRIES LIMITED

NOTES:

In view of the outbreak of the COVID- 19 pandemic, Ministry of Home Affairs has from time to time through various circulars and guidelines has clearly indicated the precautions to be taken if there is a social gathering to stop the spread of novel coronavirus. We assure that we have proper arrangements and precautions being taken at the venue of AGM. There is sufficient space so that social distancing of shareholders attending the meeting can be maintained. Further precaution will be taken that none of the attendees will be allowed to the venue without the use of masks and hand sanitizers. In addition to that health checkups will be done of the attendees so as to protect the spread of any kind of disease.

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company.
- 2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.
- 5) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 6) **The Register of members and share transfer books of the Company shall remain closed from Tuesday 24th September, 2024 to Monday 30th September, 2024 (Both days inclusive).**
- 7) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is enclosed herewith.
- 8) Members desiring any information on accounts are requested to write to the company 7 days before the meeting to enable the management to keep the information ready.
- 9) Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, **Accurate securities and registry private limited**, K P Epitome, Lake, B1105 -1108, nr. Makarba, nr. SIDDHI VINAYAK TOWER, Makarba, Ahmedabad, Gujarat 380051 Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.

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- 10) All shareholders are requested to dematerialize their shareholding immediately as Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
- 11) 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 the 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 Company's Registrar and Share Transfer Agent, **Accurate securities and registry private limited**, K P Epitome, Lake, B1105 -1108, nr. Makarba, nr. SIDDHI VINAYAK TOWER, Makarba, Ahmedabad, Gujarat 380051.
- 12) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 13) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended **31st March, 2024** is uploaded on the Company's website www.kanel.in and may be accessed by the members.
- 14) Members are requested to register their email IDs with the Company and encourage paper free communications. The Company would send its annual reports and other communications to the members on their registered email IDs. The shareholders may register their email IDs with the Company's Registrar and Share Transfer Agent, **Accurate securities and registry private limited**, K P Epitome, Lake, B1105 -1108, nr. Makarba, nr. SIDDHI VINAYAK TOWER, Makarba, Ahmedabad, Gujarat 380051.
- 15) Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

16) Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the members facility of voting by electronic means in respect of businesses to be transacted at the Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting). The Company also proposes to provide the option of voting by means of poll paper at the venue of Meeting in addition to the remote electronic voting mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. 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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will

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be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed Mr. Malay Truptesh Desai of M/s. Malay Desai & Associates, Practicing Company Secretary, Ahmedabad, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, 27th September 2024 at 09:00 a.m. and ends on Sunday, 29th September 2024 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday September 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday September 21, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system



A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

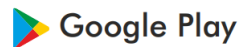
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL

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for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system

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	<p>of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to malaydesai21@yahoo.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to koeil@yahoo.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to koeil@yahoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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General Instructions:

- a. The Scrutinizer shall within a period not exceeding three (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kanel.in within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

Explanatory Statement to the Ordinary Business:

Item: 2: To appoint a director in place of Mr. Hitesh Kanaiyalal Thakkar (DIN: 00610006) who retires by rotation and being eligible offers himself for re-appointment

Information about the directors who are proposed to be appointed/ re-appointed at the **32nd Annual General Meeting** as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the annual general meeting of the company.

Particulars	Mr. Hitesh Kanaiyalal Thakkar
Director Identification Number.	00610006
Date of Birth	December 09, 1968
Age	55 years
Educational Qualification.	Graduate
Experience (No. of Years)	34 years
Business field in which Experience.	Edible Oil & Agro Commodities
Date of Initial Appointment	03/11/2018
Date of Appointment as Director in the Current Term.	03/11/2018
Directorship held in any other Company.	Shakti Nutraceuticals Private Limited
Member of any Committees of the Directors in the Company.	Nomination & Remuneration Committee Stakeholders Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on September 02, 2022	Nil
Remuneration paid or sought to be paid	0
Relationship with other Directors/KMPs	Mr. Dhiren Thakkar (Brother)
No. of meetings attended during the year	N.A.

KANEL INDUSTRIES LIMITED

Registered Office:

203, Abhijeet Buildings, Near Mithakhali 6
Road, Ellisbridge, Ahmedabad-380006.

**By order of the Board,
For, Kanel Industries Limited**

Date: September 02, 2024
Place: Ahmedabad

**Sd/-
Prashant Bharatkumar Patel
Resolution Professional
IBBI Registration No.: IBBI/IPA-002/IP-
No. 0827 /2019-2020/12627**



KANEL INDUSTRIES LIMITED

BOARD OF DIRECTORS' REPORT

To,
The Members,
Kanel Industries Limited,
Ahmedabad

Your directors have pleasure in presenting the 31st Annual Report of the Company together with the Audited Statements of Accounts for the year ended March 31, 2024.

1. FINANCIAL RESULTS:

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

PARTICULARS	(Amount In Lakhs)	
	FOR THE YEAR ENDED ON 31.03.2024	FOR THE YEAR ENDED ON 31.03.2023
Net Income from Business Operations	Nil	Nil
Other Income	0.20	0.28
Total Income	0.20	0.28
Profit / (loss) before depreciation & tax	(29.04)	(20.27)
Less Depreciation	2.17	2.44
Profit before Tax	(27.23)	(17.83)
Less Tax Expenses:	0	0
Net Profit after Tax	(27.23)	(17.83)

2. STATE OF AFFAIRS:

The Company is engaged in the business of trading of various edible oils. There has been no change in the business of the Company during the financial year ended 31st March, 2024.

The highlights of the Company's performance are as under:

i. Revenue from operations - Nil.

ii. Loss for the year ended 31.03.2024 is Rs. 27.23 Lakhs against the Loss of Rs.17.83 Lakhs in the previous year.

3. SHARE CAPITAL:

As on 31.03.2024 the paid-up Equity Share capital of the Company is Rs. 18,41,24,400/-.

During the year under review, the company has neither issued any shares with or without differential voting rights nor granted any stock Option nor any sweat Equity Shares.

4. DIVIDEND:

In absence of adequate profits, Dividend is not recommended for the financial year ended on 31.03.2024.

5. RESERVES:

The Board of Directors transferred the entire amount of losses to the Reserves & Surplus.

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- 6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**
The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.
- 7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**
The Company does not have any Holding, Subsidiary, Joint Venture or Associate Company.
- 8. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**
No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.
- 9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**
The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are annexed as Annexure "A".
- 10. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**
The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy. The Risk Management policy has been uploaded on the website of the company at www.kanel.in.
- 11. CORPORATE SOCIAL RESPONSIBILITY (CSR):**
The provisions of section 135 of the companies act, 2013 are not applicable to the company considering the net worth, turnover and net profit of the company.
- 12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**
There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and the same has been disclosed under Note No. 7 of the Notes to the Balance Sheet.
- 13. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**
The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

KANEL INDUSTRIES LIMITED

14. STATUTORY AUDITORS:

M/s. N.S. Nanavati & Co., Chartered Accountants, (Firm Registration No. 134235W) was appointed as Statutory Auditor of the Company to hold office from the 31st AGM to the 36th AGM of the company for a term of five years in terms of the first proviso to Section 139 of the Companies Act, 2013.

15. STATUTORY AUDITOR'S REPORT & OBSERVATIONS:

The report of the Statutory Auditors of the Company is annexed herewith.

The auditors have not reported any frauds under sub section 12 of section 143 which are reportable to the Central Government.

Except the Following, there are no qualifications, reservations or adverse remarks made by the Statutory Auditor:

1. *I have not been provided with classification of creditors and as per management representation all creditors are other than registered under MSMED Act. Thus in absence of clear audit evidence in this regard I am unable to determine the delay in making payment to MSME entities, liability of interest and compliance on such delayed payments in terms of provisions 6f MSMED Act, if any.*
 - Explanation: We have asked for the status of creditors under MSME Act,2006. However, till date we have not received any reply on the exact status. In absence of any official portal to verify the same and non-receipt of information, we are of the opinion that all creditors are not MEME registered
2. *Out of total Inter Corporate Loans as above, the Company has taken total Mortgage Loan of Rs.343 lakhs from M/s Ardent Ventures LLP in earlier years and in current year closing balance at year end is Rs. 363.1/- . I have not provided any formal Loan Agreement copy except Mortgage Deed which does not contain any repayment terms and interest rate. No interest is provided on such Further M/s Ardent Ventures LLP has filed application of Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC). In absence of account confirmation, formal documents for loan take over from Adani Enterprise limited and formal explanations from management, I am unable to comment upon non provision of interest, huge differences between balance outstanding, which is pointed out by previous auditor.:*
 - Explanation: The said facility was Inter-Corporate Loan as it was originally taken from M/s. Adani Enterprises Limited and the same was assigned by them to M/s. Ardent Ventures LLP. Further, the company has been admitted for Corporate Insolvency Resolution Process under Hon'ble NCLT, Ahmedabad Bench vide order dated 3rd December, 2021 for the same matter and active steps are being taken for resolution of insolvency of the company.
3. *Company has not made provision for doubtful Debtors of Rs 291.04 Lacs [Rs 290.31 Lacs] Which are long outstanding and chances for recovery are very less, as per our opinion, these are bad debts, to that extent, Current Assets have been overstated and current years Losses and accumulated losses have been understated.:*
 - Explanation: The management is taking active steps for recovery of its debtors. The management is hopeful of its recovery hence no provision is made for doubtful debtors.
4. *National Company Law Tribunal; Ahmedabad Bench has admitted the application of Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) in the matter of M/s Ardent Ventures LLP a financial creditor of the company versus M/s Kanel Industries Limited Corporate Debtor for the alleged default amounting to Rs. 29,11,77,568/-*

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till 31.07.2021. National Company Law Tribunal; Ahmedabad Bench has admitted the said application and commenced the Corporate Insolvency Resolution Process (CIRP) w.e.f. 03rd December, 2021. Further the Resolution Plan provided by Ardent Ventures LLP (resolution Applicant) has been approved by the Committee of Creditors (CoC) in their meeting is filed with the NCLT, Ahmedabad Bench for its approval.

Explanation: Observation is self-explanatory.

5. *The Naroda Unit has been inoperative since last many years. Plant and Machinery at Naroda Unit became scrape and sold out during the year under Audit as a scrape. Company has no Trading activities/ Manufacturing activities during the year under audit, majority Financial indicators and operating indicators remained negative and to the date of Audit report and in absence of formal developments for financial support, on repeal of SICA, all matters pending with BIFR court cancelled and matters came to original status for the resolution, one of the financial creditor has filled application of Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) and admitted by the NCLT and the alleged default claimed ia amounting to Rs. 29,11,77,568/- till 31.07.2021., in these all situations, there is substantial doubt that it will be able to continue as a going concern even though the books of accounts of the Company has been prepared on the assumption of a Going Concern basis. In this situation, adjustments may be required to the recorded assets amounts at current value and classification of liabilities is required. The financial statements do not disclose this fact.*
 - *Explanation: The Company is engaged into trading activities as operating a plant or to start manufacturing requires huge funds, and the company is going through fund crunch right now. Hence company is accounting his business of trading on a going Concern Basis. Further, the company has been admitted for Corporate Insolvency Resolution Process under Hon'ble NCLT, Ahmedabad Bench vide order dated 3rd December, 2021 and active steps are being taken for resolution of insolvency of the company.*
6. *The company has not paid Listing Fees for Ahmedabad, Jaipur and Calcutta stock exchange.*
 - *Explanation: These exchanges are non-operative now and no trading activities are going on there now-a-days.*
7. *The undisputed dues which are outstanding for more than six months as at the Balance Sheet date from the date they became payable were Income Tax, TDS Payable, Sales Tax, FBT Tax, Professional Tax, Municipal Tax for an amount of Rs. 71.67 lakhs, Rs.1.56 Lakhs, Rs. 16.80 lakhs, Rs. 0.06 lakhs, Rs. 0.34 lakhs and Rs. 6.36 Lakhs respectively.*

Explanation: The company has been admitted for Corporate Insolvency Resolution Process under Hon'ble NCLT, Ahmedabad Bench vide order dated 3rd December, 2021 and active steps are being taken for resolution of insolvency of the company.
8. *TDS is not deducted during the year under audit and not paid to central government, such details are not included in above figure since the company has not complied with the provisions of TDS and not provided in books of accounts. Provisions of Professional Tax is also not complied with by the company and no provision for such liability provided in books of account. In absence of required statutory records to ascertain the total amount relating to Interest thereon, the above amount does not include the interest and penalty portion. In absence of Sales Tax Assessment order/Return copy and non-filing of Sales tax Returns for the F Y 2007-08 to 2012-13 and in absence of required details and documents, we are unable to quantify the statutory liabilities relating to tax as well as of Interest and penalty there on and total statutory liability outstanding at the end of financial year under audit Amount due as per demand notice served by the Income Tax department is Rs.136.37 Lacs for the various assessment years previously as disclosed by the management. In continuation*

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to its follow-up, it was explained by the management that no final order received from the concern department. No fresh order passed by the department during the year under audit for previous assessment years hence liability could not be quantified while preparing books of accounts, as explained by the management.

Explanation: The company has been admitted for Corporate Insolvency Resolution Process under Hon'ble NCLT, Ahmedabad Bench vide order dated 3rd December, 2021 and active steps are being taken for resolution of insolvency of the company.

9. *There are no dues of Sales Tax and Income Tax which have not been deposited on account of any dispute except certain Sales Tax dues and Municipal Tax dues.*

Explanation: Due to the account of the dispute, the said demands were not paid. The company will take required steps after the adjudication of the dispute. The company has been admitted for Corporate Insolvency Resolution Process under Hon'ble NCLT, Ahmedabad Bench vide order dated 3rd December, 2021 and active steps are being taken for resolution of insolvency of the company.

10. *Demand Notices received from Sales Tax department for assessment years which have not been accepted by the management in absence of Original Assessment Orders.*

Explanation: The company will take required steps when it will receive the Original Assessment Orders from the authorities. The company has been admitted for Corporate Insolvency Resolution Process under Hon'ble NCLT, Ahmedabad Bench vide order dated 3rd December, 2021 and active steps are being taken for resolution of insolvency of the company.

16. ANNUAL RETURN:

The Annual Return in Form No.MGT-7 pursuant to the provisions of Section 92 has been placed at website of the Company at www.kanel.in



17. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S. Malay Desai & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company.

18. SECRETARIAL AUDIT REPORT & OBSERVATIONS:

The Secretarial Audit Report of Secretarial Auditor is appended as 'Annexure-B' to this report.

There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor except the following:

- 1) ***The Company has Paid Annual Listing Fees after the due date to Bombay Stock Exchange.***

Explanation: The Company has paid the Annual Listing Fees to Bombay Stock Exchange after the due date due to some liquidity crunch.

- 2) ***Non-compliance in the appointment of internal auditor has been occurred as specified under the provisions of Section 138 of the Companies Act, 2013.***

Explanation: Currently Company is under Corporate Insolvency Resolution Process. However, Company is in the process of appointing an internal auditor and likely to be completed soon.

- 3) ***Non-compliance in the Vacation of office of Director has been occurred as specified under the provisions of Section 167 of the Companies Act, 2013 by Mr. Dhiren Thakkar.***

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Explanation: Currently Company is under Corporate Insolvency Resolution Process; Hence the Board of Directors are suspended of their powers. However as informed by the Director, He has resigned from the company by which disqualification has occurred before the disqualification and further he has communicated to the company to file the pending returns to remove their disqualification and the filing is already completed by that Company.

- 4) *Non-compliance in the registration of independent director in the data bank has been occurred as specified under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 by Mrs. Asha Desai.***

Explanation: Currently Company is under Corporate Insolvency Resolution Process; Hence the Board of Directors are suspended of their powers. Further as informed by Mrs. Asha Desai, she failed to register herself within the time specified due to covid-19, however inspite of her attempt to get registered post the due date, she was unable to receive the login credentials from the ministry.

- 5) *The company has not appointed a qualified company secretary as compliance officer of the company.***

Explanation: Ms. Ishani Dhupar, who was the company secretary and the compliance officer of the company has resigned with effect from 03.03.2023 and till the date of this report, the company has not appointed any qualified company secretary as compliance officer of the company.

- 6) *During the year under review The Company has been admitted under CIRP proceedings vide NCLT order dated 03.12.2021 for non-payment of dues of Financial Creditor. The Committee of Creditors has approved the resolution plan and the same has been filed with Hon'ble NCLT for its approval.***

Explanation: The Resolution Plan approved by CoC has been filed with hon'ble NCLT for its approval.

19. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

0 (Zero) Board Meetings were held during the financial year ended 31st March, 2024 on the following dates:

The NCLT, Ahmedabad Bench has admitted the application for CIRP filed by M/s Ardent Ventures LLP, a financial creditor, vide order dated 3rd December, 2021 and since then the Board of Directors are suspended. Therefore, no Board Meetings has been conducted after 08th October, 2021. Further to inform you, the resolution plan provided by M/s Ardent Ventures LLP has been approved by the Committee of Creditors ("CoC") and the same has been filed before the Hon'ble NCLT for its approval.

20. DIRECTOR RESPOSNSIBILITY STATEMENT:

Your directors wish to inform that the Audited Accounts containing financial statements for the financial year **2023-24** are in full conformity with the requirements of the Companies Act, 2013. They believe that the financial statement reflect fairly, the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations.

