

**WALCHANDNAGAR INDUSTRIES LIMITED**

Walchandnagar: 413 114, Dist Pune, Maharashtra, India

Tel: 02118- 307100 / 252 235 Fax: 02118- 252 358

Website: www.walchand.com Email: wil@walchand.com

Ref. No. : WIL: SEC: 2023

Date : July 17, 2023

National Stock Exchange of India Ltd  
Corporate Action Department  
Exchange Plaza, 5<sup>th</sup> floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
**Scrip Code : WALCHANNAG**

BSE Ltd.,  
Corporate Relations Department  
1<sup>st</sup> floor, New Trading Ring,  
Rotunda Bldg P.J. Tower,  
Mumbai 400 001  
**Scrip Code : 507410**

Dear Sirs,

**Sub: Annual Report for the Financial Year 2022-2023 along with the Notice of the 114<sup>th</sup> Annual General Meeting of the Company to be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).**

Pursuant to the Regulations 30 and 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2022-2023 along with the Notice of the 114<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, August 09, 2023 at 04.30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The AGM will be held without the physical presence of the Shareholders at a common venue.

Further, in accordance with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report is being sent only by electronic mode to those Shareholders whose email addresses are registered with the Company / Depository Participants. The requirement of sending Physical copy of the Notices of the 114<sup>th</sup> AGM and Annual Report to the members have been dispensed by the MCA Circulars and SEBI Circular. The Annual Report together with the Notice of the AGM is being sent through electronic mode to the Members today.

Full Annual Report is also available on the website of the Company [www.walchand.com](http://www.walchand.com)

Please take the same on record.

Thanking you.

Yours faithfully,

**For Walchandnagar Industries Ltd.,**

**G. S. Agrawal**  
**Whole Time Director & Company Secretary**  
**(DIN: 00404340)**  
**Encl. As above**

114<sup>th</sup>

ANNUAL REPORT  
2022-23



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*A Tradition of Engineering Excellence*

WALCHANDNAGAR INDUSTRIES LIMITED



## SETH WALCHAND HIRACHAND

**Seth Walchand Hirachand's life was truly a triumph of persistence over adversity.**

**Sardar Vallabhbhai Patel**

## Board of Directors



Chakor L. Doshi  
Chairman



Dr. Anil Kakodkar  
Director



Rupal Vora  
Director



Jayesh Dadia  
Director  
(appointment w.e.f. May 30, 2022)



Chirag C. Doshi  
Managing Director & CEO



G. S. Agrawal  
Whole Time Director & Company Secretary  
(appointment w.e.f. August 02, 2022)



## Corporate Information

### Registered Office

Walchandnagar Industries Ltd.  
3, Walchand Terraces,  
Tardeo Road,  
Mumbai - 400 034  
Tel. No. (022) 23612195/96/97

### Pune Office

Walchandnagar Industries Limited  
Siddharth Towers,  
Building No. 1, 9<sup>th</sup> Floor,  
S.No.12/3-B, G. A. Kulkarni Path,  
Kothrud, Pune - 411 038, Maharashtra, India.  
Phone : (020) 3025 2400  
E-mail : investors@walchand.com

### Factories

Walchandnagar, Dist. Pune, Maharashtra  
Satara Road, Dist. Satara, Maharashtra  
Attikola, Dharwad, Karnataka.

### Compliance Officer

G. S. Agrawal  
Whole Time Director & Company Secretary

### Registrar & Share Transfer Agents

M/s. Link Intime India Pvt. Ltd.  
C 101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai 400 083.  
Ph. No.: (022) 49186270  
Fax No.: (022) 49186060

### Auditors

M/s. Jayesh Sanghrajka & Co. LLP.  
Chartered Accountants

### Principal Bankers

State Bank of India  
Bank of India

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## LETTER FROM THE CHAIRMAN



Dear Shareholders,

It is my pleasure to welcome you all to the 114<sup>th</sup> Annual General Meeting and present the Annual Report of your company. The year under consideration covers the period April 2022 to March 2023.

I do hope that all of you are safe and well. It is heartening to say with a certain degree of confidence that the impending threat of the pandemic is now firmly behind us though this does not in any way preclude the precautions that need to be exercised to prevent any further exigencies of this nature. Of course, there were challenges of a different nature like the ongoing war in Ukraine and its continued fallout, the specter of high inflation, high interest rates and high fuel costs, supply chain blockages, etc which industry had to overcome last year.

The leadership team at WIL has remained focused on its strategic objective of sustained and profitable growth during the said period and will continue to be so in the coming years as well. The emphasis has been on growing the order book in a balanced manner so as to have a judicious mix of orders from both the strategic and industrial business clusters. As at the end of the said fiscal year, the total order book of your company stood at a healthy INR 909 Crore – a 36% increase over the corresponding figure at the start.

Certain all round developments like successful qualification in 4 new missile programs, delivery of hardware for the human space flight program, order booking worth INR 250 Crore plus in the nuclear power plant equipment business, etc have put the strategic business segment onto a firm footing. The industrial products sector is also seeing an uptick with sustained growth in the gearbox business and diversification in the crushing and grinding business via entry in the supply of equipment to the specialty chemicals sector apart from its core strength in the cement sector. Product development and opening up of the exports market for short lead time products like centrifugal machines, castings, etc will ensure balanced revenue streams to complement the company's core strength in executing complex long lead time projects. Technologies of the future like Green Hydrogen are being systematically studied and explored.

Your company has also embarked on various initiatives to strengthen structural, process and information/analytics related aspects like "one plant concept", "business process improvement", "design and technology group", "supplier relationship management", "corporate branding", etc. The objective is to create a vibrant, progressive and forward looking organization, an organization which becomes an aspirational workplace for bright young minds to join and contribute thereby scaling new heights.

Your company continues to be confident and appreciative of the policy initiatives being taken at various levels in the government as far as supporting the industrial sector is concerned. Strategic measures like calibrated interest rate management, technology transfer agreements with foreign partners, production linked incentives, and continued focus on infrastructure development, etc will ultimately result in increasing the share of investments in the overall GDP of the nation thereby indirectly benefitting the core heavy engineering sector in which your company operates.

I am extremely grateful to our customers, the entire WIL team, our Board Members, shareholders and all well-wishers, who have supported us with their trust and support through this year. I look forward to continued support & co-operation, as we take on future new challenges.

A handwritten signature in black ink, appearing to read "Chakor L. Doshi".

**Chakor L. Doshi**  
Chairman

## NOTICE

Notice is hereby given that the 114<sup>th</sup> Annual General Meeting of the members of Walchandnagar Industries Limited will be held on Wednesday, August 09, 2023 at 04.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2023 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 114<sup>th</sup> Annual General Meeting and, being eligible, offers himself for re-appointment.

### Special Business:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company hereby ratifies and confirms the remuneration of ₹ 3,00,000 (Rupees Three Lakhs Only) per annum plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses to M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No. 000218) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 2024.

**RESOLVED FURTHER THAT** Mr. G. S. Agrawal, Whole Time Director & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

**G. S. Agrawal**

**Whole Time Director & Company Secretary**

### Registered Office:

3, Walchand Terraces,  
Tardeo Road,  
Mumbai - 400 034.

Date: May 25, 2023

CIN: L74999MH1908PLC000291

Tel: 022 - 23612195/96/97

E-mail: [investors@walchand.com](mailto:investors@walchand.com)

Website: [www.walchand.com](http://www.walchand.com)

### Notes:

- a) The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circulars dated December 28, 2022; May 5, 2022; December 14, 2021; January 13, 2021; May 5, 2020; April 13, 2020; and April 8, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM"), on or before September 30, 2023, without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India ("SEBI") vide its circulars dated January 5, 2023; May 13, 2022; January 15, 2021 and May 12, 2020 and other applicable circulars issued in this regard have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 114<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue for the 114<sup>th</sup> AGM shall be registered office of the Company.

- b) The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act"), relating to the Special Business under Item No. 3 mentioned above is annexed hereto.
- c) Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

- d) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters,

Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member electronically as well as for e-voting during the AGM will be provided by NSDL.
- f) Members holding shares in Dematerialized Form are requested to intimate immediately any change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as follows:
- a) For shares held in electronic form: to their Depository Participants (DPs).
  - b) For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
- g) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and
- Transfer Agent, Link Intime India Private Limited ("LIPL") at <https://www.linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("LIPL") for assistance in this regard.
- h) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
- i) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of the shares and the dividend transferred to the IEPF on the website of the Company ([www.walchand.com](http://www.walchand.com)).
- j) SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16<sup>th</sup> March, 2023 mandated the physical shareholders to furnish their PAN, KYC and nomination details by October 1, 2023. Hence, the shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Link Intime India Private Limited, either by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or by post at C -101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083.
- In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.
- k) In terms of the MCA Circulars the Notice calling the AGM and the Annual Report for the financial year March 2023, has been uploaded on the website of the Company at [www.walchand.com](http://www.walchand.com). It can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at <https://www.evoting.nsdl.com> (agency for providing the Remote e-Voting facility).
- m) In accordance with the MCA Circulars and the relevant SEBI circulars, the Company is sending this AGM Notice along

- with the Annual Report for FY 22-23 in electronic form only to those members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report for FY 22-23 to only those Members who specifically request for the same at [investors@walchand.com](mailto:investors@walchand.com) mentioning their Folio No. / DP ID and Client ID.
- n) The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting the AGM through VC/ OAVM and providing e-voting facility.
- o) The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- p) The letter and E-communication Registration Form is available on the website of the Company viz. [www.walchand.com](http://www.walchand.com)
- q) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIPL, in case the shares are held in physical form.
- r) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company for consolidation of the folios along with the requisite KYC documents for consolidating the holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
- s) Relevant documents referred to in the Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically upon request for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [investors@walchand.com](mailto:investors@walchand.com).
- t) Mr. Chakor L. Doshi (DIN: 00210949) Director of the Company retires by rotation at the 114<sup>th</sup> Annual General Meeting and being eligible offers himself for re-appointment.
- The brief resume, nature of his expertise in specific functional areas, disclosure of relationships between Directors inter-se, Directorships and Memberships of Committees of the Board of Listed entities and shareholding of Non-Executive Directors, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in this Notice as **Annexure 'A'**.
- u) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- v) Instructions for attending the e-AGM and e-voting are as follows:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Sunday, August 06, 2023 at 09:00 A.M. and ends on Tuesday, August 08, 2023 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 cut-off date i.e. August 02, 2023, 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 August 02, 2023.

**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 09, 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  App Store     Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for Easi / Easiest, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

**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 _____ then user ID is _____001***

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.
- 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](http://www.evoting.nsdl.com).
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for 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 [vndeodhar@gmail.com](mailto:vndeodhar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto: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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [investors@walchand.com](mailto:investors@walchand.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), AADHAAR (self attested scanned copy of Aadhaar Card) to [investors@walchand.com](mailto:investors@walchand.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](mailto: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 09, 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.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful

login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the AGM, from their registered email ID, mentioning their name, DP ID and Client ID number / folio number and mobile number, atleast 10 days before the meeting i.e. on or before Sunday, July 30, 2023 through email on [investors@walchand.com](mailto:investors@walchand.com). The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to [investors@walchand.com](mailto:investors@walchand.com) between Thursday, August 03, 2023 (9:00 a.m. IST) and Saturday, August 05, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Other Instructions:**

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- (ii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.walchand.com](http://www.walchand.com) and on the website of NSDL at <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.



**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

**ITEM NO. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee, have approved the appointment of M/s. S. R. Bhagave & Co., Cost Accountant, Pune (Regn. No. 000218), as Cost Auditors for conducting cost audit of the cost records of the Company for the Financial Year ending March 2024, at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs Only) per annum plus GST as applicable and reimbursement of actual travel and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 3 of the Notice for

ratification of the remuneration payable to the Cost Auditors for conducting the Audit of the cost records of the Company for the year ended March 31, 2024.

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

By order of the Board

**G. S. Agrawal**

**Whole Time Director & Company Secretary**

**Registered Office:**

3, Walchand Terraces,  
Tardeo Road,  
Mumbai - 400 034.

Date: May 25, 2023

CIN: L74999MH1908PLC000291

Tel: 022 – 23612195/96/97

E-mail: [investors@walchand.com](mailto:investors@walchand.com)

Website: [www.walchand.com](http://www.walchand.com)

## Annexure 'A' to Notice

## DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

<b>Name of Director</b>	<b>Mr. Chakor L. Doshi</b>
DIN	00210949
Date of Birth	15.09.1948
Date of Appointment	15.05.1979
Nationality	Indian
Expertise in specific functional areas	Operations and Management of Large Industries-Industrialist
Qualifications	B. Sc (Mathematics Physics), Bombay University and MS in Operations Research & Industrial Engineering, University of Michigan (USA)
Shareholding in the Company	60,800
Directorship held in other public companies (excluding foreign companies)	Bombay Cycle & Motor Agency Ltd.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee & Stakeholders Relationship Committee)	Nil
Disclosure of Relationships between Director inter-se	Mr. Chirag C. Doshi, Managing Director & CEO is son of Mr. Chakor L. Doshi, Chairman. He is not related to any other Director of the Company.
Remuneration (sitting fee including committees) and the remuneration last drawn by such person, if applicable	No remuneration paid other than sitting fees for attending Board/ Committee meetings (₹ 50,000 per meeting)

## DIRECTORS' REPORT

**To:**  
**The Members of**  
**Walchandnagar Industries Limited**

Your directors take pleasure in presenting the 114<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended March 31, 2023.

### 1. Financial Results:

The Company's financial performance, for the Year ended March 31, 2023 is summarized below:

	Year ended 31.03.2023	Year ended 31.03.2022
	₹ in Lakhs	₹ in Lakhs
<b>Income:</b>	<b>34,435</b>	33,188
Profit/(Loss) before Depreciation, Interest, Exceptional Item and Exchange currency fluctuations	<b>(1,716)</b>	5,390
Less: Interest	<b>5,477</b>	7,063
Depreciation	<b>1,868</b>	2,224
Exceptional items	<b>10,539</b>	-
Profit/(Loss) before Exchange Currency –fluctuations	<b>1,479</b>	(3,897)
Less: Exchange Currency Fluctuation Loss/(Gain)	<b>480</b>	90
Profit/(Loss) before Tax	<b>1,958</b>	(3,807)
Less: Tax (Net)	-	-
<b>Profit/(Loss) after Tax</b>	<b>1,958</b>	<b>(3,807)</b>

### 2. Financial Performance & Highlights:

During the year under review, the revenue for the Financial Year 2022-23 was ₹ 34,435 lakhs as against the previous financial year 2021-22 of ₹ 33,188 lakhs.

During the Financial Year under review, KKR India Financial Services Ltd. has assigned the entire debt (i.e. Loans and NCDs) due from the Company alongwith the underlying financing documents together with lenders rights, benefits and obligations thereunder to Assets Care & Reconstruction Enterprise Ltd. ("ACRE") acting in its capacity as trustee of ACRE-120-TRUST.

Further, the Company had signed Standstill agreement dated July 19, 2022 with Assets Care & Reconstruction Enterprise Ltd. (in its capacity as trustee of ACRE-120-TRUST) and Vistra ITCL (India) Limited as Security Trustee and Debenture Trustee.

Material changes and commitments occurred after the close of the year till the date of this Report, which affects the financial position of the Company. The Company has successfully exited from the standstill arrangement under the Standstill Agreement and the Company after discussion and negotiation, has agreed upon debt restructuring scheme with ACRE and has signed Restructuring Agreement dated May 18, 2023 as amended/ supplemented from time to time (Restructuring Agreement) with ACRE (Lender). Therefore, in accordance with the provisions of IndAs 10 "Events After Reporting Date", the company has accounted write back on debt restructuring of ₹ 10,539 Lakhs which is disclosed as exceptional item in P&L.

### 3. SHARE CAPITAL

During the year under review, the Company has allotted 46,00,000 equity shares of ₹ 2 each at ₹ 60 per share to Promoters/ Promoters group and 32,10,000 equity shares of ₹ 2 each at ₹ 60 Per Share to ACRE towards conversion/ appropriation of part of the debt owed to them by the Company. Also, the Company has made allotment of 83,019 equity shares of ₹ 2 each to its eligible employees who have exercised their stock options under the prevailing Employee Stock Option Scheme of the Company at regular intervals. As a result, the paid-up equity share capital of the Company has increased to ₹ 9,19,26,448 divided into 4,59,63,224 equity shares of face value of ₹ 2 each as on March 31, 2023.

### 4. Current Period:

The orders on hand as on March 31, 2023 were at ₹ 922.07 crores as compared to ₹ 669.36 crores as on March 31, 2022.

### 5. Exports and Overseas Projects:

During the year under review, the Company achieved an export turnover of ₹ 14.42 crores as against ₹ 15.48 Crores, in the previous year. The export orders on hand as on March 31, 2023 are at ₹ 310.89 crores.

### 6. Dividend and Reserves:

During the Year under review, your Company has profit after tax of ₹ 1,958 lakhs (includes exceptional item of ₹ 10,539 lakhs). No dividend is recommended for the Year ending March 31, 2023 by the Board.

### 7. Subsidiary, Joint Ventures and Associate Companies:

As on March 31, 2023, your Company does not have any Subsidiary, Joint Venture or Associate Company. During the year under review, none of the Companies have become or ceased to be the Company's Subsidiary, Joint Venture and Associate Company.

### 8. Extract of Annual Return:

Pursuant to Section 92 (3) and Section 134 (3) (a) of the Act as amended read with Rule 12 (1) of the Companies

(Management and Administration) Rules, 2014, the Annual Return of the Company as on March 31, 2023 is available on the Company's website and the weblink for the same is [https://walchand.com/wp-content/uploads/2023/08/Form\\_MGT\\_7%20WIL%20pdf.pdf](https://walchand.com/wp-content/uploads/2023/08/Form_MGT_7%20WIL%20pdf.pdf).

#### 9. Management Discussion & Analysis:

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) is enclosed as **Annexure 'A'** to this report.

#### 10. Finance & Accounts:

##### (i) Fixed Deposits:

Your Company did not invite or accept deposits from the public during the financial year under review.

##### (ii) Income Tax Assessments:

Income tax Assessments u/s 143 (3) of Income Tax Act, 1961 up to the Assessment Year 2018-19 has been completed and the Assessment u/s 147 of the Act for A.Y. 2018-19 is in progress as on 31/03/2023. Appeal proceeding before Commissioner of Income Tax (Appeals) for Assessment Year 2014-15 to 2016-17 and A.Y. 2018-19 were in progress during the F.Y. 2022-23.

#### 11. Human Resources Development:

During the Financial Year 2022-23, as a part of process improvement, the HR Department has upgraded various forms, formats and policies to match the current business requirements. Also HR department has implemented digitalization and improved Keka HRIS process. As a part of Health & Wellness, various awareness programs were taken up for the employees at WNR.

**For employee Engagement, various fun activities are done:** Movies on Fridays, Musical Chair for women, Gudi Padwa Celebration, Hanuman Jayanti, Ramnavami, Diwali Celebrations, Fort Making competition for children and New Year Celebration, Women's Day celebration by Nari Shakti in WNR and in Corporate Office also and Dhuliwandan. Also celebrated Dr. Babasaheb Ambedkar Jayanti, Shri Chatrapati Shivaji Maharaj Jayanti and Mahavir Jayanti.

**For the Learning and development of members:** Training team had organized 55 training programs covering 1,288 Staff & workers (122 Man – days covering 454 M & S workmen, 221 Man – days covering 838 workers). Trained & certified 62 Workers for LPT level 1 Training. For multiskilling of workmen, Skill development programs were planned for 50 workmen in F.Y. 2022-23.

#### Hiring:

HR is adopting best hiring practices and using HRIS for preparing a resume database for developing a strong external

pool of talent. Structured Interviews (Competency-Based Interviews) and background checking of new joiners are being implemented for ensuring the hiring of good quality candidates. HR has signed MoU with the Defence Institute of Advanced Technology (DIAT), Pune for collaboration in problem-solving, Research and Development & Training of WIL members.

The true focus of Human Resources Management is motivating, bringing in Best HR Practices & retaining the best talent in the Industry.

#### 12. Directors' Responsibility Statement:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, the Directors hereby confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of March 31, 2023 and of the profit for the Year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company with its inherent weaknesses, work performed by the Internal, Statutory and Secretarial Auditors including audit of Internal Financial Controls over financial reporting by Internal/ External Auditors and the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the

Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the Year ended on March 31, 2023.

### 13. Corporate Governance:

Your Directors believe that Corporate Governance is the basis of stakeholder satisfaction. The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance Requirements as set out by the Securities and Exchange Board of India (SEBI). Your Company has obtained a certificate from Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Statutory Auditors, on compliance with Regulation 34 of Listing Regulations read with Schedule V of the Listing Regulations. The Report of Corporate Governance along with Certificate from the auditors of the Company regarding compliance of conditions of corporate governance is enclosed as **Annexure 'B'** to this Report.

### 14. Corporate Social Responsibility:

The Companies Act, 2013 mandates that every Company who meets certain eligibility criteria needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility activities. In view of losses, statutorily no amount is required to be spent by the Company. However, Corporate Social Responsibility is an integral part of the Company.

Over the years, the Company has taken and continues to take several initiatives to support Environment, Education and Health related activities in order to fulfill its corporate social commitments.

#### Health Activities:

Company has organized Medical Health Check-up camps for all employees and their family members wherein 102 persons have been benefitted and 47 M&S staff for heart-related issues, ECG, and a lipid profile test have been benefitted. Further Medical Camp was organized for women wherein 82 women from our WIL employees' families and school teachers attended. A medical camp was organized for women of Walchandnagar through the Nari Shakti Group, which is founded by women employees and Blankets were donated by to an orphanage by Nari Shakti Group.

#### Education:

The schools established by the Company continued to impart education up to Higher Secondary grade to children staying in Walchandnagar and nearby villages. Further, Company has provided 100% school fees concession to 3 students of demised workers. The Company also provided 50% school fee concession to 451 children of WIL Employees ward. Further, the Company has provided 25% fee concession to 20 teachers (SWV and PRI) and WSB employees' wards and

75% fee concession to 46 BCA teachers' wards. 1325 students were insured for Accidental happenings under UNI STUDY CARE Policy of United India Insurance Co. Ltd. Insurance Awareness Camp were organized for Employees by LIC and Bank of India, WNR. Financial Assistance was provided for medical reasons and payment of school fees of needy employees and students was done under BCA CARE Activity.

#### Environment:

To maintain a pollution free atmosphere and to spread awareness about environmental protection, the Company had undertaken proper care in maintaining the plantations in Walchandnagar.

On the eve of 51<sup>st</sup> National Safety Week, Instrumentation Division, Dharwad executed Cleaning Project.

The CSR Policy is available on the website of the Company and the link for the same is <https://walchand.com/wp-content/uploads/2022/07/Corporate-Restructuring-Policy.pdf>.

### 15. Energy conservation, Technology absorption & Foreign Exchange:

Pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules 2014, information on conservation of energy, technology absorption, foreign exchange earnings and out-go is enclosed as **Annexure 'C'** to this Report.

### 16. Personnel:

Employee relations remained harmonious and satisfactory during the year and your Board would like to place on record their sincere appreciation for sustained efforts and valued contribution made by all the employees of the Company.

### 17. Directors and Key Managerial Personnel:

#### 1) Independent Directors:

##### a) Declaration by Independent Directors:

Your Board has reviewed the declarations made by the Independent Directors and is of the view that they meet the criteria of Independence as provided in Section 149 of the Companies Act, 2013 and Rules made there under and Regulation 16 (1) of Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

##### b) Completion of Tenure of Independent Directors:

Mr. Dilip J. Thakkar had ceased to be the Director of the Company w.e.f. September 28, 2022 upon completion of his term as an Independent Director.

The Board places on record its appreciation for the assistance and guidance provided by him during his tenure as Director of the Company.

Mr. Jayesh Dadia was appointed as a Non-Executive Independent Director of the Company w.e.f. May 30, 2022 and Mr. G. S. Agrawal was appointed as a Whole Time Director of the Company w.e.f. August 02, 2022.

## 2) Retirement by rotation:

Pursuant to Article 86 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013, Mr. Chakor L. Doshi is due to retire by rotation at the 114<sup>th</sup> Annual General Meeting and being eligible, has offered himself for re-appointment.

Brief profile of the proposed appointees together with other disclosures in terms of Regulation 36 (3) of the Listing Regulations are mentioned in the Notice which is a part of this Annual Report.

The Company Vide Postal Ballot passed Special Resolution for Continuance of term of Non-Executive Director who shall attain the age of 75 years on September 15, 2023. Mr. Chakor L. Doshi, Non-Executive Director of the Company shall continue as Non-Executive Director of the Company after attaining the age of 75 years on September 16, 2023.

## 18. Number of Meetings of the Board:

The Board met seven (7) times during the year from April 01, 2022 to March 31, 2023 on May 30, 2022; August 02, 2022; August 29, 2022; October 21, 2022; November 09, 2022; February 13, 2023 and March 29, 2023.

## 19. Committees of the Board:

The Company has several Committees which have been constituted in compliance with the requirements of the relevant provisions of applicable laws and statutes.

- **Audit Committee** which comprises of two Independent Directors i.e. Mr. Jayesh Dadia (Chairman of Committee) and Dr. Anil Kakodkar (Member), and Chairman, Mr. Chakor L. Doshi (Member). Mr. Dilip J. Thakkar ceased to be a Chairman/ Member of the Committee w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as Independent Director. Mr. Jayesh Dadia was elected as the Chairman of the Committee w.e.f. September 29, 2022. Mrs. Rupal Vora was inducted as a member of the Audit Committee for the Audit Committee meeting held on February 13, 2023.
- **Stakeholders Relationship Committee** which comprises of two Independent Directors i.e.

Dr. Anil Kakodkar (Chairman of Committee) and Mr. Jayesh Dadia (Member) and Chairman, Mr. Chakor L. Doshi (Member). Mr. Dilip J. Thakkar ceased to be a Member of the Committee w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as Independent Director. Mr. Jayesh Dadia was elected as the Member of the Committee w.e.f. September 29, 2022.

- **Nomination & Remuneration Committee** which comprises of two Independent Directors i.e. Dr. Anil Kakodkar (Chairman of Committee), Mrs. Rupal Vora (Member) and Chairman, Mr. Chakor L. Doshi (Member). Mr. Dilip J. Thakkar ceased to be a Member of the Committee w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as Independent Director. Mrs. Rupal Vora was elected as the Member of the Committee w.e.f. September 29, 2022.
- **Corporate Social Responsibility Committee** which comprises of an Independent Director, Mrs. Rupal Vora (Chairperson of Committee), Managing Director & C.E.O., Mr. Chirag C. Doshi (Member) and Chairman, Mr. Chakor L. Doshi (Member).