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility statement:

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- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. DEPOSITS:

The company has not invited, accepted or renewed any deposit within the meaning of Chapter V other than exempted deposit as prescribed under the provisions of the Company Act, 2013 and the rules framed thereunder, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

22. DIRECTORS / KEY MANAGERIAL PERSONNEL:

a. CHANGES IN BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

During the year there is no change in board of directors and Key Managerial Personnel:

b. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, had adopted a formal mechanism for evaluating its own performance and as well as that of its committee and individual Directors, including the chairperson of the Board. The Exercise was carried out through a structured evaluation process covering the various aspects of the Board's functioning such as composition of board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

The evaluation of the independent Directors was carried out by Board, except the independent Director being evaluated and the chairperson and the non-independent Directors were carried out by the independent Directors.

c. ANNUAL PERFORMANCE EVALUATION:

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out an

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Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. A separate meeting was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board at its meeting following the meeting of Independent Directors.

d. REMUNERATION POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining, qualifications, positive attributes and independence of a director and also a policy for remuneration of directors, key managerial personnel and senior management. The policy is available at the website of company at www.kanel.in

e. DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

23. PARTICULARS OF CONTRACTS WITH RELATED PARTIES:

There were no related party transactions undertaken during the year under the review. The provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there were no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large.



24. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE:

The NCLT, Ahmedabad Bench has admitted the application for CIRP filed by M/s Ardent Ventures LLP who is a financial creditor. The Resolution Plan has been approved by Committee of Creditors and the same has been filed before Hon'ble NCLT, Ahmedabad Bench for its approval.

25. CORPORATE GOVERNANCE:

Your Company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. A Report on Corporate Governance as per the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report as an **"Annexure-D"**.

26. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is appended as **Annexure "C"** to this Report.

27. PARTICULARS OF EMPLOYEES:

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.

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- As the company has not paid any remuneration to the directors for the financial year **2023-24**, the ratio of the remuneration of each director to the median remuneration of the employees is 0.

b) The percentage increase in the remuneration of each director, Chief Executive Officer, Chief Financial Officer and Company Secretary, if any in the financial year.

- During the FY **2023-24** there was nil (0%) increase in the remuneration of MD, CFO, CS and other Non-Executive Directors.

c) The percentage increase in the median remuneration of employees in the financial year.

- Average increase is 0% for the F.Y. **2023-24**.

d) The number of permanent employees on the rolls of the Company as on **31.03.2024**.

- Nil

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

- Average 0% increase in salaries of Employees and 0% increase in Managerial Remuneration during F.Y. **2023-24**. As there is no increment in remuneration of managerial person during the year, explanation is not required to be given.

f) Affirmation that the remuneration is as per the remuneration policy of the company.

- The Company's remuneration policy is driven by the success of the Company during the year under review. The Company affirms that the remuneration is as per remuneration policy of the Company.

28. COST AUDITORS:

The section 148 read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 are not applicable to the Company Hence, the Board of Directors of your company had not appointed Cost Auditor for obtaining Cost Compliance Report of the company for the financial year 2023-24.

29. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

30. PREVENTION OF INSIDER TRADING:

Your company has adopted the "Code of Conduct on Prohibition of insider trading" and "Code of Conduct for Directors and Senior Management Personnel" for regulating the dissemination of Unpublished Price Sensitive Information and trading in security by insiders.

31. INDUSTRIAL RELATIONS (HUMAN RESOURCES):

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

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32. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company is committed to provide a safe and conducive work environment to its employees during the year under review. The company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

33. ACKNOWLEDGEMENTS

Your Resolution Professional and directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Date: September 02, 2024

Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

PRASHANT BHARATKUMAR PATEL DHIREN THAKKAR

RESOLUTION PROFESSIONAL

IBBI Registration No.:

IBBI /IPA-002/IP- No. 0827 /2019-2020/12627

Sd/-

MANAGING DIRECTOR & CFO

DIN: 00610001



Sd/-

HITESH THAKKAR

DIRECTOR

DIN: 00610006

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“Annexure A”

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

(Particulars pursuant to the Companies (Accounts) Rules, 2014)

CONSERVATION OF ENERGY

- We continue to strengthen our energy conservation efforts. Inter alia the following steps have been taken to reduce energy consumption:
- Use of energy efficient devices/motors for running of machineries.
- Standardization of utility pipelines leading to optimum utilization.
- The process is ongoing and the Engineering team is working on various measures to conserve this scarce resource.

RESEARCH & DEVELOPMENT

- The Company continued its efforts in the area of improvement of quality/process cycle/ product design.
- We continue to focus on product and process improvement and collaborate with product vendors to co-create business solutions on customer specific themes.

TECHNOLOGY ABSORPTION

- Continuous efforts are made with an Objective to achieve productivity, reduction in production cost, reduction in down time for maintenance and curtailment of maintenance cost.
- Various Efforts are made towards technology absorption, adaptation and innovation.

FOREIGN EXCHANGE EARNING AND OUTGO

- Not applicable as no foreign currency transaction is occurred during the year under review.

Date: September 02, 2024

Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

**PRASHANT BHARATKUMAR PATEL
RESOLUTION PROFESSIONAL
IBBI Registration No.:
IBBI /IPA-002/IP- No. 0827 /2019-2020/12627**

Sd/-

**DHIREN THAKKAR
MANAGING DIRECTOR & CFO
DIN: 00610001**

Sd/-

**HITESH THAKKAR
DIRECTOR
DIN: 00610006**

KANEL INDUSTRIES LIMITED

Annexure-B

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

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

To,
The Members,
Kanel Industries Limited.
203/Abhijeet Buildings,
Near Mithakhali 6 Road,
Ellisbridge Ahmedabad-380006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kanel Industries Limited** (hereinafter called the Company) (CIN: L15140GJ1992PLC017024) having its registered office at **203/Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad 380006**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

KANEL INDUSTRIES LIMITED

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not Applicable to the Company during the Audit Period]**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable to the Company during the Audit Period]**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable to the Company during the Audit Period]**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **[Not Applicable to the Company during the Audit Period]**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (w.e.f. 11th September, 2018); **[Not Applicable to the Company during the Audit Period]**
 - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- VI. We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.
- VII. As declared by the Management, at present there is no law which is specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- 1) The Company has Paid Annual Listing Fees after the due date to Bombay Stock Exchange.**
- 2) Non-compliance in the appointment of internal auditor has been occurred as specified under the provisions of Section 138 of the Companies Act, 2013.**
- 3) The company has not appointed a qualified company secretary as compliance officer of the company**
- 4) During the year under review The Company has been admitted under CIRP proceedings vide NCLT order dated 03.12.2021 for non-payment of dues of Financial Creditor. The Committee**

KANEL INDUSTRIES LIMITED

of Creditors has approved the resolution plan and the same has been filed with Hon'ble NCLT for its approval.

We further report that

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

- 1. Non-compliance in the Vacation of office of Director has been occurred as specified under the provisions of Section 167 of the Companies Act, 2013 by Mr. Dhiren Thakkar.***
- 2. Non-compliance in the registration of independent director in the data bank has been occurred as specified under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 by Mrs. Asha Desai and Mr. Vikram Desai.***

We further report that the company has been admitted under Corporate Insolvency Resolution Process under NCLT Ahmedabad Bench vide order dated 3rd December, 2021 for default in payment of M/s Ardent Ventures LLP, a financial creditor under section 7 of Insolvency and Bankruptcy Code, 2016. Further to inform, the resolution plan has been submitted with NCLT, Ahmedabad Bench and is still pending for approval by NCLT.

There were no Board Meetings held during the year under the review. Mr. Prashant Patel has taken the charge of the Company in the capacity of Resolution Professional and thus, the Board of Directors are suspended of their powers from 03.12.2021.

All decisions are taken by the Resolution Professional.

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

We further report that during the Audit period the Company has no specific events/actions having a major bearing on the Companies Affairs in pursuant of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

Place: Ahmedabad
Date: September 02, 2024

For, Malay Desai & Associates
Company Secretaries

Sd/-
Malay Desai
Proprietor
Membership No: A48838
C.P. No.: 26051
Peer Review No.: 3213/2023
UDIN: A048838F001099668

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ANNEXURE - A to the Secretarial Audit Report

To,
The Members,
Kanel Industries Limited
203/Abhijeet Buildings,
Near Mithakhali 6 Road,
Ellisbridge Ahmedabad-380006

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

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

Place: Ahmedabad
Date: September 02, 2024

For, Malay Desai & Associates
Company Secretaries

Sd/-
Malay Desai
Proprietor
Membership No: A48838
C.P. No.: 26051
Peer Review No.: 3213/2023
UDIN: A048838F001099668

KANEL INDUSTRIES LIMITED

Annexure -C

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENT:

Our company is engaged in the business of trading into edible oils. Our Company performs activity of bulk trading of cottonseed oil, groundnut oil, sunflower oil, palmolein oil and soyabean oil. However major part of India's Edible Oil demand has been supported by equivalent increase in imports. Since 2012-13, out of the 6 mn tons of incremental demand has parallelly seen 5 mn tons of import increment. Indian edible oil import has grown at 8.4% CAGR over last decade. Palm oil has been the main edible oil imported in India. Off lately, Soybean oil imports have also increased sharply. Vegetable oils form over half of the total Agricultural import in India. Despite being the 5th largest oilseed crop producing country in the world, India is also one of the largest importers of vegetable oils today.

2. OPPORTUNITIES AND THREAT:

Opportunities:

India is a potential market for edible oils because of its domestic consumption. However, the deficit between production and consumption of edible oils is increasing rapidly, even after importing millions of tonnes of oil. The government should increase the oilseed production and solve the problems faced by the edible old market.



For edible oil market, there can be major market opportunities in the recent time because the paradigm of health concern for a growing number of Indian consumers has largely shifted.

The oilseed cultivation needs to be promoted to under-utilized farming locations such as the eastern India, where more than 15 million hectares under low land rice is one of the opportunities for increasing the area under oilseeds. The inter cropping technique can be used in nearly 45 million hectares under widely spaced crops like sugarcane, maize, cotton etc. Extending oilseed cultivation to under-utilized farming locations such as the rice fallows of eastern India and in some coastal regions, where more than 15 million hectares under low land rice is one of the opportunities for increasing the area under oilseeds.

Threats:

Changes in external environmental also may present threats to the firm. Such threats may include:

- Shifts in customer tastes away from the Company's products
- Emergence of substitute products
- New regulations
- Increased trade barriers

KANEL INDUSTRIES LIMITED

- Production situation
- System constraints in public sector transfer of oilseed technology
- Processing situation

3. RISK, CONCERNS AND THREATS:

The annual oilseed production of the country is faced with high degree of variation as nearly 76% of the oilseeds area is under rainfed conditions and therefore subjected to uncertainties of moisture availability. Availability of quality seeds of improved varieties and hybrids is grossly inadequate and is one of the major constraints in enhancing the oilseed production. The cost of vegetable oil processing in India is very high as compared to the countries like China and USA mainly due to smaller capacities, low technical efficiency and low-capacity utilization. Additional inefficiency arises from non-integration of solvent extraction units with expeller units; As a result, significant amounts of expeller cake are not solvent extracted resulting in considerable losses of oil and meal products. The lack of adequate integration between expelling and solvent extraction units alone is costing the country Rs.2500 crores annually. The fragmentation, low technical efficiency and excess capacity of India's oilseed processing industry are largely the result of regulatory and trade policies followed by the government.

4. INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY:

The Company ensures the safety and protection of its assets by having implemented well defined policies and their implementation in a well efficient manner. The board of the Company is always well informed regarding the operations of the company. The company always ensures the dissemination of information through proper channels in a professional manner. The management takes regular recommendations and advises from the reliable professionals having experience in their fields, in order to efficiently discharge responsibilities by giving hands on facts, details and recommendations concerning the activities covered for audit and reviewed by it during the year.

The conclusions of internal audit reports and effectiveness of internal control measures is reviewed by top management and audit committee of the Company.

5. FINANCIAL PERFORMANCE:

A. Standalone Financial Performance:

(i) Net Sales and Other Income:

Net Sales and other income for the year under review decreased from Rs. 0.28 Lakhs to Rs. 0.20 lakhs.

(ii) Expenditure:

The total expenditure increased from Rs. 18.11 Lakhs to Rs.27.43 Lakhs.

(iii) Profit/Loss for the period:

The company has made a loss of Rs. 27.23 Lakhs/- against a loss of Rs. 17.83 Lakhs in the previous year.

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6. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

Since the turnover of the company is nil, the disclosure under this clause is not applicable

7. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Sr. No.	Ratios	Is change any significant change compared to last year	Justification
1	Debtors Turnover Ratio	No	Not required as there is no change
2	Inventory Turnover Ratio	No	Not required as there is no change
3	Interest Coverage Ratio	No	Not required as there is no change
4	Current Ratio	Yes	The change is a significant change due to decrease in Trade Receivables and Other Bank Balances disproportionate to the Current Liabilities
5	Debt Equity Ratio	No	Not required as the change is within the limits
6	Operating Profit Margin	No, 0%	Not required as there is no change
7	Net Profit Margin	No, 0%	Not required as there is no change

8. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

The networth of the company is negative in the current year due to carry forward losses in the company. Further, in the current year, the company has made a loss of Rs. 27.23 Lakhs.

9. DEVELOPMENT IN HUMAN RESOURCES:

The Company considers its employees as its main assets. The management believes in the philosophy of the development of the Company with the development of its employees. Proper environment of work, all necessities and their safety is looked after. The well-being of its employees is always a priority to the company. The employees are given proper guidance and training to execute their tasks. Hence, higher degree of work satisfaction is enjoyed by the employees of the company.

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10. ENVIRONMENT, HEALTH & SAFETY (EHS)

The Company commits to ethical and sustainable operation in all business activities. Company maintains and implements an Environmental Management System (EMS) for meeting the purpose of organization's policy and objectives regarding environment. The aims of the system is use of processes, practices, techniques, materials, products, services or energy to avoid, reduce or control the creation, emission or discharge of any type of pollutant or waste, in order to reduce adverse environmental impacts. Adequate Occupational Health & Safety Management System is adopted by the Company for ensuring the conformance to the Occupational Health & Safety Management System, legal & statutory requirements, continual improvement and satisfaction of interested parties (i.e. customers, suppliers, employees and public).

11. CAUTIONARY STATEMENT:

No reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions, predictions etc. may constitute "forward looking statements" contained herein. Certain statements contained in this document may be statements of future expectations, forecasts and other forward-looking statements that are based on management's current view and assumptions. Such statements are by their nature subject to significant uncertainties and contingencies and the actual results, performance or events may differ materially from those expressed or implied in such statements. Readers are cautioned not to place undue reliance on any forward looking statement.

Date: September 02, 2024

Place: Ahmedabad



FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

PRASHANT BHARATKUMAR PATEL

RESOLUTION PROFESSIONAL

IBBI Registration No.:

IBBI /IPA-002/IP- No. 0827 /2019-2020/12627

Sd/-

DHIREN THAKKAR

MANAGING DIRECTOR & CFO

DIN: 00610001

Sd/-

HITESH THAKKAR

DIRECTOR

DIN: 00610006

KANEL INDUSTRIES LIMITED

Annexure -D

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Code of Corporate Governance

The Corporate Governance policies followed by your Company are aimed at ensuring transparency in all dealings and in the functioning of the management and the Board. These policies seek to focus on enhancement of long-term shareholder value without compromising on integrity, social obligations and regulatory compliances. The Company operates within accepted standards of propriety, fair play and justice and aims at creating a culture of openness in relationship between itself and its stakeholders.

Board of Directors:

As on 31st March 2024, the composition of the Board of Directors is shown as below. The Chairman is an executive Director and the composition of Independent Director is 50% comprising of non-executive independent directors.

BOARD MEETINGS: During the year under review, 0 Board Meetings were held because the company went under CIRP and the powers of Board of Directors got suspended.

Name & Designation	Category	No. of Board Meeting Attended	Percentage Attendance	Attendance at Last AGM (30/09/2023)	No. of Other Directors hip	Name of listed entities in which the person holds directorship	Membership in the committee of other companies
Dhiren K Thakkar Chairman, MD& CFO	Promoter and Executive Director	NA	NA	YES	2	Nil	0
Hitesh K Thakkar	Promoter Non-Executive Director	NA	NA	YES	3	Nil	0
Asha Desai	Independent Director	NA	NA	YES	0	Nil	0
Vikram Desai	Independent Director	NA	NA	YES	0	Nil	0

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DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

Mr. Dhiren K Thakkar and Mr. Hitesh K Thakkar are brothers. Mr. Vikram Desai & Mrs. Asha Desai are husband and wife. Except that, no director is connected to any other director in any manner.

NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:

None of the Non-Executive Directors is holding any share of the company.

WEBLINK WHERE DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS IS DISCLOSED

The details of familiarization of programmes imparted to Independent Directors is disclosed on the website of the company, link of which is <https://www.kanel.in/policy.html>.