## 20. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared. The Performance Evaluation of the Independent Directors was completed. Independent Directors Meeting/ Board Meeting considered the performance of Non-Independent Directors and the Committees and Board as a whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Nomination & Remuneration Committee has determined a process for evaluating the performance of every Director, Committees of the Board and the Board on an annual basis.

## 21. Vigil Mechanism:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, in compliance with Section 177 of the Companies Act 2013, and the Listing Regulations, the Board of Directors have formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism / whistle blower may be accessed on the Company's website at the link <https://walchand.com/wp-content/uploads/2022/07/Whistleblower-Policy.pdf>.

## 22. Particulars of Employees Remuneration:

- (A) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this Report as **Annexure 'D'**.
- (B) The information as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon the request by any member of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the said Annexure. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company. Upon such request, information shall be furnished.

## 23. Particulars of Contracts and Arrangements with Related Parties:

All Contracts/ arrangements/ transactions entered into by the Company during the Financial Year under review with related parties were on an arm's length basis and in the Ordinary Course of Business. There were no materially significant related party transactions which could have potential conflict with the interest of the Company at large. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

All Related Party Transactions were placed before the Audit Committee for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at the following link: <https://walchand.com/wp-content/uploads/2022/07/Related-Party-Transaction-Policy.pdf>.

Your Directors draw attention of the members to Note no. 48 to the Financial Statements which sets out related party disclosures.

## 24. Nomination & Remuneration Policy:

The Board has framed a policy on the recommendation of the Nomination & Remuneration Committee, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection, appointment and remuneration of Board Members / Key Managerial Personnel and other senior employees.

## Objectives:

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the Listing Regulations.

### The Key Objectives of the Committee are:

- to formulate guidelines in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- to recommend to the Board, the Remuneration payable in whatever form to all the Directors, Key Managerial Personnel and Senior Management.

### Role of Committee:

The role of the Committee is explained in the Corporate Governance Report.

### Nomination Duties:

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness.
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013 and SEBI Guidelines.
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board.
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan.
- Evaluating the performance of the Board and Independent Directors.
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an

employee of the Company subject to the provision of the law and their service contract.

- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- j) Recommend any necessary changes to the Board.
- k) Considering any other matters as may be requested by the Board.
- l) For every appointment of an Independent Director, the Committee to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required by an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.

#### Remuneration Duties:

The duties of the Committee in relation to remuneration matters include:

- a) to consider and determine the Remuneration Policy, based on the performance and also bear in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) to approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) to consider any other matters as may be requested by the Board.
- e) to consider and recommend to the Board, professional indemnity and liability insurance for Directors and senior management.

The Nomination and Remuneration policy is available on the website of the Company and the weblink for the same is <https://walchand.com/wp-content/uploads/2022/07/Nomination-Remuneration-Committee-Policy.pdf>.

#### 25. Risk Management:

Risk Management policy was approved in the Board Meeting wherein all material risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

#### 26. Internal Financial Control Systems:

Details of the Internal Financial Control Systems is explained in the "Management Discussion and Analysis" which is enclosed as **Annexure 'A'** to this report.

#### 27. Insurance:

The properties, stocks, stores, assets, etc. belonging to the Company continue to be adequately insured against fire, riot, civil commotion etc.

#### 28. Dematerialization of Shares:

The Company's shares are listed on BSE Limited and National Stock Exchange of India Ltd. and the Company's Registrar and Share Transfer Agent has connectivity with National Securities Depository Ltd. & Central Depository Services (India) Ltd. The ISIN is INE711A01022. As on March 31, 2023, total dematerialized equity shares are 4,55,50,199 representing 99.10%.

#### 29. Company's Website:

The Company has its website namely [www.walchand.com](http://www.walchand.com). The website provides detailed information about the business activity, locations of its offices and all other information as required under SEBI (LODR) Regulations. The Quarterly Results, Annual Reports, Shareholding Patterns and Investor Presentations, all other communication with the Stock Exchanges and various policies are placed on the website of the Company and the same are updated periodically.

#### 30. Means of Communication:

The Company has designated [investors@walchand.com](mailto:investors@walchand.com) as an email id for the purpose of registering complaints by investors and has displayed the same on the website of the Company.

### 31. Auditors and Auditor's Report:

#### Statutory Auditor:

M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, was appointed for their second term in the 113<sup>th</sup> Annual General Meeting (AGM) as Statutory Auditors of the Company to hold office from the conclusion of the 113<sup>th</sup> AGM until the conclusion of the 118<sup>th</sup> AGM.

#### Auditors Report:

The notes forming part of the accounts referred in the Auditors' Report are self explanatory and give complete information. There are no qualifications, reservation or adverse remarks made by the Statutory Auditors in the Audit Report.

#### Cost Auditors and Cost Audit Report:

M/s. S. R. Bhargave & Co., Cost Accountants have been duly appointed as the Cost Auditors for conducting Cost Audit in respect of products manufactured by the Company which are covered under the Cost Audit Rules for current financial year ending March 2024. They were also the Cost Auditors of the Company for the previous year ended March 2023. As required by Section 148 of the Companies Act 2013, necessary resolution has been included in the Notice convening the Annual General Meeting, seeking ratification by the Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 2024.

The Cost Audit Reports for the financial year ended March 2023, will be filed within the stipulated time i.e. on or before September 30, 2023.

#### Secretarial Auditors and Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. V. N. Deodhar & Company, Practicing Company Secretary, to undertake Secretarial Audit of the Company for the year April 01, 2022 to March 31, 2023. The Secretarial Audit Report for the year ended March 31, 2023 is annexed herewith marked as **Annexure 'E'** to this Report. No observations/ qualifications/ reservations/ adverse remarks were made by M/s. V. N. Deodhar & Company, Secretarial Auditors of the Company in their report. The Board has re-appointed M/s. V. N. Deodhar & Co. as Secretarial Auditors for the Financial Year 2023-24 also.

#### Reporting of Frauds by Auditors:

During the year under review, the Statutory Auditors, the Secretarial Auditors or the Cost Auditors have not reported to the Audit Committee, under Section 143 (12) of the

Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board's Report.

### 32. Particulars of Loans, Guarantees or Investments by Company:

Particulars of Loans given, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements (Please refer Notes to the Financial Statements).

### 33. Employees Stock Option Scheme:

With the perspective of promoting the culture of ownership and to attract, retain, motivate and incentivize senior as well as critical talent, the Company has approved "WIL - Employees Stock Option Plan 2020".

The Nomination and Remuneration Committee inter alia administers and monitors Employees' Stock Option Scheme of the Company and from time to time, grants stock options to the employees.

The Scheme is in line with the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"). The certificate from the Practicing Company Secretary confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's Employees Stock Option Scheme Plans has been received and will be available for inspection through electronic mode. Any member interested in obtaining the same may write to the Company Secretary and the same will be furnished on request.

### 34. Prevention of Sexual Harassment of Women at Workplace:

Your Company has in place "Prevention of Sexual Harassment Policy" in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. 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.

### 35. Secretarial Standards:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

**36. Familiarization Programme for Independent Directors:**

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth which would facilitate their active participation in managing the Company, the Company arranges familiarization programmes for Independent Directors. The details of such familiarization programmes for Independent Directors are posted on the website of the Company viz. <https://walchand.com/wp-content/uploads/2023/03/FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf>.

**37. General:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. No significant or material orders were passed by the Regulators/ Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

**38. Acknowledgements:**

Your Directors wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Your Directors also place on record their sincere appreciation for the assistance and co-operation received from the banks, financial institutions, customers, suppliers and the shareholders from time to time.

For & on behalf of the Board of Directors

**Sd/-**

**Chirag C. Doshi**  
**Managing Director & CEO**  
**DIN: 00181291**

**Sd/-**

**G. S. Agrawal**  
**Whole Time Director & Company**  
**Secretary**  
**DIN: 00404340**

**Registered Office:**

3, Walchand Terraces,  
 Tardeo Road,  
 Mumbai - 400 034.  
 Date: May 25, 2023

## Annexure 'A' to Director's Report

### MANAGEMENT DISCUSSION AND ANALYSIS

#### Economic Overview

Recovering from the pandemic-induced contraction, effects of the Russian-Ukraine conflict and inflation, the Indian economy staged a broad based recovery across sectors thereby tending towards the pre-pandemic growth path in FY23. India's GDP growth is expected to remain robust in FY24 as well. GDP forecasts for FY24 by various Indian and global agencies are in the range of 6-6.5 %. Private consumption in H1 of FY 23 was the highest since FY15 and this led to a boost to production activity resulting in enhanced capacity utilization across sectors. The capital expenditure of central government and the strengthening of the balance sheets of the corporates have been some of the growth drivers of the Indian economy in FY 23. Retail inflation was back within RBI's target range since November 2022 which has considerably eased concerns around an entrenched inflationary trend as has been seen in other major global economies. The Indian Rupee performed well compared to other emerging market economies across most of FY 23 thereby providing succour on the import front. Deft management of oil supplies from Russia has ensured that India has not been exposed to the vagaries of the so called energy crisis that most of the developed world especially Europe went through the early part of FY 23. The economic growth is expected to receive a boost from the expansion of public digital platforms and measures to ramp up manufacturing output. Extension of PLI scheme to cover more and more sectors hitherto not focussed upon for ramp up in manufacturing output as well as further coverage of defence related hardware in the negative imports list are policy steps in the right direction.

#### Impact on WIL & notable achievements

The ongoing Russia-Ukraine war resulted into an adverse impact on the global economy, disrupted supply chains and caused a surge in commodity prices; which ultimately led to higher input costs and volatility in material prices. This is where the balanced business portfolio of your company played an important role in cushioning the impact. The stress in margins seen in industrial products was partially negated by the resilient margins in the strategic sectors. It also helped that most of the order booking especially for the industrial products businesses for FY 22-23 happened in H1 wherein the cost inflation was passed on through price increases. We did reap the benefits of this in H2 when the prices of commodities especially steel softened/stabilized to some extent. As far as capital goods are concerned, many core industrial sectors saw healthy growth with the government's continued thrust on infrastructure development. Sectors like cement, specialty chemicals, sugar which are sources for WIL's orders registered a sustained growth momentum reflecting in higher CAPEX spends compared to FY22. The index of industrial production (IIP) and the purchasing manager's index for manufacturing (PMI) stayed vibrant throughout FY 23. The year also bought along with it significant business opportunities which is reflected in healthy order booking in the Gear and Crushing & Grinding businesses. The Centrifugals business which caters to the Sugar industry also saw a record of order volumes not seen in the past 10 years (primarily due to CAPEX

upswing in the Sugar sector which had seen muted activity during the pandemic years and which was also buoyed by the ethanol blending policy). The long gestation orders in the Nuclear Plant Equipment business also fructified and this puts WIL in an enviable position with a full order book in this niche business for the next 3-4 years. WIL continues to consolidate its position in its flagship and strategic businesses i.e. Defence and Aerospace which will be the mainstay of its focus, investment and innovation in the years ahead. A few key achievements in the year gone by are as follows:

- 1) Successful qualification in 4 new missile programs thereby making WIL qualified for a total of 10 missile programs of DRDO.
- 2) Received the first sample batch order of ASTRA missile, full-fledged production to take off shortly.
- 3) Successful development, manufacturing, testing and delivery of missile launchers for strategic programs.
- 4) Successful manufacturing and delivery of key sub-assemblies of "Crew Escape System" for the human space flight program Gaganyaan).
- 5) Major share in the manufacturing, delivery and assembly of core equipment for the first ultrasonic wind tunnel for ISRO.
- 6) Successfully booked orders worth INR 250 Crore plus for core Nuclear Power Plant Equipment – Reactor Header, Calandria, End Shields, Heat Exchangers.
- 7) INR 50 Crore plus order booking in both Gear and Crushing & Grinding Solutions businesses. 100 plus Centrifugal Machines orders successfully won.

#### Performance Overview

Summary of the revenue & profitability for FY 2022-23 as compared to previous financial year is tabulated below:

(₹ In Lakhs)

Particulars	FY 2022-23	FY 2021-22
Total Income	34,435.24	33,188.00
EBIDTA (Before Exceptional Items & Exchange Currency fluctuations)	(1,716.09)	5,390.00
EBIDTA (After Exceptional Items & Exchange Currency fluctuations)	9,302.73	5,480.00
Profit / (Loss) Before Tax (PBT)	1,958.04	(3,807.00)
Profit / (Loss) After Tax (PAT)	1,958.04	(3,807.00)
Cash Profit / (Loss) (Including Exceptional Items)	7,258.62	(1,234.86)
Cash Profit / (Loss) (Excluding Exceptional Items)	(3,280.68)	(1,234.86)
Fully diluted EPS	4.26	(10.00)

**Cash Profit = PAT + Depreciation + Provision for doubtful debts(excl. bad debts)**

(All figures in INR lakhs except EPS, which is an absolute number)

WIL has a healthy order book of INR 909 Crore as on 31<sup>st</sup> March 2023. This value is almost 36% higher than the corresponding value at the beginning of FY23. Out of the new orders booked in FY 23 (INR 472 Crore), the highest numbers came from Nuclear (INR 254 Crore) followed by Crushing & Grinding Solutions (INR 88 Crore) and Gear (INR 50 Crore). The order portfolio is quite well balanced at the moment with 52% by value coming from strategic businesses and the rest from industrial products. It will be your company's topmost priority to grow the order book even further in FY24. Factors like near to mid-term probability for scaling up of new missile programs, diversification of industry base in Crushing & Grinding Solutions, deepening relationship with DRDO and NPCIL would aid in the same laying the base for scaling up of the revenue in the period ahead. There is also a lot of emphasis going to be laid on exports with the current geopolitical situation opening up new opportunities.

### Human Resources Development

Market volatility also caused considerable attrition in some of the industry sectors. While WIL also faces these market risks, our HR team has ensured that sourcing of the right talent has not been a constraint for us. Your company plans to revive some of the practises that faced hindrances during the pandemic years like "Graduate Engineer Trainee" program, "Diploma Engineer Trainee" program to have a constant feed of young talent and fresh ideas into our ecosystem. As has been mentioned elsewhere, a critical look at the organization structure across business and functions, identification of skill gaps, succession planning and attrition management are areas which we continue to focus upon on an ongoing basis. In order to have interoperability across locations, we would also be strengthening the mechanism of inter-location transfer of manpower (specifically workmen) so that there is better diversity, sharing of best practises and optimal utilization of human resources.

### Risk Management & Control

Your company diligently assesses the risks & plans for mitigation every year during our annual business planning sessions. Periodic reviews ensure a check on the impact & implementation of the mitigation plan. Types of risks & priorities get modified with the changing business profile, economic scenario, and other critical external and internal factors. With a clear strategic decision, WIL has decided to become future ready, have a system driven approach for processes & process automation wherever possible to reduce the procedural delays. In the current scenario, WIL has adopted a balanced approach of stringent project management in case of newly acquired manufacturing orders and phase-wise completion & clearance of legacy EPC projects to effectively mitigate the risk.

In addition to the above, our internal audit function continues to have Risk Based Internal Audit (RBIA) for end-to-end processes & necessary control, transaction audit to ensure monetary transactional accuracy, and accounting & control audits for various process transactions in the ERP system for ensuring proper discipline in the system.

Another critical area which is being addressed is the fool-proof ring-fencing of your company's intellectual assets, IT systems and associated hardware/software from malicious threats emanating from cyberspace. A comprehensive assessment of the risks involved

is already in progress with mitigatory action planned in a phase-wise manner.

### Technology Upgradation & Product Development

WIL continues to improve our manufacturing capabilities through automation as well as manual process improvements. Especially, our product business portfolio has tremendous scope for product development by offering IOT solutions, improved aesthetics & product performance to the customer. Strategic businesses are focusing towards improving manufacturing efficiency & quality with the help of improved tooling, work centre arrangement & plant layout, welding improvements, etc. Development and successful deployment of the 2000 kg centrifugal machine and design & fabrication of the jacketed kiln solution for the Fluorochemicals sector have been prime examples of product development in the last fiscal year. Your company continues to broaden its already strong footprint in the strategic sectors too with 4 new qualifications for missile programs and participation in new flight hardware development for ISRO. On the process/workflow automation front, your company is happy to announce that it has now moved on to a fully automated "Supplier Relationship Management (SRM)" platform which was custom developed for WIL by Salesforce Inc. Also the Business intelligence (BI) platform has now been made operational in such a way that critical operating and financial parameters are now being tracked at the relevant business head levels on a real time basis thus leading to prudent decision making, corrective actions, etc.

### Strategic Initiatives

To lay down a strong foundation for sustainable growth of the company and the strategic directions planned to achieve those, your company undertook certain strategic initiatives in FY 23 which would also be continued in the current fiscal year. These primarily include optimization of plant capacity utilization and throughout by following the "one plant" concept, interoperability between businesses in terms of resources (men, machines) at the plant level. We are also planning to undertake collaborative consultations with industry bodies and associations (one example is Indian Institute of Foundrymen) for benchmarking our manufacturing processes, layout and equipment with the best in industry and take steps towards superior quality, aesthetics and execution. A sustained "Communication and Branding" initiative has also been set in motion to improve visibility of your company via media and social media outreach with the objective of being looked upon as a strategic business partner and a great place to work.

### Cautionary Statement

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, expectations, estimates or forecasts which may be "forward-looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, inter alia, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

## ANNEXURE 'B' TO DIRECTORS' REPORT

### REPORT ON CORPORATE GOVERNANCE:

#### (1) A brief statement on Company's philosophy on Code of Governance:

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation.

The Company's commitment for effective Corporate Governance continues and the Company has always been at the forefront of benchmarking its internal systems and policies within accepted standards so as to facilitate the creation of long term value for all stakeholders. The Company has Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Finance Committee, Corporate Social Responsibility Committee, Committee of Independent Directors, and these Committees report to the Board of Directors about the tasks assigned to them.

The Board discontinued Allotment Committee and Committee of Directors for Capital Issue w.e.f. September 30, 2022.

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### (2) Board of Directors:

As on March 31, 2023, the Board of Directors comprised of a Non-Executive Chairman, a Managing Director & CEO, a Whole-Time Director and 3 Independent Non-Executive Directors including a Woman Director. The composition of the Board of Directors is in conformity with the relevant provisions of the Companies Act, 2013 (Companies Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Non-Executive Directors are professionals and have vast experience in the fields of industry operations, accounts, finance, taxation, administration, management and Research & Development, bringing a wide range of expertise and experience to the Board.

As required under the Listing Regulations, 2015, the Directors Report' includes the Report on "Management Discussion and Analysis" as **Annexure 'A'** to Directors' Report. The Board Members are presented with proper notes along with the Agenda papers 7 days / 2 days in advance before the meeting. Information covering the matters listed as per Regulation 17 read with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided to the Board as a part of Agenda papers.

The details of Directors on the Board of the Company during the Financial Year from April 01, 2022 to March 31, 2023 are given below:

#### Information on Board of Directors

Name of Director	Category / Designation	No. of Board Meetings held	Attendance (01.04.2022 to 31.03.2023)		No. of Directorships in other Public Ltd Cos #	Chairmanship / Membership of Committees in other Public Ltd Cos. \$		No. of Shares held by Non-Executive Directors	Remuneration paid / payable to Directors (₹ in Lakhs)			
			Board Meetings	Last AGM		Chairmanship	Membership		Sitting Fees	Salaries & Perquisites	Commission	Total
Mr. Chakor L. Doshi §	C – NED	7	7	Yes	1	-	-	60800	8.5	-	-	8.5
Mr. Dilip J. Thakkar §	I - NED	3	3	Yes	4	2	2	-	4.5	-	-	4.5
Dr. Anil Kakodkar	I - NED	7	6	Yes	2	-	-	-	7.5	-	-	7.5
Mrs. Rupal Vora	I - NED	7	7	Yes	8	5	4	-	5.5	-	-	5.5
Mr. Jayesh Dadia *	I - NED	7	7	Yes	-	-	-	-	5.5	-	-	5.5
Mr. Chirag C. Doshi §	MD & CEO	7	7	Yes	1	-	2	-	-	139.27	-	139.27
Mr. G. S. Agrawal **	WTD	6	6	Yes	-	-	-	-	-	41.54	-	41.54

## Notes:

1. "C-NED" Chairman – Non-Executive Director "NED" Non-Executive Director  
 "I-NED" Independent Non-Executive Director "MD & CEO" Managing Director & Chief Executive Officer  
 "WTD" Whole Time Director
2. The Board meets at least once in a quarter to review the quarterly performance and the financial results and other items on the agenda, which are circulated to all the Directors 7 days in advance except items of Agenda which are in the nature of Unpublished Price Sensitive Information are circulated 2 days in advance. During the Financial Year from April 01, 2022 to March 31, 2023, Seven Board Meetings were held on May 30, 2022; August 02, 2022; August 29, 2022; October 21, 2022; November 09, 2022; February 13, 2023 and March 29, 2023 and the maximum gap between two Board meetings did not exceed 120 days.
3. All the Board and Committee meetings were held physically and by audio-visual means except the meetings held on 29.08.2022; 21.10.2022 and 29.03.2023 which were held only through audio-visual means.
4. There were no other pecuniary relationships or transactions of Non-Executive Directors with the Company.
5. \$ Mr. Dilip J. Thakkar ceased to be a Director of the Company on completion of his 2<sup>nd</sup> term of appointment on September 28, 2022.
6. \* Mr. Jayesh Dadia was appointed as Non-Executive Independent Director of the Company w.e.f. May 30, 2022.
7. \*\* Mr. G. S. Agrawal was appointed as Whole Time Director of the Company w.e.f. August 02, 2022.

# Excludes Directorship in Private Limited Companies which are not subsidiaries of Public Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

\$\$ Figures include Committee positions in Audit Committee and Stakeholders Relationship Committee only.

§ Except Mr. Chirag C. Doshi, Managing Director & CEO, son of Mr. Chakor L. Doshi, Chairman, no other directors have any inter-se relationship with the other Directors of the Company.

#### Core skills/ expertise/ competencies available with the Board:

The following skills/ expertise/ competencies have been identified by the Board of Directors as required in the context of the Company's aforesaid business(es) for it to function effectively and those available with the Board as a whole:

- a) Financial / Taxation Skills
- b) Legal / Regulatory Skills
- c) Leadership / Operational Experience
- d) Board Service and Governance
- e) Strategic Planning / Risk Management
- f) Industry / Business Experience
- g) Global Business

**The following are the details of the listed entities in which the Director is a Director, category of Directorship and their area(s) of expertise:**

Sr. No.	Name of the Director	Directorship held in other listed entities	Area of Expertise	Category of Directorship
1.	Mr. Chakor L. Doshi	Bombay Cycle & Motor Agency Limited	<ol style="list-style-type: none"> <li>a) Leadership / Operational Experience</li> <li>b) Board Service and Governance</li> <li>c) Strategic Planning / Risk Management</li> <li>d) Industry / Business Experience</li> <li>e) Global Business</li> </ol>	Non-Executive Director

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Directorship held in other listed entities</b>	<b>Area of Expertise</b>	<b>Category of Directorship</b>
2.	Dr. Anil Kakodkar	Triveni Turbines Ltd.	<ul style="list-style-type: none"> <li>a) Leadership / Operational Experience</li> <li>b) Board Service and Governance</li> <li>c) Industry / Business Experience</li> <li>d) Global Business</li> <li>e) Strategic Planning / Risk Management</li> </ul>	Non-Executive – Independent Director
3.	Mr. Jayesh Dadia		<ul style="list-style-type: none"> <li>a) Financial / Taxation Skills</li> <li>b) Board Service and Governance</li> <li>c) Legal / Regulatory Skills</li> <li>d) Strategic Planning / Risk Management</li> </ul>	
4.	Mrs. Rupal Vora	Bombay Cycle & Motor Agency Limited Geecee Ventures Limited Saraswati Commercial (INDIA) Limited Winro Commercial (INDIA) Limited Aarti Pharmed Labs Limited	<ul style="list-style-type: none"> <li>a) Financial / Taxation Skills</li> <li>b) Legal / Regulatory Skills</li> <li>c) Board Service and Governance</li> <li>d) Strategic Planning / Risk Management</li> </ul>	Non-Executive – Independent Director Non-Executive – Independent Director Non-Executive – Independent Director Non-Executive – Independent Director Non-Executive – Independent Director
5.	Mr. Chirag C. Doshi	Bombay Cycle & Motor Agency Limited	<ul style="list-style-type: none"> <li>a) Financial / Taxation Skills</li> <li>b) Leadership / Operational Experience</li> <li>c) Board Service and Governance</li> <li>d) Strategic Planning / Risk Management</li> <li>e) Industry / Business Experience</li> <li>f) Global Business</li> </ul>	Chairman & Managing Director
6.	Mr. G. S. Agrawal	-	<ul style="list-style-type: none"> <li>a) Financial / Taxation Skills</li> <li>b) Legal / Regulatory Skills</li> <li>c) Board Service/ Corporate Governance / Compliance</li> <li>d) Strategic Planning / Risk Management</li> </ul>	

Details of familiarization programme for Independent Directors are available on the website of the Company and can be accessed through web link <https://walchand.com/wp-content/uploads/2023/03/FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf>.

Board of Directors confirm that in their opinion, Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

#### Code of Conduct:

The Board adopted Code of Conduct for all Board Members and Senior Management of the Company. The said Code of Conduct is posted on the Website of the Company ([www.walchand.com](http://www.walchand.com)).

All Board members and Senior Management personnel have affirmed compliance with the Code on an annual basis and a declaration to this effect by Managing Director and CEO is attached to this report.

#### CEO/CFO Certification:

As required under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director & CEO and Chief Financial Officer of the Company have certified to the Board on the financial statements for the period ended March 31, 2023 and the same is attached to the Report.

### (3) Audit Committee:

#### Brief description of Terms of Reference:

The terms of reference of Audit Committee of the Company inter-alia includes the following:

- 1) oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending to the Board the appointment, re-appointment, remuneration and terms of appointment of auditors of the Company.
- 3) Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval.
- 4) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

- 5) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- 6) To approve transactions and subsequent modification(s) to the transactions of the Company with related parties.
- 7) To scrutinize inter-corporate loans and investments of the Company.

#### Composition and Attendance at meetings:

As on March 31, 2023, Audit Committee of the Board comprises of 3 Non-Executive Directors namely Mr. Jayesh Dadia, Dr. Anil Kakodkar and Mr. Chakor L. Doshi, out of which two are Independent Directors. Mr. Jayesh Dadia was elected as Chairman of the Audit Committee and the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been complied with.