MATRIX SETTING OUT SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS:

Name of Director	Area of Expertise						
	Technology	Legal	Stakeholders Relationship	Strategy Development	Finance	Corporate Governance	Leadership
Dhiren K Thakkar	✓	✓	✓	✓	✓	✓	✓
Hitesh K Thakkar	✓	✓	✓		✓	✓	✓
Asha Desai	✓		✓		✓	✓	✓
Vikram Desai			✓	✓	✓	✓	✓

CODE OF CONDUCT

The company has already adopted a code of conduct for all employees of the company and executive directors. The board has also approved a code of conduct for the non-executive directors of the company.

All board members and senior management personnel (as per SEBI (LODR) guidelines) have affirmed compliance with the applicable code of conduct has been provided in the Annual Report.

The directors and senior management of the company have made disclosures to the board confirming that there is no material financial and/ or commercial transactions between them and the company that could have potential conflict of interest with the company at large.

The Board hereby confirms that the independent directors fulfill the conditions specified in these regulations and are independent of the management.

COMPOSITION OF COMMITTEES

A. AUDIT COMMITTEE: Reviewing, with the management, the annual financial statements and auditor's report before submission to the board, following are the terms of reference of the committee:

1. Reviewing, with the management, the annual financial statements and auditor's report before submission to the board;
2. Reviewing, with the management, the quarterly financial statements before submission to the board

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for approval;

3. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
4. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
5. Approval of payment to statutory auditors for any other services rendered by the statutory Auditors;
6. Review and monitor the auditor's independence and performance, and effectiveness of audit Process;
7. Approval or any subsequent modification of transactions of the company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
12. Discussion with internal auditors of any significant findings and follow up there on;
13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
15. To review the functioning of the Whistle Blower mechanism;
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



COMPOSITION, NAME OF MEMBERS AND CHAIRMAN

Name	Designation
Ms. Asha F Desai	Chairperson
Mr. Dhiren K Thakkar	Member
Mr. Vikram I Desai	Member

FUNCTIONS OF AUDIT COMMITTEE:

The Audit Committee is headed by Ms. Asha Desai as Chairman and includes other directors namely Mr. Dhiren Thakkar, Mr. Vikram I Desai. The Committee is regularly giving feedback on daily financial and accounting position of the company to the Board. All committee Reports and minutes are placed before the Board in all its meetings for information, guidance, directions and taking the same on record. Other functions, powers, duties etc. of the committee are defined taking in to account the legal provision of regulation 18 of the SEBI(LODR) guidelines and the same are kept flexible to be decided by the Board from time to time.

MEETINGS OF AUDIT COMMITTEE:

Since the company is in Corporate Insolvency Resolution Process, the powers of the Board of Directors are suspended and Resolution Professional has taken over the charge of the company with effect from 03rd December, 2021. Thus, no meetings of the Audit Committee took place during the year 2023-2024.

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B. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Name	Designation
Ms. Asha Desai	Chairperson
Mr. Hitesh K Thakkar	Member
Mr. Vikram I Desai	Member

FUNCTIONS OF STAKEHOLDERS RELATIONSHIP COMMITTEE

This Committee looks in to all aspects and business related to shares and retail investors. The Committee also looks after the Dematerialization process of equity shares.

The Committee is also empowered to keep complete records of Shareholders, Statutory Registers relating to Shares and securities, maintaining of the complete records of Share Dematerialized, Investors Grievances, complaints received from investors and also from various agencies.

The Committee has also appointed Mr. Hitesh Thakkar, Non-executive Director to look after the legal cases and problems relating to the investors, shares etc.

The Committee meets regularly to approve all the cases of shares demat, transfer, issue of duplicate and resolution of investors complaints, submission of information to various statutory authorities like NSDL/CDSL, SEBI, Stock Exchanges, Registrar of Companies periodically and from time to time.

Other functions, roles, duties, powers etc. have been clearly defined in line with the provision of regulation 20 of SEBI (LODR) guidelines, and are kept flexible for modification by the Board from time to time.



C. REMUNERATION COMMITTEE:

The Company has only one Managing Director Mr. Dhiren K Thakkar. He was not withdrawing any Managerial Remuneration from the Company.

COMPOSITION, NAME OF MEMBERS AND CHAIRMAN

Name	Designation
Ms. Asha Desai	Chairperson
Mr. Hitesh K Thakkar	Member
Mr. Vikram I Desai	Member

During the year the Company has not offered any Stock Options or provided any finance to purchase any such stock options or offered ESOP Scheme to any of its Directors or the employees.

MEETINGS OF NOMINATION AND REMUNERATION COMMITTEE:

Since the company is in Corporate Insolvency Resolution Process, the powers of the Board of Directors are suspended and Resolution Professional has taken over the charge of the company with effect from 03rd December, 2021. Thus, no meetings of the N&R Committee took place during the year 2023-2024.

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Details of Annual General Meeting Held during the Last 3 Financial Years:

S.No.	Date of AGM	Day	Time	Venue.
1	30/09/2021	Thursday	9:00 A.M	203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006, Gujarat
2	30/09/2022	Friday	9:00 A.M	203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006, Gujarat
3	30/09/2023	Saturday	9:30 A.M	203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006, Gujarat

PASSING OF THE RESOLUTION BY POSTAL BALLOT SYSTEM:

The Company had not passed any resolution by means of Postal Ballot since the last Annual General Meeting. The Company has not proposed to pass any resolution in this Annual General Meeting which is to be passed by means of Postal Ballot system.

POLICIES:

A. POLICY ON RELATED PARTY TRANSECTIONS



SCOPE AND PURPOSE OF POLICY

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and provisions of Regulation 23 of SEBI (LODR) guidelines, our Company has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, provisions of Regulation 23 of SEBI (LODR) guidelines require a company to formulate a policy on materiality of related party transactions and dealing with related party transactions. In light of the above, our Company has framed this Policy on Related Party Transactions ("Policy"). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

OBJECTIVE OF THE POLICY

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on

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the Act, provisions of regulation 23 of SEBI(LODR) guidelines and any other laws and regulations as may be applicable to the Company.

MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS

a. Identification of related parties:

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and provisions of regulation 23 of SEBI (LODR) guidelines.

b. Identification of related party transactions:

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and provisions of regulation 23 of SEBI (LODR) guidelines.

DISCLOSURES

The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business along with the justification for entering into such transaction.

B. FAMILIARIZATION POLICY FOR INDEPENDENT DIRECTORS

PURPOSE AND OBJECTIVE OF THE POLICY

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.



FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

- The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes/presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The programmes/presentations also familiarizes the Independent Directors with their roles, rights and responsibilities.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- New Independent Directors are provided with copy of latest Annual Report, the Company's Code of Conduct, the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.
- The Company provides the Directors with the tours of company's facilities from time to time.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Tata Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

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C. RISK MANAGEMENT POLICY

LEGAL FRAMEWORK

Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improvise the governance practices across the Company’s activities. Risk management policy and processes will enable the Company to gain new opportunities.

BACKGROUND AND IMPLEMENTATION

The Company is prone to inherent business risks. The objective of Risk Management Policy shall be identification, evaluation, monitoring and minimization of identifiable risks. This policy is in compliance with the provision of regulation 21 of SEBI (LODR) guidelines, which requires the Company to lay down procedure for risk assessment and procedure for risk minimization. The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

COMMITTEE

The Company has not made Risk Management Committee but the Board of Directors & Audit Committee is looking after the Risk Management of the Company.

A. CORPORATE SOCIAL RESPONSIBILITY POLICY

India has introduced several new provisions which change the face of Indian corporate business. One of such new provisions is Corporate Social Responsibility (CSR). As per Section 135 of the Companies Act, 2013, it provides the threshold limit for applicability of the CSR to a Company i.e. (a) networth of the company to be Rs 500 crore or more; (b) turnover of the company to be Rs 1000 crore or more; (c) net profit of the company to be Rs 5 crore or more. Our Company is the Loss making one. So that CSR Policy is Not Applicable to the Company. So any CSR Activities have not been undertaken by the Company & has not made Corporate Responsibility Committee.

B. VIGIL MECHANISM POLICY

LEGAL FRAMEWORK

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Provision of regulation 22 of SEBI (LODR) guidelines and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called “Whistle Blower Policy for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company s code of conduct.

POLICY

In compliance of the above requirements, Kanel Industries Limited, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. The Vigil (Whistle Blower)

KANEL INDUSTRIES LIMITED

Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (POLICY WHERE MORE THAN 4 WOMEN WORKING) AND ELIMINATION OF CHILD LABOUR POLICY.

The Company is not employing more than 4 women employees as well as the Company is not employing any child labor. So these both policies are not applicable to the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

A) PRESENT STRENGTH OF THE COMPANY:

The Edible oil business is company's core business and demand of edible oils is growing in India @ of 10 percent per annum and in fact the demand of branded edible oils is growing even faster with the government having started taking actions to ban sale of edible oils in loose and implementation of its order for allowing sale of edible oils in packed format only under the packaging act.

B) FUTURE OUTLOOK:

The Company is under CIRP proceedings, and the resolution plan approved by Coc has been submitted to Hon'ble NCLT for approval. The future of the Company depends on that right now.

DISCLOSURES

A) MATERIALLY RELATED PARTY TRANSACTION:

During the financial year 2023-24 there were no transactions for sell/purchase of goods or services of material nature with its promoters, the directors and the management, their subsidiaries or relatives, etc., hence statement AOC-2 has not been provided as the part of the report.

B) DETAILS OF NON-COMPLIANCE

The list of Non-Compliance has been stated in the Secretarial Audit Report Annexed to the Annual Report as Annexure-B.

CERTIFICATE ON CORPORATE GOVERNANCE

As required under Disclosures of Requirements of Corporate Governance specified in Regulation 17 to 27 and clause (b) to (i) of Sub-regulation (2) of Regulation 46 is provided in the Annual Report.

MEANS OF COMMUNICATIONS:

ESTABLISHMENT OF INTERNAL MANAGEMENT INFORMATION SYSTEM:

KANEL INDUSTRIES LIMITED

The Company has established the Management information system whereby any problem requiring policy decisions are being intimated to Audit Committee for redressal or amendments in the policy and procedures. The progress reports are being maintained regularly. All the Investors' grievances or share department related queries are addressed to the Compliance officer who in turn put the same before the Investors' Grievances Committee.

INFORMATION SYSTEM BETWEEN COMMITTEES AND THE BOARD

Both Audit Committee and Investors' Grievances Committees receive periodical regular information from the concerned functional heads, after resolutions of all the problems communicate back the same to functional heads for further communications. The progress report and minutes of all meetings held of both the committees are being placed before the Board for information and taking the same on records.

INFORMATION SYSTEM BETWEEN THE COMPANY AND INVESTORS

The Company is regularly taking on record the un-audited financial results on quarterly basis as per requirements of the relevant provision of SEBI(LODR)guidelines. The Material information relating to the business of the Company is being intimated to the Stock Exchange who in turn publishes the same in their official bulletin. The Audited Financial Balance Sheet is being dispatched to every shareholder in time at their registered addresses.

COMPANY'S WEBSITE

The Company's website www.kanel.in contains a separate dedication section "Investor's Desk" where shareholder information is available. Full annual report is also available on the website in a user friendly and downloadable form.



STATUTORY COMPLIANCES MADE AND RETURNS ETC., FILED

The Company has duly complied with the provisions of the Companies Act 2013, all the provisions of the SEBI (LODR) guide lines except few which are highlighted by our statutory & secretarial auditors. The Company has also filed various unaudited financial results, Balance sheets, Income Tax returns and other statutory returns with all the authorities in time except TDS returns. There are no defaults as on date in any such compliances except few but no legal action of any nature has been taken against the company or its officers/ directors.

DEMATERIALISATION OF SHARES AND LIQUIDITY:

The Company has entered into Tripartite Agreement with both Depositories namely National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Now the Shareholders have the option to hold their share either in physical form or in Demat form. However as per SEBI circular hereby advise all its shareholders to dematerialize their holding at the earliest. Total Shares dematerialized up to **31/03/2024** is 12753562 shares.

SHARE TRANSFER SYSTEM:

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the

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depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

Nomination :

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

STATUS OF LISTING / TRADING OF SHARES:

The Company's Equity Shares are at present listed and traded at Bombay Stock Exchange.

Name of Stock Exchange
Bombay Stock Exchange (BSE)

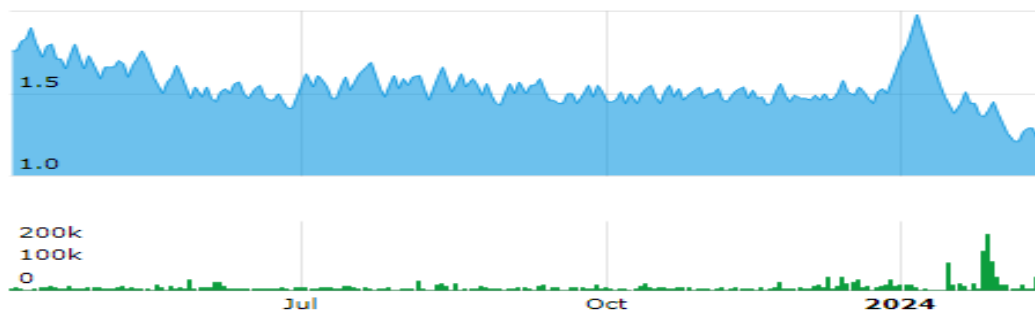
Trading Code
500236

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
Apr 23	1.77	1.91	1.57	1.73	1,32,894	387	2,28,170	1,32,894	100.00	0.34	-0.04
May 23	1.73	1.84	1.40	1.54	2,23,240	569	3,56,901	2,23,240	100.00	0.44	-0.19
Jun 23	1.60	1.60	1.35	1.48	2,05,505	483	3,03,399	2,05,505	100.00	0.25	-0.12
Jul 23	1.45	1.75	1.41	1.53	1,72,424	402	2,67,693	1,72,424	100.00	0.34	0.08
Aug 23	1.53	1.73	1.42	1.50	2,26,518	547	3,45,956	2,26,518	100.00	0.31	-0.03
Sep 23	1.57	1.65	1.37	1.51	1,87,423	501	2,82,095	1,87,423	100.00	0.28	-0.06
Oct 23	1.57	1.60	1.38	1.54	1,85,972	414	2,74,042	1,85,972	100.00	0.22	-0.03
Nov 23	1.47	1.58	1.39	1.47	1,60,812	354	2,37,325	1,60,812	100.00	0.19	0.00
Dec 23	1.53	1.64	1.41	1.64	4,54,986	700	6,89,726	4,54,986	100.00	0.23	0.11
Jan 24	1.64	1.98	1.57	1.80	90,501	155	1,63,764	90,501	100.00	0.41	0.16
Feb 24	1.71	1.71	1.48	1.48	1,720	17	2,862	1,720	100.00	0.23	-0.23
Mar 24	1.41	1.58	1.15	1.23	9,46,836	626	12,85,646	9,46,836	100.00	0.43	-0.18

PERFORMANCE IN COMPARISON TO BROAD:

Our company's performance for the year 2023-2024:

KANEL INDUSTRIES LIMITED



Performance of BSE Sensex for the year 2023-2024:



DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

- a. aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil
- b. number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil
- c. number of shareholders to whom share were transferred from suspense account during the year: Nil
- d. aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil

KANEL INDUSTRIES LIMITED

- f. voting rights on shares which remain frozen till the rightful owner of such shares claims the shares: Nil

CATEGORY WISE HOLDING OF SHARES AS ON 31/03/2024

Category	No. of Shares	Percentage of Share Holding
Promoters	13680	0.07
Financial Institutions	200	0.00
Bodies Corporate	827851	4.50
Public (Indian)	16842120	91.47
NRI	26125	0.14
HUF	692759	3.76
LLP	4000	0.02
Clearing Members	5300	0.03
TRUST	405	0.01
Total	18412440	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31/03/2024

Share Holding		No. of Holder (s)		No. of Shares	
From	To	Folios	%	Shares	%
Upto	5000	29233	87.32	5057721	27.47
5001	10000	2435	7.27	1997478	10.85
10001	20000	904	2.70	1386684	7.53
20001	30000	312	0.93	799656	4.34
30001	40000	138	0.41	500160	2.72
40001	50000	121	0.36	568496	3.09
50001	100000	188	0.56	1391284	7.56
100001	Above	146	0.44	6710961	36.45
		33,476	100.00	18,412,440	100.00

OTHER DETAILS:

REGISTERED OFFICE: 203, Abhijeet Buildings, Near Mithakhali 6 Road,
Ellisbridge, Ahmedabad-380006, Gujarat

BOOK CLOSURE DATES: 24th September 2024 to
30th September 2024(Both days inclusive)

REGISTRAR AND SHARE:
TRANSFER AGENT. Accurate Securities and Registry Private Limited
203, Shangrila Arcade, Abobe Samsung Showroom,
Nr. Shyamal Cross Road, Satellite, Ahmedabad - 380015

ISIN NUMBER OF THE COMPANY: INE252C01015

KANEL INDUSTRIES LIMITED

Declaration by the Managing Director on Code of Conduct as required by Regulation 17(5) SEBI (LODR), 2015.

This is to declare that the company has received affirmations of compliance with applicable Code of Conduct from the Directors and Senior Management personnel of the company in respect of the financial year 2023-24.