The Committee is authorized by the Board in the manner as envisaged under Regulation 18 (2) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Committee has been assigned task under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Committee reviews the information as listed under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Attendance of Directors at the Audit Committee Meeting held during the Financial Year under review:		
Name of Director	No. of Meetings held	No. of Meetings attended
** Mr. Jayesh Dadia	4	4
Dr. Anil Kakodkar	5	4
Mr. Chakor L. Doshi	5	5
* Mr. Dilip J. Thakkar	2	2
*** Mrs. Rupal Vora	1	1

\* Mr. Dilip J. Thakkar ceased to be a Chairman / Member of the Committee w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as an Independent Director.

\*\* Audit Committee was reconstituted on September 29, 2022 and Mr. Jayesh Dadia was appointed as the Chairman of the Committee.

\*\*\* Mrs. Rupal Vora was inducted as a member of the Audit Committee for the Audit Committee meeting held on February 13, 2023.

Five Audit Committee Meetings were held during the Financial Year 2022-23 on May 30, 2022; August 02, 2022; November 09, 2022; February 13, 2023 and March 29, 2023.

The necessary quorum was present for all the meetings.

Mr. Dilip J. Thakkar, Chairman of the Audit Committee was present at the Annual General Meeting held on September 28, 2022 through Video Conferencing and thereafter he ceased to be the Chairman/ Member of the Committee.

Managing Director & CEO, Chief Financial Officer, Statutory Auditors and Chief Internal Auditor are the permanent invitees of the Audit Committee. Other members of the Senior Management have attended when invited to the meetings. The Cost Auditor is invited to attend the Meeting of the Audit Committee when the Cost Audit Report is placed before the Committee. Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended the meetings as a Secretary of the Committee. All the members of the Audit Committee are financially literate and possess the requisite accounting and related financial management expertise.

**(4) Nomination & Remuneration Committee:**

**Brief description of Terms of Reference:**

The terms of reference of Nomination & Remuneration Committee of the Company *inter-alia* includes the following:

- a) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- b) To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- c) Formulate criteria for evaluation of Independent Directors and the Board of Directors.
- d) To devise a policy on Board diversity.
- e) Identify persons who are qualified to become Directors and who may be appointed as Senior Management in accordance with the criteria laid down in this policy.
- f) To recommend to the Board, the appointment and removal of Directors and Senior Management.
- g) To carry out evaluation of Director's performance and recommend to the Board appointment/ removal based on his/ her performance, against the criteria laid down.
- h) To recommend to the Board, all remuneration in whatever form payable to Senior Management.
- i) For every appointment of an independent director, evaluate the balance of skills, knowledge and

experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may (a) use the services of external agencies, if required; (b) consider candidates from a wide range of backgrounds having due regard to diversity; and (c) consider the time commitments of the candidates.

**Composition and Attendance at meetings:**

As on March 31, 2023, Nomination & Remuneration Committee of the Board comprises of Mr. Chakor L. Doshi and two Independent Directors viz., Mrs. Rupal Vora and Dr. Anil Kakodkar. Dr. Anil Kakodkar is the Chairman of the Committee. Mr. G. S. Agrawal, Whole Time Director & Company Secretary acts as the Secretary to the Nomination & Remuneration Committee.

<b>Attendance of Directors at the Nomination &amp; Remuneration Committee Meeting held during the Financial Year under review:</b>		
<b>Name of Director</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>
Dr. Anil Kakodkar	3	3
* Mr. Dilip J. Thakkar	2	2
Mr. Chakor L Doshi	3	3
** Mrs. Rupal Vora	1	1

\*Mr. Dilip J. Thakkar ceased to be a Member of the Committee w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as an Independent Director.

\*\* Nomination & Remuneration Committee was reconstituted on September 29, 2022 and Mrs. Rupal Vora was appointed as the Member of the Committee.

Three Nomination & Remuneration Committee Meetings were held during the Financial Year 2022-23 on May 30, 2022; August 02, 2022; and February 13, 2023. The necessary quorum was present at the meeting.

**Performance evaluation criteria for Independent Directors:**

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

**Nomination & Remuneration Policy:**

Nomination and Remuneration Policy is available on the website of the Company and the weblink for the same is <https://walchand.com/wp-content/uploads/2022/07/Nomination-Remuneration-Committee-Policy.pdf>.

Non-Executive Directors have not drawn any remuneration from the Company except as mentioned in Item no. 2 above. The total amount of sitting fees paid to Non-Executive Directors during the year was ₹ 31.50 Lakhs.

**Details of remuneration paid to Executive Director:**

**The details of remuneration paid / provided for Mr. Chirag C. Doshi for the Financial Year 2022-23 is as follows:**

**Amount paid / payable (₹ in Lakhs)**

Details	Mr. Chirag C. Doshi Managing Director & CEO
Salary	85.20
Perquisites	43.99
Contribution to P.F. and Superannuation	7.20
Gratuity	2.88
Commission	-
<b>Total</b>	<b>139.27</b>

The additional information in respect of Mr. Chirag C. Doshi, Managing Director & CEO is as under:

Service Contract	: Three Years
Notice Period	: Six Months.
Severance fees	: Not Applicable.
Stock options	: Not Applicable.

**The details of remuneration paid / provided for Mr. G. S. Agrawal for the Financial Year 2022-23 is as follows:**

**Amount paid / payable (₹ in Lakhs)**

Details	Mr. G. S. Agrawal Whole Time Director & Company Secretary
Salary	34.62
Perquisites	6.93
Contribution to P.F. and Superannuation	-
Gratuity	-
Commission	-
<b>Total</b>	<b>41.54</b>

The additional information in respect of Mr. G. S. Agrawal, Whole Time Director & Company Secretary is as under:

Service Contract	: Three Years
Notice Period	: Six Months.
Severance fees	: Not Applicable.
Stock options	: Applicable.

**(4) Stakeholders Relationship Committee:**

Brief description of Terms of Reference:

The terms of reference of Stakeholders Relationship Committee of the Company inter-alia includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

**Composition and Attendance at meetings:**

As on March 31, 2023 Stakeholders Relationship Committee of the Board comprises of 3 Non-Executive Directors namely Mr. Chakor L. Doshi, Dr. Anil Kakodkar and Mr. Jayesh Dadia. Dr. Anil Kakodkar, Non-Executive Director is the Chairman of the Committee. The composition of the Committee meets the requirement of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. G. S. Agrawal, Whole Time Director & Company Secretary and Compliance Officer acts as the Secretary of the Committee Meeting.

Dr. Anil Kakodkar, Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on September 28, 2022 through Video Conferencing.

During the Financial Year 2022-23, no complaint was received from the shareholders. The details are given hereunder:

Sr. No.	Nature of Complaint	Pending as on 01.04.2022	Received during the Financial Year	Redressed during the Financial Year	Pending as on 31.03.2023
1	Stock Exchanges	0	0	0	0
2	SEBI – Scores	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Attendance of Directors at the Stakeholders Relationship Committee Meeting held during the Financial Year 2022-23 is as under:**

Name of Director	No. of Meetings held	No. of Meetings attended
Dr. Anil Kakodkar	1	1
*Mr. Dilip J. Thakkar	1	1
Mr. Chakor L. Doshi	1	1
** Mr. Jayesh Dadia	0	0

During the Financial Year 2022-23 under review, one Stakeholders Relationship Committee Meeting was held on May 30, 2022 through Video Conferencing. The necessary quorum was present at the meeting.

\* Mr. Dilip J. Thakkar ceased to be a Member of the Committee w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as an Independent Director.

\*\* Stakeholders Relationship Committee was reconstituted on September 29, 2022 and Mr. Jayesh Dadia was appointed as the Member of the Committee.

Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended the meeting as the Secretary of the Committee.

**(6) Share Transfer Matters:**

In order to ensure prompt service to the Shareholders, the Board of Directors have given authority to the Managing Director & CEO of the Company together with Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent of the Company to approve matters concerning share transfer / transmission, consolidation of shares etc. and all other functions as delegated to Stakeholders Relationship Committee except replacement of lost / stolen / mutilated share certificates which is only approved by the Board of Directors of the Company.

**(7) Risk Management Committee:**

As on March 31, 2023 Risk Management Committee of the Board comprises of senior executives of the company namely Mr. Chirag C. Doshi, Managing Director & CEO; Mr. Sandeep Jain, Chief Financial Officer and Mr. Anil Vasant Gabhe, Chief Internal Auditor. Mr. G. S. Agrawal, Whole Time Director & Company Secretary acts as the Secretary of the Committee.

As per SEBI (LODR) (Amendment) Regulations, 2018, constitution of Risk Management Committee is applicable to top 500 listed entities determined on the basis of market capitalization, as at the end of the immediately previous financial year. Hence, it is not mandatory for our Company to constitute Risk Management Committee. However, the Company has voluntarily constituted the Committee and the composition of the Committee meets the requirement of the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Managing Director & CEO is responsible for defining, implementing and review of risk management processes within WIL. The Chief Internal Auditor provides updates to the Board on key risks faced by the Company and the relevant mitigation actions. Risk Management policy has been approved by the Board wherein all material Risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

During the Financial Year 2022-23 under review, no Risk Management Committee Meeting was held.

**(8) Finance Committee:**

The Board of Directors formed Finance Committee to consider and approve borrowing proposals referred / delegated to it by the Board. During the financial year 2010-2011, the powers and responsibilities of Finance Committee were extended in respect of (i) Opening of new Bank Accounts and / or Closure of the Bank Accounts; (ii) Authorizing executives of the Company to operate the bank accounts; (iii) Revision in Authorized Signatories to operate existing Bank Accounts of the Company; (iv) Availing Internet Banking facilities including e-commerce and / or closure of Internet banking facilities, authorizing executives of the company to operate the said facilities and revision in authorized signatories for operating the said facilities; (v) Authorizing executives of the Company for dealing in Forward Contracts on behalf of the Company and authorize the executives for executing the documents under Common Seal of the Company for availing the said facilities, from time to time.

**Composition and Attendance at meetings:**

As on March 31, 2023, Finance Committee of the Board comprises of three Directors viz. Mr. Chakor L. Doshi, Mr. Jayesh Dadia and Mr. Chirag C. Doshi. Mr. Jayesh Dadia is the Chairman of the Committee.

Mr. Dilip J. Thakkar ceased to be a Member of the Committee w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as an Independent Director.

Finance Committee was reconstituted on September 29, 2022 and Mr. Jayesh Dadia was appointed as the Chairman of the Committee.

During the Financial Year 2022-23 under review, no Finance Committee Meeting was held.

**(9) Corporate Social Responsibility Committee:**

Brief description of Terms of Reference:

The terms of reference of Corporate Social Responsibility Committee of the Company inter-alia includes the following

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
- To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- To monitor the Corporate Social Responsibility Policy of the company from time to time.

**Composition and Attendance at meetings:**

As on March 31, 2023 the members of the CSR Committee are Mrs. Rupal Vora; Mr. Chakor L. Doshi and Mr. Chirag C. Doshi. Mrs. Rupal Vora is the Chairperson of the Committee.

<b>Attendance of Directors at the Corporate Social Responsibility Committee Meeting held during the Financial Year are as under:</b>		
<b>Name of Director</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>
Mrs. Rupal Vora	1	1
Mr. Chirag C. Doshi	1	1
Mr. Chakor L. Doshi	1	1

During the Financial Year 2022-23 under review, one meeting of Corporate Social Responsibility was held on May 30, 2022. The necessary quorum was present at the meeting. Mr. G. S. Agrawal, Whole Time Director & Company Secretary attended the meeting as the Secretary of the Committee.

**(10) Committee of Independent Directors:**

Independent Directors Committee has been constituted as per the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the Financial Year 2022-23, the Independent Directors Meeting of the Company was held on May 30, 2022 through Video Conferencing.

Independent Directors Meeting considered the performance of Independent/ Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Director and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

<b>Attendance of Directors at the Independent Directors Committee Meeting held during the Financial Year 2022-23 is as under :-</b>		
<b>Name of Director</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>
Dr. Anil Kakodkar	1	1
* Mr. Dilip J. Thakkar	1	1
Mrs. Rupal A. Vora	1	1
** Mr. Jayesh Dadia	0	0

In the opinion of the Board the existing Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are Independent of the Management.

\* Mr. Dilip J. Thakkar ceased to be a Member of the Committee as an Independent Director.

\*\* Mr. Jayesh Dadia was appointed as Member of the Committee w.e.f. May 30, 2022.

**(13) General Body meetings:**

**i. Location and time, where last three AGMs held:**

Year	Venue	Date	Time
April 2019 - March 2020	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	14.08.2020	04.00 p.m.
April 2020 - March 2021	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	14.08.2021	05.00 p.m.
April 2021 - March 2022	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	28.09.2022	04.00 p.m.

**ii. Location and time, where Extra Ordinary General Meetings were held in last three years - No extra ordinary General Meeting was held during the last 3 Years.**

**i. (A) Special resolutions passed in the previous three AGMs:**

- April 2019 – March 2020
  - a) Resolution Number 5, Resolution under Section 188, 197 of the Companies Act, 2013, to accord consent of the Shareholders of the Company for availing the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a period of One Year w.e.f. April 01, 2020.
  - b) Resolution Number 6, Resolution under Section 42, 62 (1) (b) of the Companies Act, 2013, to accord consent of the shareholders of the Company, to approve 'WIL - Employees Stock Option Plan 2020'.
- April 2020 – March 2021
  - a) Resolution Number 3, Resolution under Section 188, 197 of the Companies Act, 2013, to accord consent of the Shareholders of the Company for availing the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a further period of One Year w.e.f. April 01, 2021.
- April 2021 – March 2022
  - a) Resolution No. 4, Resolution under Section 188, 197 of the Companies Act, 2013, to accord consent of the shareholders of the Company to renew the consultancy contract with Mr. Chakor L. Doshi.
  - b) Resolution No. 8, Resolution under Section 188 of the Companies Act, 2013, to consider and approve material related party transaction of subrogated debt owed by the Company to the Promoters / Promoters Group.
  - c) Resolution No. 9, Resolution under Section 23, 42, 62 of the Companies Act, 2013, to consider and approve issue of Equity shares on Preferential basis.

All resolutions including special resolutions were passed by the members of the Company with requisite majority.

**(B) Special resolution passed through Postal Ballot during the F.Y. 2022-2023, the person who conducted the postal ballot exercise and details of the Voting Pattern: N.A.**

**(C) Details of Special Resolution proposed to be conducted through Postal Ballot:**

Special Resolution is proposed to be conducted through postal ballot as follows:

1. To consider and approve the re-appointment of Mr. Chirag C. Doshi, as Managing Director & Chief Executive Officer of the Company for a period of 3 years w.e.f. April 01, 2023 and to approve his remuneration.
2. To consider and approve Resolution for continuous appointment of Mr. Chakor L. Doshi, Chairman of the company as a Director in the company after completion of 75 years of age.

**(14) Means of Communication:**

The Company recognizes the importance of two way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year.

- i) Quarterly, half yearly and annual results are published in All India Editions of Financial Express in English & Mumbai Lakshadweep in Marathi Newspapers from Mumbai.
- ii) The quarterly, half yearly and annual results, Shareholding Pattern, Corporate Governance Report and other compliances are also posted on the website of the Company ([www.walchand.com](http://www.walchand.com)). The Shareholding Pattern, Corporate Governance Report, Quarterly, Half Yearly and Annual Results and other compliances are also filed electronically on NSE Electronic Application Processing System (NEAPS), web based application designed for corporates at <https://www.connect2nse.com/LISTING/> and on BSE Online Portal - BSE Corporate Compliance & Listing Centre (the "Listing Centre") at <http://listing.bseindia.com/>.
- iii) Green Initiative:

In support of the "Green Initiative" undertaken by Ministry of Corporate Affairs, the Company has been sending various communications including the Annual Report, Postal Ballot by email to those shareholders whose email addresses were made available to the depositories or the Registrar and Transfer Agents since Financial Year 2013-14 and is continuing the same. Physical copies are being sent to only those shareholders whose email addresses are not available and for the bounced email cases and who have specifically requested for the same.

**As a responsible citizen, your Company strongly urges you to support the Green Initiative by registering/ updating your email addresses with the Depository Participants or the Registrar and Share Transfer Agents for receiving soft copies of various communications including the Annual Reports.**

- iv) The Company has designated [investors@walchand.com](mailto:investors@walchand.com) as an email id for the purpose of registering complaints by investors and has displayed the same on the Company's website.
- v) "Management Discussion and Analysis" is enclosed as **Annexure 'A'** to the Directors' Report.
- vi) There were no Presentations made to institutional investors or to analysts during the year 2022-23.
- vii) SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on SEBI website. The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaints and its current status.

**(15) General Shareholder information:**

<b>i)</b>	<b>AGM : Date, Time &amp; Venue</b>	:	August 09, 2023 at 4.30 p.m. The Company is conducting Annual General Meeting through VC / OAVM pursuant to the MCA Circular dated May 05, 2020, read with General circulars dated April 08, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022. As such, there is no requirement to have a physical venue for the AGM. For details please refer to the Notice of the AGM.
<b>ii)</b>	<b>Financial Calendar</b>	:	April – March The results for every Quarter are declared within 45 days from the end of the Quarter except for the last Quarter for which Annual Audited Results are declared within the period of 60 days from the end of the Quarter as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>iii)</b>	<b>Date of Book Closure</b>	:	N. A. for this year
<b>iv)</b>	<b>Dividend payment date</b>	:	N. A.

v)	<b>Listing on Stock Exchanges</b>	:	BSE Ltd. P. J. Towers, Dalal Street, Mumbai – 400 001. National Stock Exchange of India Ltd. Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.  The Listing fees for the year 2023-24 has been paid to both the Stock Exchanges.
vi)	<b>Stock Code</b>	:	507410 (BSE) and WALCHANNAG (NSE)
vii)	<b>Market Price Data : High, Low during each month in last financial Year</b>	:	BSE/NSE

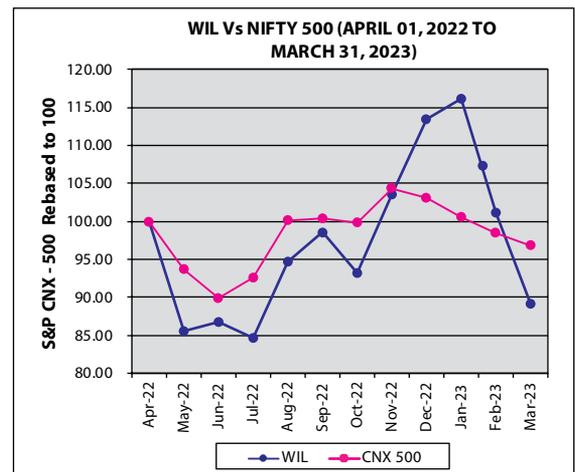
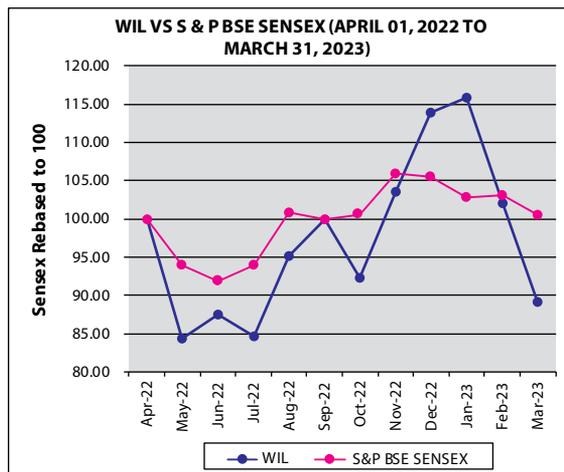
viii)

(Amount in ₹)

Month	BSE		S&P BSE SENSEX	NSE		CNX-500
	High	Low	Closing	High	Low	Closing
Apr-22	75.55	50.20	57060.87	75.70	50.00	14783.35
May-22	61.00	45.10	55566.41	61.40	46.25	14119.60
Jun-22	61.00	49.05	53018.94	60.00	49.00	13387.55
Jul-22	57.10	49.30	57570.25	57.30	49.10	14665.65
Aug-22	70.45	49.30	59537.07	70.00	49.10	15325.05
Sep-22	70.70	55.00	57426.92	70.80	53.20	14829.35
Oct-22	62.00	54.05	60746.59	62.95	54.20	15424.00
Nov-22	71.40	58.80	63099.65	71.80	58.30	15946.15
Dec-22	80.50	62.70	60840.74	80.50	62.05	15448.85
Jan-23	80.25	65.50	59549.90	80.40	65.55	14935.50
Feb-23	71.50	56.75	58962.12	70.70	56.55	14518.75
Mar-23	62.35	49.85	58991.52	62.30	49.75	14557.85

ix) **Performance in comparison to S&P BSE SENSEX and CNX-500:**

The Chart shows the performance of the Company's Shares at BSE and NSE as compared to BSE SENSEX and S & P CNX - 500 during the Financial Year 2022-23:



- x) **Registrar and Share Transfer Agents:** M/s. Link Intime India Pvt. Ltd.  
C 101, 247 Park,  
L B S Marg, Vikhroli (West),  
Mumbai - 400 083.  
Ph. No.: (022) 49186270  
Fax No.: (022) 49186060  
E-mail id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

xi) **Share Transfer System :**

In terms of Regulation 40 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialized form w.e.f. April 01, 2019, except in case of requests received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for dematerialization of shares.

xii) (a) **Shareholding Pattern as on March 31, 2023 :**

Category	No. of Shares	%
Promoters & Directors, Directors Relatives/ HUF & Group Companies/ Group Trusts	16028695	34.87
Banks, Financial Institutions, State Government	94210	0.20
Bodies Corporate, LLP & Clearing Members	6079075	13.23
NRI/ OCB/ FN/ NBFCs	257545	0.56
Foreign portfolio Investors (Corporate)	100125	0.22
Public (Resident Indians/ Trusts/ HUF/ Office Bearers)	22705807	49.40
Investor Education & Protection Fund	697767	1.52
<b>Total</b>	<b>45963224</b>	<b>100.00</b>

(b) **Distribution of shareholding as on March 31, 2023:**

Shareholding of nominal value of ₹	Number of Shareholders	% to Total	Amount in ₹	% to Total
1 to 5000	55402	97.6935	21432570	23.3149
5001 to 10000	713	1.2573	5366788	5.8381
10001 to 20000	300	0.5290	4529532	4.9273
20001 to 30000	106	0.1869	2652950	2.8859
30001 to 40000	56	0.0987	2027658	2.2057
40001 to 50000	24	0.0423	1089832	1.1855
50001 to 100000	51	0.0899	3669356	3.9916
100001 to onwards	58	0.1022	51157762	55.6507
<b>TOTAL</b>	<b>56710</b>	<b>100.00</b>	<b>91926448</b>	<b>100.00</b>

xiii) **Dematerialization of Shares and Liquidity:**

As stated earlier, the Company's shares are listed on the Stock Exchanges. As per the SEBI notifications, trading in Company's shares has been made compulsorily in dematerialised form w.e.f. 26<sup>th</sup> December 2000 and Company's Registrar & Transfer Agents have connectivity with NSDL & CDSL. The ISIN is INE711A01022. As on March 31, 2023, 4,55,50,199 equity shares

representing 99.11% of the total shares have been dematerialised. The members holding shares in physical form are requested to get the shares converted into demat form as per the prescribed procedure. The shares of the Company are traded in "T" group.

- xiv) Outstanding GDRs / ADRs / Warrants or any other Convertible Instruments, Conversion date and likely impact on equity** : No instrument is outstanding for allotment or conversion.
- xv) Commodity Price Risk or Foreign Exchange Risk And Hedging Activities** : Please refer Management Discussion and Analysis Report for details.
- xvi) Plant Locations** : The Company currently has 3 plants located as follows:
1. Walchandnagar, District - Pune, Maharashtra
  2. Satara Road, District - Satara, Maharashtra
  3. Attikola Dharwad, Karnataka
- xvii) Address for correspondence**
- a) For Correspondence relating to shares** : M/s. Link Intime India Pvt. Ltd.  
C 101, 247 Park,  
L. B. S. Marg, Vikhroli (West),  
Mumbai - 400 083.  
Ph. No.: (022) 49186270  
Fax No.: (022) 49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- b) For other matters (At Company's registered Office)** : Walchandnagar Industries Ltd.  
3, Walchand Terraces  
Tardeo Road, Mumbai - 400 034.  
Ph. No.: (022) 23612195/96/97  
Email: [investors@walchand.com](mailto:investors@walchand.com); [giriraj.agrawal@walchand.com](mailto:giriraj.agrawal@walchand.com)

**xviii) List of Credit Ratings obtained by the Company:**

1. **INDIA RATINGS & RESEARCH PRIVATE LIMITED:** The following is the latest credit rating of the Company:

	<b>Fund-based working capital limit (₹ In million)</b>	<b>Non-fund-based working capital limit (₹ In million)</b>
Total Rated Quantum (₹ in Cr.)	2145.40	5095.60
Rating / Outlook	IND B-/Stable/IND A4	IND A4
Most recent Rating Action	Assigned	Assigned

**xix) Transfer of Unclaimed Dividends:**

Under the Companies Act, 2013, Dividends that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund administered by the Central Government. However, Company has not declared any Dividend after 2013-2014 hence, transfer of Unclaimed dividends which are unclaimed for a period of seven years to IEPF is not applicable.

**xx) Transfer of underlying shares into Investor Education and Protection Fund (IEPF) in cases where Unclaimed Dividends have been transferred to IEPF for a consecutive period of 7 years:**

In terms of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which Dividends have remained Unclaimed for a period of 7 consecutive years to the IEPF Account established by the Central Government. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares. The details of Unclaimed Dividends and shareholders whose shares

are transferred to the IEPF Authority are uploaded on the Company's website <https://www.walchand.com/investors/investor-information/>.

The members who have a claim on the dividends and the shares which are transferred to IEPF may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company along with requisite documents enumerated in Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

**xxi) Unclaimed Equity Shares to Unclaimed Suspense Account:**

Members are hereby informed that as per Regulation 39 (4) read with Schedule VI of the SEBI Regulations, shares held physically which may have remained unclaimed by shareholders due to insufficient/ incorrect information or for any other reason should be transferred in demat mode to one folio in the name of "Unclaimed Suspense Account" with one of the Depository Participants. The Company has transferred the balance of unclaimed shares to the Unclaimed Suspense Account.