Date: September 02, 2024

Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

PRASHANT BHARATKUMAR PATEL DHIREN THAKKAR

RESOLUTION PROFESSIONAL

IBBI REGISTRATION NO.: IBBI

/IPA-002/IP- No. 0827 /2019-2020/12627

Sd/-

MANAGING DIRECTOR & CFO

DIN: 00610001

Sd/-

HITESH THAKKAR

DIRECTOR

DIN: 00610006



KANEL INDUSTRIES LIMITED

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

To,
The Members,
Kanel Industries Limited,
Ahmedabad

I, Dhiren K Thakkar, Managing Director & Chief Financial Officer of the Company, hereby certify that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct in accordance with regulation 17(5) of SEBI (LODR), 2015.

As required by regulation 17 (5) of SEBI (LODR), 2015, Certificate of Compliance with the Corporate Governance Requirements by the Company issued by Auditors is given as an annexure to the Directors' Report.

We further confirm that during the year, none of the Directors or any of the Key managerial persons had done any trading in shares of the Company during the Closure of Trading Window in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year.

The above Report was adopted by the Board at their meeting held on September 02, 2024.



**For & On Behalf of the Board of Director of
Kanel Industries Limited**

SD/-

**(Dhiren K Thakkar)
Managing Director & CFO
(DIN: 00610001)**

Place : Ahmedabad

Date : September 02, 2024

KANEL INDUSTRIES LIMITED

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

I, Dhiren K Thakkar, Chief Financial Officer & Managing Director of the company and member of Audit Committee of Kanel Industries Limited, do hereby certify that:

(a) We have reviewed the financial statement and the cash flow Statement for the year and to the best of our knowledge and belief;

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.

(ii) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

(b) As per the best of our knowledge and belief, no transactions entered into by Kanel Industries Limited during the year which is fraudulent, illegal or volatile of the company's Code of Conduct.

(c) We are responsible for establishing and maintaining internal controls for financial reporting in Kanel Industries Limited and we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting. We have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies

(d) We have indicated to the auditors and the audit Committee:

(i) Significant changes in internal controls over financial reporting during the year.

(ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.

(iii) Instance of Significant fraud of which we have become aware and the involvement therein, if any, of the management of an employee having a significant role in the Company internal control system.

(e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any.)

(f) We further declare that all Board Members and senior management have affirmed compliance with the code of conduct for the current year.

**For & On Behalf of the Board of Director of
Kanel Industries Limited**

SD/-

(Dhiren K Thakkar)

Managing Director & CFO

(DIN: 00610001)

Place : Ahmedabad

Date : September 02, 2024

KANEL INDUSTRIES LIMITED

CERTIFICATE OF CORPORATE GOVERNANCE

Under Regulation 34(3) read with Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

To

The Members of

KANEL INDUSTRIES LIMITED

203/Abhijeet Buildngs,

Near Mithakhali 6 Road,

Ellisbridge Ahmedabad-380006

We have examined the compliance of conditions of Corporate Governance by Kanel Industries Limited ('the Company') for the year ended on 31st March, 2024, as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period commencing from 1st April, 2023 and ended on 31st March, 2024.

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

In our opinion and to the best of our information and according to the explanations given to us, during the Period under review, We certify that the **Company has not complied** with the conditions of Corporate Governance as Mr. Dhiren K Thakkar, who is Managing Director of the Company has been disqualified till 01.12.2023 to be appointed as director under section 164(2) of the Companies Act, 2013. Further, Mr. Vikram Desai and Ms. Asha Desai has not complied with the provisions of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and conditions as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that 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.

This Certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Place: Ahmedabad

Date: September 02, 2024

**For, Malay Desai & Associates
Company Secretaries**

Sd/-

**Malay Desai
Proprietor**

Membership No: A48838

C.P. No.: 26051

Peer Review No.: 3213/2023

UDIN: A048838F001099624

KANEL INDUSTRIES LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members of
KANEL INDUSTRIES LIMITED
203/Abhijeet Buildngs,
Near Mithakhali 6 Road,
Ellisbridge Ahmedabad-380006

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kanel Industries Limited having CIN: L15140GJ1992PLC017024 and having registered office at 203/Abhijeet Buildings near Mithakhali 6 Road Ellisbridge Ahmedabad-380006 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal: www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that the following Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by Ministry of Corporate Affairs.

Sr No.	Name of Director	DIN
1	DHIREN KANAIYALAL THAKKAR (DIN Disqualification till 01.12.2023)	00610001
2	ASHA FULABHAI DESAI (Due to Non-Registration in the databank of Independent Directors)	07687427
3	VIKRAM ISHVARBHAI DESAI (Lacks Proficiency as he has not appeared for Self-Assessment Test and Non-Renewal in Databank of Independent Director)	08031739

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

Place: Ahmedabad
Date: September 02, 2024

For, Malay Desai & Associates
Company Secretaries

Sd/-
Malay Desai
Proprietor
Membership No: A48838
C.P. No.: 26051
Peer Review No.: 3213/2023
UDIN: A048838F001099448

Independent Auditor's Report

To
The Members of
KANEL INDUSTRIES LIMITED

Report on the audit of the Standalone Financial Statements

Adverse Opinion

1. I have audited the accompanying Ind AS Standalone Financial Statements of **KANEL INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information ("the Standalone Financial Statements").
2. In my opinion and to the best of my information and according to the explanations given to me, the aforesaid Standalone Financial Statements, ***because of the omission of the information mentioned in the Basis for Adverse Opinion paragraph***, does not give the information required by the Companies Act, 2013 ("Act") in the manner so required and does not 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 31st March 2024, and its loss and other comprehensive income, changes in equity and its cash flows for the year then ended.

Basis for Adverse Opinion

3. I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of my report. I am 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 my audit of the financial results under the provisions of the Companies Act, 2013 and the Rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained are sufficient and appropriate to provide a basis for my adverse opinion as stated in the report.

MSMED ACT COMPLIANCES

I have not been provided with classification of creditors and as per management representation all creditors are other than registered under MSMED Act. Thus in absence of clear audit evidence in this regard I am unable to determine the delay in making payment to MSME entities, liability of interest and compliance on such delayed payments in terms of provisions 6f MSMED Act, if any.

GOING CONCERN:

The Naroda Unit has been inoperative since last many years. Plant and Machinery at Naroda Unit became scrape and sold out as a scrape during last year (as mentioned in audit report of last financial year) Company has no Trading activities/ Manufacturing activities during the year under audit, majority Financial indicators and operating indicators remained negative and to the date of Audit report and in absence of formal developments for financial support there is substantial doubt that it will be able to continue as a going concern even though the books of accounts of the Company has been prepared on the assumption of a Going Concern basis. In this situation, adjustments may be required to the recorded assets amounts at current value and classification of liabilities is required.

National Company Law Tribunal; Ahmedabad Bench has admitted the application of Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) in the matter of M/s Ardent Ventures LLP a financial creditor of the company versus M/s Kanel Industries Limited corporate Debtor for the alleged default amounting to Rs. 29,11,77,568/- till 31.07.2021. National Company Law Tribunal; Ahmedabad Bench has admitted the said application and commenced the Corporate Insolvency Resolution Process (CIRP) w.e.f. 03rd December, 2021.

The company has not paid Listing Fees for Ahmedabad, Jaipur and Calcuttal stock exchange.

TRADE RECEIVABLE:

Company has not made provision for doubtful Debtors of Rs 291.04 Lacs [Rs 291.04 Lacs] Which are long outstanding and chances for recovery are very less, as per my opinion, these are bad debts, to that extent, Current Assets have been overstated and current years Losses and accumulated losses have been understated.

DOCUMENTS:

Certain documents, registers, etc. including fixed assets register were seized during the search operations as on 5th October, 2001. Such registers were not made available except fixed assets register prepared by management separately to me for inspections, usual verifications and periodical updation.

OTHER CURRENT ASSETS AND LIABILITIES:

Though there is no major movement in the other current assets and liabilities, no concrete evidences are produced before me to determine its accuracy and existence. In absence of clear audit evidence in this regard I am unable to determine existence of rights and liability in respect to other current assets accuracy of the amount stated. The company may or may not able to realise the amount as stated in other assets. The liability may or may not exists.

Out of total Inter Corporate Loans as above, the Company has taken total Mortgage Loan of Rs.343 lakhs from M/s Ardent Ventures LLP in earlier years and in current year closing balance at year end is Rs. Rs. 363.1/-. I have not provided any formal Loan Agreement copy except Mortgage Deed which does not contain any repayment terms and interest rate. No interest is provided on such Loans.

Further M/s Ardent Ventures LLP has filed application of Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC). In absence of account confirmation, formal documents for loan take over from Adani Enterprise limited and formal explanations from management, I am unable to comment upon non provision of interest, huge differences between balance outstanding, which is pointed out by previous auditor.

Key Audit Matters

4. Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of my audit of the Standalone Financial Statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. There are no key audit matters to communicate.

Other Information

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and my auditors' report thereon.
6. My opinion on the Standalone Financial Statements does not cover the other information and I do not express any form of assurance conclusion thereon.
7. In connection with my audit of the Standalone Financial Statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I am required to report that fact. I have nothing to report in this regard.

Management's responsibility for the Standalone Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards ("Ind AS") specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting

policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the Standalone Financial Statements, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. The 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

11. My 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 my 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.
12. As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:
 - 12.1. 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 my 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.
 - 12.2. 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) the Act, I am also responsible for expressing my 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.
 - 12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - 12.4. Conclude on the appropriateness of the 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- 12.5. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. I 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 I identify during my audit.
14. I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my 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

16. 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, I give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. As required by Section 143(3) of the Act, I report that:
 - 17.1. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
 - 17.2. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books **except those books for the matters stated in the paragraph 18.8 below, on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 AND mentioned in this report specifically and in basis for adverse opinion paragraph.**
 - 17.3. The balance sheet, the statement of profit and loss including other comprehensive income, the statement of changes in equity and the cash flow statement dealt with by this Report

are in agreement with the books of account *except mentioned in this report specifically and in basis for adverse opinion paragraph.*

- 17.4. In my opinion, the aforesaid Standalone Financial Statements does not comply with the Ind AS specified under Section 133 of the Act.
 - 17.5. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - 17.6. 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 my separate Report on internal financials control over financials reporting as per **Annexure-2**; and
 - 17.7. In my opinion and according to the information and explanations given to company has not paid remuneration to its directors during the current year.
 - 17.8. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 17.2 above on reporting under section 143(3)(b) of the Act and paragraph 18.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
18. 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 my opinion and to the best of my information and according to the explanations given to me:
- 18.1. To the extent of management information available with me, the company has disclosed the impact of pending litigations as at March 31, 2024 on its financial position in its Standalone Financial Statements.
 - 18.2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 18.3. The company had deposited the amount of dividend declared in preceding years with SBS Isanpur Branch and SBS IFC Branch. As per the amendments made in the Companies Act, 2013 the amount of unclaimed dividend has to be transferred to special fund called Investor Protection and Education Fund from the date on which the unclaimed dividend has been transferred to a special bank account. Company has no information about the balance of unclaimed dividend with Bank. In absence of the above information, management is unable to comment about status of unclaimed dividend amount or its transfer to Investor Protection and Education Fund. Since dividend declared in year 1995, 1996, 1997 and 1998 are due from Transfer U/s. 125 of Companies Act, 2013. The company has received several complaints for revalidation of dividend cheques but in absence of banker's cheque and details of unclaimed dividend, management is unable to solve their complaints.
 - 18.4. The management has represented that 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. Based on reasonable audit procedures adopted by me, nothing has come to my notice that such representation contains any material misstatement.

- 18.5. The management has represented that 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. Based on reasonable audit procedures adopted by me, nothing has come to my notice that such representation contains any material misstatement.
- 18.6. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- 18.7. In my opinion and according to the information and explanations given to me, no dividend has been declared and / or paid during the year by the Company.
- 18.8. *Based on my examination which included test checks and information given to me, the Company has used accounting software for maintaining its books of account, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software, hence I am unable to comment on audit trail feature of the said software.***

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For N.S. NANAVATI & CO.
Chartered Accountants
FRN: 134235W

(CA NITESH SHIRISHCHANDRA NANAVATI)
Proprietor
Membership No.: 143769
UDIN: 24143769BKFPCC4481

Date: 27.05.2024
Place: Ahmedabad

Annexure - A to the Auditors' Report

The Annexure as referred to in Independent Auditors' Report to the members of the Company on the Standalone Financial Statements for the year ended 31 March 2024, I report that:

1. In respect of Fixed Assets:
 - a. *The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets. The depreciation is provided at the rate prescribed under Companies Act, 2013. Certain documents, registers, etc. including fixed assets register were seized during the search operations as on 5th October, 2001. Such registers were not made available except fixed assets register prepared by management separately to me for inspections, usual verifications and periodical updation.*
 - b. The Company does not have intangible assets and thus this reporting is not applicable.
 - c. As per the information and explanations given to me, all the assets have been physically verified by the management during the year and there is a regular program of verification which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. ***I have not carried out physical verification of the same, hence unable to comment upon.***
 - d. The title deeds of all the immovable properties disclosed in the Standalone Financial Statements are held in the name of the company. ***I have not carried out physical verification of the documents, hence unable to comment upon.***
 - e. No proceedings were initiated/not pending against the company for holding Benami properties under the "Benami Transactions (Prohibition) Act, 1988 and Rules" made there under.
 - f. 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 my 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.
2. In respect of Inventory:
 - a. Company does not have inventories and thus this reporting clause is not applicable.
 - b. The company has not been sanctioned working capital limits in excess of five crore rupees at any point of time during the year accordingly this clause is not applicable to the company.
3. During the year the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to

companies, firms, Limited Liability Partnerships or any other parties, therefore sub-clauses (a) to (f) of this clause is not applicable to the company. Balance outstanding at the balance sheet date with respect to such loans or advances is Rs. 1,51,35,948/- which is doubtful. ***I have not been provided with detailed contract for examination of terms including terms of repayment and thus I am unable to comment upon details required in sub-clauses (a) to (f) with respect to terms and conditions of the grant of all loans and advances, schedule of repayment of principal and payment of interest, maturity date, steps taken by company to recover the same.***

4. In my opinion and according to the information and explanation given to me, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013 for loans, investments, guarantees and security.
5. According to the information and explanation given to me, the Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable to the company.
6. According to the information and explanation given to me, the maintenance of cost records under sub-section 1 of section 148 of the Companies Act 2013 is not mandatory to the company.
7.
 - a. According to the information and explanations given to me and on the basis of my examination of the records of the Company, the company is not regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to me there were outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable, the details of the same provided hereunder.
 - b. According to the information and explanations given to me and documents provided to me, except mentioned below otherwise there are no other disputed dues of Goods and Service Tax, income tax, sales tax, duty of excise, service tax and value added tax, duty of customs, duty of Excise, value added tax, cess and any other statutory, which have not been deposited with the appropriate authorities on account of any dispute.
 - c. The Company is not regularly depositing with appropriate authorities undisputed statutory dues.
 - a. The company has not provided for listing fees of Jaipur, Calcutta and Ahmedabad Stock Exchange.
 - b. The company had deposited the amount of dividend declared in preceding years with SBS Isanpur Branch and SBS IFC Branch. As per the amendments made in the Companies Act, 2013 the amount of unclaimed dividend has to be transferred to special fund called Investor Protection and Education Fund from the date on which the unclaimed dividend has been transferred to a special bank account. Company

has no information about the balance of unclaimed dividend with Bank. In absence of the above information, management is unable to comment about status of unclaimed dividend amount or its transfer to Investor Protection and Education Fund. Since dividend declared in year 1995, 1996, 1997 and 1998 are due from Transfer U/s. 125 of Companies Act, 2013. The company has received several complaints for revalidation of dividend cheques but in absence of banker's cheque and details of unclaimed dividend, management is unable to solve their complaints.

- d. The details of outstanding disputed dues are as under:

The undisputed dues, as informed by the management, which are outstanding for more than six months as at the Balance Sheet date from the date they became payable were as follows:

(Rs in Lakhs)

No	NATURE OF DUE	AMOUNT OUTSTANDING For more than 6 months
1	Income Tax	71.76
2	TDS Payable	1.56
3	Sales Tax	16.80
4	FBT tax	0.06
5	Professional Tax	0.34
6	Municipal Tax	6.36

TDS is not deducted during the year under audit and not paid to central government.

In absence of required statutory records to ascertain the total amount relating to Interest thereon, the above amount does not include the interest and penalty portion. In absence of Sales Tax Assessment order/Return copy and non-filing of Sales tax Returns for the F Y 2007-08 to 2012-13 and in absence of required details and documents, I am unable to quantify the statutory liabilities relating to tax as well as of Interest and penalty there on and total statutory liability outstanding at the end of financial year under audit.

Amount due as per demand notice served by the Income Tax department is Rs.136.37 Lacs for the various assessment years previously as disclosed by the management.

Narute of Dues	Amount (Rs.) (rupees in lakhs)	Forum where dispute is pending
Sales Tax	274.63	The Matter is remanded back to Asst. Comm. Of Sales tax.
Sales Tax	245.92	Pending with the Appellate tribunal of Sales Tax.
Sales Tax	24.30	Appeal Pending with Jt. Commercial Tax Commissioner, Appeal Division-1
Sales Tax	6.14	Appeal pending with Jt. Commercial Tax Commissioner, Appeal Divi.-1
Sales Tax	2.88	Appeal pending with Jt. Commercial Tax

		Commissioner, Appeal Divi.-1
Municipal Tax	10.95	Ahmedabad Municipal Corporation

Assessment Year	Order Dt	Amount (rupees in lakhs)	Forum where dispute is pending
1997-98	14/07/03	245.92	Appeal pending with applet tribunal.
1998-99	16/02/06	274.63	Matter reminded back to Assistant commissioner of sales tax for fresh order
1999-00	31/03/05	24.30	Appeal pending with joint Commercial tax commissioner, Appeal division 1 Ahmedabad
2000-01	08/12/05	6.14	Under reassessment order dtd. 08/12/2005 by commissioner of Sales Tax. Appeal pending with Joint commercial tax commissioner Appeal division 1 Ahmedabad

8. According to the information and explanations given to me, no such transactions were observed which were not recorded in books of accounts but have been surrendered or disclosed as income during the year in the tax assessment under Income Tax Act, 1961 and there is no previously unrecorded income in the books of account of the company.
9. According to the information and explanations given to me, I am of the opinion that:
- I have not been provided any documents in relation to loan and advances accepted by the company and hence I am unable to comment whether any loan fall due for repayment during the year. As per management representation the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Company has not recorded interest expenses in relation to loan outstanding during the year.
 - The company has defaulted in repayment of any outstanding loans or other borrowing to lender. The company has defaulted in repayment of Dues of M/s Ardent Ventures LLP of Rs 343 Lakhs. The balance of outstanding loan as on 31st March 2024 is Rs. Rs. 363.1/- lakhs. The LLP firm has filed application of Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) Difference in balance outstanding is not reconciled in absence of relevant documents and explanations from the management.***
 - The company has not availed any term loan therefore question of application of term loan

- does not arise.
- d. The company has not raised any short-term fund therefore question of utilisation of short-term fund does not arise.
 - e. The company has not taken any funds from any entity or person on account of to meet the obligations of its subsidiaries, Joint Venture, Associates Companies.
 - f. The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, Joint Venture, Associates Companies.
10.
 - a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence question of application of fund does not arise.
 - b. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence question of application of fund does not arise.
 11.
 - a. According to the information and explanations given to me, no material fraud by the Company or on the Company has been noticed or reported during year.
 - b. No report under sub-section (12) of section 143 of the Companies Act has been filed by me in Form ADT4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c. As represented to me by the management, there are no whistle blower complaints received by the company during the year.
 12. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
 13. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
 14. According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013. Where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Indian accounting standards.
 15. According to the information and explanations given to me, in my opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the companies Act, 2013 are not applicable to the Company.
 16. In my opinion and based on my examination, though the company is required to have an internal

audit system under section 138 of the Act, it does not have the same.

Internal audit under section 138 of Companies Act, 2013 is applicable. However, I have not been provided with audit report of Internal Auditor, and thus I have not considered Internal auditor's report.

17. a. The Company has incurred cash losses in the current year and in the immediately preceding financial year.
- b. There has been resignation of the statutory auditors during the year and I have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- c. As represented to me by the management, there are no whistle blower complaints received by the company during the year.
18. There has been no resignation of the statutory auditors during the year accordingly this clause is not applicable to the company.
19. According to the information and explanations given to me and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, my knowledge of the Board of Directors and management plans, I am of the opinion that there exists material uncertainty exists as on the date of audit report, and I am also of the opinion that the Company is not capable of meeting its liabilities existed at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I 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.
20. Provisions of section 135 (1) of Companies Act, 2013 is not applicable to the company accordingly this clause is not applicable to the company.
21. Contingent liabilities not provided for in the books of accounts are as under:
The company has a various matter for different assessment year and pending with different forum of sales tax authority. Total demand of Rs. 553.87 lacs for which the appeals are pending at various forum of sales tax department as details given below.

Assessment Year	Order Dt	Amount (rupees in lakhs)	Forum where dispute is pending
1997-98	14/07/03	245.92	Appeal pending with appellate tribunal.
1998-99	16/02/06	274.63	Matter reminded back to Assistant commissioner of sales tax for fresh order

1999-00	31/03/05	24.30	Appeal pending with joint Commercial tax commissioner, Appeal division 1 Ahmedabad
2000-01	08/12/05	6.14	Under reassessment order dtd. 08/12/2005 by commissioner of Sales Tax. Appeal pending with Joint commercial tax commissioner Appeal division 1 Ahmedabad

The company has received demand notices from sales tax department for Meda –Adraj unit [which has already been sold out in previous year] for which original assessment orders are not made available by the sales tax department. Company is demanding original assessment order in support to demand notices and since this liability relates to unit which have been sold-out by the company, company has not provided for such liability in books of accounts. Details of demand notices served are as under.

Year	Principal Tax	Penalty 45 (6)	Penalty 45 (2)	Interest 47 (14) K	Short Payments	Amount paid	Amount payable	Total as per notice
	A	B	C	D	E	F	G=A-F	
1995-96	07.02	00.00	00.00	00.00	00.00	00.00	07.02	07.02
1996-97	87.78	35.93	00.12	00.57	43.10	27.92	59.87	139.59
1997-98	00.02	00.01	00.00	00.03	00.00	00.00	00.02	00.05
2001-02	90.24	81.22	00.00	60.04	00.00	00.00	90.24	231.50
2002-03	73.05	43.85	00.00	39.44	00.00	00.00	73.05	156.34
2001-02	00.00	00.00	00.00	00.00	00.00	00.00	00.00	00.00
2002-03	83.25	49.95	00.00	44.95	00.00	00.00	83.25	178.15

Liabilities on account of Suspension of Trading activities on Stock Exchange cannot be quantified.

22. The company is not a holding company and also not required to prepare consolidated Standalone Financial Statements as per the provisions of the Act accordingly this clause is not applicable to the company.

For N.S. NANAVATI & CO.
Chartered Accountants
FRN: 134235W

(CA NITESH SHIRISHCHANDRA NANAVATI)
Proprietor
Membership No.: 143769
UDIN: 24143769BKFPCC4481

Date: 27.05.2024
Place: Ahmedabad

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

I have audited the internal financial controls over financial reporting of **KANEL INDUSTRIES LIMITED** ("the Company") as of 31 March, 2024 in conjunction with my audit of the Ind AS Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 Companies Act, 2013.

Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Standalone Financial Statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Adverse Opinion

In my opinion, the Company has, in all material respects, does not have adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Basis of Opinion

A company's internal financial control over financial reporting in context with dispositions of the assets of the company and fair recording of transaction with respect to inventories and recoverability of debtors and repayment of creditor is not accurate. Further, I have not been provided with the copy of internal auditor's report, thus unable to comment upon the same. (For more details refer basis of adverse opinion paragraph of audit report).

For N.S. NANAVATI & CO.
Chartered Accountants
FRN: 134235W

Date: 27.05.2024
Place: Ahmedabad

(CA NITESH SHIRISHCHANDRA NANAVATI)
Proprietor
Membership No.: 143769
UDIN: 24143769BKFPCC4481

STANDALONE BALANCE SHEET AS AT March 31, 2024

All amounts in rupees Unless otherwise stated (Rs. In Lakhs)

Particulars	Notes	As At March 31, 2024	As At March 31, 2023
I. ASSETS			
1 NON-CURRENT ASSETS			
a) Property, Plant and Equipment	1	55.40	57.47
b) Financial Assets			
i. Investment	2	00.15	00.15
c) Other Non-Current Assets			
Total non-current assets		55.55	57.62
2 CURRENT ASSETS			
a) Inventories			
b) Financial Assets			
i. Investment			
ii. Trade Receivables	3	291.04	291.04
iii. Cash and Bank Balances			
a) Cash and Cash Equivalents	4	01.04	01.00
iv. Loans			
d) Other Current Assets (to be specified)	5	179.53	179.53
Total Current Assets		471.61	471.57
TOTAL ASSETS (1 + 2)		527.16	529.19
II EQUITY AND LIABILITIES			
1 EQUITY			
a) Equity Share Capital	6	1841.24	1841.24
b) Other Equity	7	-2578.17	-2550.94
Total Equity		-736.92	-709.69
2 LIABILITIES			
A. NON-CURRENT LIABILITIES			
a) Financial Liabilities			
i. Borrowings	8	979.44	973.74
b) Other Non-Current Liability			
Total Non-Current Liabilities (A)		979.44	973.74
B. CURRENT LIABILITIES			
a) Financial Liabilities			
i. Borrowings	8	87.64	87.64
ii. Trade and Other Payables	9		
A) Total Outstanding to Micro and Small Enterprise		110.39	90.64
B) Total Outstanding to Others			
b). Other Current Liabilities	10	86.56	00.00
c) Provisions	11	00.06	86.88
v. Current Tax Liability (Net)			
Total Current Liabilities (B)		284.65	265.15
Total Liabilities (A + B)		1264.08	1238.89
TOTAL EQUITY AND LIABILITIES (1 + 2)		527.16	529.19

Significant Accounting Policies
See accompanying notes to the Financial Statements
As per our report of even date attached

For and on behalf of the Board of Directors
KANEL INDUSTRIES LTD

For N. S. Nanavati & Co.
Chartered Accountants
Firm Regn. No. 134235W

Dhiren Thakkar
(MD & CFO)
(DIN- 00610001)

Hitesh Thakkar
(Non-Executive Director)
(DIN- 01987053)

(CA. NITESH NANAVATI)
Proprietor

Prashant Patel
Resolution Professional
IBBI/IPA-002/IP- No. 0827 /2019-2020/12627
Place: Ahmedabad
Date: 27.05.2024

M.No. 143769
UDIN: 24143769BKFPCC4481
Place: Ahmedabad
Date: 27.05.2024

STANDALONE STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED MARCH 31, 2024

All amounts in rupees Unless otherwise stated (Rs. In Lakhs, Except EPS)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
A. INCOME			
1. Revenue from Operations	12	00.00	00.00
2. Other Income	13	00.20	00.28
TOTAL INCOME (1+2)		00.20	00.28
B EXPENSES			
1. Cost of Material Consumed		00.00	00.00
2. Changes in inventory of finished goods, stock in trade and WIP	14	00.00	00.00
3. Purchase of Stock in Trade	15	00.00	00.00
4. Employee Benefit Expenses	16	00.00	01.65
5. Finance Costs	17	00.00	00.00
6. Depreciation and Amortization Expense	18	02.17	02.44
7. Other Expenses	19	25.26	14.02
TOTAL EXPENSE (1+2+3+4+5+6)		27.43	18.11
C PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (A-B)		-27.23	-17.83
D EXCEPTIONAL ITEMS		00.00	00.00
E PROFIT/(LOSS) BEFORE TAX (C-D)		-27.23	-17.83
F TAX EXPENSE:	20		
1. Current Tax		00.00	00.00
2. MAT Credit Entitlement		00.00	00.00
3. Deferred Tax		00.00	00.00
Total Tax Expenses (1-2+3)		00.00	00.00
G PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (E-F)		-27.23	-17.83
H Profit/(loss) from discontinued operations			
I Tax expense of discontinued operations			
J Profit/(loss) from discontinued operations (after tax) (H+I)		00.00	00.00
K PROFIT OR LOSS FOR THE PERIOD (G+J)		-27.23	-17.83
L OTHER COMPREHENSIVE INCOME			
1. Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans			
(b) Equity instruments through other Comprehensive Income			
2. Income tax relating to items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans			
(b) Equity instruments through other Comprehensive Income			
(c) Items that will be reclassified to profit or loss			
(d) Income tax relating to items that will be reclassified to profit or loss			
Total Other Comprehensive Income (1+2)		00.00	00.00
M Total Comprehensive (Loss) for the year (K+L)		-27.23	-17.83
Earnings/(Loss) per Share – (For continuing operation)	21	-0.15	-0.10
Basic and Diluted (in Rs.)		-0.15	-0.10

Significant Accounting Policies
See accompanying notes to the Financial Statements
As per our report of even date attached
For N. S. Nanavati & Co.
Chartered Accountants
Firm Regn. No. 134235W

For and on behalf of the Board of Directors
KANEL INDUSTRIES LTD

Dhiren Thakkar (MD & CFO) (DIN- 00610001)	Hitesh Thakkar (Non-Executive Director) (DIN- 01987053)
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(CA. NITESH NANAVATI)
Proprietor

M.No. 143769
UDIN: 24143769BKFPC4481
Place: Ahmedabad
Date: 27.05.2024

Prashant Patel
Resolution Professional
IBBI/IPA-002/IP- No. 0827 /2019-2020/12627
Place: Ahmedabad
Date: 27.05.2024

KANEL INDUSTRIES LTD

Reg. Off.: 203/ABHIJEET BUILDNGSNEAR, MITHAKHALI 6 ROAD, ELLISSBRIDGE, AHMEDABAD-380006
(CIN- L15140GJ1992PLC017024)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2024

All amounts in rupees Unless otherwise stated (Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
A Cash Flow from Operating Activities		
Profit (Loss) Before Tax	-27.23	-17.83
Adjustments For:		
Depreciation and Amortisation Expenses	02.17	02.44
Operating (Loss) Before Working Capital Changes	-25.06	-15.38
Movements in Working Capital:		
Increase in Trade Payables	19.75	01.25
Increase in Other Liabilities	-00.26	00.00
Cash (used) in operations	-05.56	-14.14
Direct Taxes Paid (Net of Refunds)		
Net Cash Outflow from Operating Activities	-05.56	-14.14
B. Cash Flows from Investing Activities		
Payment for Purchase of Property, Plant and Equipment and Intangible Assets (Including Capital work in progress and Capital Advances)	-00.10	
Net Cash (Outflow) from Investing Activities	-00.10	00.00
C. Cash Flows from Financing Activities		
Increase /(Decrease) in Long Term Advances	05.70	00.00
Increase /(Decrease) in non-current liabilities and Provisions	00.00	00.00
Repayment of Short-Term Borrowings	00.00	-05.60
Interest and Finance Charges Paid	00.00	00.00
Net Cash Inflow from Financing Activities	05.70	-05.60
D. Net Increase in Cash & Cash Equivalents (A + B + C)	00.04	-19.74
E. Cash & Cash Equivalents at the beginning of the year / period	01.00	20.74
F. Cash & Cash Equivalents at the end of the year / period	01.04	01.00
Component of Cash and Cash Equivalents		
Cash on hand		
Balances with Scheduled Bank		
- On Current Accounts	01.04	01.00
- Deposits with original maturity of less than three months		
Cash and Cash Equivalents at the end of the year / period	01.04	01.00

Notes:

- 1) The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).
- 2) Disclosure with regards to changes in liabilities arising from Financing activities as set out in Ind AS 7 – Statement of Cash flows is presented under

Ind AS 7 Statement of Cash Flows: Disclosure Initiative

Ind AS 7 require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). The Company has provided the information for current period.

As at March 31, 2024				
Particulars	Opening Balance	Non-Cash Changes	Cash Flows	Closing Balance
Long term Borrowings	973.74	00.00	5.70	979.44
Short term Borrowings	87.64	00.00	00.00	87.64
Total liabilities from financing activities	1061.97	00.00	5.70	1067.08

As at March 31, 2023				
Particulars	Opening Balance	Non-Cash Changes	Cash Flows	Closing Balance
Long term Borrowings	959.34	00.00	14.40	973.74
Short term Borrowings	107.64	00.00	-20.00	87.64
Total liabilities from financing activities	1066.97	00.00	-5.60	1061.97

Significant Accounting Policies
See accompanying notes to the Financial Statements
As per our report of even date attached
For N. S. Nanavati & Co.
Chartered Accountants
Firm Regn. No. 134235W

(CA. NITESH NANAVATI)
Proprietor

M.No. 143769
UDIN: 24143769BKFPC4481
Place: Ahmedabad
Date: 27.05.2024

For and on behalf of the Board of Directors
KANEL INDUSTRIES LTD

Dhiren Thakkar (MD & CFO) (DIN- 00610001)	Hitesh Thakkar (Non-Executive Director) (DIN- 01987053)
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Prashant Patel
Resolution Professional
IBBI/IPA-002/IP- No. 0827 /2019-2020/12627
Place: Ahmedabad
Date: 27.05.2024

A. Corporate Information

KANEL INDUSTRIES LIMITED (“the Company”) is a public limited company, incorporated and domiciled in India, having its registered office at 203/Abhijeet – 1 Buildings, Near Mithakhali six Road, Ellisbridge, Ahmedabad 380006, Gujarat State India. The equity shares of the Company are listed on BSE Limited. The Company is primarily engaged in the business of Trading of Cotton / Ground nut seeds / castor seeds and Oil.

B. Material Accounting policies

I. Basis of preparation and presentation and Statement of compliance:

These standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Companies Act, 2013 (Act) read with Companies (Indian Accounting Standards) Rules as amended from time to time and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time. The Company follows indirect method prescribed in Ind AS 7 – Statement of Cash Flows for presentation of its cash flows. The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities which have been measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realization in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Standalone Financial Statements have been presented in Indian Rupees (INR), which is the Company’s functional currency. All values are rounded to the Lakhs except otherwise stated. All financial information presented in INR has been rounded off to the nearest two decimals, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

II. Summary of Material Accounting Policies

a) Current and non-current classification:

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is classified as current when it satisfies any of the following criteria: it is expected to be realized in, or is intended for sale or consumption in, the Company’s normal operating cycle.