**xxii) Company Website:**

The Company has its website named [www.walchand.com](http://www.walchand.com). The Company's website contains a separate dedicated section identifiable as 'Investors'. The website provides detailed information about the Company, its products and services offered, locations of its corporate offices and various sales offices etc. The website contains comprehensive database of Quarterly Results, Annual Reports, Shareholding Patterns, Corporate Governance Report and other communications. The basic information about the Company as called for in terms of the Listing Regulations is provided on the Company's website and the same is updated regularly.

**xxiii) Prevention of Insider Trading:**

Pursuant to provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has formulated the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders/ Designated Persons and immediate relative of Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which allow the formulation of a trading plan subject to certain conditions and require pre-clearance for dealing in the Company's shares. The Company's policy also prohibits the purchase and / or sale of Company's shares by an insider while in possession of unpublished price sensitive information of the Company and also during the certain prohibited periods. As per SEBI (Prohibition of Insider Trading) Regulations, 2015 to further improve the control and systems for Compliance of Securities and Exchange Board of India (Provisions of Insider Trading) Regulations, 2015, the Company has implemented software based tracking/ Compliance of the provisions which is developed by our Registrar and Transfer Agent- Link Intime India Private Limited and the same is working.

**(16) Other Disclosures:**

**i) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, their Subsidiaries or Relatives, etc. that may have potential conflict with the interests of the Company at large:**

During the Financial year 2022-23, the Company had entered into Material Related Party Transactions between the Company and its Promoters, Directors or the Management, or relatives.

As required by the IND AS-24, the details of related party transactions are given in Note No. 21 to the notes on financial statements for the Financial Year 2022-23, forming part of Accounts.

**ii) Management Disclosures :**

The Senior Management personnel has made disclosures to the Board relating to all the material financial and commercial transactions, if any, where they may have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management personnel has entered into any such transactions during the year.

**iii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any Statutory Authorities, on any matter related to Capital markets during last three years:**

Nil in the last three years.

However, the following matters are still pending for disposal:

1. In the year 2015, the Adjudicating Officer of SEBI has passed an order imposing penalties of ₹ 21.25 Lakhs against all promoter entities of BCMA, some of them are promoter entities of Walchandnagar Industries Limited also, with reference to purchase of shares of BCMA by Walchand Kamdhenu Commercials Pvt. Ltd. This matter is currently pending in Supreme Court of India.
2. There was a delay in filing of Related Party disclosure in XBRL format with BSE under Regulation 23(9) of SEBI (LODR), though PDF disclosure was made in time on BSE/ NSE. BSE levied fine of ₹ 1,94,700 for late compliance as per SEBI circular. The Company has requested a waiver of fine. The matter is pending with BSE as on date.

**iv) Vigil Mechanism / Whistle Blower Policy:**

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism /whistle blower policy may be accessed on the Company's website at the link <https://walchand.com/wp-content/uploads/2022/07/Whistleblower-Policy.pdf>.

No personnel of the Company has been denied access to the Audit Committee.

**v) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.**

The Company is in Compliance with all mandatory requirements of the Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

**AUDIT QUALIFICATION**

The Company is in the regime of unmodified opinion on financial statements.

**REPORTING OF INTERNAL AUDITOR**

The Internal Auditor directly reports to the Audit Committee.

- vi) The Company's policy in dealing with Material Subsidiaries is placed on the website and can be accessed through weblink <https://walchand.com/wp-content/uploads/2022/07/Policy-on-Material-Subsidiary.pdf>
  - vii) The Company's policy in dealing with Related Party Transactions is placed on the website and can be accessed through weblink <https://walchand.com/wp-content/uploads/2022/07/Related-Party-Transaction-Policy.pdf>
  - viii) Certificate as required under Part C of Schedule V of Listing Regulations, has been received from M/s. V. N. Deodhar & Co. (FCS NO.1880 & COP No. 898), Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority, is annexed to the Report.
- ix) Total Fees for all services paid by the Listed entity to the Statutory Auditor :**

Total fees for financial Year 2022-23, for all services as mentioned below, were paid by the Company to the Statutory Auditor and to all the entities in the network firm/ network entity of which the Statutory Auditor is a part.

<b>PAYMENT TO AUDITORS</b>	<b>Basic</b>	<b>GST</b>	<b>Gross</b>
Audit Fees	24,75,000.00	4,45,500.00	29,20,500.00
Tax Audit Fees	2,25,000.00	40,500.00	2,65,500.00
Reimbursement of out of pocket expenses	1,38,462.00	-	1,38,462.00
<b>Total</b>	<b>28,38,462.00</b>	<b>4,86,000.00</b>	<b>33,24,462.00</b>

**x) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. number of complaints filed during the financial year : Nil
- b. number of complaints disposed of during the financial year : Nil
- c. number of complaints pending as on end of the financial year : Nil

**xi) Corporate Identity Number (CIN):**

The Corporate Identity Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is L74999MH1908PLC000291.

**xii) Compliance Certificate from Auditors on Corporate Governance:**

Certificate from Statutory auditors M/s. Jayesh Sanghrajka & Co, Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

**xiii) Reconciliation of Share Capital Audit Report (formerly known as Secretarial Audit Report) and Certificate of Compliance with Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

The Reconciliation of Share Capital Audit is carried out by M/s. V. N. Deodhar & Co., Practicing Company Secretaries every quarter and a report thereon is submitted to the Stock Exchanges along with half yearly Compliance Certificate as per Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is placed before the Board of Directors.

**xiv) Compliance of Corporate Governance Requirements Specified in Regulation 17 to 27 and Regulation 46(2)(B) to (I) of Listing Regulations:**

Your Company confirms compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

**(xv) Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account (Unclaimed Shares):**

In terms of Regulation 39 of the Listing Regulations, your Company reports the following details in respect of the equity shares lying in the Suspense Account. The disclosure as required under schedule V of the Listing Regulations is given below:

- (a) Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year i.e 1<sup>st</sup> April 2022 - 43 Shareholders and 9770 Shares.
- (b) Number of shareholders who approached the Company for transfer of shares from Suspense Account during the year – NIL.
- (c) Number of shareholders to whom shares were transferred from Suspense Account during the year – NIL.
- (d) Number of shares transferred to IEPF – 13 shareholders and 1215 shares.
- (e) Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year i.e. 31<sup>st</sup> March 2023 - 30 Shareholders and 8555 Shares.
- (f) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares - Being complied



### 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,  
**WALCHANDNAGAR INDUSTRIES LIMITED**  
3, Walchand Terraces,  
Opp. Air conditioned Market,  
Tardeo Road,  
Mumbai-400 034.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Walchandnagar Industries Limited having CIN: L74999MH1908PLC000291 and having Registered Office at 3, Walchand Terraces, Opp. Air conditioned Market, Tardeo Road, Mumbai-400 034 (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 and 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 Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
01	MR. CHAKOR LALCHAND DOSHI	00210949	15/05/1979
02	MR. JAYESH DADIA	00053633	30/05/2022
03	DR. ANIL PURUSHOTTAM KAKODKAR	03057596	27/12/2010
04	MRS. RUPAL ANAND VORA	07096253	07/08/2019
05	MR. CHIRAG CHAKOR DOSHI	00181291	25/11/2007
06	MR. G. S. AGRAWAL	00404340	02/08/2022

Mr. Dilip J. Thakkar (DIN: 00007339) ceased to be the Director of the Company w.e.f. September 28, 2022 due to completion of his 2<sup>nd</sup> term as an Independent Director of the Company.

Ensuring the eligibility of 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 points based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For V. N. DEODHAR & CO.,  
COMPANY SECRETARIES**

**V. N. DEODHAR  
PROP.  
FCS NO. 1880  
C.P. NO. 898**

**UDIN: F001880E000375176**

**Place: Mumbai  
Date: May 25, 2023**

### DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

Compliance of Code of Conduct for Directors and Senior Management Personnel pursuant to amended provision of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company on 1<sup>st</sup> March, 2005 and the same has been revised in the Board Meeting held on February 06, 2019. The Code of Conduct was also posted on the Website of the Company.

All the Board Members and Senior Management Personnel affirmed that they have complied with the said Code of Conduct on an annual basis in respect of the Financial Year ended March 31, 2023.

**Date: May 25, 2023**

**Chirag C. Doshi**  
**Managing Director & CEO**

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### AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF  
**Walchandnagar Industries Limited**

We have examined the compliance of conditions of Corporate Governance as stipulated at Para C of Schedule V in terms of regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') and the listing agreement of Walchandnagar Industries Limited with the stock exchanges for the year ended March 31, 2023.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Regulations.

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

**For Jayesh Sanghrajka & Co. LLP.**  
**Chartered Accountants**  
**Registration No. 104184W**

**Rishikesh Nasikkar**  
**Designated Partner**  
**Membership No.: 166493**  
**UDIN: 23166493BGYARD4509**

**Place: Mumbai**  
**Dated: May 25, 2023**

## Annexure 'C' to Directors' Report

### Annexure 'C' to the Directors' Report (Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo):

#### (A) CONSERVATION OF ENERGY

##### (a) Energy Conservation Measures Taken:

- 1 Partial Reconditioning of bombay Furnace for temperature variation & heat loss due to leakages from side walls.
- 2 Arrested Compressed air leakages in the plant. It is On going process, and resulting in saving due to reduction in power consumption of compressors.
- 3 Arrested oil leakages in the machines, On going process; Saving due to reduction in oil consumption and land cantamination.

##### (b) Energy Conservation Measures Proposed:

- 1 Replacement of screw element of GA90 & replacement of 01 no. GA55 air compressor to improve efficiency. It will reduce power consumption of compressors.
- 2 Replacement of Westerwork furnace to improve efficiency & quality. Power Saving due to reduction in Heat Loss and improved efficiency.
- 3 To arrest air leakages in the plant. It is On going process, to reduce wastage of power.
- 4 Installation of Solar power plant at Heavy Engineering Divison Walchandnagar and Foundry Diviison Satara for energy conservation.
- 5 To arrest oil leakages in the machines, On going process; Saving due to reduction in oil consumption and land cantamination.

##### (c) Capital Investments in Energy Conservation Equipment during the year

During the year Capital Investment of Rs 4.59 lakh was made for partial reconditioning of Bombay Furnace.

#### (B) TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

##### (1) Specific areas in which R & D has been carried out by the Company:

Series of manufacturing processes developed for new space projects like Gaganyaan and newer missile

programs of DRDO. These include R&D, prototyping/mock-ups, design of toolings, trials and establishing parameters.

##### (2) Benefits derived as a result to R & D:

- Preparedness to handle advanced projects of Space and defence.
- Earned qualification in four new missile programs.

##### (3) Future Plan of Action:

Development of critical welding processes for Nuclear Projects.

- Design/development of tooling for Nuclear Projects like End shields, calandria.

##### Expenditure on R&D

₹ In Lakh

Capital (Development Expenditure)	0.00
Recurring	0.00
<b>Total</b>	<b>0.00</b>
<b>Total R&amp;D Expenditure Percentage to turnover</b>	<b>0.00</b>

##### (4) Imported technology (imported during last 5 years reckoned from the beginning of the financial year):

Nil

##### (5) Technology absorption, adaptation and innovations:

- (i) Efforts in brief made towards technology absorptions:

Nil

- (ii) Benefits derived as a result of above efforts:

Nil

#### C) FOREIGN EXCHANGE EARNING AND OUTGO

Foreign exchange used and earned:

Earning in Forgeign Exchange	₹ 1421 Lakh
Foreign Exchange Outgo	₹ 1079 Lakh

## Annexure 'D' to Directors' Report

### Statement of Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the Financial Year from April 01, 2022 to March 31, 2023, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year from April 01, 2022 to March 31, 2023, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director / KMP for the Financial Year 2022-23	Remuneration of Director / KMP for the Financial Year 2022-23	% increase in Remuneration	Ratio of Remuneration of each Director to the median remuneration of employees \$
(i)	(ii)	(iii)	(iv)	(v)
1.	Mr. Chirag C. Doshi, Managing Director & CEO	1,39,27,135	*	25.64:1
2.	Mr. Sandeep Jain, Chief Financial Officer	80,72,382		
3.	Mr. G. S. Agrawal, Whole Time Director & Company Secretary	41,54,374		

\*The terms of remuneration remains same as approved by the Members of the Company and there is no increase in the remuneration.

In the Financial Year, there was decrease of (7.94%) in the median remuneration of employees;

There were 1365 M & S, permanent employees on the rolls of Company as on March 31, 2023;

#### Average percentile increase 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:

The aggregate remuneration of employees excluding Whole time Directors (WTD) and other Key Managerial Personnel (KMP) remained largely stable for the current year over the previous scale based on 12 months average basis due to rationalization of our manpower during the Financial Year. Some revision in remuneration of Employees were awarded based on performance appraisal and to meet the inflation. Further there was no increase in the remuneration of WTD and remains same as approved by the Shareholders. There was an increase in the remuneration of 2 KMPs due to exercise of ESOPs.



## Annexure 'E' to Directors Report

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,  
The Members,  
**WALCHANDNAGAR INDUSTRIES LIMITED,**  
3, Walchand Terraces,  
Opp. Air conditioned Market,  
Tardeo Road,  
Mumbai-400 034.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Walchandnagar Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Walchandnagar Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Walchandnagar Industries Limited ("the Company") for the financial year ended on March 31, 2023 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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the period under review),**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014,
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, **(Not applicable to the Company during the period under review),**
  - (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, 2009; **(Not applicable to the Company during the period under review)** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review).**
- (vi) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company.
  - a) The Indian Boiler Act, 1923
  - b) The Explosives Act, 1884

- c) The Environment (Protection) Act, 1986
- d) The Water (Prevention and Control of Pollution) Act, 1974
- e) The Air (Prevention and Control of Pollution) Act, 1981

We have been informed that the compliance of the above laws is monitored on monthly basis by the Compliance officer/ Chief Internal Auditor and necessary action is initiated for non-compliance, if any. Additionally, we have been informed that a status report signed by the Managing Director & CEO, Chief Financial Officer and the Compliance Officer/ Chief Internal Auditor on compliance of various statutes is submitted to the Board at its every meeting.

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) Auditing Standards issued by The Institute of Company Secretaries of India and
- (iii) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

#### **We further report that**

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

**As per Regulation 17(1)(c) of SEBI LODR the Board of Directors of the Company shall comprise of not less than six directors. However as on 1<sup>st</sup> April, 2022 the Board of the Company comprised of five directors (due to sudden demise of Mr. G K Pillai, Director on 29<sup>th</sup> March, 2022) and steps were taken within the permissible time limit prescribed under SEBI LODR Regulations to comply with this requirement. The Board appointed Mr. Jayesh C. Dadia, as Independent Director on 30<sup>th</sup> May, 2022 and Mr. Giriraj S. Agrawal as Wholetime Director on 2<sup>nd</sup> August, 2022.**

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

All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board as the case may be.

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.

**For V. N. DEODHAR & CO.,  
COMPANY SECRETARIES**

**V. N. DEODHAR  
PROP. FCS NO.1880  
C.P. No. 898  
PR No: 724/2020  
UDIN: F001880E000374991**

**Place: Mumbai**

**Date: 25<sup>th</sup> May, 2023**

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



## Annexure A

To,  
The Members,  
Walchandnagar Industries Limited,

Our Secretarial Audit Report of even date for the Financial Year ended March 31, 2023 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 process 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 the Secretarial Records. We believe that the process 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 & Regulations and happening of events, etc.
- 5 The Compliance of provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
- 6 The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For V. N. DEODHAR & CO.  
Company Secretaries**

**V. N. DEODHAR  
PROP. FCS NO.1880  
C.P. No. 898  
PR No: 724/2020  
UDIN: F001880E000374991**

**Place: Mumbai  
Date: 25<sup>th</sup> May, 2023**

## Independent Auditor's Report

To the Members of  
**WALCHANDNAGAR INDUSTRIES LIMITED**

### Report on the Audit of the Ind AS Financial Statements

#### Opinion

We have audited the accompanying Ind AS Financial Statements of **WALCHANDNAGAR INDUSTRIES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and loss including the statement of Other Comprehensive Income, cash flow statement and statement of Changes in Equity for the year then ended, and notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information and which include the Returns for the year ended on that date audited by the independent auditor of the Company's division located in Ethiopia.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs flows and any as at March 31, 2023, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, whereof most significance in our audit of the Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- a. Expected credit loss on trade receivables ("ECL"). The company has used a practical expedient by computing the ECL on trade receivables based on a provision matrix.

This area required significant attention because substantial amount of management's judgment and estimates were involved.

Our procedures included the following, but were not limited to:

1. Discussion with respective business heads for understanding the working of estimates done.
  2. Verification of details of Liquidated Damages charged by clients and total sales for the period from 1st April 2016 to 31st March 2023. This historical data were used by the management in their analysis of credit loss experience.
  3. Verification of contract documents, correspondence with clients pertaining to projects where specific loss provisioning was made. The Management estimate is based on such forward information and historical data to derive division-wise provisioning values.
- b. Calculation for percentage completion for revenue for projects operating over time under IND AS 115: Calculation of Cost to complete the projects for arriving at percentage of completion is crucial for revenue recognition. Management has prepared profitability statements for all the projects which are operating over time as per IND AS 115. This area required significant attention because it involved lots of estimates and management judgements.

Our procedures included the following, but were not limited to:

1. Verification of total contract values from signed Contract with customers, progress reports, invoices certified by clients.
2. Verification of total Cost incurred for each project as per books of accounts, total Cost to Complete each project, project profitability statements, as reviewed by projects heads. It was verified that the cost for completing balance work is reviewed and revised wherever necessary based on current scenario and future expectations.
3. obtaining a detailed understanding of the processes, controls and policies of the Management with respect to preparation of project profitability statements, evaluating the design of controls including approvals and related compliances, testing implementation and operating effectiveness of the controls

#### Information Other than the Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis,



Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process

#### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material

misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes

it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Emphasis of Matter

We draw attention to the following matters in Notes to Ind AS Financial Statements:

Refer Note No. 38 where it is mentioned that during the year, KKR assigned the loans, given by them to the Company by way of ICD and Debentures, to ACREs. There was a Standstill agreement dated July 19, 2022 between ACREs and the Company whereby on fulfilling certain conditions therein, the Company was eligible for waiver on the overall loan amount. The company has fulfilled the conditions as per the agreement. The company executed a Restructuring Agreement with ACRE on May 18, 2023. Since this is an adjusting event as per IND AS 10 "Events after reporting date", the company has disclosed net waiver amount of ₹ 10,539 Lakhs under "Exceptional Item" in the Statement and reduced its total debts from ACREs.

Our report is not modified in respect of this matter.

### Other Matter

We did not audit the financial statements / information of Ethiopia division included in the financial statements of the Company whose financial statements / financial information reflect total assets of ₹ 1,104.59 lakhs and total liabilities of ₹ 2122.48 Lakhs as

at March 31, 2023 and the total revenue of ₹ 1.98 Lakhs (Exchange Gain) and total expenses of ₹ 5.34 Lakhs for the year ended on that date. The financial statements / information of this division have been audited by the independent auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of such division, is based solely on the report of such auditor.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from overseas division not visited by us.
  - c. The reports on the accounts of the overseas Ethiopia division of the Company audited by independent auditor have been sent to us and have been properly dealt with by us in preparing this report.
  - d. The Balance Sheet, the Statement of Profit and loss, changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the division not visited by us.
  - e. In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements – Refer Note 53 to the Ind AS Financial Statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. Further,
    - a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
      - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
    - b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
      - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
      - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;
  - v. The Company has not declared or paid any dividend during the year.
  - vi. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:  
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
  - vii. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 104184W/W100075

**Rishikesh Nasikkar**  
Designated Partner  
Membership Number: 166493  
UDIN: 23166493BGYARE8798  
Place: Mumbai  
Date: May 25, 2023

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of WALCHANDNAGAR INDUSTRIES LIMITED of even date)

- i. In respect of the Company's property, plant and equipment:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - According to the information and explanations given to us, the records examined by us and based on the examination of the Conveyance Deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date except as per details mentioned below.

Description of item of property	Survey No.337 A2 hectare 0.00 Are 0.115	Survey No.337 B2/B2 hectare 0.00 Are 0.209	Survey No.306/1b hectare 0.00 Are 22.714	Survey No.307/1 to 6 Hectare 0.00 Are 71.058
Gross carrying value (Amount in lakhs)	0.12	0.21	38.64	120.9
Title deeds held in the name of	Cooper Eng. Ltd			
Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	No			
Property held since which date	11-08-1961			
Reason for not being held in the name of the company (also indicate if in dispute).	Sale Deed has not been converted in 7/12 extract. Land title deed is in the name of Cooper Engineering Ltd. Such company got amalgamated in Walchandnagar Industries Ltd. on 06/04/1979.			

\*Relative/ promoter here means relative/ promoter as defined in the Companies Act, 2013

- According to the information and explanations given by the management, the company has not revalued Property, Plant and Equipment (including right of use assets) and Intangible assets during the year. Hence paragraph 3 (i) (d) is not applicable to the company.
  - According to the information and explanations given by the management, no proceedings have been initiated or are pending against the company for holding any benami property under the benami transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. In respect of the company's inventory
- The Management has conducted physical verification of inventory at reasonable intervals during year. The coverage and procedure adopted by management is appropriate. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - According to the information and explanations given by the management, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the company with such bank or financial institutions are in agreement with books of account of the company.

- iii. According to information and explanations given to us by the management, the company has not made investments in, provided any guarantee or security or granted any loans, or advances in nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Hence para 3(iii) of the order is not applicable to the company.
- iv. According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the company has not undertaken any transactions which is in non-compliance of section 185 and Section 186 of companies Act, 2013.
- v. The Company has not accepted any deposits or amount deemed to be deposits within the meaning of Sections 73 to 76 of the Act and rules made thereunder. According to the information and explanations given to us and based on the audit procedures performed by us, no order has been passed by company law board or National Company Law Tribunal or Reserve Bank of India or any court or any tribunal.
- vi. We have broadly reviewed the cost records maintained by the Company specified by the

Central Government under section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues including Goods and services 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 appropriate authorities. Further, there are no undisputed statutory dues which are outstanding for a period in excess of six months from the date from which they became due.
  - (b) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2023 on account of dispute are given below:

Sr. No.	Name of Statute	Nature of Dues	Amount (In lakhs)	Period to which amount relates	Forum where demand is pending
1	Maharashtra Land Revenue Code	NA Tax	16.18	1982 to 2003	Tahsildar, Indapur
		NA Tax	58.58	1994 to 2003	
2	Pune Municipal Corporation	Municipal Taxes	99.02	2008-09 to 2012-13	Court of Small Causes, Pune
3	Central Sales Tax, 1956	Central Sales Tax	*367.14	2013-14	Joint Commissioner of Sales Tax, (Appeals) Pune
4	Customs Act, 1962	Customs Duty	*#64.5	July, 2008	Hon'ble High Court, Madras
5	Service Tax	Service Tax	362.65	2006 to 2010	CESTAT, Kolkata
6	Service Tax	Service Tax & Penalty	#1,334.66	March 2013 to Dec 2015	CESTAT, Mumbai
7	Andhra Pradesh General Sales Tax Act, 1957	Value Added Tax	313.66	2011	Hon'ble High Court, Hyderabad
8	The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Employee Provident Fund	50.68	2006-07	Hon'ble High Court, Mumbai

\*The Company has disputed the demand and preferring an appeal before The Sales Tax Appellate Tribunal. Company has so far paid ₹ 204.78 lakhs under protest.

# Company has paid ₹ 50.05 lakhs under protest.

\*# Company has already paid ₹ 53.75 lakhs under protest.

## Certain cases filed against the company by the Ex-employees of Heavy Engineering Division and Foundry Division for compensation are pending before the labour courts - Amounts unascertained.

- viii. According to the information and explanations given to us and based on the audit procedures performed by us, there are no transactions which are not recorded in books of accounts and have been surrendered or disclosed as income during the year in tax assessments under the Income Tax act, 1961 (43 of 1961).
- ix. In respect of loans;
- (a) To the best of our knowledge and according to the information and explanations given to us, the Company has not defaulted in repayment of loans from financial institutions and dues from debenture holders.
  - (b) According to information and explanations given to us and based on our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any governmental authority.
  - (c) As per the records of the Company and according to the information and explanations given to us, the company has not obtained any term loans. Hence para 3 (ix) (c) is not applicable to the company.
  - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Ind AS Financial Statements, we did not observe any funds raised on short term basis and have been used for long term purposes by the company.
  - (e) According to the information and explanations given to us and on overall examination of the Ind AS Financial Statements of the company, the company does not have any subsidiaries, associates or joint ventures. Hence para 3 (ix) (e) is not applicable to the company.
  - (f) According to the information and explanations given to us and on overall examination of the Ind AS Financial Statements of the company, the company does not have any subsidiaries, associates or joint ventures. Hence para 3 (ix) (f) is not applicable to the company.
- x. In respect of money raised:
- (a) As per information and explanations given to us, the company has not raised any money by way of public offer (including debts instruments) during the year. Hence para 3(x)(a) of the order is not applicable to the company.
  - (b) As per information and explanations given to us, the company has made a preferential allotment of shares during the year. The same is issued in compliance with requirements of section 42 and section 62 of the companies act. During FY 2021-22, KKR had invoked shares of promoters and adjusted against the outstanding loan given to the company. This invoked amounts were treated as Promoters' loans. The issue of shares during the year, was against the conversion of these loans.
- xi. In respect of frauds:
- (a) As per information and explanations given to us and procedures performed by us, no fraud by the company and no fraud on the company has not been noticed or reported during the year.
  - (b) As per information and explanations given to us by the management, no report has been filed by us in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014.
  - (c) As per information and explanations given to us by the management, no whistle blower complaints were received during the year.
- xii. Since company is not a Nidhi company, para 3 (xii) of the order is not applicable to company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.

- xiv. In respect of Internal Audit:
- (a) In our opinion and based on our examination, the company has an internal audit system commensurate with size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, para 3(xvi)(a) of the order is not applicable to the company.
- (b) the company has not carried on any Non-Banking Financial or Housing Finance activities (NBFC or HFC) during the year. Hence para 3(xvi)(b) of the order is not applicable to the company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence para 3(xvi)(c) of the order is not applicable to the company.
- (d) The company does not have any subsidiaries, associates or joint ventures. Hence, para 3(xvi)(d) is not applicable to the company.
- xvii. The company has not incurred any cash losses in the current financial year. However, it had incurred cash loss of ₹ 1,352 Lakhs in the immediately preceding financial year.
- xviii. There is no resignation of the statutory auditors during the year. Hence, para 3 (xviii) of the order is not applicable to the company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS Financial Statements, our knowledge of the board of directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. The company does not have obligations towards Corporate Social Responsibility as per the provisions of section 135 of the Act. Hence, para 3 (xx) of the order is not applicable to the company.
- xxi. The company does not have any subsidiary, associate or Joint venture and consolidation is not required to be done. Therefore, para 3 (xxi) of the order is not applicable to the company.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 104184W/W100075

**Rishikesh Nasikkar**

Designated Partner

Membership Number: 166493

UDIN: 23166493BGYARE8798

Place: Mumbai

Date: May 25, 2023

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **WALCHANDNAGAR INDUSTRIES LIMITED** of even date)

### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **WALCHANDNAGAR INDUSTRIES LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on

the 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 Ind AS 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 Ind AS 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 Ind AS Financial Statements.