It is held primarily for the purpose of being traded non-Current;

- It is expected to be realized within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.

It is held primarily for the purpose of being traded Current

- A liability is classified as current when it satisfies any of the following criteria:
- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.
- Deferred tax assets and liabilities are classified as non-current only
- The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.
- Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. In case of land the Company has availed historical cost as deemed cost on the date of transition to Ind AS.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of spare parts that meets the definition of 'property, plant and equipment' is recognized as property, plant and equipment.

Capital work in progress is stated at cost and net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment. Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Depreciation on Property, Plant and Equipment is provided using written down value method on depreciable amount. The depreciation on an item of spare part will begin when the asset is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. In case of a spare part, as it may be readily available for use, it may be depreciated from the date of purchase of the spare part. However, land is not depreciated. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is as under:

Assets	Estimated useful life by management
Buildings	28 to 40 Years
Plant and machinery	15 Years
Furniture and fixtures	10 Years
Office equipment	5 Years
Motor Vehicle	10 to 12 Years
Computers end use device	2 to 7 years

Depreciation on additions is calculated on pro rata basis with reference to the date of addition. Depreciation on assets sold/ discarded, during the period, has been provided up to the preceding month of sale / discarded. The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains / (losses).

c) Intangible Asset:

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of the asset can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The Company assesses if useful life of an intangible asset is finite or indefinite.

d) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of finished goods, work-in-progress, raw materials, stores and spares, packing materials, trading and other products are determined on first in, first out basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

e) Provisions, Contingent liabilities, Contingent assets and Commitments

General

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

Contingent liability is disclosed in the case of:

1. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
2. A present obligation arising from the past events, when no reliable estimate is possible;
3. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

The company provides for the expenses to reclaim the quarries used for mining. The total estimate of reclamation expenses is apportioned over the estimate of mineral reserves and a provision is made based on the minerals extracted during the year. Mines reclamation expenses are incurred on an ongoing basis and until the closure of the mine. The actual expenses may vary based on the nature of reclamation and the estimate of reclamation expenditure

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

f) Current and Deferred Taxes

The tax expenses for the period comprise of current tax and deferred tax.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the entity operates and generates taxable income. Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their corresponding carrying amounts for the financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized an asset in accordance with recommendations contained in Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to an extent there is no longer convincing evidence to the effect that the company will pay normal Income Tax during the specified period.

g) Revenue recognition

Revenue from contract with customers Revenue from contracts with customers is recognized upon transfer of control of promised goods/ products to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ products. To recognize revenues, the Company applies the following five-step approach:

- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, related discounts & incentives and volume rebates. It includes excise duty and excludes value added tax/ sales tax/goods and service tax.

Sale of goods – non-cash incentive schemes (deferred revenue)

The company operates a non-cash incentive scheme program where dealers / agents are entitled to non-cash incentives on achievement of sales targets. Revenue related to the non-cash schemes is deferred

and recognized when the targets are achieved. The amount of revenue is based on the realization of the sales targets to the period of scheme defined.

h) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that a company incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying asset is deducted from the borrowing costs eligible for capitalization.

i) Employee Benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered the service entitling them to the contribution.

No benefits have been provided by the Company under the defined benefits plan. Thus, no re measurement comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur

No net defined benefit obligation as an expense has been recognized in the statement of profit and loss:

1. Long-term employee benefits

Post-employment and other employee benefits are recognized as an expense in the statement of profit and loss for the period in which the employee has rendered services. A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

2. Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. Company as not comply with the provisions of Gratuity Plan as required as per INDAS 19.

j) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measure reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

There are no Investment Properties in name of Company.

k) Other Investments

The Company carries certain Liquid funds which are registered under SEBI and traded on Stock Market, the said funds are not held for trading. The company has recorded its investment in equity instruments at its acquisition cost.

l) Investment in subsidiaries, joint ventures and associates

Investments in subsidiaries, joint ventures and associates are recognized at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

Company has wholly owned subsidiary.

m) Impairment of non-financial assets

The company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is determined:

- i. In case of individual asset, at higher of the fair value less cost to sell and value in use; and
- ii. In case of cash-generating unit (a company of assets that generates identified, independent cash flows), at the higher of the cash-generating unit's fair value less cost to sell and the value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

n) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

o) Segment accounting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Operating segments have been identified on the basis of the nature of products/services.

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter Segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocated to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

p) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders. Interim dividends are recorded as a liability on the date of declaration by the Company's Board. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.

The Company declares and pays dividends in Indian Rupees. Companies are required to pay / distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

q) Earnings per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable were based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

r) Financial Instruments

a) Financial Assets

Purchase and sale of Financial Assets are recognised using trade date accounting. Trade receivables that do not contain a significant financing component are measured at transaction price.

The Company has elected to account for its investments in subsidiaries, associates and joint venture at cost less impairment loss (if any).

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'. However, dividend on such equity investments are recognised in Statement of Profit and loss when the Company's right to receive payment is established. Further investment in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be measured are quoted at Cost.

Other Financial Assets are generally measured at Fair Value Through Profit or Loss (FVTPL) except where the Company, based on the business model objectives, measures these at Amortized Cost or Fair Value Through Other Comprehensive Income (FVTOCI). Company has made disclosure of measurement method in notes to account.

The Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit or Loss (FVTPL). For Trade Receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed. For other assets, the Company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk.

b) Financial Liabilities:

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

c) Offsetting:

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

C. Use of estimates and judgements

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

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements are in respect of the following:

- Useful lives of property, plant & equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Current tax
- Fair valuation of unlisted securities

For estimates relating to fair value of financial instruments refer note to financial statement.

D. Functional and presentation currency:

These standalone financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs, except as stated otherwise.

E. Rounding off

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

Recent accounting pronouncements

Recent pronouncements Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

KANEL INDUSTRIES LTD

CIN- L15140GJ1992PLC017024

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

Ind AS 12 – Income Taxes The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

The Group does not expect this amendment to have any significant impact in its financial statements.

Significant Accounting Policies
See accompanying notes to the Financial Statements
As per our report of even date attached

For and on behalf of the Board of Directors
KANEL INDUSTRIES LTD

For N. S. Nanavati & Co.
Chartered Accountants
Firm Regn. No. 134235W

Dhiren Thakkar
(MD & CFO)
(DIN- 00610001)

Hitesh Thakkar
(Non-Executive Director)
(DIN- 01987053)

(CA. NITESH NANAVATI)
Proprietor

M.No. 143769
UDIN: 24143769BKFPCC4481
Place: Ahmedabad
Date: 27.05.2024

Prashant Patel
Resolution Professional
IBBI/IPA-002/IP- No. 0827 /2019-2020/12627
Place: Ahmedabad
Date: 27.05.2024

NOTE – 1: PROPERTY, PLANT AND EQUIPMENT

For the year ended on March 31,2024

(Rs in Lakhs)

Description of Assets	Free Hold Land	Factory Building	Office Building	Office Equipment	Total
I. Cost					
Balance as at 1st April, 2023	37.97	177.77	44.08	14.22	274.05
Additions during the year	00.00	00.00	00.00	00.10	00.10
Disposals during the year	00.00	00.00	00.00	00.00	00.00
Balance as at March 31, 2024	37.97	177.77	44.08	14.32	274.15
II. Accumulated depreciation					
Balance as at 1st April, 2023	00.00	168.18	34.38	14.02	216.58
Depreciation expense for the year	00.00	01.00	01.14	00.03	02.17
Disposals during the year	00.00	00.00	00.00	00.00	00.00
Balance as at March 31, 2024	00.00	169.18	35.52	14.05	218.75
III. Net Block					
As at March 31, 2024	37.97	08.59	08.56	00.27	55.40

For the year ended on March 31,2024

(Rs in Lakhs)

Description of Assets	Free Hold Land	Factory Building	Office Building	Office Equipment	Total
I. Cost					
Balance as at 1st April, 2022	37.97	177.77	44.08	14.22	274.05
Additions during the year	00.00	00.00	00.00	00.00	00.00
Disposals during the year	00.00	00.00	00.00	00.00	00.00
Balance as at March 31, 2023	37.97	177.77	44.08	14.22	274.05
II. Accumulated depreciation					
Balance as at 1st April, 2022	00.00	167.05	33.09	13.99	214.13
Depreciation expense for the year	00.00	01.13	01.28	00.03	02.44
Disposals during the year	00.00	00.00	00.00	00.00	00.00
Balance as at March 31, 2023	00.00	168.18	34.38	14.02	216.58
III. Net Block					
As at March 31, 2023	37.97	09.59	09.71	00.20	57.47

KANEL INDUSTRIES LTD

CIN- L15140GJ1992PLC017024

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024**NOTE 1. 1 OTHER INFORMATION PPE:**

- Details of title deeds of immovable properties not held in the name of the Company:**
The company does not have any immovable property whose title deeds are not in the name of the company.
- Capital work-in-Progress Ageing Schedule:**
In absence of any Capital Work In Progress such details are not applicable
- Details of revaluation of PPE:**
The Company has not revalued any of its Property, Plant and Equipment.
- Details of Intangible Asset under development:**
There is no intangible asset under development as at the year-end
- Details of Charge Created on PPE:**
No charges or satisfaction is pending to be registered with Registrar of Companies beyond the statutory period

NOTE- 2 – NON-CURRENT INVESTMENT

(Rs. In Lacks)

Particulars	As At March 31, 2024	As At March 31, 2023
Ahmedabad Comm. Exch. Ltd.- Shares	00.05	00.05
Fixed Deposit	00.10	00.10
Total	00.15	00.15

NOTE- 3- CURRENT FINANCIAL ASSETS- TRADE RECEIVABLES

(Rs. In Lacks)

Particulars	As at March 31, 2024	As at March 31, 2023
Undisputed Trade receivables- Considered good	291.04	291.04
Less: Expected Credit Loss	00.00	00.00
Total	291.04	291.04

Trade receivables ageing schedule

As at March 31, 2024

(Rs. In Lacks)

Particulars	Not Due	Less than 6 Months	6 Months - 1 year	1 Year- 2 year	2-3 Years	More than 3 years	Total
Undisputed Trade receivables - Considered good	-	-	-	-	-	291.04	291.04
Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables- Considered good	-	-	-	-	-	-	-

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

Disputed Trade receivables-considered doubtful	-	-	-	-	-	-	-
Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-
Total	00.00	00.00	00.00	00.00	00.00	291.04	291.04

As at March 31, 2023

(Rs. In Lacks)

Particulars	Not Due	Less than 6 Months	6 Months - 1 year	1 Year- 2 year	2-3 Years	More than 3 years	Total
Undisputed Trade receivables-Considered good	-	-	-	-	-	-	291.04
Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-	-
Undisputed Trade receivables-credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables-Considered good	-	-	-	-	-	-	-
Disputed Trade receivables-considered doubtful	-	-	-	-	-	-	-
Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-
Total	00.00	00.00	00.00	00.00	00.00	291.04	291.04

NOTE- 4- CURRENT FINANCIAL ASSETS- CASH AND CASH EQUIVALENTS

(Rs. In Lacks)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and Cash Equivalents		
Balances with Banks	00.79	00.75
Cash on Hand	00.25	00.25
Total	01.04	01.00

Note 4.1 – Cash and Cash equivalent Components

Cash and Cash Equivalent	As At March 31, 2024	As At March 31, 2023
Balance with Bank	00.79	00.75
In Deposit Accounts:		
Fixed deposits having maturity of less than 3 month	00.00	00.00
Fixed deposits having maturity of more than 3 months	00.00	00.00
Fixed deposits having maturity of more than 12 months	00.00	00.00
Sub Total	00.00	00.00
Less: Fixed deposits having maturity of more than 12 months included in Note – Non Current Investment	00.00	00.00
Total	0.89	0.85

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

Note: 4.2 The details of fixed deposits pledged with banks

Particulars	As At March 31, 2024	As At March 31, 2023
Fixed deposits pledged with banks as security against credit facilities	00.00	00.00
Fixed deposits pledged with banks as security against overdraft facility	00.00	00.00
Total	00.00	00.00

NOTE- 5- OTHER CURRENT ASSETS

(Rs. In Lacks)

Particulars	As At March 31, 2024	As At March 31, 2023
Security Deposits	05.53	05.53
Balances with Government Authorities*	22.65	22.65
Other loans and advances - <i>Considered Doubtful</i>	151.36	151.36
Total	179.53	179.53

*Note: Balance with Revenue Authorities includes Advance Tax, GST Credit, TCS Receivables

NOTE-6 – SHARE CPAITAL

(Rs. In Lacks)

Particular	As at March 31, 2024	As at March 31, 2023
AUTHORISED		
20000000 (P.Y.20000000) Equity Shares of ₹ 10/- each	2000.00	2000.00
Total	2000.00	2000.00
ISSUED, SUBSCRIBED AND FULLY PAID-UP SHARE CAPITAL		
18412440 (P.Y. 18412440) Equity Shares of ₹ 10/- Each fully Paid up (PY ₹ 10/- Each fully Paid up)	1841.24	1841.24
Total	1841.24	1841.24

1. The Reconciliation of Number of Equity Shares outstanding at the beginning and at the end of the year.

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Rs. in Lacs	No of Shares	Rs. in Lacs
As the beginning of the year/ period	184.12	1841.24	184.12	1841.24
Share capital issued during the year/ period				
Outstanding at the end of the year/ period	184.12	1841.24	184.12	1841.24

2. Rights, preferences and restrictions attached to equity shares
Equity Shares

The Company has one class of equity shares having par value of Rs. 10/- per share. Each member is eligible for one vote per share held. Company has not declared any dividend till date of this report for the current financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

3. The Company does not have any holding company.
4. The details of Shareholders holding more than 5 % of Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares held *	% of Total paid up Equity Share Capital	No. of shares held **	% of Total paid up Equity Share Capital
DHIREN K THAKKAR	00.14	7.43%	00.14	7.43%

5. Shares held by promoters

(Rs. In Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares held *	% of Total paid up Equity Share Capital	No. of shares held **	% of Total paid up Equity Share Capital
DHIREN K THAKKAR	00.14	7.43%	00.14	7.43%

*Equity shares of Rs. 10/- each fully paid

There is no change in shareholding of promoter during current reporting period.

Particulars	Aggregate number of shares				
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Equity shares with voting rights	184.12	184.12	184.12	184.12	184.12
Fully paid up pursuant to contracts without payment being received in cash					
Fully paid up by way of bonus shares					
Shares bought back					

NOTE – 7- OTHER EQUITY

(Rs. In Lacks)

Particular	As at March 31, 2024	As at March 31, 2023
Security Premium	1770.00	1770.00
General Reserve	93.59	93.59
Capital Reserve	85.00	85.00
Other Comprehensive Income	-	-
Retained Earnings	-4526.76	-4499.53
Total	-2578.17	-2550.94

Description of nature and purpose of each Reserve:

a) Capital Reserve

The excess/short of net assets taken over the cost of consideration paid is treated as capital reserve at time of amalgamation. Difference between Assets and Liabilities transferred on account of demerger is transferred to capital reserve at the time of demerger.

b) Equity Security Premium

The amount received in excess of face value of the equity shares is recognised in equity security premium.

c) Capital Redemption Reserve

It represents reserve created on forfeited of equity shares. It is a non-distributable reserve.

d) General Reserve

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

e) Other Comprehensive income

1. The fair value change of the equity instruments measured at fair value through other comprehensive income is recognized in equity instruments through Other Comprehensive Income.
2. The remeasurement gain/(loss) on net defined benefit plans is recognized in Other Comprehensive Income net of tax.

f) Retained Earnings

Retained earnings are the profits that the Company has earned till date less transfer to other reserves, dividends or other distributions to shareholders.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

NOTE 9.1 OTHER EQUITY

As at March 31, 2024 (Rs in Lakhs)

Particulars	Securities premium	Share based payments reserve	Share application money pending allotment	General Reserve	Reserve Fund (u/s 45-ICof RBI Act, 1934)	Capital reserve (on merger)/(sale of business) (net)	Retained earnings	Equity instruments through OCI	Hedging reserve	Cost of hedging reserve	Total other equity
Balance as at April 1, 2023	1770.00	-	-	-	-	-	-4499.53	-	-	-	-2550.94
Changes in accounting policies or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2023	-	-	-	-	-	-	-	-	-	-	-
Profit/Loss for the year	-	-	-	-	-	-	-27.23	-	-	-	-27.23
Remeasurement gain/(loss) on defined benefit obligations (net)	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-	-	-	-	-
Dividend	-	-	-	-	-	-	-	-	-	-	-
Money received on exercise of stock options by employees	-	-	-	-	-	-	-	-	-	-	-
Exercise of stock option by employees	-	-	-	-	-	-	-	-	-	-	-
Reduction of share capital in accordance with approved Scheme of Arrangement	-	-	-	-	-	-	-	-	-	-	-
Excess of consideration received over the carrying value of net assets transferred of PV undertaking	-	-	-	-	-	-	-	-	-	-	-
Transfer from debenture redemption reserve	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	1770.00	00.00	00.00	00.00	00.00	00.00	-4526.76	00.00	00.00	00.00	-2578.17