#### Limitations of Internal Financial Controls over Financial Reporting

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

#### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 104184W/W100075

**Rishikesh Nasikkar**

Designated Partner

Membership Number: 166493

UDIN: 23166493BGYARE8798

Place: Mumbai

Date: May 25, 2023

## Balance Sheet as at March 31, 2023

₹ in Lakhs

Particulars	Note No.	As at	
		March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
(a) Property, Plant and Equipment	3	28,266	29,871
(b) Capital Work-in-Progress	4	156	435
(c) Investment Property	5	188	188
(d) Intangible Assets	6	67	82
(e) Financial Assets			
(i) Investments	7	8	7
(ii) Trade Receivables	8	2,289	5,701
(iii) Other Financial Assets	9	325	252
(f) Deferred Tax Assets (Net)		-	-
(g) Other Non-Current Assets	10	1,945	4,263
<b>Total Non - Current Assets</b>		<b>33,243</b>	<b>40,798</b>
<b>Current Assets</b>			
(a) Inventories	11	13,171	15,442
(b) Financial Assets			
(i) Trade Receivables	12	18,540	22,022
(ii) Cash and Cash Equivalents	13	178	294
(iii) Other Balances with Banks	14	5,209	4,299
(iv) Other Financial Assets	15	7,601	6,184
(c) Current Tax Asset (Net)		187	174
(d) Other Current Assets	16	4,011	4,142
<b>Total Current Assets</b>		<b>48,899</b>	<b>52,557</b>
<b>Non Current Asset held for sale</b>	17	<b>671</b>	<b>-</b>
<b>Total Assets</b>		<b>82,813</b>	<b>93,355</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	18	919	761
(b) Other Equity	19	25,146	16,938
		<b>26,065</b>	<b>17,700</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	4,993	17,001
(ii) Other Financial Liabilities	21	289	4,006
(b) Provisions	22	1,445	1,280
(c) Other Non-Current Liabilities	23	6,273	8,210
<b>Total Non - Current Liabilities</b>		<b>13,001</b>	<b>30,497</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	24	24,294	27,783
(ii) Trade Payables	25		
(A) Total outstanding dues of micro enterprises and small enterprises		375	430
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises.		7,665	7,195
(iii) Other Financial Liabilities	26	3,702	4,025
(b) Provisions	27	337	311
(c) Other Current Liabilities	28	7,374	5,413
<b>Total Current Liabilities</b>		<b>43,748</b>	<b>45,158</b>
<b>Total Equity and Liabilities</b>		<b>82,813</b>	<b>93,355</b>

See accompanying notes forming part of the financial statements

### As per our report attached

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI FRN.: 104184W/W100075

**Rishikesh Nasikkar**

Designated Partner

Membership No.: 166493

For **Walchandnagar Industries Limited**

**Chirag C. Doshi**

Managing Director & CEO

DIN- 00181291

**Jayesh C. Dadia**

Director

DIN- 00053633

**Sandeep Jain**

Chief Financial Officer

**G. S. Agrawal**

Whole Time Director

& Company Secretary

DIN-00404340

Date: May 25, 2023

Place: Mumbai

Date: May 25, 2023

Place: Mumbai

## Statement of Profit and Loss for the year ended on March 31, 2023

₹ in Lakhs except Earnings per share

Particulars	Note No.	Year ended	
		March 31, 2023	March 31, 2022
<b>I</b> Revenue from Operations	29	<b>32,209</b>	29,919
<b>II</b> Other Income	30	<b>2,226</b>	3,269
<b>III Total Revenue (I +II)</b>		<b>34,435</b>	33,188
<b>IV EXPENSES</b>			
Cost of Materials consumed	31	<b>16,714</b>	13,309
Sub-contracting expenses, Processing charges and Other Direct Costs	32	<b>1,938</b>	2,075
Changes in inventories of finished goods and work-in-progress	33	<b>1,908</b>	286
Employee Benefits Expense	34	<b>7,690</b>	7,915
Finance Costs	35	<b>5,477</b>	7,063
Depreciation and Amortisation Expense	36	<b>1,868</b>	2,224
Other Expenses	37	<b>7,423</b>	4,123
<b>Total Expenses</b>		<b>43,017</b>	36,995
<b>V Profit/(Loss) before Tax and Exceptional Items (III-IV)</b>		<b>(8,581)</b>	(3,807)
<b>VI Exceptional Items</b>			
Exceptional Items	38	<b>10,539</b>	-
Profit/(Loss) before Tax after Exceptional Items (V-VI)		<b>1,958</b>	(3,807)
<b>VII Tax Expense</b>			
Current Tax		-	-
Deferred Tax		-	-
<b>Total Tax Expense</b>		<b>-</b>	-
<b>VIII Profit/(Loss) after tax (VI-VII)</b>		<b>1,958</b>	(3,807)
<b>IX Other Comprehensive Income</b>			
A I. Items that will not be reclassified to Profit or Loss			
(a) Remeasurements of the Defined Benefit Liabilities - gain / (loss)		<b>(42)</b>	335
(b) Equity Instruments through Other Comprehensive Income - gain / (loss)		<b>1</b>	2
II. Income Tax relating to items that will not be reclassified to Profit or Loss		-	-
B Items that will be reclassified to Profit or Loss		-	-
Total Other Comprehensive Income		<b>(41)</b>	337
<b>X Total Comprehensive Income (VIII + IX)</b>		<b>1,917</b>	(3,470)
<b>Earnings per Equity Share (Face Value ₹ 2) in ₹</b>			
Basic		<b>4.26</b>	(10.00)
Diluted		<b>4.26</b>	(10.00)

See accompanying notes forming part of the financial statements

## As per our report attached

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI FRN.: 104184W/W100075

**Rishikesh Nasikkar**

Designated Partner

Membership No.: 166493

For **Walchandnagar Industries Limited****Chirag C. Doshi**

Managing Director &amp; CEO

DIN- 00181291

**Jayesh C. Dadia**

Director

DIN- 00053633

**Sandeep Jain**

Chief Financial Officer

**G. S. Agrawal**

Whole Time Director

&amp; Company Secretary

DIN-00404340

Date: May 25, 2023

Place: Mumbai

Date: May 25, 2023

Place: Mumbai

## Cash Flow Statement for the year ended on March 31, 2023

₹ in Lakhs

### Particulars

	Year ended March 31, 2023	Year ended March 31, 2022
<b>A Cash Flow from Operating Activities</b>		
Profit/(Loss) before tax	1,958	(3,807)
<b>Adjustments for :</b>		
Depreciation and Amortization Expense	1,868	2,224
Amortization of Lease hold Land	-	66
Provision for doubtful debts	3,432	348
Profit on sale of Asset	(1,039)	(2,233)
Finance Costs	5,477	7,063
Unrealized Exchange Gain (net)	(464)	(81)
Sundry Balances Written back	(0)	(333)
Interest Income	(188)	(163)
Rental Income from Investment property	(30)	(18)
Bad Debts Witten off	-	183
Employee Stock Option	79	-
Writeback on Debt Restructuring	(10,539)	-
	<b>(1,404)</b>	<b>7,054</b>
<b>Operating profit before working capital changes</b>	<b>554</b>	<b>3,247</b>
<b>Change in operating assets and liabilities</b>		
(Increase)/ decrease in trade receivables	3,925	(1,362)
(Increase)/ decrease in other financial assets	(1,490)	545
(Increase)/ decrease in other assets	669	(232)
(Increase)/ decrease in inventories	2,272	(93)
Increase/ (decrease) in trade payable	415	572
Increase/ (decrease) in other financial liabilities	487	1,733
Increase/ (decrease) in provisions	149	163
Increase/ (decrease) in other liabilities	24	(2,454)
	<b>6,450</b>	<b>(1,130)</b>
Cash Generated from Operations	7,004	2,118
Income Tax Refund / (Paid) (net)	609	717
<b>Net cash inflow from operating activities (A)</b>	<b>7,613</b>	<b>2,835</b>
<b>B Cash Flow from Investing Activities</b>		
Purchase of tangible/intangible assets including capital work in progress	(157)	(309)
Proceeds from Sale of Property, Plant and Equipment	0	36
Rent received on Investment Property	30	18
Proceed from sale of assets held for sale	1,656	2,344
Fixed Deposit / Margin Money Realized/(Paid)	(910)	222
Interest Received	191	241
<b>Net cash inflow from investing activities (B)</b>	<b>808</b>	<b>2,553</b>

₹ in Lakhs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>C Cash Flow from Financing Activities</b>		
Proceeds/(Repayments) of Equity & Long-Term Borrowings (Net)	(2,373)	4,681
Proceeds/(Repayments) of Short-Term Borrowings (Net)	(1,032)	(2,760)
Interest paid	(5,132)	(7,307)
<b>Net cash outflow from financing activities (C)</b>	<b>(8,537)</b>	<b>(5,386)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(116)</b>	<b>2</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>294</b>	<b>292</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>178</b>	<b>294</b>

**Cash & Cash Equivalents comprises of :**

Particulars	March 31, 2023	March 31, 2022
Cash on hand	3	4
Balances with banks	175	290
<b>Total</b>	<b>178</b>	<b>294</b>

**As per our report attached**

For **Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI FRN.: 104184W/W100075

**Rishikesh Nasikkar**  
Designated Partner  
Membership No.: 166493

Date: May 25, 2023  
Place: Mumbai

**For Walchandnagar Industries Limited**

**Chirag C. Doshi**  
Managing Director & CEO  
DIN- 00181291

**Jayesh C. Dadia**  
Director  
DIN- 00053633

**Sandeep Jain**  
Chief Financial Officer

**G. S. Agrawal**  
Whole Time Director  
& Company Secretary  
DIN-00404340

Date: May 25, 2023  
Place: Mumbai

## Statements of changes in equity

### A. Equity Share Capital

Particulars	Balance as of April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
No. of Shares	3,80,70,205	78,93,019	4,59,63,224
Amount (₹ in Lakh)	761	158	919

Particulars	Balance as of April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
No. of Shares	3,80,70,205	-	3,80,70,205
Amount (₹ in Lakh)	761	-	761

### B. Other Equity

₹ in Lakhs

Particulars	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit	Employee Stock Option Resrve	Equity Component-Unsecured Loan	Equity Instruments through Other Comprehensive Income	Total
<b>Balance as at April 1, 2022</b>	<b>4,994</b>	<b>50</b>	<b>5,606</b>	<b>6,226</b>	<b>55</b>	-	-	<b>7</b>	<b>16,938</b>
Changes due to prior period errors	-	-	-	-	-	-	-	-	-
<b>Restated balance as at April 1, 2022</b>	<b>4,994</b>	<b>50</b>	<b>5,606</b>	<b>6,226</b>	<b>55</b>	-	-	<b>7</b>	<b>16,938</b>
Addition to reserve during the year	4,583	-	-	-	-	79	2,944	-	7,606
Deduction in reserve during the year	-	-	-	-	-	(53)	(1,263)	-	(1,315)
Profit/Loss for the year	-	-	-	1,958	-	-	-	-	1,958
Other Comprehensive Income (net)	-	-	-	-	(42)	-	-	1	(41)
Total Comprehensive income for the year	-	-	-	1,958	(42)	27	1,680	1	8,208
<b>Changes in equity share capital during the year</b>	<b>9,577</b>	<b>50</b>	<b>5,606</b>	<b>8,184</b>	<b>13</b>	<b>27</b>	<b>1,680</b>	<b>9</b>	<b>25,146</b>
<b>Balance as at April 1, 2021</b>	<b>4,994</b>	<b>50</b>	<b>5,606</b>	<b>9,878</b>	<b>(280)</b>	-	-	<b>160</b>	<b>20,409</b>
Changes due to prior period errors	-	-	-	155	-	-	-	(155)	-
<b>Restated balance as at April 1, 2021</b>	<b>4,994</b>	<b>50</b>	<b>5,606</b>	<b>10,033</b>	<b>(280)</b>	-	-	<b>5</b>	<b>20,409</b>
Loss for the year	-	-	-	(3,807)	-	-	-	-	(3,807)
Other Comprehensive Income (net)	-	-	-	-	335	-	-	2	337
Total Comprehensive income	-	-	-	(3,807)	335	-	-	2	(3,470)
<b>Changes in equity share capital during the year</b>	<b>4,994</b>	<b>50</b>	<b>5,606</b>	<b>6,226</b>	<b>55</b>	-	-	<b>7</b>	<b>16,938</b>

#### As per our report attached

For **Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI FRN.: 104184W/W100075

**Rishikesh Nasikkar**  
Designated Partner  
Membership No.: 166493

Date: May 25, 2023  
Place: Mumbai

#### For Walchandnagar Industries Limited

**Chirag C. Doshi**  
Managing Director & CEO  
DIN- 00181291

**Sandeep Jain**  
Chief Financial Officer

Date: May 25, 2023  
Place: Mumbai

**Jayesh C. Dadia**  
Director  
DIN- 00053633

**G. S. Agrawal**  
Whole Time Director  
& Company Secretary  
DIN-00404340

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 1. Corporate Information :

Walchandnagar Industries Limited (the Company) having CIN: L74999MH1908PLC000291 is a listed public Company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at 3 Walchand Terraces, Tardeo Road, Mumbai – 400 034, Maharashtra, India.

The Company is an ISO 9001:2008 certified Heavy Engineering and Project execution company. WIL has diversified business offerings across core sectors with Hi Tech Manufacturing, Engineering Products and Engineering Services.

The financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 25, 2023.

### 2. Significant accounting policies :

#### 2.1 Statement of Compliance :

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

#### 2.2 Basis of preparation of financial statements :

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payment, leasing transactions that are within the scope of Ind AS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36 Impairment of assets.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

#### 2.3 Use of Estimates :

The preparation of financial statements requires the management of the company to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

#### Critical accounting estimates

##### i) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of the time of receipt of the consideration. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of contract. Taxes and duties collected on behalf of the government are excluded.

The specific recognition criteria of revenue recognition have been defined in para 2.9.

### ii) **Income taxes**

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

### iii) **Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under Note 2.5.

### iv) **Provisions**

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 2.19.

### v) **Fair value measurement of financial instruments**

The Company measures financial instruments, such as, Investments at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: a) In the principal market for the asset or liability, or b) In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable for assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## 2.4 **Current versus non-current classification :**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

An asset is treated as current when it is:

- i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
- ii. Held primarily for the purpose of trading,
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle,
- ii. It is held primarily for the purpose of trading,
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/project line/service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business. For non-project related assets and liabilities, operating cycle is 12 months.

### 2.5 Property, Plant & Equipment and Intangible assets :

Property, Plant & Equipment and intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalised includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

The estimated useful lives and residual values of the Property, Plant & Equipment and Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets costing upto ₹ 5,000 are fully depreciated in the year of purchase except when they are part of a larger capital investment programme.

The cost of software purchased for internal use is capitalized and amortized in three years.

Technical know-how is amortized in six years.

An item of Property, Plant & Equipment and intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant & Equipment and intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

#### Depreciation & Amortisation

Depreciation on Property, Plant & Equipment including assets taken on lease is charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. For any addition / disposal of assets, depreciation is charged on prorata basis depending upon the number of days assets was in use.

The company has taken technical report on balance useful life of assets. Accordingly, depreciation has been calculated based on such revised useful life of the assets.

### 2.6 Investment:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost.

However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### **Investment Property**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. All of the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties. After initial recognition, the company measures investment property at cost.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Investment properties are depreciated in accordance to the class of asset that it belongs and the life of the asset is as conceived for the same class of asset at the Company

## **2.7 Leases :**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### **i) Finance Lease**

Where the Company, as a lessor, leases assets under finance lease, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on constant rate of return on the outstanding net investment.

Assets taken on finance lease are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance costs and reduction of outstanding liability. Finance costs are recognised as an expense in the statement of profit or loss over the period of lease, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with Company's general policy on borrowing costs.

### **ii) Operating Lease**

Lease arrangements under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating lease are recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

### **iii) Sale and Lease back transaction**

In case of a sale and leaseback transaction resulting in a finance lease, any excess or deficiency of sales proceeds over the carrying amount is deferred and amortised over the lease term in proportion to the depreciation of the leased asset.

Profit or Loss on Sale and Lease back arrangements resulting in finance leases are recognised, in case the transaction is established at fair value, else the excess over the fair value is deferred and amortised over the period for which the asset is expected to be used.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 2.8 Impairment of Assets :

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. The recoverable amount of the tangible & intangible assets is estimated as the higher of its net selling price and its 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 net selling price, recent market transactions are taken into account. An impairment loss is recognised whenever the carrying amount of an tangible & intangible asset or a cash generating unit exceeds its recoverable amount. Impairment loss is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

### 2.9 Revenue recognition :

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract. The same is recognised when the entity satisfies such performance obligations.

#### A Product Sales

- a. In case of sale of products the revenue is recognised at a point in time .
- b. Domestic sales of manufactured items are recognized on dispatch and are stated net of returns, discounts and rebates. Sales are recorded exclusive of applicable taxes.
- c. Amount recognised as sales are adjusted for any variable consideration as per terms of the contract.
- d. Export sales are recognized on date of bill of lading/ airway bill and/or passing of rights to the customer, whichever is earlier and initially recorded at the relevant exchange rates prevailing on the date of transaction.
- e. Income on items delivered directly by suppliers/sub-contractors to the client is recognized on dispatch and receipt of suppliers'/sub-contractors' invoices.
- f. Income on account of price variation on sale of goods is recognized on the acceptance of the claim by the client and on certainty of its realization.

#### B Contract Revenue

- a. In case of contracts which involves supply of goods and services and where company transfers control and satisfies performance obligation over time, the revenue is recognised over time. The company recognises revenue for a performance obligation satisfied over time only if its progress towards complete satisfaction of the performance obligation is reasonably measured. The company has used Input Method for measuring progress.
- b. When the final outcome of a contract cannot be reliably estimated, contract revenue is recognized only to the extent of costs incurred that are expected to be recovered. Expected loss is recognized immediately when it is probable that the total estimated contract costs will exceed total contract revenue.
- c. Escalation claims explicitly mentioned in contracts with customers and which cannot be reversed subsequently are considered as variable claims. The claims have been estimated using the expected value method.

#### C Service Revenue

Revenue from services are recognized as and when the services are performed.

#### D Interest and Dividend Income

- a. Interest income is recognised using effective interest rate method.
- b. Dividend income is recognised when the Company's right to receive dividend is established

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### **E Export Benefits**

Export benefits are recognised on actual basis.

### **F All other incomes are recognised on accrual basis.**

### **2.10 Liquidated damages :**

When revenue has been recognised after the contractual delivery period the amount of liquidated damages as per the terms of the contract has been reduced from the amount of revenue recognised.

When revenue has not been recognised and the contractual delivery date is over the amount of liquidated damages to be imposed by the customer has been recognised as an expense and adequate provisions have been made.

### **2.11 Inventories :**

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares, and loose tools are carried at the lower of cost or net realisable value.

- a. Raw materials, Components, Stores and Spares are valued at lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost includes freight inward, direct expenses, duties and taxes, other than those subsequently recoverable. In case of Heavy Engineering Division, it is arrived at on "FIFO Method" and other divisions on "Weighted Average Method".
- b. Costs of Dies, Jigs, Tools and Patterns purchased/ manufactured are charged off in relevant year, at lower of cost or net realizable value, arrived at after providing for suitable diminution/ amortization.
- c. Goods-in-transit are valued at costs incurred till the Balance Sheet date.
- d. Work-in-progress is valued at lower of cost or net realizable value. The cost includes direct material, direct labour, and appropriate overheads booked on normal level of activity. The expenditure on uncompleted contracts is amortized over the period of the contract on the basis of sales booked.
- e. Finished goods are valued at lower of cost or net realizable value. Cost includes related overheads and wherever applicable duties and other non recoverable taxes.

### **2.12 Government grants :**

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received.

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the financial statements and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets."

Grants related to revenue are accounted for as other income in the period in which the related costs which Government intend to compensate are accounted for to the extent there is no uncertainty in receiving the same. Incentives which are in the nature of subsidies given by the Government which are based on the performance of the Company are recognised in the year of performance/ eligibility in accordance with the related scheme.

Government grants in the form of non-monetary assets, given at a concessional rate, are accounted for at their fair value."

### **2.13 Foreign currency transactions :**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2016 which are related to the acquisition or construction of

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

qualifying assets are adjusted in the carrying cost of such assets. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively)."

### 2.14 Financial Instruments :

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial assets

##### Initial recognition and measurement

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

##### Following are the categories of financial instrument:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through other comprehensive income (FVTOCI)
- c) Financial assets at fair value through profit or loss (FVTPL)

- a) **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- b) **Financial assets at fair value through other comprehensive income (FVTOCI)**

##### Debt financial assets measured at FVOCI:

Debt instruments are subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Equity Instruments designated at FVOCI:

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

- c) **Financial assets at fair value through profit or loss (FVTPL)**

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading. Other financial assets such as unquoted Mutual funds are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) the Company has transferred its rights to receive cash flows from the asset, and
  - i. the Company has transferred substantially all the risks and rewards of the asset, or
  - ii. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured at FVTOCI.
- c) Financial guarantee contracts which are not measured as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. In the balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

### Offsetting:

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

#### Loans and borrowings

"This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

#### De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

#### Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

### 2.15 Employee benefits :

#### i) Gratuity

The Company accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's salary and the tenure of the employment. Liabilities with regard to a Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using the Projected Unit Credit method.

Actuarial gains and losses are recognised in full in other comprehensive income and accumulated in equity in the period in which they occur. Past service cost is recognised in profit or loss in the period of a plan amendment.

#### ii) Provident Fund

The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently at 12% of the basic salary) which are charged to the Statement of Profit and Loss on accrual basis. The provident fund contributions are paid to the Regional Provident Fund Commissioner by the Company.

The Company has no further obligations for future provident fund."

#### iii) Superannuation and ESIC

Superannuation fund and Employees' State insurance scheme (ESI), which are defined contribution schemes, are charged to the Statement of Profit and Loss on accrual basis.

The Company has no further obligations for future superannuation fund benefits other than its annual contributions."

#### iv) Compensated advances

The Company provides for the compensated absences subject to Company's certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is provided based on the number of days of unavailed leave at each Balance Sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method.

The liability which is not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised based on actuarial valuation as at the Balance Sheet date.

Actuarial gains and losses are recognised in full in the Statement of Profit and Loss in the period in which they occur.

The company also offers a short term benefit in the form of encashment of unavailed accumulated compensated absence above certain limit for all of its employees and same is being provided for in the books at actual cost.

#### v) Other short term employee benefits

Other short-term employee benefits such as overseas social security contributions and performance incentives expected to be paid in exchange for the services rendered by employees, are recognised in the statement of profit and loss during the period when the employee renders the service.

### 2.16 Borrowing costs :

Borrowing costs that are directly attributable to the acquisition or construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss.

### 2.17 Taxation :

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

### Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income 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 income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

Deferred tax assets and liabilities are offset when it relates to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

### 2.18 Earnings per Share :

Basic earnings/ (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings / (loss) per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

### 2.19 Provision, Contingent Liabilities and Contingent Assets :

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. 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 recognised as a finance costs.

Contingent liabilities and Contingent assets are not recognized in the financial statements.

### 2.20 Segment Accounting :

Managing Director & CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS-108, "Operating Segments." He identifies and monitors the operating results of its business segments separately for purpose of making decision 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 analysis of geographical segments is based on the revenue generating locations. The geographical segment information of the company is categorized under domestic sales and export sales.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### A. Segment Reporting policies:

Following Accounting policies have been followed for segment reporting:

- i. Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.
- ii. Expenses that are directly identifiable with/allocable to segments are considered for determining the Segment Result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Un-allocable Corporate Expenses".
- iii. Income which relates to the Company as a whole and not allocable to segments is included in "Un-allocable Corporate Incomes".
- iv. Segment result includes margins on inter-segment transactions, which are reduced in arriving at the profit before tax of the Company.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

### B. Inter-segment transfer pricing

Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis.

#### 2.21 Assets Held For Sale :

Non-current assets held for sale are measured at the lower of their carrying value and fair value of the assets less costs to sale. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment once classified as held for sale are not depreciated/ amortised.

#### 2.22 Exceptional Item:

When items of income and expense within statement of profit and loss from ordinary activities are of such size nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, nature and amount of such material items are disclosed separately as an Exceptional Item.

#### 2.23 Cash and Cash Equivalent

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.

#### 2.24 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### 2.25 Employee Stock Option

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

## Note 3 : Property, Plant and Equipment

₹ in Lakhs

Particulars	Property, Plant and Equipment							Total
	Leasehold land	Building	Plant and Equipment	Furniture and Fixtures	Computers & Peripherals	Vehicles	Office equipment	
<b>I-Gross Block</b>								
As at 1st April, 2022	10,776	15,285	18,978	103	83	110	301	45,635
Addition during the year	-	78	340	-	3	-	9	429
Deduction/ Adjustment During the year	182	-	2	-	-	-	-	184
Other Adjustment During the year	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
<b>As at 31st March, 2023</b>	<b>10,594</b>	<b>15,363</b>	<b>19,316</b>	<b>103</b>	<b>86</b>	<b>110</b>	<b>310</b>	<b>45,882</b>
As at 1st April, 2021	10,776	15,313	18,805	103	63	110	292	45,462
Addition during the year	-	18	196	-	20	-	9	243
Deduction/ Adjustment During the year	-	46	23	-	-	0	-	70
Other Adjustment During the year	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
<b>As at 31st March, 2022</b>	<b>10,776</b>	<b>15,285</b>	<b>18,978</b>	<b>103</b>	<b>83</b>	<b>110</b>	<b>301</b>	<b>45,635</b>
<b>II. Accumulated Depreciation</b>								
As at 1st April, 2022	-	3,842	11,413	98	50	102	260	15,765
Depreciation expense for the year	-	630	1,201	2	6	3	11	1,853
Deduction/ Adjustment During the year	-	-	2	-	-	-	-	2
Other Adjustment During the year	-	-	-	-	-	-	-	-
<b>As at 31st March, 2023</b>	<b>-</b>	<b>4,472</b>	<b>12,612</b>	<b>100</b>	<b>56</b>	<b>105</b>	<b>271</b>	<b>17,616</b>
As at 1st April, 2021	-	3,179	9,948	88	45	83	245	13,588
Depreciation expense for the year	-	681	1,481	10	5	18	15	2,211
Deduction/ Adjustment During the year	-	18	16	-	-	0	-	34
Other Adjustment During the year	-	-	-	-	-	-	-	-
<b>As at 31st March 2022</b>	<b>-</b>	<b>3,842</b>	<b>11,413</b>	<b>98</b>	<b>50</b>	<b>102</b>	<b>260</b>	<b>15,765</b>
<b>Net Book Value</b>								
<b>As at 31st March 2023</b>	<b>10,594</b>	<b>10,891</b>	<b>6,704</b>	<b>3</b>	<b>30</b>	<b>5</b>	<b>39</b>	<b>28,266</b>
<b>As at 31st March 2022</b>	<b>10,776</b>	<b>11,471</b>	<b>7,392</b>	<b>5</b>	<b>30</b>	<b>9</b>	<b>32</b>	<b>29,871</b>

Note: Freehold land includes certain land having gross value of ₹0.08 lakhs (Previous Year ₹ 0.08 Lakh) which has been acquired by the State Government of Maharashtra. The compensation of ₹ 285 lakhs (Previous Year ₹ 285 Lakh) had been paid to the company. The company has disputed the amount of compensation and the matter is in appeal at Hon'ble Supreme Court of India. The compensation amount has been disclosed under Note No 21 as other non current liability.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Note 4 : Capital-Work-in Progress

#### A-Work in Progress -Ageing schedule as at March 31, 2023

₹ In Lakhs

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	35	27	26	68	156
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>35</b>	<b>27</b>	<b>26</b>	<b>68</b>	<b>156</b>

#### B Capital-work-in progress-completion schedule

₹ In Lakhs

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Fire Hydrant System	54	-	-	-
Geeta Make CNC Lathe	66	-	-	-
KYX with Meter for Reduction Demand from 1000 KVA	1	-	-	-
Enhancement of Electrical System Capacity H.T.Side	3	-	-	-
500 TON PRESS DANIEL'S -No. 2815 As.No. 100278	13	-	-	-
Reconditioning of Radial Drilling Machine	1	-	-	-
Fire Fighting Pump Room	0	-	-	-
Addressable Fire Alarm System	3	-	-	-
LPG Detection System	0	-	-	-
Electrical Panels & Pendant for Tank Rotators	5	-	-	-
Reconditioning of Cooper make CVT 150 VTL	3	-	-	-
Thickness Meter	0	-	-	-
ICAST-Foundry	7	-	-	-
<b>Total</b>	<b>156</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### A-Work in Progress -Aging schedule as at March 31, 2022

₹ In Lakhs

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	118	314	3	-	435
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>118</b>	<b>314</b>	<b>3</b>	<b>-</b>	<b>435</b>

#### B Capital-work-in progress-completion schedule

₹ in Lakhs

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Factory Buildings - WIP	77	-	-	-
Fire Hydrant System	26	-	-	-
Vertical Turning Lathe (VTL)	207	-	-	-
Geeta Make CNC Lathe	66	-	-	-
KYX with Meter for Reduction Demand from 1000 KVA	1	-	-	-
Enhancement of Electrical System Capacity H.T.Side	3	-	-	-
Modifi of 3 Axes CNC Kolb Drilling machine-1000712	3	-	-	-
Burny Make CNC Plasma Controller Cement Division	22	-	-	-
500 TON PRESS DANIEL'S -No. 2815 As.No. 100278	12	-	-	-
Fire hydrant System	12	-	-	-
Recond.of Radial Drilling m/c HMTP Make,Model DR8	4	-	-	-
Toss Make Horizontal Boring m/c,Model WH-63 (Tool)	1	-	-	-
Inside Micrometer 425-450 mm	0	-	-	-
<b>Total</b>	<b>435</b>	<b>-</b>	<b>-</b>	<b>-</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

## Note 5 : Investment Property

₹ in Lakhs

Description of Assets	As at	
	March 31, 2023	March 31, 2022
<b>Land</b>		
Opening Balance	188	189
Additions/(deletion) during the year	(0)	(1)
Closing Balance	188	188

The fair value of the Investment properties is ₹ 3574 Lakhs (Previous Year ₹ 3709 Lakhs) based on the valuation carried out by a registered valuer as define under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

## Note 6 : Intangible Assets

₹ in Lakhs

Description of Assets	Intellectual property rights	Software	Total
<b>A. Gross Block</b>			
<b>As at April 1, 2021</b>	180	175	355
Addition During Year	-	11	11
Disposals or classified as held for sale	-	-	-
<b>Balance as at March 31, 2022</b>	180	186	366
Additions during the year	-	2	2
Disposals or classified as held for sale	-	-	-
<b>Balance as at March 31, 2023</b>	180	188	368
<b>B. Accumulated depreciation</b>			
As at April 1, 2021	106	165	271
Amortisation expense for the year	12	1	13
Disposals / Adjustments	-	-	-
<b>Balance as at March 31, 2022</b>	118	166	284
Amortisation expense for the year	12	4	16
Disposals / Adjustments	-	-	-
<b>Balance as at March 31, 2023</b>	130	170	300
<b>Net Block as at March 31, 2022</b>	62	20	82
<b>Net Block as at March 31, 2023</b>	50	18	67

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Note 7 : Investments : Non Current

₹ In Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>- Quoted</b>		
Bombay Cycle & Motor Agency Limited	8	7
1200 (March 31, 2022: 1200) equity shares of ₹ 10 each fully paid		
<b>- Unquoted</b>		
Maharashtra State Co-operative Bank Limited	-	-
2 (March 31, 2022: 2) equity shares of ₹ 50 each fully paid		
Shushrusha Citizens Co-operative Hospital Limited	-	-
100 (March 31, 2022: 100) equity shares of ₹ 100 each fully paid		
Walchand Terraces Co-operative Housing Society Limited	-	-
10 (March 31, 2022: 10) equity shares of ₹ 50 each fully paid		
Cooper Employees's Consumers Co-operative Society Limited	-	-
100 (March 31, 2022 : 100) equity shares of ₹ 25 each fully paid		
Walchandnagar Industries Limited (Foundry Division) Employees Consumers Co-operative Society Limited	-	-
10 (March 31, 2022: 10) equity shares of ₹ 25 each fully paid		
Actis Biologics Private Limited	103	103
104,250 (March 31, 2022: 104,250) equity shares of ₹10 each fully paid		
Less: Provision for Diminution	(103)	(103)
<b>Sub total</b>	<b>8</b>	<b>7</b>
<b>Note :</b>		
<b>i) Details of Investments</b>		
Investments carried at cost	-	-
Investments carried at fair value through Other Comprehensive Income	8	7
Investments carried at fair value through profit and loss	-	-
<b>ii) Bifurcation of investments</b>		
Aggregate amount of Quoted Investments	8	7
Aggregate amount of Market value of Quoted Investments	8	7
Aggregate amount of unquoted Investments	103	103
Aggregate amount of impairment in value of investment	103	103

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

## Note 8 : Trade Receivables : Non Current

₹ In Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Trade receivables	2,289	5,701
Receivables from related Parties	-	-
<b>Total</b>	<b>2,289</b>	<b>5,701</b>
Trade receivables		
Considered Good – Secured	-	-
Considered Good – Unsecured	2,289	5,701
Significant increase in Credit Risk	-	-
Credit Impaired (refer note 2.8(i))	4,282	300
	6,571	6,001
Less: Provision for Doubtful Debts (refer note 2.8(i))	(4,282)	(300)
<b>Total</b>	<b>2,289</b>	<b>5,701</b>

## Refer Note Number 56

Neither Trade or Other receivable are due from Directors or other officers of the company either severally or jointly with any other person nor due from Firms or Private Companies in which any Director is a Partner, a Director or a Member.

## Ageing Trade Receivable- Non Current

₹ In Lakhs

Particulars	As at March, 31 2023					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	92	175	89	-	2,607	2,963
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	17	21	211	771	1,218	2,239
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	4	-	1,365	1,369
Less: Provision for Doubtful Debts (refer note 2.8(i))	-	-	-	-	-	4,282
<b>Total</b>	-	-	-	-	-	<b>2,289</b>
Particulars	As at March, 31 2022					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	766	163	164	180	4,727	6,001
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Less: Provision for Doubtful Debts (refer note 2.8(i))	-	-	-	-	-	300
<b>Total</b>	<b>766</b>	<b>163</b>	<b>164</b>	<b>180</b>	<b>4,727</b>	<b>5,701</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Note 9 : Other Financial Assets : Non Current

₹ In Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>(Unsecured, considered good unless otherwise stated)</b>		
<b>Security Deposits</b>		
Considered Good – Secured	-	-
Considered Good – Unsecured	325	252
Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Less: Provision for Doubtful Debts	-	-
<b>Total</b>	<b>325</b>	<b>252</b>

### Note 10 : Other Non-Current Assets

₹ In Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>(Unsecured, considered good unless otherwise stated)</b>		
<b>Capital Advances</b>		
Considered Good – Secured	-	-
Considered Good – Unsecured	8	3
Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Less: Provision on advances to suppliers	-	-
	<b>8</b>	<b>3</b>
Prepaid Expenses	196	113
Right to use Asset - Lease Hold Land	-	1,040
Balance with Government Authorities	1,715	3,081
Other Assets	26	27
	<b>1,937</b>	<b>4,260</b>
<b>Total</b>	<b>1,945</b>	<b>4,263</b>

During the year, the company has sold part leasehold land at Gujarat and profit has been disclosed in "other income" in the statement of Profit and Loss. The balance leasehold land is disclosed in Note No 17 "Non Current Assets held for sale"

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Note 11 : Inventories**

₹ In Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
- Goods in Transit, at cost	143	160
- Raw Materials and Components	3,779	3,849
- Stores and Spares	990	1,238
- Dies, Jigs, Tools, Moulds & Patterns	601	631
- Work in progress*	6,492	8,447
- Finished Products	1,166	1,118
	<b>13,171</b>	<b>15,442</b>

\*The old non-moving Work-in-Progress inventory amounting to ₹ 2194 Lakhs (Previous Year ₹ 2194 Lakhs) w.r.t. cancelled/hold contracts have been revalued at ₹ 230 Lakhs (Previous Year ₹ 2587 Lakhs) by the independent valuer thereby impacting the financial performance for the year ended by ₹ 1964 Lakhs (Previous Year- Nil), this impact of impairment is appearing under "change in inventory". However, the management is putting all the efforts to liquidate these inventories at the earliest.

**Note 12 : Trade Receivables : Current**

₹ In Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Trade Receivables	18,540	22,022
Receivables from Related Parties	-	-
<b>Total</b>	<b>18,540</b>	<b>22,022</b>
<b>Trade receivables</b>		
Considered Good – Secured	-	-
Considered Good – Unsecured	18,540	22,022
Significant increase in Credit Risk	-	-
Credit Impaired (refer note 2.8(i))	2,098	2,581
	20,638	24,603
Less: Provision for doubtful debts (refer note 2.8(i))	(2,098)	(2,581)
<b>Total</b>	<b>18,540</b>	<b>22,022</b>

**Please refer the Note Number 56**

Neither Trade or Other receivable are due from Directors or other officers of the company either severally or jointly with any other person nor due from Firms or Private Companies in which any Director is a Partner, a Director or a Member.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Ageing Trade Receivables : Current

₹ in Lakhs

Particulars	As at March 31, 2023					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	8,596	327	526	131	10,902	20,483
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	65	55	34	1	156
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Less: Provision for Doubtful Debts (refer note 2.8(i))	-	-	-	-	-	2,098
<b>Total</b>	-	-	-	-	-	<b>18,540</b>

Particulars	As at March 31, 2022					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	7,708	737	741	601	11,712	21,498
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	4	81	151	8	1,185	1,429
(iv) Disputed Trade Receivables–considered good	-	-	-	-	1,131	1,131
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	546	546
Less: Provision for Doubtful Debts (refer note 2.8(i))	-	-	-	-	-	2,581
<b>Total</b>	-	-	-	-	-	<b>22,022</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Note 13 : Cash and Cash Equivalents**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Cash in hand	3	4
<b>Balances with banks</b>		
In Current Account	175	290
<b>Total</b>	<b>178</b>	<b>294</b>

**Note 14 : Other Balances with Banks**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
In Deposit Accounts	383	332
Earmarked Balances with Banks		
- Unclaimed Dividend	-	4
- Balances held as Margin Money/Security towards obtaining Bank Guarantees **	4,611	3,752
- Balance held under Escrow Account*	215	211
<b>Total</b>	<b>5,209</b>	<b>4,299</b>

\*(Refer Note No. 23)

\*\*It includes Accrued Interest

**Changes in liabilities arising from financing activities :**

Particulars	Non-current borrowings	Current borrowings (including current maturities)	Total
<b>Net debt as at April 1, 2021</b>	<b>10,546</b>	<b>30,543</b>	<b>41,088</b>
Cash inflows	7,127	1,738	8,866
Cash Outflows	672	4,498	5,170
Others*	-	-	-
<b>Net debt as at March 31, 2022</b>	<b>17,001</b>	<b>27,783</b>	<b>44,784</b>
Cash inflows	-	616	616
Cash Outflows	2,766	1,762	4,528
Others*	9,241	2,343	11,584
<b>Net debt as at March 31, 2023</b>	<b>4,993</b>	<b>24,294</b>	<b>29,288</b>

The 'Other' column includes the effect of reclassification of non-current portion of borrowings, including write-back on debt restructuring and the effect of accrued but not yet paid interest on borrowings.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Note 15 : Other Financial Assets : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Unbilled Revenue	7,601	6,184
<b>Total</b>	<b>7,601</b>	<b>6,184</b>

### Note 16 : Other Current Assets

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Balance with Government Authorities</b>	<b>1,880</b>	<b>2,035</b>
<b>Advances to employees</b>		
Considered Good – Secured	-	-
Considered Good – Unsecured	133	99
Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Less : Provision on employee advances	-	-
	<b>133</b>	<b>99</b>
<b>Advances to suppliers</b>		
Considered Good – Secured	-	-
Considered Good – Unsecured	1,224	1,233
Significant increase in Credit Risk	-	-
Credit Impaired	1,107	1,107
Less: Provision for doubtful Advances to suppliers	(1,107)	(1,107)
	<b>1,224</b>	<b>1,233</b>
<b>Prepaid Expenses</b>	<b>774</b>	<b>774</b>
<b>Others Loans and Advances</b>		
Considered Good – Secured	-	-
Considered Good – Unsecured	1	1
Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Less: Provision on other loans and advances	-	-
	<b>1</b>	<b>1</b>
<b>Total</b>	<b>4,011</b>	<b>4,142</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

## Note 17 : Non Current Assets held for sale

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Land	671	671
<b>Total</b>	<b>671</b>	<b>671</b>

The Company intends to dispose one of its freehold land in Maharashtra and leasehold land in Gujarat within next 12 months. No impairment loss was recognised on reclassification of the property as held for sale as the Company expects that the fair value (estimated based on the recent market prices of similar properties in similar locations) less costs to sell is higher than the carrying amount of ₹ 671 Lakh.

## Break up of financial assets carried at amortised cost

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Trade receivables (refer note 8 & 12)	20,829	27,723
Other financial assets (refer note 9& 15)	7,926	6,436
Cash and bank balances (refer note 13 & 14)	5,387	4,592
<b>Total financial assets carried at amortised cost</b>	<b>34,143</b>	<b>38,751</b>

Note: Receivables carrying value may be affected by changes in the credit risk of the counterparties.

## Note 18 : Equity Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
<b>Authorised</b>				
10% Cumulative Preference Shares of ₹ 100 each	50,000	50	50,000	50
Preference Shares of ₹ 100 each	50,000	50	50,000	50
Equity shares of ₹ 2/- each with voting rights	12,00,00,000	2,400	12,00,00,000	2,400
		<u>2,500</u>		<u>2,500</u>
<b>Issued, Subscribed and Paid up</b>				
Equity shares of ₹ 2/- each fully paid up	4,59,63,224	919	3,80,70,205	761
<b>Total</b>	<b>4,59,63,224</b>	<b>919</b>	<b>3,80,70,205</b>	<b>761</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Reconciliation of number of Equity Shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
Shares outstanding at the beginning of the year	3,80,70,205	761	3,80,70,205	761
Shares issued during the year *	78,93,019	158	-	-
<b>Total</b>	<b>4,59,63,224</b>	<b>919</b>	<b>3,80,70,205</b>	<b>761</b>

\* During the year company has issued 32,10,000 Equity Shares to Assets Care & Reconstruction Enterprise limited ( acting in its capacity as trustee of ACRE-120 trust), 46,00,000 Equity Shares to Promoters/Promoters Group Entities (Refer Note Number 19) and 83,019 Equity Shares under ESOP scheme (Refer Note Number 19).

### Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of shares held by the shareholders.

### Number of shares held by each shareholder holding more than 5 percent of the Equity Shares of the Company are as follows:

Name of Shareholder	As at		As at	
	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Walchand Kamdhenu Commercials Pvt Ltd.	53,45,554	11.63	53,45,554	14.04
Walchand Great Achievers Pvt Ltd.	48,57,121	10.57	3,47,961	0.91
Rodin Holdings Inc	30,00,000	6.53	30,00,000	7.88
Olsson Holdings Inc	20,00,000	4.35	20,00,000	5.25
Assets Care & Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE- 120-Trust)	32,10,000	6.98	-	-

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

As per the records of the Company, no shares has been allotted pursuant to any contract for consideration other than cash or as bonus shares during the preceeding five financial years. There are no buy back of shares during the preceeding five financial years.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Equity Shares held by promoters at the end of the year**

Promoter Name	As at		As at		% Change during the year
	As at March 31, 2023		As at March 31, 2022		
	No. of Shares held	% of total shares	No. of Shares held	% of total shares	
Walchand Kamdhenu Commercials Pvt. Ltd.	53,45,554	11.63	53,45,554	14.04	(2.41)
Walchand Great Achievers Private Limited	48,57,121	10.57	3,47,961	0.91	9.66
Rodin Holdings Inc	30,00,000	6.53	30,00,000	7.88	(1.35)
Olsson Holdings Inc	20,00,000	4.35	20,00,000	5.25	(0.90)
Smt Lalitabai Lalchand Charity Trust	3,79,210	0.83	3,79,210	1.00	(0.17)
Walchand Chiranika Trading Pvt Ltd	3,42,090	0.74	3,42,090	0.90	(0.15)
Chakor L. Doshi	60,800	0.13	-	-	0.13
Chirag C. Doshi	17,290	0.04	-	-	0.04
Champa C Doshi	12,750	0.03	-	-	0.03
Walchand Charitable Trust	7,200	0.02	7,200	0.02	(0.00)
Chakor L Doshi HUF	6,680	0.01	6,680	0.02	(0.00)
<b>Total</b>	<b>1,60,28,695</b>	<b>34.87</b>	<b>1,14,28,695</b>	<b>30.01</b>	<b>4.86</b>

Percentage of change has computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

**Note 19 : Other Equity**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Capital Redemption Reserve</b>		
Opening balance	50	50
Additions	-	-
Deductions	-	-
<b>Closing Balance</b>	<b>50</b>	<b>50</b>
<b>Securities Premium Account</b>		
Opening balance	4,994	4,994
Additions	4,582	-
Deductions	-	-
<b>Closing Balance</b>	<b>9,577</b>	<b>4,994</b>
<b>Employee Stock Option Reserve*</b>		
Opening balance	-	-
Additions	79	-
Deductions	(53)	-
<b>Closing Balance</b>	<b>27</b>	<b>-</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>General Reserve</b>		
Opening balance	5,606	5,606
Additions	-	-
Deductions	-	-
<b>Closing Balance</b>	<b>5,606</b>	<b>5,606</b>
<b>Retained Earnings</b>		
Opening balance	6,226	9,878
Less : Loss for the year	1,958	(3,807)
Add : Change due to prior period error	-	155
<b>Closing Balance</b>	<b>8,184</b>	<b>6,226</b>
<b>Equity Component-Unsecured Loan</b>		
Opening balance	-	-
Addition to Other Equity component **	2,944	-
Less:Transfer oe Used or On modification of terms of Inter-corporate deposite(ICD) by the company	1,263	-
<b>Closing Balance</b>	<b>1,680</b>	<b>-</b>
<b>- Remeasurements of the Defined Benefit</b>		
Opening Balance	55	(280)
Add : Other Comprehensive Income	(42)	335
<b>Closing Balance</b>	<b>13</b>	<b>55</b>
<b>- Equity Instruments through Other Comprehensive Income</b>		
Opening Balance	7	160
Add : Other Comprehensive Income	1	2
Add : Change due to prior period error	-	(155)
<b>Closing Balance</b>	<b>9</b>	<b>7</b>
<b>Total</b>	<b>25,146</b>	<b>16,938</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

Note:

**\*Employee Stock Option Plan**

- i) A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including:

<b>Particulars</b>	<b>Employee Stock Option Scheme 2020</b>
<b>Date of shareholders' approval</b>	<b>August 14, 2020</b>
Date of ratification the Company's ESOP Scheme, 2020 as per Clause 12 of SEBI (Share Based Employee Benefits Scheme) Regulations, 2014	Not Applicable
Total number of options approved under ESOP Scheme - 2020	10,00,000
Vesting requirements	The Stock Options shall vest as per vesting conditions stated in ESOP 2020.
Exercise price or pricing formula	At par (Face Value of ₹ 2)
Maximum term of options granted	7 Years
Source of shares (primary, secondary or combination)	Primary
Variation in terms of options	There has been no variation in terms of the options

The Company has formulated Employee Stock Option Scheme 2020. The grant of options to the employees under the stock option scheme is on the basis of their performance and other eligibility criteria. The options granted under the Scheme 2020, Category I are vested over a period of five years in the ratio of 10%, 20%, 20%, 20% and 30% respectively and Category II are vested over a period of three years in the ratio of 30%, 30% and 40% respectively from the end of 12 months from the date of grant, subject to the discretion of the management and fulfillment of certain conditions.

- ii) Option Movement during the year (For each ESOP Scheme - 2020):

<b>Particulars</b>	<b>Employee Stock Option Scheme-2020</b>
Number of options granted and outstanding at the beginning of the period	3,00,020
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	73,472
Number of options vested during the year	52,166
Number of options exercised during the year	83,019
Number of shares arising as a result of exercise of options	83,019
Money realized by exercise of options (INR), if scheme is implemented directly by the Company	1,66,038
The weighted average share price at the date of exercise.	63.29
Loan repaid by the Trust during the year from exercise price received	-
Number of options granted and outstanding at the end of the year	1,43,529
Exercise prices of Number of options outstanding at the end of the year (INR)	2.00
Remaining contractual life :	
For Category I	32 Month
For Category II	8 Month
Number of options exercisable at the end of the year	-
The total expense recognised for the period (INR)	79,42,003

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- iii) The fair value has been calculated using the Black-Scholes Option Pricing Model and significant assumptions and inputs to estimate the fair value of options granted.

### Fair Value per Option of Grant dated 09th November, 2020

Particulars	Vest Date				
	09-11-2021	09-11-2022	09-11-2023	09-11-2024	09-11-2025
Stock Price (₹)	50.55	50.55	50.55	50.55	50.55
Strike/ Exercise Price (₹)	2.00	2.00	2.00	2.00	2.00
Expected Life of options (no. of years)	1.50	2.50	3.50	4.50	5.50
Risk free rate of interest (%)	5.87%	5.87%	5.87%	5.87%	5.87%
Implied Volatility factor (%)	69.53%	69.53%	69.53%	69.53%	69.53%
<b>Fair value per Option at year end (₹)</b>	<b>48.72</b>	<b>48.83</b>	<b>48.93</b>	<b>49.05</b>	<b>49.16</b>

Weighted Average of Fair Values of Options (Grant 1)	Quantity (in nos.)	Option Price (in ₹)	Product (in ₹)
Vesting 1	26,822	48.72	13,06,734
Vesting 2	53,644	48.83	26,19,210
Vesting 3	53,644	48.93	26,25,031
Vesting 4	53,644	49.05	26,30,998
Vesting 5	80,466	49.16	39,55,510
<b>Total/weighted average</b>	<b>2,68,220</b>	<b>48.98</b>	<b>1,31,37,483</b>

Weighted Average of Fair Values of Options (Grant 2)	Quantity (in nos.)	Option Price (in ₹)	Product (in ₹)
Vesting 1	9,540	48.72	4,64,777
Vesting 2	9,540	48.83	4,65,798
Vesting 3	12,720	48.93	6,22,444
<b>Total/weighted average</b>	<b>31,800</b>	<b>48.84</b>	<b>15,53,019</b>

### \*\* Other Equity component

The Company owe to Promoter and Promoter Group as debt to the extent of ₹ 5919 Lakhs as on March 31, 2022 including the amount towards invocation of securities by Trustee of KKR Pledged as security during FY 2021-22. The Company has credited these amounts to the accounts of the Promoters as unsecured loans/ICD. These unsecured Loan/ICD are to be converted into Equity in due course of time and in compliance with the Companies Act and SEBI Regulations. Accordingly during the Quarter Three of the current financial year, company has issued 46,00,000 (Forty Six Lakhs) fully paid-up equity shares of face value of ₹ 2/- (Rupees Two) each at ₹ 60 Per Shares to the Promoters/Promoters Group Entities towards conversion/ appropriation of part of the debt owed by the Company to the Promoters/ Promoter Group Entities amounting to ₹ 2760 Lakhs (Rupees Twenty Seven crores Sixty Lakhs only)

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

Summary of Unsecured Loans/ICD outstanding from Promoters and Promoters Group as on 31-03-2023 are given hereunder:

₹ in Lakh (Except No of Equity Shares)

Name of the Promoters/Promoters Group	Opening Balance as on 01.04.2022	No of Equity Share Issued	Amount of Debt utilized towards conversion / appropriation for Equity Shares	Closing Blance as on 31.03.2023
Walchand Great Achievers Pvt. Ltd.	3,092	45,09,160	2,705	387
Walchand Kamdhenu Commercials Pvt. Ltd	2,272	-	-	2,272
Shri. Chakor L. Doshi	36	60,800	36	0
Shri. Chirag C. Doshi	10	17,290	10	0
Smt. Champa C. Doshi	8	12,750	8	0
<b>Total amount out of invocation of pledged shares</b>	<b>5,419</b>	<b>46,00,000</b>	<b>2,760</b>	<b>2,659</b>
Walchand Great Achievers Pvt. Ltd.	500	-	-	500
<b>Total</b>	<b>5,919</b>	<b>46,00,000</b>	<b>2,760</b>	<b>3,159</b>

In accordance with Ind AS 109 - Financial Instruments, the ICD balance was discounted at the weighted average borrowing cost and the present value was treated as ICD liability and the discounted portion was taken to deemed equity. Unwinding of interest on ICD was done quarterly and charged to Statement of Profit & Loss.