As at March 31, 2023 (Rs in Lakhs)

Particulars	Securities premium	Share based payments reserve	Share application money pending allotment	General Reserve	Reserve Fund (u/s 45-ICof RBI Act, 1934)	Capital reserve (on merger)/(sale of business) (net)	Retained earnings	Equity instruments through OCI	Hedging reserve	Cost of hedging reserve	Total other equity
Balance as at April 1, 2022	1770.00	-	-	85.00	-	93.59	-4481.70	-	-	-	-2533.11
Changes in accounting policies or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2022	-	-	-	-	-	-	-	-	-	-	-
Profit/Loss for the year	-	-	-	-	-	-	-17.83	-	-	-	-17.83
Remeasurement gain/(loss) on defined benefit obligations (net)	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-	-	-	-	-
Dividend	-	-	-	-	-	-	-	-	-	-	-
Money received on exercise of stock options by employees	-	-	-	-	-	-	-	-	-	-	-
Exercise of stock option by employees	-	-	-	-	-	-	-	-	-	-	-
Reduction of share capital in accordance with approved Scheme of Arrangement	-	-	-	-	-	-	-	-	-	-	-
Excess of consideration received over the carrying value of net assets transferred of PV undertaking	-	-	-	-	-	-	-	-	-	-	-
Transfer from debenture redemption reserve	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	1770.00	00.00	00.00	85.00	00.00	93.59	-4499.53	00.00	00.00	00.00	-2550.94

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

NOTE – 8- CURRENT FINANCIAL LIABILITIES- BORROWINGS

Particulars	(Rs. In Lacks)	
	As At March 31, 2024	As At March 31, 2023
Non-Current- Unsecured Loan- At Amortised Cost		
Secured	00.00	00.00
a. Bonds / Debenture		
b. Inter-Corporate borrowing- Ardent Ventures LLP	363.10	357.40
b. Loan from Director – Related party	00.00	00.00
Unsecured		
a) Loans and Advances from Related Parties		
Kanaiyalal J Thakkar (H U F)	75.00	75.00
Dhiren K Thakkar	239.59	239.59
Monika H Thakkar	20.00	20.00
Neelaben K Thakkar	40.00	40.00
Hitesh K Thakkar	192.53	192.53
b) Other Loans and Advances		
Kadam Exports Pvt. Ltd.	08.50	08.50
Maxrotth Foods Ltd	00.00	00.00
Tushar N Shah	40.72	40.72
Total Non-Current Borrowing	979.44	973.74
Current		
Unsecured		
i. From Banks	00.00	00.00
ii. Loans and Advances from Related Parties	00.00	00.00
Aastha Complex	03.00	03.00
Shakti Nutraceuticals Pvt Ltd	84.64	84.64
Total Current Borrowing	87.64	87.64
Total	1067.07	1061.37

NOTE – 9- CURRENT FINANCIAL LIABILITIES- TRADE PAYABLE

Particulars	(Rs. In Lacks)	
	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises – Current Financial Liabilities	00.00	00.00
Total outstanding dues of creditors other than micro enterprises and small enterprises- Current Financial Liabilities	110.39	90.64
Total	110.39	90.64

Trade Payable ageing schedule

As at March 31, 2024

(Rs. In Lacks)

Particulars	Unbilled	Less than 6 Months	6 Months - 1 year	1 Year- 2 year	2-3 Years	More than 3 years	Total
MSME	-	-	-	-	-	-	-
Others	-	-	19.75	-	90.64	-	110.39
Disputed dues- MSME	-	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-	-
Total	-	-	19.75	-	90.64	-	110.39

As at March 31, 2023

(Rs. In Lacks)

Particulars	Unbilled	Less than 6 Months	6 Months - 1 year	1 Year- 2 year	2-3 Years	More than 3 years	Total
MSME	-	-	-	-	-	-	-
Others	-	-	-	-	90.64	-	90.64
Disputed dues- MSME	-	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-	-
Total	-	-	-	-	90.64	-	90.64

Payable to MSME Suppliers

Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2023. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

Sr No	Particulars	As at March 31, 2024	As at March 31, 2023
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
		Nil Nil	Nil Nil
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil

3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	Nil	Nil

NOTE – 10- CURRENT LIABILITIES- OTHERS

(Rs. In Lacks)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues Payable	85.86	00.00
Audit Fees Payable 2023-24	00.70	00.00
Total	86.56	00.00

NOTE – 11- CURRENT FINANCIAL LIABILITIES- PROVISIONS

(Rs. In Lacks)

Particulars	As at March 31, 2024	As at March 31, 2023
Short Term Provisions for Expenses	00.06	86.88
Total	00.06	86.88

NOTE – 12- REVENUE FROM OPERATIONS

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Sale of Products		
Finished goods (Net of Return)	00.00	00.00
Total	00.00	00.00

NOTE – 13 – OTHER INCOME

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Interest on Fixed Deposit	00.00	00.27
Kasar Vataav	00.00	00.01
Other Misc Income	00.20	00.00
Total	00.20	00.28

NOTE – 14– CHANGES IN INVENTORY OF FINISHED GOODS, STOCK IN TRADE AND WIP

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Change in inventories of finished goods		
Opening stock	00.00	00.00
Closing stock	00.00	00.00
Subtotal (a)	00.00	00.00
Change in inventories of work-in-progress		
Opening stock	00.00	00.00
Closing stock	00.00	00.00
Subtotal (b)	00.00	00.00
Change in inventories of Raw Material		
Opening stock	00.00	00.00
Closing stock	00.00	00.00
Subtotal (c)	00.00	00.00
Total (a)+(b)+(c)	00.00	00.00

NOTE – 15 – PURCHASE OF STOCK IN TRADE

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Purchase of Goods	00.00	00.00
Total	00.00	00.00

NOTE – 16 – EMPLOYEE BENEFITS EXPENSES

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Salaries and Wages	00.00	01.65
Leave Encashment Expense	00.00	00.00
Bonus	00.00	00.00
	-	-
Total	00.00	01.65

NOTE – 17 – FINANCE COSTS

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Bank Charges	00.00	00.00
Other Interest Expenses	00.00	00.00
Total	00.00	00.00

NOTE – 18– DEPRECIATION AND AMORTISATION EXPENSES

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
"Depreciation of property, plant and equipment (refer note 1)	02.17	02.44
Amortization of intangible assets	-	-
Total	02.17	02.44

NOTE – 19 – OTHER EXPENSES

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Auditor's Remuneration		
1) As Statutory Audit	00.70	00.34
2) As Tax Audit	00.00	00.10
Legal and Professional Charges	00.00	02.36
Maintenance & Repairs	00.66	00.66
Miscellaneous expenses	04.48	03.40
Power, Fuel & Light	00.93	00.59
Prior Period Items	00.00	01.79
RP Fees	00.00	03.05
Stock Exchange Exp	01.16	01.84
Rate Taxes	17.32	00.00
Total	25.26	14.02

NOTE- 20- TAX EXPENSES

(Rs. In Lacks)

Particulars	For the year ended 31, 2024	For the year ended 31, 2023
Tax Expenses Recognised in Statement of Profit and Loss		
Current tax		
Continuing Operations	00.00	00.00
Discontinued Operations	00.00	00.00
Deferred tax		
Deferred tax	00.00	00.00
Total	00.00	00.00

Note 20(A):

Income Tax Expenses consists of current and deferred income tax. Income tax expenses are recognized in net profit in Statement of Profit & Loss. Current income tax for current and prior period is recognized at the amount expected to be paid from the tax authorities, using the tax rates. Deferred Income tax assets and liabilities are recognized for all temporarily differences arising from tax base of assets and liabilities and their carrying amount in the financial statements.

(Rs. In Lacks)

Particulars	As At March 31, 2024	As At March 31, 2023
Current income tax charge	00.00	00.00
Deferred Tax Expenses/ (Deferred Tax Income)	00.00	00.00
Previous year tax adjustment	00.00	00.00
Total	00.00	00.00

Note 20(B): Tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	(Rs. In Lacks)	
	As At March 31, 2024	As At March 31, 2023
Profit Before Tax from Continuing Operations	00.00	00.00
Profit Before Tax from Discontinued Operations	00.00	00.00
Total Profit	00.00	00.00
Applicable Tax Rate	25.16%	25.16%
Computed Tax Expense	00.00	00.00
Tax effect of:		
Carried Forward Losses Utilised	00.00	00.00
Current Tax Provision (A)	00.00	00.00
Incremental Deferred Tax Liability / (Asset) on account of Property, Plant and Equipment	00.00	00.00
Deferred Tax Provision (B)	00.00	00.00
Tax Expenses recognised in Statement of Profit and Loss (A+B)	00.00	00.00
Effective Tax Rate	00.00	00.00

Note 20(C): THE TAX EFFECT OF SIGNIFICANT TEMPORARILY DIFFERENCES THAT RESULTED IN DEFERRED INCOME TAX ASSETS AND LIABILITIES ARE AS FOLLOWS:

Particulars	(Rs. In Lacks)	
	As At March 31, 2024	As At March 31, 2023
Deferred Tax Assets		
Provision for Employee Benefits	-	-
Others	-	-
Total Deferred Income tax assets	-	-
Deferred Tax Liabilities		
Difference of Depreciation as per I. Tax & Companies Act	00.00	00.00
Total Deferred Income tax liabilities	00.00	00.00

NOTE – 21 – EARNING PER SHARE

Particulars	(Rs. In Lakhs, Except EPS)	
	As at March 31, 2024	As at March 31, 2023
Net Profit/(Loss) for the year (Amount in Rs.)	-27.23	-17.83
Number of equity shares (Weighted Average)	184.12	184.12
Basic Earnings per Share (Rs.)	-0.15	-0.10
Diluted Earnings Per Share (Rs.)	-0.15	-0.10

NOTE- 22- FINANCIAL INSTRUMENTS

1. Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

It is important to note that the whole of the capital has eroded and the net worth is negative for last two years; this has created doubt on continuity of company as going concern. Proceedings against company under Insolvency and Bankruptcy Code have also been initiated against company before NCLT Ahmedabad. NCLT Ahmedabad has appointed RP. There is significant doubt on going concern. The capital structure of the Company consists of net debt and total equity of the Company.

1.1 Gearing ratio

The gearing ratio at the end of the reporting period was as follows.

Particulars	(Rs. In Lacs)	
	As at March 31, 2024	As at March 31, 2023
Debt	1067.07	1061.37
Cash and bank balances	01.04	01.00
Net debt	1066.03	1060.37
Total equity	-736.92	-709.69
Net debt to equity ratio	-1.45	-1.49

Debt is defined as long-term and short-term borrowing.

NOTE- 23- CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES (IND AS 107)

Particulars	(Rs. In Lacs)			
	As at March 31, 2024		As at March 31, 2023	
	Carrying values	Fair values	Carrying values	Fair values
FINANCIAL ASSETS				
Measured at amortised cost (A)				
Equity Instruments	00.05	00.05	00.05	00.05
Mutual Funds, Liquid Instruments	00.00	00.00	00.00	00.00
Trade receivables	291.04	291.04	291.04	291.04
Cash and cash equivalents	01.04	01.04	01.00	01.00
Loan (included in other assets)	151.36	151.36	151.36	151.36
Other Financial Assets	00.00	00.00	00.00	00.00
Total Financial Assets Measured at amortised cost (A)	443.49	443.49	443.45	443.45
Measured at FVTPL				
Mutual Funds, Liquid Instruments	00.00	00.00	00.00	00.00
Total Financial Assets Measured at FVTPL (B)	00.00	00.00	00.00	00.00
Total Financial Assets (A)+(B)	443.49	443.49	443.45	443.45
FINANCIAL LIABILITIES				
Measured at amortised cost				
Non-Current Liabilities				
Borrowings	979.44	979.44	973.74	973.74
Current liabilities				

Trade payables	110.39	110.39	90.64	90.64
Borrowings	87.64	87.64	87.64	87.64
Financial Liabilities measured at amortised cost	1177.46	1177.46	1152.01	1152.01
Total Financial Liabilities	1177.46	1177.46	1152.01	1152.01

For financial liabilities (domestic currency loans):- appropriate market borrowing rate of the entity as of each balance sheet date used.

FAIR VALUE HIERARCHY

The following section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit or loss. To provide indication about the reliability of the input used in determining the fair value, the company has classified its financial investments into three level prescribed under the accounting standard. An explanation of each follows as under:

Financial asset measured at fair value at March 31, 2024

(Rs. In Lacs)

Particular	Level-1	Level-2	Level-3	Total
Financial Asset				
Equity Instruments	-	-	-	-
Mutual Funds, Liquid Instruments	-	-	-	-

Financial asset measured at fair value at March 31, 2023

(Rs. In Lacs)

Particular	Level-1	Level-2	Level-3	Total
Financial Asset				
Equity Instruments	-	-	-	-
Mutual Funds, Liquid Instruments	-	-	-	-

Notes:

Level 1- Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. Listed and actively traded equity instruments are stated at the last quoted closing price on the National Stock Exchange of India Limited (NSE).

Level 2- The fair value of financial instruments that are not traded in active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3- If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case of unlisted compound instrument. There is no transfer in any of levels in between the year. The valuation is done at the cost of acquisition.

Valuation Methodology:

1. The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills, Certificate of Deposits and Mutual Funds is measured at quoted price or NAV.
2. The fair value for Level 3 instruments is valued using inputs based on information about market participants assumptions and other data that are available.
3. The fair value of trade payable and trade receivable are measured at the expected price of payment or expected amount of receipt (net of credit loss).

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

Particulars	As at March 31, 2023				As at March 31, 2024			
	< 1year	1-5 years	> 5 years	Total	< 1year	1-5 years	> 5 years	Total
Financial assets								
Non-current								
Loans	00.00	00.00	00.00	00.00	00.00	00.00	00.00	00.00
Total non-current financial assets	00.00	00.00	00.00	00.00	00.00	00.00	00.00	00.00
Current								
Investment	00.00	00.00	00.05	00.05	00.00	00.00	00.05	00.05
Trade receivables	291.04	00.00	00.00	291.04	291.04	00.00	00.00	291.04
Cash and cash equivalents	01.04	00.00	00.00	01.04	01.00	00.00	00.00	01.00
Loans	151.36	00.00	00.00	151.36	151.36	00.00	00.00	151.36
Other Financial Assets	00.00	00.00	00.00	00.00	00.00	00.00	00.00	00.00
Total current financial assets	443.44	00.00	00.05	443.49	443.40	00.00	00.05	443.45
Total financial assets	443.44	00.00	00.05	443.49	443.40	00.00	00.05	443.45
Financial liabilities								
Non-current								
Borrowings	979.44	00.00	00.00	979.44	973.74	00.00	00.00	973.74
Total non-current financial liabilities	00.00	00.00	484.92	484.92	00.00	00.00	484.92	484.92
Current								
Borrowings	87.64	00.00	00.00	87.64	87.64	00.00	00.00	87.64
Trade payables	110.39	00.00	00.00	110.39	90.64	00.00	00.00	90.64
Total current financial liabilities	198.03	00.00	00.00	198.03	178.28	00.00	00.00	178.28
Total financial liabilities	1177.46	00.00	00.00	1177.46	1152.01	00.00	00.00	1152.01

NOTE – 24 - FINANCIAL AND OTHER RISK MANAGEMENT

The Group's activities expose it to variety of financial risks: market risk, credit risk, interest rate risk and liquidity risk. Within the boundaries of approved Risk Management Policy framework, the Group uses different risk mitigating methods to manage the volatility of financial markets and minimise the adverse impact on its financial performance.

1. Foreseeable Losses

The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/ applicable accounting standards for material foreseeable losses on such long-term contracts has been made in the books of account.

2. **Note On Pending Litigations**

The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made adequate provision in the financial statements and appropriate disclosure for contingent liabilities.

3. **Financial Risk Management Objectives**

The Company's Corporate finance department provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

Market Risk Management

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

The Company's activities expose it primarily to the price fluctuation risk of goods in which it trades and change in government policies. The Company does not enter into derivative contracts to manage risks related to anticipated sales and purchases. Moreover, the whole of revenue of the company comes from limited customers only; loss of single customer will have major impact on earnings of the company.

Interest Rate Risk Management

The Group is not exposed to interest rate risk as it has borrowing is from related party which is subject to fixed rate of interest.

Foreign Currency Risk Management

The Company is not exposed to foreign currency risk as it operates in domestic market and has no assets and liabilities denominated/repayable or receivable in foreign currency.

Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Ongoing credit evaluation is performed on the financial condition of accounts receivable.