Treatment for the conversion into equity share, as per Ind As 32 (paragraphs 28-32) has been given and as per Appendix A AG32 on conversion of a convertible instrument at maturity, the entity derecognises the liability component and recognises it as equity. The original equity component remains as equity (although it may be transferred from one line item within equity to another). There is no gain or loss on conversion.

**Note 20 : Borrowings : Non Current**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Measured at amortised cost</b>		
<b>Secured Borrowings:</b>		
From Banks / NBFCS		
(i) Corporate Loan / NCD	2,170	9,866
(ii) Vehicle Loan	2	8
	<b>2,172</b>	<b>9,873</b>
<b>Unsecured Borrowings</b>		
(i) From related party	1,822	6,127
(ii) From Others	1,000	1,000
	<b>2,822</b>	<b>7,127</b>
<b>Total</b>	<b>4,993</b>	<b>17,001</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(A) Entire outstanding of ₹ 20,422.63 Lakhs as on March 31, 2022 was assigned in favour of ACREs by KKRIFSL vide assignment agreement dated April 13th & 18th, 2022 for ₹ 7200 Lakhs subject to certain terms & conditions. The settlement agreement to that effect is executed on May 18th, 2023. of ₹ 7200 Lakhs, ₹ 1000 Lakhs were funded by the company & balance ₹ 6200 Lakhs are funded by ACREs along with one strategic investor.

i) Repayment schedule is as under:

₹ in Lakhs

Date of Repayment	Total Instalment Amount
12-Apr-23	1,688
30-Sep-23	1,000
31-Mar-24	1,000
30-Sep-24	1,000
31-Mar-25	1,170
<b>Total</b>	<b>5,858</b>

ii) These borrowings are secured by:

- 1) First charge on specified land and buildings at Walchandnagar, Mumbai and Dharwad.
- 2) First charge by way of pledge of shareholdings of promoters/affiliates amounting to 53.99% of paid-up capital of the company.
- 3) First charge on the designated bank account held with State Bank of India.
- 4) KKRIFSL has assigned entire debts (including loans and NCDs) due from the company along with underlying financial documents together with the lenders rights, benefits and obligations to Assets Care and Reconstruction Enterprise Limited (ACRE) vide assignment agreements dated April 13, 2022 and April 18th, 2022. Standstill agreement to that effect is executed on July 19th, 2022. Restructuring agreement is also executed on May 18th, 2023. Company has accounted write-back on debt restructuring of ₹ 10,539 Lakhs on March 31st, 2023 in the books.

(B) Vehicle Loan is taken from Bank of India. It is secured by hypothecation of vehicle bought under the loan. The loan is repayable in 60 Equated monthly instalments of ₹ 0.52 Lacs. Interest rate is 7.40% p.a. Balance instalments payable on balance sheet date are 16. The last instalment falls on July 30th, 2024.

### Note 21: Other Financial Liabilities : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Interest on Secured Loans	-	3,716
Others *	289	289
<b>Total</b>	<b>289</b>	<b>4,006</b>

\* Includes ₹ 285 lakh received against compulsory acquisition of land by the Government of Maharashtra not accounted for as sale of asset. The matter is in appeal and pending in Hon'ble Supreme Court. The asset is disclosed under Note No. 3 for Property, Plant and Equipments.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Note 22 : Provisions : Non Current**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Provision for employee benefits*		
- Gratuity	1,255	1,210
- Compensated absences	190	70
<b>Total</b>	<b>1,445</b>	<b>1,280</b>

\* (Refer Note No. 51)

**Note 23 : Other Non Current Liabilities : Non current**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Labor Cess Payable*	215	211
Deferred Government Grant	0	5
Advance from Customer **	6,058	7,994
<b>Total</b>	<b>6,273</b>	<b>8,210</b>

\*\* (Refer Note No. 14)

\*\*Advance from Customer includes ₹ 318 lakh (Previous Year -Nil) towards sales of partial Land situated at Maharashtra

**Note 24: Borrowings : Current**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>(a) From Banks (Secured)</b>		
(i) Working Capital Loan*	17,649	19,411
(ii) Letter of Credit	2,951	2,336
<b>(b) From others (unsecured)</b>		
From related party	-	-
<b>(c) Current maturities of long-term loans (secured)</b>		
(i) Vehicle Loan	6	6
(ii) Corporate Loan/NCD	3,688	6,031
<b>Total</b>	<b>24,294</b>	<b>27,783</b>

- 1] The Working Capital Loan facilities under Consortium Banking arrangement of State Bank of India and Bank of India and consortium lead by State Bank of India mentioned at (i) above pertaining to HED division are secured by mortgage of residential flats in Mumbai, land and building at Walchandnagar, Offices in Pune and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables pertaining to Heavy Engineering Division at Walchandnagar. The facilities are further secured by a second charge on all assets given to ACREs. The above are at an interest rate of 13.55 % from Bank of India and 13% from State Bank of India.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- 2] The facilities mentioned at (i) also includes facility pertaining to Foundry division, Satara availed from State Bank of India and are secured by hypothecation of all tangible movable properties and assets, including all stocks of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara Road.
- 3] The Company has availed Letter of Credit facility from Bank of India and State Bank of India for the purpose of procurement of Raw Material for HED division. It is secured by mortgage of residential flats in Mumbai, land and building at Walchandnagar, Offices in Pune and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables pertaining to Heavy Engineering Division at Walchandnagar. It is further secured by a second charge on all assets given to ACREs.
- 4] The Company has also availed Letter of Credit facility from State Bank of India for the purpose of procurement of Raw Material for Foundry division. It is secured by hypothecation of all those tangible movable properties and assets, including all stocks of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara Road.
- 5] The quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts

### Note 25: Trade Payables

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises*	375	430
- Total outstanding dues of creditors other than micro and small enterprises	7,665	7,195
<b>Total</b>	<b>8,041</b>	<b>7,626</b>

\*(Refer Note No. 55)

The Company has identified small enterprises and micro enterprises, as defined under the MSME Act, 2006 by requesting confirmation from the vendors.

#### Ageing- Trade Payables

₹ in Lakhs

Particulars	As at March, 31 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	282	57	32	3	375
(iii) Others	4,591	701	313	1,779	7,385
(iv) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	280	280
<b>Total</b>	<b>4,873</b>	<b>758</b>	<b>346</b>	<b>2,063</b>	<b>8,041</b>

Particulars	As at March, 31 2022				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	292	61	56	22	430
(iii) Others	4,521	463	397	1,535	6,916
(iv) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	4	275	280
<b>Total</b>	<b>4,813</b>	<b>524</b>	<b>457</b>	<b>1,832</b>	<b>7,626</b>

\*(Refer Note No. 55)

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Note 26: Other Financial Liabilities : Current**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Interest payable on borrowings	7	817
Unclaimed dividends	-	4
Accrued Salaries and Benefits	1,909	1,777
Contract Liability	74	19
Others*	1,712	1,408
<b>Total</b>	<b>3,702</b>	<b>4,025</b>

\*The Company agrees and undertakes that in case of any dilution of the issued and paid up share capital of the Company due to issuance of new shares to the Promoters for any reason whatsoever for a period of 36 (Thirty Six) months from July 19, 2022], the Lender and/ or the Trustee shall have the right to convert an additional part of the Outstanding Amounts (i.e. Outstanding Amounts minus the Net Amount) into equity shares of the Company, such that the Lender holds 7% (seven percent) of the issued and paid up share capital of the Company on a fully diluted basis consistently. In accordance to same, promoters have declared their intention to convert their outstanding of Rs 3158.57 lakhs into equity which gives right to lender to claim additional equity. This results into additional financial liability of Rs 412 Lakhs (Previous year- Nil).

**Note 27 : Provisions : Current**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Provision for employee benefits*</b>		
- Gratuity	261	115
- Compensated absences	76	196
<b>Total</b>	<b>337</b>	<b>311</b>

\* (Refer Note No. 51)

**Note 28 : Other Current Liabilities**

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Advances received from customers	6,430	4,319
Statutory Remittances	939	1,080
Deferred Government Grant	5	14
<b>Total</b>	<b>7,374</b>	<b>5,413</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Breakup of financial liabilities carried at amortised cost

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Borrowings (refer note 20 & 24)	29,288	44,784
Other financial liabilities (refer note 21 & 26)	3,992	8,031
Trade payables (refer note 25)	8,041	7,626
<b>Total financial liabilities carried at amortised cost</b>	<b>41,320</b>	<b>60,440</b>

### Note 29 : Revenue From Operations

₹ in Lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Sales of Product	30,058	27,974
Sales of Services	1,878	1,601
Other Operating Revenues	274	345
	<b>32,209</b>	<b>29,919</b>

### Disaggregated revenue information

Set out below is the disaggregation revenue from customers:

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
<b>Type of goods or service</b>		
<b>Heavy Engineering</b>		
Goods	22,343	22,112
Service	1,852	1,577
Other	205	221
<b>Foundry and Machine Shop</b>		
Goods	5,657	4,095
Service	10	8
Other	41	107
<b>Others</b>		
Goods	2,058	1,767
Service	16	15
Other	28	16
<b>Total revenue from contracts with customers</b>	<b>32,209</b>	<b>29,919</b>
India	30,767	28,371
Outside India	1,442	1,548
<b>Total revenue from contracts with customers</b>	<b>32,209</b>	<b>29,919</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
<b>Timing of revenue recognition</b>		
Goods & Services transferred at a point in time	30,914	25,183
Goods & Services transferred over time	1,295	4,736
<b>Total revenue from contracts with customers</b>	<b>32,209</b>	<b>29,919</b>
<b>Total revenue from Operation</b>	<b>32,209</b>	<b>29,919</b>

₹ in Lakhs

Revenue	For the years ended					
	March 31, 2023			March 31, 2022		
	Heavy Engineering	Foundry and Machine Shop	Others	Heavy Engineering	Foundry and Machine Shop	Others
External customer	24,399	5,708	2,102	23,911	4,211	1,798
Inter-segment	169	48	7	91	52	7
	24,567	5,756	2,109	24,001	4,263	1,805
Inter-segment adjustment and elimination	169	48	7	91	52	7
<b>Total revenue from contracts with customers</b>	<b>24,399</b>	<b>5,708</b>	<b>2,102</b>	<b>23,911</b>	<b>4,211</b>	<b>1,798</b>

## Note 30 : Other Income

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
<b>Interest Income</b>		
- On Bank deposits	188	163
- On Other financial assets carried at amortised cost	-	-
- On Others	27	100
Dividend Income on Investment	0	0
Rental income	30	18
Occupation Fees	5	4
Profit on Sale of Asset*	1,039	2,233
Sundry Balances Written Back	0	333
Foreign Exchange Gain (net)	480	90
Packaged Scheme of Incentive - Maharashtra	14	14
Insurance Claim Received	0	23
Miscellaneous Income	444	290
<b>Total</b>	<b>2,226</b>	<b>3,269</b>

\*Profit on sales of Assets includes the profit of ₹ 860 lakhs from sale of assets held for Sale.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Note 31 : Cost of Materials consumed

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
A-Materials consumed comprise:		
(a) Plates, Sheets, Beams & Steel Materials	2,272	1,354
(b) Steel Scrap	2,176	1,265
(c) Castings	1,859	1,386
(d) Ferro Alloys	348	244
(e) Bought and Components etc.	8,612	7,319
(f) Materials Consumed at Sites	68	19
	<b>15,336</b>	11,587
B- Stores and Spares consumed	1,378	1,722
<b>Total</b>	<b>16,714</b>	13,309

### Note 32 : Sub-Contracting Expenses, Processing Charges and Other Direct Costs

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Sub-contracting Expenses and Processing Charge	1,938	2,075
<b>Total</b>	<b>1,938</b>	2,075

### Note 33 : Changes in Inventories of Finished Goods & Work-in-progress

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
<b>Inventories at the beginning of the year:</b>		
(a) Finished Products	1,118	993
(b) Work-in-Progress	8,447	8,858
	<b>9,565</b>	9,851
<b>Inventories at the end of the year:</b>		
(a) Finished Products	1,166	1,118
(b) Work-in-Progress	6,492	8,447
(c) Finished goods-in-transit	-	-
(d) Stock in trade	-	-
	<b>7,657</b>	9,565
<b>Total</b>	<b>1,908</b>	286

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Note 34 : Employee Benefits Expense**

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Salaries and wages, including bonus	6,996	7,160
Contribution to provident and other funds	411	470
Gratuity	216	223
Staff welfare expenses	66	62
<b>Total</b>	<b>7,690</b>	<b>7,915</b>

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

**Note 35 : Finance Costs**

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Interest on Debentures and Fixed Loans	1,249	2,979
Interest on Short term Loan and Cash Credits	2,518	2,489
Notional Interest on unsecured loans from related parties	344	232
Others	1,366	1,363
<b>Total</b>	<b>5,477</b>	<b>7,063</b>

**Note 36 : Depreciation and Amortisation Expense**

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Depreciation on Property, Plant and Equipment	1,852	2,211
Amortisation on Intangible assets	16	13
<b>Total</b>	<b>1,868</b>	<b>2,224</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Note 37 : Other Expenses

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Power and Fuel Expenses	1,349	1,116
Rent	6	7
Amortisation of Leasehold Land	-	66
Rates and Taxes	90	64
Communication Expenses	41	36
Travelling Expenses	168	161
Bank Charges	27	23
Electricity Charges	96	85
Site Office Expenses	145	80
Legal and Other Professional Costs	516	718
Repair and Maintenance Expenses		
- Buildings (including leased premises)	24	59
- Machinery	79	100
- Others	113	115
	<b>215</b>	<b>274</b>
Audit Fees		
- Audit Fees	25	25
- Tax Audit Fees	2	2
- Re-imburement of out of pocket expenses	1	0
	<b>28</b>	<b>27</b>
Insurance Charges	145	140
Advertisement, Promotion & Selling Expenses	26	5
Interest (Others)	22	53
Miscellaneous Expenses	819	511
Forwarding Expenses	296	226
Allowances for Doubtful Receivables and Bad Debts written off		
- Provided during the year (net)	3,432	348
- Bad Debts written off	-	183
	<b>3,432</b>	<b>531</b>
<b>Total</b>	<b>7,423</b>	<b>4,123</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Note 38 : Exceptional Items

During the year, KKR India Financial Services Pvt. Ltd (KKRIFSL) assigned the loans given to the Company by way of term loan and non-convertible debentures to Assets Care and Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE-120 trust). There was a Standstill agreement dated July 19th, 2022 between ACRE and the Company whereby on fulfilling certain conditions therein, the Company was eligible for waiver on the overall loan amount. The company has fulfilled all the conditions of the restructuring as per the agreement. The company executed a Restructuring Agreement with ACRE on May 18th, 2023. Since this is an adjusting event as per IND AS 10 "Events after reporting date", the net waiver amount of ₹ 10,539 Lakhs has been disclosed under "Exceptional Items".

### Note 39 : Disclosure of Ratios

Particulars	Numerator	Denominator	As at		Variance	Remarks
			March 31, 2023	March 31, 2022		
(a) Current Ratio,	Current Asset	Current Liability	1.12	1.16	(0.05)	-
(b) Debt-Equity Ratio,	Total Debt	Shareholder's Equity	1.12	2.53	(1.41)	Mainly due to restructuring of ACREs Loan & conversion of Promoter group loan into Equity by ₹ 27.60 Cr.
(c) Debt Service Coverage Ratio,	Earnings available for debt service	Debt Service	1.25	0.45	0.80	ACREs Loan amounting to ₹ 36.88 Crore is due for Repayment in next F.Y. 2023-24.
(d) Return on Equity Ratio,	NPAT- Preference Dividend	Average Shareholder's Equity	0.09	(0.20)	0.29	-
(e) Inventory turnover ratio,	COGS	Average Inventory	1.44	1.02	0.42	-
(f) Trade Receivables turnover ratio,	Net Credit Sales	Avg. Accounts Receivables	1.33	1.10	0.23	-
(g) Trade payables turnover ratio,	Net Credit Payables	Avg. Trade Payables	2.09	1.82	0.27	-
(h) Net working capital turnover ratio,	Net Sales	Avg. Working Capital	5.13	5.47	(0.34)	-
(i) Net profit ratio,	Net Profit	Net Sales	0.06	(0.13)	0.19	-
(j) Return on Capital employed,	EBIT	Capital Employed	13.43%	5.21%	8%	Decrease in Finance Cost by ₹ 17 Cr. & write back on ACRE debt restructuring of ₹ 105.39 Cr. resulted in improvement in ROCE.
(k) Return on investment.	PAT	Total Assets	0.02	(0.04)	0.06	

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 40 Details of impact of Ind AS 115

The Company has adopted Ind AS 115 w.e.f April 1, 2018. As per the terms of contract with certain customers, the company has not complied with the delivery terms and have recognised revenue on despatches after the contractual delivery period. Based on the terms of the contract ₹ 73.96 lakhs (P.Y. ₹ 18.60 lakhs) have been recognised as a contract liability and revenue have been recognised by reducing an equivalent amount as the same is a variable component.

### 41 Details of the investment property and its fair value :

The fair value of the Company's investment properties as at March 31, 2023 have been arrived ₹ 3574 Lakhs based on the valuation carried out by a registered valuer as define under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

The fair value was derived using :

- market comparable approach based on recent market prices without any significant adjustments being made to the market observable data.
- capitalization of net income method, where the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighborhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

Description	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Land	188	188
<b>Total</b>	<b>188</b>	<b>188</b>

### 42 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The capital structure of the Group is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence."

The calculation of the capital for the purpose of capital management is as below:

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Equity share capital (refer note 18)	919	761
Other equity (refer note 19)	25,146	16,938
<b>Total Capital</b>	<b>26,065</b>	<b>17,700</b>

### 43 Financial Instruments and Risk Review

Financial Risk Management Framework

Walchandnagar Industries Limited is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 34,143 lakhs (March 31, 2022- ₹ 38,751 lakhs) being the total of the carrying amount of balances with banks, bank deposits, trade receivables, unbilled revenue and other financial assets.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks provided by the Company. The Company's maximum exposure in this respect is the maximum amount the Company would have to pay if the guarantee is called on.

### Trade receivables

IND AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Company's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable and unbilled revenue as of March 31, 2022. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

The expected credit loss allowance is based on the receivables bifurcated based on the division to which they pertain and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

### Movement in the expected credit loss allowance:

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	2,882	2,273
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	3,498	609
<b>Balance at the end of the year</b>	<b>6,380</b>	<b>2,882</b>

### Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, ZAR against the respective functional currencies of Walchandnagar Industries Limited.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Based on materiality the Company does not hedge any assets.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the respective functional currencies of Walchandnagar Industries Limited.

The carrying amounts of the Company's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

Particulars	Currency	As at	As at
		March 31, 2023	March 31, 2022
Financial Assets	USD	6,234	5,910
	EUR	50	0
	Others	1,669	1,693
Financial Liabilities	USD	4,817	3,480
	EUR	102	68
	Others	1,358	1,359

Of the above foreign currency exposures, the complete exposure is not hedged.

### Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per 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.

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the arrangement.

## 44 Current Tax and Deferred Tax

### Income Tax Expense

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Current Tax:		
In respect of current period	-	-
Deferred Tax		
In respect of current period	-	-
<b>Total Income Tax Expense recognised</b>	<b>-</b>	<b>-</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Profit before income taxes	1,958	(5,724)
Enacted tax rates in India	26.00%	26.00%
Income tax expense calculated at enacted rate	509	(1,488)
Short/(excess) provision for earlier years	-	-
Effect of unrecognized deferred tax assets	(509)	1,488
<b>Income tax expense recognised in profit or loss</b>	<b>-</b>	<b>-</b>

The tax rate used for the above reconciliations are the rates as applicable for the respective periods payable by corporate entities in India on taxable profits under the Indian tax laws.

**Deferred Tax:**

The following is the analysis of Deferred Tax Assets presented in the Balance Sheet:

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	3,625	3,924
Deferred tax liabilities	(3,625)	(3,924)
<b>Deferred tax assets (net)</b>	<b>-</b>	<b>-</b>

**Deferred tax Asset is recognised to the extent of deferred tax liability**

The tax effect of significant timing differences that has resulted in deferred tax assets are given below:

Particulars	For the year ended March 31, 2023			
	Opening balance	Recognised in Profit and loss	Recognised in OCI"	Closing balance"
Employee Benefits	414	50	-	463
Accrue Interest	-	104	-	104
Property, Plant and Equipment	(3,924)	299	-	(3,625)
Provisions	1,037	905	-	1,942
Unabsorbed Losses	3,714	(2,456)	-	1,257
Unabsorbed Depreciation	2,212	161	-	2,373
<b>Net Deferred Tax Assets</b>	<b>3,453</b>	<b>(938)</b>	<b>-</b>	<b>2,515</b>
Particulars	For the year ended March 31, 2022			
	Opening balance	Recognised in Profit and loss	Recognised in OCI"	Closing balance"
Employee Benefits	458	(44)	-	414
Property, Plant and Equipment	(4,174)	250	-	(3,924)
Provisions	879	158	-	1,037
Unabsorbed Losses	2,699	1,015	-	3,714
Unabsorbed Depreciation	2,020	192	-	2,212
<b>Net Deferred Tax Assets</b>	<b>1,882</b>	<b>1,571</b>	<b>-</b>	<b>3,453</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 45 Earnings in Foreign Currency

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Export of goods calculated on FOB basis	1421	1501
Export of Service	-	-
Overseas Site - Ethiopia	-	-
<b>Total</b>	<b>1,421</b>	<b>1,501</b>

### 46 Value of Imports on CIF basis in respect of

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Raw Materials	580	433
Components & Spare parts	482	44
Capital goods	-	1
<b>Total</b>	<b>1,062</b>	<b>477</b>

### 47 Expenditure in Foreign currency

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
Travelling expenses	-	4
Commission and Others	12	0
Overseas Site - Ethiopia	5	22
<b>Total</b>	<b>17</b>	<b>27</b>

### 48 Earnings per Share (Basic and Diluted)

Particulars	₹ in lakh	
	As at March 31, 2023	As at March 31, 2022
i) Net Profit/ (Loss) after Tax as per Statement of Profit and loss attributable to Equity Shareholders (₹ In lakhs)	1,958	(3,807)
ii) Weighted average no of equity shares of ₹ 2 Each outstanding during the year	4,58,96,126	3,80,70,205
iii) Effect of diluted equity shares	1,37,952	-
iv) Weighted average no of equity shares adjusted for the effect of dilution (No of Shares)	4,60,34,078	3,80,70,205
v) Basic and Diluted Earning per Share of face value of ₹ 2 each	4.26	(10.00)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 49 Related Party Disclosures

Related party disclosures as required under Ind AS 24 (Related Party Disclosures), specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 are given below:

**i) Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise and relatives of any such individual:**

Name of the individual	Designation / Relation
Mr. Chakor L. Doshi	Chairman
Mrs. Champa C. Doshi	Wife of Chairman
Mr. Chirag C. Doshi	Managing Director & CEO
Mrs. Kanika G. Sanger	Daughter of Chairman
Mrs. Tanaz Chirag Doshi	Wife of Managing Director

**ii) Key Management personnel and relatives:**

Name of the individual	Designation / Relation
Mr. Chirag C. Doshi	Managing Director & CEO
Mr. G. S. Agrawal	Whole Time Director & Company Secretary
Mr. Sandeep Jain	Chief Financial Officer

**iii) Enterprises over which any person described in (i) or (ii) above are able to exercise significant influence:**

Bombay Cycle & Motor Agency Ltd.	Olsson Holdings Inc.
Walchand Great Achievers Pvt. Ltd.	Vinod Shashank Chakor Pvt. Ltd.
Walchand Kamdhenu Commercials Pvt. Ltd.	Chirag Enterprises
Walchand Chiranika Trading Pvt. Ltd.	Mach Experiences Pvt. Ltd.
Chakor Doshi HUF	
Chirag Doshi HUF	
Chiranika Enterprises	
Chiranika Corporation	
Chiranika Properties	
Walchand Botanicals Pvt. Ltd.	
Rodin Holdings Inc.	
Walchand Ventures LLP	
Hereford Properties Limited Inc.	
Trust Finlease Pvt. Ltd.	
GS Agrawal HUF	

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Details of transactions relating to the individuals / enterprises referred to in item (i), (ii) and (iii) above are as follows. The same are in the ordinary course of business.