4. **Collateral held as security and other credit enhancements**

The Company does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

5. **Liquidity Risk Management**

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Ultimate responsibility for liquidity risk management rests with the board of

directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturity Profile as at 31st March, 2024

(Rs. In Lacs)

Particulars	Below 3 Months	3-6 Months	6-12 Months	1-3 Years	Above Three Years	Total
Non-Current Borrowings	-	-	-	-	979.44	979.44

This will not include Trade Payables (Current) amounting to Rs. 110.39 Lakhs

Maturity Profile as at 31st March, 2023

(Rs. In Lacs)

Particulars	Below 3 Months	3-6 Months	6-12 Months	1-3 Years	Above Three Years	Total
Non-Current Borrowings	-	-	-	-	973.44	973.74

This will not include Trade Payables (Current) amounting to Rs. 90.64 lakhs

6. Disclosure as per Ind AS 113- Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

Specific valuation technique is used to determine the fair value of the financial instruments which include:

- i) For financial instruments other than (ii):- In accordance with generally accepted pricing models based on Net Asset Value analysis using prices from observable market transactions and dealer quotes of similar instruments.
- ii) For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.

NOTE-25- CONTINGENT LIABILITIES AND COMMITMENTS

1. The company does not have any contingent liabilities and commitments for the year ended on March 31, 2024 and March 31, 2023.

NOTE- 26- DISCLOSURE UNDER MSME ACT, 2006 FOR DUES TO MICRO, SMALL AND MEDIUM ENTERPRISE

1. The Company has not received full information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 (MSME Act); thus, amount unpaid cannot be ascertained and disclosure relating to amount unpaid at year end together with interest paid/payable cannot be made.

NOTE – 27- SEGMENT INFORMATION AND REPORTING (IND AS 108)

1. The Managing Director/ Chief Executive Officer of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). Company has only one operating segment i.e. trading. Moreover no business activity was carried out during the year hence reporting is not applicable.

1. Information about geographical areas

a) Revenue:

(Rs. In Lakhs)

Particulars	2023-24	2022-23
India	-	-
Outside India	-	-
Total	-	-

Revenue from external customer is allocated based on the location of customers.

2. Information about major customers

As company does not have active business operation, this disclosure is not applicable.

NOTE – 28- REVENUE FROM CONTRACTS WITH CUSTOMERS: (IND AS 115)

The disaggregation of Revenue from Contract with Customers – Segment-wise

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sales in Domestic Market	00.00	00.00
Sales in Export Market	00.00	00.00
Commission Income	00.00	00.00
Total Revenue	00.00	00.00

a) Disaggregated revenue information

Set out below is the disaggregation of the company's revenue from contracts with customers:

(Rs. In Lakhs)

Segment	For the year ended March 31, 2024	For the year ended March 31, 2023
Type of goods or service		
Sale of manufactured goods	00.00	00.00
Packaging Product	00.00	00.00
Sale of traded products	00.00	00.00
Sale of Services	00.00	00.00
Job Work Charges	00.00	00.00
Commission Income	00.00	00.00
Total revenue from contracts with customers	00.00	00.00
India	00.00	00.00

Outside India	00.00	00.00
Total revenue from contracts with customers	00.00	00.00
Timing of revenue recognition	00.00	00.00
Goods transferred at a point in time	00.00	00.00
Total revenue from contracts with customers	00.00	00.00

Set out below, is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

(Rs. In Lakhs)

Segment	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue		
External customer	00.00	00.00
Inter-segment	00.00	00.00
Inter-segment adjustment and elimination		
Total revenue from contracts with customers	00.00	00.00

b) Contract balances

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Trade receivables*	291.04	291.04
Contract liabilities	00.00	00.00
Advances from customers	00.00	00.00

*Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.

c) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue as per contracted price		
Sales-Round Bar	00.00	00.00
Cash Discount and other	00.00	00.00
Special Discount-Sales Return	00.00	00.00
Commission on sale and other adjustment	00.00	00.00
Revenue from contract with customers	00.00	00.00

- 29 Balance of Trade receivables, Trade payables, loans and advances are subject to confirmation from the respective parties.
- 30 The financial statements are approved by the audit committee as at its meeting and by the Board of Directors on May 27,2024.

- 31 Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.
- 32 Figures have been presented in 'Lacs' of rupees with two decimals.
- 33 The figures of previous year have been regrouped or rearranged wherever necessary to conform to current year's presentation as per Schedule III (Division II) to the Companies Act 2013.

34 RELATED PARTY DISCLOSURE

Related Parties:

Name of Related Party	Nature of relationship
TJR Sons Ltd	Concerns in which directors or their relatives are interested
TJR Finance Ltd.	
Shakti Nutraceuticals Pvt. Ltd.	
Devika Proteins Ltd.	
Dhiren K. Thakkar	KMP-
Jatin. R. Vyas	
Hitesh K Thakkar	
AshaFulabhai Desai	
Devika H Thakkar	Relatives of Director
Gauri D. Thakka	
Jaysheel D. Thakkar	
Monika H. Thakkar	
NeelaThakkar	

Transaction with Related Parties during the reporting year

(Rs. In Lacs)

Particulars	2023-24 (Rs. In Lakhs)
1. Sales & other Inc.	Nil
2. Purchase & other Service	Nil
3. Remuneration & Salary	Nil
4. Loan Repayment Received	Nil
5. Loan Given	Nil
6. Interest Paid	Nil
7. Rent Paid	Nil
8. Sitting Fee's	Nil
9. Balance outstanding Dr./Cr. (Net)	Nil

The particulars given above have been identified on the basis of information available with the company.

The Company has the following balances outstanding as of March 31, 2024 and March 31, 2023

Particulars	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
Key Management-	00.00	432.12
Associates Firms / Company	00.00	84.64
Relatives of Key Management	00.00	60.00
Kanaiyalal J Thakkar (H U F)	75.00	00.00
Dhiren K Thakkar	239.59	00.00
Monika H Thakkar	20.00	00.00
Neelaben K Thakkar	40.00	00.00
Hitesh K Thakkar	192.53	00.00

Shakti Nutraceuticals Pvt Ltd	03.00	00.00
Aastha Complex	84.64	00.00

Company has not entered into any transaction with the related party during current reporting year.

35 Payment to Auditor:

Particulars	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
Audit Fees	00.70	00.34
Tax Audit	00.00	00.00
Total	00.70	00.34

NOTE: 36 DISCLOSURES OF FINANCIAL RATIOS

No	Particulars	As At March 31, 2024	As At March 31, 2023	Remark (< 25% Variation)	Remark (< 25% Variation)
1	Current Ratio				-
	A. Current Assets	471.61	471.57	-6.48%	
	B. Current Liabilities	284.65	265.15		
C. Current Ratio (A/B)	1.66	1.78			
2	Debt Equity ratio				-
	A. Total Debt	1067.07	1061.37	-3.18	
	B. Total Equity	-736.92	-709.69		
C. Debt Equity Ratio (A/B)	-1.45	-1.50			
3	Debt Service Coverage Ratio				Refer Note below
	A Earnings Before Interest & Tax	-27.23	-17.83	51.52%	
	B Total Debt Service	1067.07	1061.37		
C Debt Service Coverage Ratio (A/B)	-0.03	-0.02			
4	Return on Equity (%)				Refer Note below
	A Profit After Tax	-27.23	-17.83	-98.12%	
	B Average Total equity				
	1 Net Worth (Current Year)	-736.92	-709.69		
2 Net Worth (Pervious Year)	-709.69	691.86			
C Return on Equity (%) (A/B)	0.04	2.00			
5	Inventory Turnover Ratio				
	A Cost of Goods Sold	-	-	NA	-
	B Average Inventories ((1+2)/2)				
	1 Inventories (Current Year)	-	-		
2 Inventories (Pervious Year)	-	-			
C Inventory Turnover Ratio (A/B)	-	-			
6	Trade Receivables Turnover Ratio				-
	A Value of Sales & Services	-	-	NA	
	B Average Trade Receivable ((1+2)/2)				

	1	Trade Receivable (Current Year)	-	-		
	2	Trade Receivable (Pervious Year)	-	-		
	C	Trade Receivables Turnover Ratio (A/B)	-	-		
7		Trade Payables Turnover Ratio				-
	A	Total Purchases	-	-	NA	
	B	Average Trade Payables ((1+2)/2)				
	1	Trade Payables (Current Year)	-	-		
	2	Trade Payables (Pervious Year)	-	-		
	C	Trade Payables Turnover Ratio (A/B)	-	-		
8		Net Capital Turnover Ratio				-
	A	Net Sales			NA	
	B.	Average Working Capital ((1+2)/2)	-	-		
	1.	Working Capital (Current Year)	-	-		
	2.	Working Capital (Pervious Year)	-	-		
	C	Net Capital Turnover Ratio (A/B)	-	-		
9		Net Profit Ratio (%)				-
	A	Profit After Tax	-	-	NA	
	B	Net Sales	-	-		
	C	Net Profit Ratio (%) (A/B)	-	-		
10		Return on Capital Employed (%)				-
	A	Earnings before interest and tax	-27.23	-17.83	47.09%	
	B	Capital Employed	-736.92	-709.69		
	C	Return on Capital Employed (%) (A/B)	0.04	0.03		
11		Return on Investments (%)				-
	A.	Net Income	-	-	NA	
	B.	Cost of Investment	-	-		
	C	Return on Investments	-	-		

Note: Reasons for significant variation in ratios (< 25% Variation)

1. Debt Service Coverage Ratio

This ratio has changed due to increase in loss during the current year. Company has not conducted any business activity during the year.

2. Return on Equity

This ratio has changed due to increase in loss during the current year. Company has not conducted any business activity during the year.

3. Return on Capital Employed

This ratio has changed due to increase in loss during the current year. Company has not conducted any business activity during the year.

The various other information as required under Schedule III of the Companies Act, 2013 are as follows:
(All amounts are in INR in Lacs unless otherwise stated)

NOTE – 37 : PARTICULARS OF TRANSACTIONS WITH COMPANIES STRUCK OFF UNDER SECTION 248 OF THE COMPANIES ACT, 2013 OR SECTION 560 OF COMPANIES ACT, 1956 ARE GIVEN HEREUNDER:

Name of struck off Company	Nature of Transaction	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
-	Investments in securities	-	NA
-	Receivable	-	NA
-	Payable	-	NA
-	Other outstanding balances (to be specified	-	NA

NOTE – 38 : DETAILS OF BENAMI PROPERTY HELD

Details of benami property held	Particulars
Details of such property, including year of acquisition	NIL
Account thereof	
Details of Beneficiaries	
If property is in the books, then reference to the item in the Balance Sheet	
If property is not in the books, then the fact shall be stated with reasons	
Details of proceedings against the company	
Nature of proceedings, status of same and company's view on same	

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

During the year vehicle has been purchased and recorded in the books of company though registered in the name of director and used for business purpose. Company is paying installments towards cost of purchase of said vehicle.

(As informed by the management, I have not verified the records. Certain documents, registers, etc. including fixed assets register were seized during the search operations as on 5th October, 2001. Such registers were not made available)

NOTE – 39 : TITLE DEEDS OF IMMOVABLE PROPERTY NOT HELD IN NAME OF THE COMPANY

Relevant line item in the Balance sheet	Description of item of property	Gross carrying Value	Title deed held in another name	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/direct or	Property held since date	Reason for not holding property in the name of company
PPE	Land	Nil				
	Building					
Investment Property	Land					
	Building					
	Land					

PPE retired from active use and held	Building	
Other		

(As informed by the management, I have not verified the records. Certain documents, registers, etc. including fixed assets register were seized during the search operations as on 5th October, 2001. Such registers were not made available)

NOTE – 40 : COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES

Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

NOTE – 41 : COMPLIANCES WITH SECTION 230 TO 237

As informed by the management and on the basis of examination of available record, Company has not prepared any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.

NOTE – 42 : UTILIZATION OF BORROWED FUNDS AND SHARE PREMIUM

- a) During the year, 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) During the year, no funds have been received by the Company from any persons or entities, 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.

NOTE – 43 : DETAILS OF LOANS & ADVANCES TO PROMOTERS, DIRECTORS, KMPS AND RELATED PARTIES

Type of Borrower	Amount of loan or advances in the nature of loan outstanding		Amount of loan or advances in the nature of loan outstanding	
	As At March 31, 2024	As At March 31, 2023	As At March 31, 2024	As At March 31, 2023
Promoter	-	-	-	-
Director	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

(As informed by the management, I have not verified the records. Certain documents, registers, etc. including fixed assets register were seized during the search operations as on 5th October, 2001. Such registers were not made available)

NOTE – 44 : INFORMATION PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

Particulars of loan Given By company		As At March 31, 2024	As At March 31, 2023
Name of Directors / promoters	Rate of Interest		
Nil			

There is no guarantee given or security provided by the Company.

(As informed by the management, I have not verified the records. Certain documents, registers, etc. including fixed assets register were seized during the search operations as on 5th October, 2001. Such registers were not made available)

NOTE – 45 : CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTEND NOT PROVIDED FOR)

Particulars	As At March 31, 2024	As At March 31, 2023
Contingent Liabilities	Nil	Nil
Claims against the company not acknowledged as debts	Nil	Nil
Guarantees	Nil	Nil
Other money for which the company is contingently liable	Nil	Nil
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
Uncalled liability on shares and other investments partly paid	Nil	Nil
Other commitments	Nil	Nil

NOTE – 46 : OTHER INFORMATION

Particulars	As At March 31, 2024	As At March 31, 2023
Amount of Securities issued for specific purpose, but not utilized for the specific purpose	Nil	Nil
Amount of borrowings from banks & financial institution not utilized for the specific purpose	Nil	Nil
Value of Imports on C.I.F. basis	Nil	Nil
Expenditure in foreign currency during the year on account of royalty, know-how, professional and consultation fees, interest and other matters.	Nil	Nil
Imported Consumption of Raw Material / Purchase	Nil	Nil
Indigenous Consumption of Raw Material / Purchase	100%	100%
Dividend remitted in foreign currencies	Nil	Nil
Earning in foreign exchange	Nil	Nil
Detail of Crypto Currency or Virtual Currency	Nil	Nil

NOTE – 47 : INFORMATION WHICH DOES NOT HAVE VALUE ON REALIZATION IN THE ORDINARY COURSE OF BUSINESS

(Rs in Lakhs)

Particulars	As At March 31, 2024	As At March 31, 2023
Assets other than Property, Plant and Equipment, Intangible assets and non-current investment which do not have value on realization in the ordinary course of business at least at the amount at which they are stated.	470.57	470.57

Due to settlement dispute with debtor/creditor, advance given and advance taken we could not quantify closing balance at the end of year as such balances have been arrived by unilateral actions. Amount of dispute cannot be quantified.

Company has not made provision for doubtful Debtors of Rs 291.04 Lacs. Which are long outstanding and chances for recovery are very less, as per my opinion, these are bad debts, to that extent, Current Assets have been overstated and current years Losses and accumulated losses have been understated.

NOTE – 48 : ADDITIONAL REGULATORY INFORMATION

1. Company has not obtained borrowing from bank and thus reporting relating to accuracy of details of current asset filed by the Company with Bank for its borrowings are not applicable.
2. ***Secured Loan from Ardent Venture LLP of Rs.3.57 Crore[Previous Year Rs. 3.43 Crore] is secured by Equitable Mortgage of plot no. 213,214/2&3 in the Naroda Industrial Estate consisting Revenue S No. 174p & 175 / part within the village limit of muthia, dist-Ahmedabad. AND Unit No.101 & 102 of TJR house ,Mithakhali , Ahmedabad AND office no. 203 of Abhijit , Mithakhali, Ahmedabad and personal properties of Directors and their relatives. No repayment terms and rate of interest mentioned in mortgage deed and no other loan agreement made. No charge created for the mortgage of property with ROC, Ahmedabad. Unsecured Loans are not supported by any formal loan agreement.***

ATTENDANCE SLIP

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 32nd Annual General Meeting of the Members of **Kanel Industries Limited** held on Monday, September 30, 2024, at 09:30 A.M. at the registered office of the Company situated at 203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006, Gujarat.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Note: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id	
DP ID:	

I/We, being the member (s) of..... shares of the above named company, hereby appoint

- 1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- 2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Members of **Kanel Industries Limited** held on Monday, September 30, 2024, at 09:30 A.M. at the registered office of the Company situated at 203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006, Gujarat or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Businesses				
1.	To receive, consider and adopt the audited Balance Sheet as at 31st March 2024, the Statement of Profit and Loss for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a director in place of Mr. Hitesh Kanaiyalal Thakkar (DIN: 00610006) who retires by rotation and being eligible offers himself for re-appointment			

Signed this.....day of.....2024

Affix
Revenue
Stamp of
Rs. 1/-

Signature of shareholder

Signature of Proxy holder(s)

Note:

- 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of 32nd Annual General Meeting.
- 2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

FormNo.MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: KANEL INDUSTRIES LIMITED Registered Office: 203, Abhijeet Buildings, Near Mithakhali 6 Road, Ellisbridge, Ahmedabad-380006, Gujarat CIN: L15140GJ1992PLC017024				
SNo	Particulars	Details		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No/ *ClientID (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
5.	Number of Shares			
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
No.	ItemNo.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the audited Balance Sheet as at 31st March 2024, the Statement of Profit and Loss for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon.			
2	To appoint a director in place of Mr. Hitesh Kanaiyalal Thakkar (DIN: 00610006) who retires by rotation and being eligible offers himself for re-appointment			
Place: Ahmedabad Date: 30 th September, 2024 <p style="text-align: right;">(Signature of the shareholder*)</p>				

(*as per Company records)