₹ in Lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
<b>Transactions</b>					
<b>Receiving of Services</b>					
Mr. Chakor L. Doshi	9	-	-	-	9
	6	-	-	-	6
Mr. G K Pillai	-	-	-	-	-
	21	-	-	-	21
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	30	30
	-	-	-	30	30
<b>Sub-Total</b>	<b>9</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>39</b>
	27	-	-	30	57
<b>Interest on Un-secured Loan</b>					
Mr. Chakor L Doshi	1	-	-	-	1
	2	-	-	-	2
Mr. Chirag C Doshi	-	0	-	-	0
	-	1	-	-	1
Mrs. Champa C Doshi	0	-	-	-	0
	0	-	-	-	0
M/s. Walchand Kamdhenu Commercial Pvt Ltd.	-	-	-	168	168
	-	-	-	62	62
M/s. Walchand Great Achievers Pvt Ltd	-	-	-	174	174
	-	-	-	166	166
<b>Sub-Total</b>	<b>2</b>	<b>0</b>	<b>-</b>	<b>342</b>	<b>344</b>
	2	1	-	228	231

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

₹ in Lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
<b>Reimbursement of expenses</b>					
M/s Walchand Great Achievers Pvt. Ltd	-	-	-	-	-
	-	-	-	2	2
M/s. Walchand Kamdhenu Commercials	-	-	-	-	-
	-	-	-	1	1
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	0	0
	-	-	-	-	-
<b>Sub-Total</b>	-	-	-	0	0
	-	-	-	3	3
<b>Managerial Remuneration #</b>					
Mr. Chirag C. Doshi	-	139	-	-	139
	-	130	-	-	130
Mr. G. S. Agrawal	-	42	-	-	42
	-	35	-	-	35
Mr. Sandeep Jain	-	81	-	-	81
	-	70	-	-	70
<b>Sub-Total</b>	-	262	-	-	262
	-	235	-	-	235
<b>Unsecured Loan-Received</b>					
Mr. Chakor L Doshi	-	-	-	-	-
	36	-	-	-	36
Mr. Chirag C Doshi	-	-	-	-	-
	-	10	-	-	10
Mrs. Champa C Doshi	-	-	-	-	-
	8	-	-	-	8
M/s. Walchand Kamdhenu Commercial Pvt Ltd.	-	-	-	-	-
	-	-	-	2,272	2,272
M/s. Walchand Great Achivers Pvt Ltd	-	-	-	-	-
	-	-	-	3,092	3,092
<b>Sub-Total</b>	-	-	-	-	-
	44	10	-	5,364	5,419

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

₹ in Lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
<b>Outstanding Payable</b>					
<b>Receiving of Services</b>					
Mr. G K Pillai	-	-	-	-	-
	5	-	-	-	5
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	3	3
	-	-	-	-	-
<b>Sub-Total</b>	-	-	-	3	3
	5	-	-	-	5
<b>Unsecured Loan</b>					
M/s. Walchand Great Achievers Pvt Ltd	-	-	-	887	887
	-	-	-	3,741	3,741
Mr. Chakor L Doshi	-	-	-	-	-
	38	-	-	-	38
Mr. Chirag C Doshi	-	-	-	-	-
	-	11	-	-	11
Mrs. Champa C Doshi	-	-	-	-	-
	8	-	-	-	8
M/s. Walchand Kamdhenu Commercial Pvt Ltd.	-	-	-	2,272	2,272
	-	-	-	2,328	2,328
<b>Sub-Total</b>	-	-	-	3,159	3,159
	46	11	-	6,070	6,127
<b>Managerial Remuneration #</b>					
Mr. Chirag C. Doshi	-	9	-	-	9
	-	13	-	-	13
Mr. G. S. Agrawal	-	6	-	-	6
	-	5	-	-	5
Mr. Sandeep Jain	-	7	-	-	7
	-	9	-	-	9
<b>Sub-Total</b>	-	23	-	-	23
	-	27	-	-	27

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

# The breakup of compensation of key management personnel is as follows:

Compensation of KMP's/ relative of KMP	Chirag Doshi	G. S. Agrawal	Sandeep Jain
Short Term Benefits	139	42	81
	130	35	70
<b>Total</b>	<b>139</b>	<b>42</b>	<b>81</b>
	130	35	70

Employment benefits comprising gratuity, and compensated absences are not disclosed as these are determined for the Company as a whole.

### 50 Fair value measurements

Financial instruments by category:

₹ in lakhs

Particulars	As at March 31, 2023			As at March 31, 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments:						
- equity instruments	-	8	-	-	7	-
- mutual funds	-	-	-	-	-	-
Trade receivables	-	-	20,829	-	-	27,723
Cash and cash equivalents	-	-	178	-	-	294
Other bank balances	-	-	5,209	-	-	4,299
Others	-	-	7,926	-	-	6,436
<b>Total financial assets</b>	-	8	34,143	-	7	38,751
Financial liabilities						
Borrowings	-	-	29,288	-	-	44,784
Trade payables	-	-	8,041	-	-	7,626
Other financial liabilities	-	-	3,992	-	-	8,031
<b>Total financial liabilities</b>	-	-	41,320	-	-	60,440

#### (i) Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

- recognised and measured at fair value, and
- measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

₹ in lakhs

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2023	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial investments at FVOCI</b>					-
Equity instruments	8	8	-	-	8
<b>Total financial assets</b>		<b>8</b>	-	-	<b>8</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2022	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial investments at FVOCI</b>					-
Equity instruments	7	7	-	-	7
<b>Total financial assets</b>		<b>7</b>	<b>-</b>	<b>-</b>	<b>7</b>

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period.

**Level 2:** Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but 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 as observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

### 51 Disclosure pursuant to Ind AS 19 -Employee Benefits

#### (i) Defined Contribution Plan

The Company makes contributions to Provident Fund and Superannuation Fund which are defined contribution plans for qualifying employees. Under these Schemes, the Company contributes a specified percentage of the payroll costs to the respective funds.

The Company recognized expense in the Statement of Profit and Loss amounting to:

- ₹ 400.96 Lakhs (March 31, 2022: ₹ 429.06 Lakhs) for Provident Fund contributions,
- ₹ Nil (March 31, 2022: Nil) for Superannuation Fund contributions.

The contributions to these plans are made at specified percentage/applicable amounts.

Contributions to defined contribution plans for key management personnel have been disclosed as per Note 47

#### (ii) Defined Benefit Plan

The defined benefit plan comprises of gratuity. The gratuity plan is funded. Changes in the present value of Defined Benefit Obligation (DBO) are representing reconciliation of opening and closing balances thereof and fair value of Trust Fund Receivable recognized in the Balance Sheet is as under:

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2023	March 31,2022	March 31,2023	March 31,2022
<b>I</b>	<b>Changes in present value of obligations</b>				
(a)	PVO at beginning of period	1,406	1,601	266	277
(b)	Interest cost	99	98	17	17
(c)	Current Service Cost	122	128	144	148
(d)	Past Service Cost- (non vested benefits)	-	-	-	-
(e)	Past Service Cost -(vested benefits)	-	-	-	-

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2023	March 31,2022	March 31,2023	March 31,2022
(f)	Transfer in Liability	-	-	-	-
(g)	Transfer out Liability	-	-	-	-
(h)	Benefits Paid	(130)	(224)	(82)	(21)
(i)	Benefits Paid By The Company	(54)	(16)	-	-
(j)	Contributions by plan participants	-	-	-	-
(k)	Business Combinations	-	-	-	-
(l)	Curtailments	-	-	-	-
(m)	Settlements	-	-	-	-
(n)	Actuarial (Gain)/Loss on obligation	120	(182)	(80)	(155)
(o)	PVO at end of period *	1,563	1,406	266	266
<b>II</b>	<b>Interest Expenses</b>				
(a)	Interest cost	99	98	17	17
		99	98	17	17
<b>III</b>	<b>Fair Value of Plan Assets</b>				
(a)	Fair Value of Plan Assets at the beginning	81	116	-	-
(b)	Interest Income	5	3	-	-
<b>IV</b>	<b>Net Liability</b>				
(a)	PVO at beginning of period	1,406	1,601	266	277
(b)	Fair Value of the Assets at beginning report	81	116	-	-
	<b>Net Liability</b>	1,325	1,485	266	277
<b>V</b>	<b>Net Interest</b>				
(a)	Interest Expenses	99	98	17	17
(b)	Interest Income	5	3	-	-
	<b>Net Interest</b>	94	95	17	17
<b>VI</b>	<b>Actual return on plan assets</b>				
(a)	Less Interest income included above	5	3	-	-
(b)	Return on plan assets excluding interest income	(1)	(2)	-	-
<b>VII</b>	<b>Actuarial (Gain)/loss on obligation</b>				
(a)	Due to Demographic Assumption*	-	-	-	-
(b)	Due to Financial Assumption	17	(89)	3	(15)
(C)	Due to Experience	103	(93)	(83)	(140)
	<b>Total Actuarial (Gain)/Loss</b>	120	(182)	(80)	(155)
	(*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience)				

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2023	March 31,2022	March 31,2023	March 31,2022
<b>VIII</b>	<b>Fair Value of Plan Assets</b>				
(a)	Opening Fair Value of Plan Asset	81	116	-	-
(b)	Adjustment to Opening Fair Value of Plan Asset	-	-	-	-
(C)	Return on Plan Assets excl. interest income	1	-2	-	-
(d)	Interest Income	5	3	-	-
(e)	Transfer in Fund	-	-	-	-
(f)	Transfer out Fund	-	-	-	-
(g)	Contributions by Employer	94	188	82	21
(h)	Contributions by Employee	-	-	-	-
(i)	Benefits Paid	(130)	(224)	(82)	(21)
	Fair Value of Plan Assets at end	50	81	-	-
<b>IX</b>	<b>Past Service Cost Recognised</b>				
(a)	Past Service Cost- (non vested benefits)	-	-	-	-
(b)	Past Service Cost -(vested benefits)	-	-	-	-
(c)	Average remaining future service till vesting of the benefit	-	-	-	-
(d)	Recognised Past service Cost- non vested benefits	-	-	-	-
(e)	Recognised Past service Cost- vested benefits	-	-	-	-
(f)	Unrecognised Past Service Cost- non vested benefits	-	-	-	-
<b>X</b>	<b>Amounts to be recognized in the balance sheet and statement of profit &amp; loss account</b>				
(a)	PVO at end of period	1,563	1,406	266	266
(b)	Fair Value of Plan Assets at end of year	47	81	-	-
(C)	Funded Status	1,516	1,325	(266)	(266)
(d)	Net Asset/(Liability) recognized in the balance sheet	(1,516)	(1,325)	(266)	(266)
<b>XI</b>	<b>Expense recognized in the statement of P &amp; L A/C</b>				
(a)	Current Service Cost	122	128	144	148
(b)	Net Interest	94	95	17	17
(C)	Adjustment to opening balance	-	-	-	-
(d)	Past Service Cost- (non vested benefits)	-	-	-	-
(e)	Past Service Cost -(vested benefits)	-	-	-	-

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2023	March 31,2022	March 31,2023	March 31,2022
(f)	Curtailment Effect	-	-	-	-
(g)	Settlement Effect	-	-	-	-
(h)	Unrecognised Past Service Cost- non vested benefits	-	-	-	-
	Expense recognized in the statement of P & L A/C	216	223	161	165
<b>XII</b>	<b>Other Comprehensive Income (OCI)</b>				-
(a)	Actuarial (Gain)/Loss recognized for the year	120	(182)	(80)	(155)
(b)	Asset limit effect	-	-	-	-
(C)	Return on Plan Assets excluding net interest	1	2	-	-
(d)	Unrecognized Actuarial (Gain)/Loss from previous year	-	-	-	-
	Total Actuarial (Gain)/Loss recognized in (OCI)	122	-180	(80)	(155)
<b>XIII</b>	<b>Movements in the Liability recognized in Balance Sheet</b>				
(a)	Opening Net Liability	1,325	1,485	266	277
(b)	Adjustment to opening balance	-	-	-	-
(C)	Transfer in Liability	-	-	-	-
(d)	Transfer in Fund	-	-	-	-
(e)	Transfer out Liability	-	-	-	-
(f)	Transfer out Fund	-	-	-	-
(g)	Expenses as above	216	223	161	165
(h)	Benefits Paid By The Company	(54)	(16)	-	-
(i)	Contribution paid	(94)	(188)	(82)	(21)
(j)	Other Comprehensive Income(OCI)	122	-180	(80)	(155)
	Closing Net Liability	1,516	1,325	266	266
<b>XIV</b>	<b>Schedule III of The Companies Act 2013</b>				
(a)	Current Liability *	261	115	76	70
(b)	Non-Current Liability	1,302	1,290	190	196
XV	Actuarial Assumptions				
(a)	Discount Rate (per annum)	7.22%	7.35%	7.22%	7.35%
(b)	Expected Rate of Return on Assets (per annum)	-	-	-	-
(c)	Rate of Increase in Compensation Levels (per annum)	3.50%	3.50%	3.50%	3.50%

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

₹ in lakhs

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2023	March 31,2022	March 31,2023	March 31,2022
(d)	Mortality Table	<b>Indian Assured Lives Mortality (2012-14) Ultimate</b>	Indian Assured Lives Mortality (2012-14) Ultimate	<b>Indian Assured Lives Mortality (2012-14) Ultimate</b>	Indian Assured Lives Mortality (2012-14) Ultimate

### Weighted Average duration of defined benefit obligation:

#### Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

#### Gratuity

A. Effect of 1 % change in the assumed discount rate	1% Increase		1% Decrease	
	March 31,2023	March 31,2022	March 31,2023	March 31,2022
1. Effect on DBO	1,438	1,285	1,709	1,546

B. Effect of 1 % change in the assumed Salary Escalation Rate	1% Increase		1% Decrease	
	March 31,2023	March 31,2022	March 31,2023	March 31,2022
1. Effect on DBO	1,710	1,548	1,435	1,281

#### Compensated Absence

A. Effect of 1 % change in the assumed discount rate	1% Increase		1% Decrease	
	March 31,2023	March 31,2022	March 31,2023	March 31,2022
1. Effect on DBO	247	247	289	290

B. Effect of 1 % change in the assumed Salary Escalation Rate	1% Increase		1% Decrease	
	March 31,2023	March 31,2022	March 31,2023	March 31,2022
1. Effect on DBO	289	290	246	246

The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

## 52 Segment Reporting

## I Primary Segments

₹ In lakhs

Particulars	Heavy Engineering		Foundry and Machine Shop		Others		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
<b>Revenue</b>								
Net Revenue	24,567	24,001	5,756	4,263	2,109	1,805	32,433	30,068
Less: Inter-segment Revenue	169	91	48	52	7	7	224	150
	<b>24,399</b>	23,911	<b>5,707</b>	4,210	<b>2,102</b>	1,798	<b>32,209</b>	29,919
<b>Segment Result</b>	<b>(3,095)</b>	4,005	<b>(186)</b>	(478)	<b>486</b>	255	<b>(2,795)</b>	3,783
Unallocable Expenses net of Unallocable Income							309	527
Operating Profit							(3,104)	3,256
Finance Cost							5,477	7,063
Profit Before Tax							<b>(8,581)</b>	(3,807)
Taxes on Income							-	-
Profit from ordinary activities							<b>(8,581)</b>	(3,807)
<b>Other information</b>								
<b>Segment Assets</b>	<b>72,810</b>	83,449	<b>5,216</b>	5,096	<b>4,592</b>	4,615	<b>82,617</b>	93,160
(including revaluation)								
Unallocated Corporate Assets							196	195
<b>Total Assets</b>							<b>82,813</b>	93,355
<b>Segment Liabilities</b>	<b>48,010</b>	66,994	<b>8,650</b>	8,158	<b>(1,694)</b>	(1,088)	<b>54,967</b>	74,064
Unallocated Corporate Liabilities							<b>1,782</b>	1,591
<b>Total Liabilities</b>							<b>56,748</b>	75,655
<b>Capital Expenditure</b>	<b>345</b>	233	<b>2</b>	14	<b>83</b>	8	<b>431</b>	254
Unallocated Capital Expenditure							-	-
<b>Depreciation</b>	<b>1,741</b>	2,095	<b>96</b>	100	<b>31</b>	39	<b>1,868</b>	2,234
Unallocated Depreciation							-	-
<b>Total Depreciation</b>							<b>1,868</b>	2,234
<b>Interest Income</b>	<b>175</b>	153	-	3	<b>11</b>	7	<b>186</b>	163
Unallocated Interest Income							-	-
<b>Total Interest Income</b>	<b>175</b>	153	-	3	<b>11</b>	7	<b>186</b>	163

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### II Secondary Segments

Particulars	Domestic		Export		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Segment Revenue	<b>30,785</b>	31,610	1,424	954	<b>32,209</b>	32,564
Segment Results	<b>(2,797)</b>	2,605	2	3	<b>(2,795)</b>	2,608
Segment Assets	<b>74,665</b>	87,115	7,953	7,458	<b>82,617</b>	94,573
Unallocated Corporate Assets	<b>196</b>	1,230	-	-	<b>196</b>	1,230
<b>Total Assets</b>	<b>74,861</b>	88,345	7,953	7,458	<b>82,813</b>	95,803
Segment Liabilities	<b>50,059</b>	67,901	4,908	4,968	<b>54,967</b>	72,869
Unallocated Corporate Liabilities	<b>1,782</b>	1,591	-	-	<b>1,782</b>	1,591
<b>Total Liabilities</b>	<b>51,840</b>	<b>69,492</b>	<b>4,908</b>	<b>4,968</b>	<b>56,748</b>	<b>74,460</b>

### 53 Contingent Liabilities and Commitments

#### (a) Claims against the company not acknowledged as debt

- (i) Demand of Non Agricultural (NA) Tax of ₹ 74.76 lakhs is raised by Tahshildar, Indapur (Previous year ₹ 74.76 lakhs) out of which ₹ 20 lakhs is paid under protest by the company. No provision has been made in the accounts as the company has not accepted the liability and the matter is sub-judice.
- (ii) Demand on account of fixation of Annual Rateable Value of Property at Pune, amounting to ₹ 99.02 lakhs & interest/penalty, if any, (for the period April 1, 2008 to March 31, 2012) was raised by the local authorities (Previous year ₹ 99.02 lakhs). No provision has been made in the books of accounts. The Company has not accepted the liability and the same is sub-judice. The matter is pending in Mumbai High Court for adjudication.
- (iii) The Sales Tax Authority, Maharashtra has raised demand of ₹ Nil ( Previous Year ₹ 159.83 lakhs) for 2005-2006 as per section 6(2) of the Central Sales Tax Act,1956. The Company has availed amnesty scheme during the year & deposited tax liability in line with amnesty scheme. There is no outstanding demand as on date.
- (iv) The Sales Tax Authority, Maharashtra has raised demand of ₹ 367.14 lakhs ( Previous Year ₹ 367.14 lakhs) for 2013-2014 under Central Sales Tax Act,1956. The Company has disputed the demand and preferring an appeal before The Sales Tax Appellate Tribunal. Company has so far paid ₹ 204.78 lakhs under protests (included under the head loans and advances).
- (v) The Sales Tax Authority, Maharashtra has raised demand of ₹ Nil (Previous Year ₹ 86.71 lakhs) for F.Y. 2016-2017 under Central Sales Tax Act,1956. The Company has availed amnesty scheme during the year & deposited tax liability in line with amnesty scheme. There is no outstanding demand as on date.
- (vi) The Sales Tax Authority, Maharashtra has raised demand of ₹ Nil (Previous Year ₹ 39.16 lakhs) for F.Y. 2017-2018 under VAT & Central Sales Tax Act,1956 . The Company has availed amnesty scheme during the year & deposited tax liability in line with amnesty scheme. There is no outstanding demand as on date.
- (vii) The Customs Authorities, Chennai have raised demand of ₹ 64.50 lakhs (Previous Year ₹ 64.50 lakhs) . Company has disputed the demand and has filed an appeal before Madras High Court. On the basis of legal opinion the Company does not expect any liability. Company has already paid ₹ 53.75 lakhs under protests.
- (viii) The Service Tax Authorities, Shillong have raised demand of ₹ 362.65 lakhs ( Previous Year ₹ 362.65 lakhs) on sale of bought out items. The company has discharged liability of ₹ 28.76 lakhs by way of CENVAT reversal under protest and has preferred an appeal which is pending before the CESTAT, Kolkata.
- (ix) The Commissioner Central GST, Pune II Commissionerate has issued Order for Service Tax Demand U/s 73(1) & 73(2) along with Penalty U/s 78(1) of the Finance Act, 1994 for ₹ 667.33 Lakhs ( Previous Year ₹ 667.33 Lakhs) and ₹ 667.33 Lakhs ( Previous Year Rs 667.33 Lakhs) respectively for the Period March 2013 to December 2015. The Company has disputed the demand and has filed an appeal before The CESTAT Appellate Tribunal, Mumbai. Company has paid ₹ 50.05 lakhs under protests (included under the head loans and advances).

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- (x) The Tax demand for the period June 2014 to March 2016 from Commercial Tax Department Vishakhapatnam in the m/o Nov-20 was raised, Company preferred appeal before ADC Vijayawada, who has allowed our appeal & as on date, Tax Demand of ₹ Nil (Previous Year ₹ 100.20 Lakhs).

Assessing officer had also imposed the Penalty, which was also set aside by the ADC Vijayawada & as on date penalty demand of Rs Nil ( Previous Year ₹ 100.20 Lakhs)."

- (xi) The Joint Commissioner GST, Vishakhapatnam has issued Order in Oct-2020 under APGST Act for payment of SGST & CGST, The Company has disputed the demand and has filed appeal before The Appellate Authority, Vijayawada. The appellate authority has confirmed the demand. Then Company filed Writ Petition in the Vijayawada High Court for Intrahead adjustment of already paid Tax. Hon. AP Highcourt, directed to make payment under correct & claim the refund of earlier wrongly deposited tax amount. Accordingly, company deposited the tax amount and claimed the refund. As on date Tax Demand ₹ Nil ( Previous Year Rs 348.17 Lakhs).
- (xii) The Commercial Tax Officer, Hyderabad has raised the demand by disallowing the Rs 313.66 Lakhs (Previous Year ₹ 313.66 Lakhs) refund paid to the Company in 2011 wrongly. Company disputed the order and filed writ petition in High Court seeking justice in the matter. High Court heard the petition and granted stay till the proceeding concluded.
- (xiii) Company has received a demand of ₹ 50.68 lakhs ( Previous Year ₹ 50.68 lakhs) from Employee's Provident Fund office. The company has contested the demand raised, and filed a writ petition with Mumbai High Court. No provision is being made against the same based on the legal advice.
- (xiv) Certain cases filed against the company by the Ex-employees of Heavy Engineering Division and Foundry Division for compensation are pending before the labour courts - Amounts unascertained.
- (xv) The entire outstanding debt (Loan/NCD) as on March 31st , 2022 of KKR India Financial Services Pvt. Ltd ("KKRIFSL") of Rs 20421 Lakhs was assigned in favour of Assets Care and Reconstruction Enterprise Limited (ACRE) vide Assignment agreement dated April 13th & 18th, 2022 along with underlying rights and securities. The Standstill Agreement was executed between ACRE and the company on July 19th, 2022. The Company has complied with all the conditions of the Agreement and has successfully exited from the standstill arrangement. The company executed a Restructuring Agreement on May 18th , 2023. As per the Agreement, the aggregate loan balance stands reduced by ₹ 12,306 lakhs. Accordingly, the company has written off its debt by the said amount and disclosed the same under "Exceptional Items" in the statement of Profit & Loss. As per the terms of the agreement, if the company defaults in repayment of agreed Principal or interest to ACREs on respective due dates, then the waiver amount along with interest thereon may be withdrawn and restored as debt.

		₹ in lakhs	
(b) Guarantees	As at March 31, 2023	As at March 31, 2022"	
Counter Guarantees by the company in respect of guarantees given by banks.	29,892	30,957	
The Counter Guarantees by the company in respect of guarantees given by banks are considered till Claim Period for reporting purpose.			
(c) Open LC	As at March 31, 2023	As at March 31, 2022"	₹ in lakhs
Open LC issued by Company but acceptance pending	2,744	1,072	
(d) Commitments	As at March 31, 2023	As at March 31, 2022"	₹ in lakhs
Estimated amount of Contracts remaining to be executed on Capital Accounts not provided for (Net of advance)	128	78	

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable. The Company does not expect the outcome of these proceedings to have materially adverse effect.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 54 Disclosure as per amendment to clause 32 of the Listing Agreement

₹ In lakhs

Particulars	Outstanding Balance		Maximum Balance during the year	
	As at March 31,2023	As at March 31,2022	As at March 31,2023	As at March 31,2022
1. Loans and Advances in the nature of Loans to Subsidiaries	-	-	-	-
2. Loans and Advances in the nature of Loans to associates	-	-	-	-
3. Loans and advances in the nature of loans to firms/companies in which directors are interested	-	-	-	-

### 55 The details of amounts outstanding to Micro and Small Enterprises based on available information with the Company is as under:

₹ In lakhs

Particulars	As at March 31,2023	As at March 31,2022
Principal Amount due and remaining unpaid	375	430
Interest due and the unpaid interest	45	31
Interest accrued and remaining unpaid	45	31
Amount of further interest remaining due and payable in succeeding years	45	31

### 56 Balance under the head 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable' are shown as per books of accounts subject to confirmation by concerned parties and adjustment if any, on reconciliation thereof.

### 57 Other Statutory Information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- The Company do not have any transactions with Crypto Currency or Virtual Currency where the Company has traded or invested in Crypto Currency or Virtual Currency during the year.
- The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or"
  - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

7. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.
8. Corporate social responsibility - As per Section 135 of the Companies Act, 2013, the company does not meeting the applicability threshold, hence no need to spend on corporate social responsibility (CSR) activities as per the Provision of the Act.

**58 Wilful Defaulter**

The company is not declared wilful defaulter by a y bank or financial institution or other lender.

**59** Previous year's figures have been regrouped/ reclassified / rearranged wherever necessary, to conform to current year's presentation.

**As per our report attached**

For **Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI FRN.: 104184W/W100075

**For Walchandnagar Industries Limited**

**Chirag C. Doshi**  
Managing Director & CEO  
DIN- 00181291

**Jayesh C. Dadia**  
Director  
DIN- 00053633

**Rishikesh Nasikkar**  
Designated Partner  
Membership No.: 166493

**Sandeep Jain**  
Chief Financial Officer

**G. S. Agrawal**  
Whole Time Director  
& Company Secretary  
DIN-00404340

Date: May 25, 2023  
Place: Mumbai

Date: May 25, 2023  
Place: Mumbai

## Important Statistical Data from 1908-09 to 2022-2023

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1908-1909	2.50	2.83	-	-	3.50	3.50	10.14	0.28	0.93	4%
1909-1910	2.50	3.48	-	-	3.81	3.70	2.06	0.53	0.37	5%
1910-1911	2.50	3.50	-	-	4.08	3.95	2.11	0.71	0.39	6%
1911-1912	2.50	3.50	-	-	4.45	4.28	1.60	0.25	0.39	6%
1912-1913	2.50	3.50	-	-	4.34	4.18	1.58	0.34	0.24	-
1913-1914	2.50	3.50	-	-	4.88	3.90	2.71	1.10	0.39	6%
1914-1915	2.50	3.50	0.25	6.00	5.29	3.82	1.98	0.46	0.34	4%
1915-1916	2.50	3.50	0.25	5.75	5.17	3.60	2.35	0.82	0.34	4%
1916-1917	2.50	3.50	0.39	5.50	5.16	3.41	2.62	1.10	0.39	6%
1917-1918	2.50	3.50	0.64	5.25	5.33	3.34	1.97	0.40	0.24	-
1918-1919	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	-
1919-1920	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	-
1920-1921	2.50	3.50	0.91	4.50	5.61	3.27	3.53	1.56	0.64	6%
1921-1922	2.50	3.50	1.21	4.25	5.97	3.17	5.56	3.12	0.92	20%
1922-1923	2.50	3.50	2.16	4.00	6.11	3.01	3.32	1.32	0.42	7%
1923-1924	2.50	3.50	2.95	3.75	6.33	3.03	3.14	1.11	0.42	7%
1924-1925	2.50	3.50	3.27	3.50	5.98	2.19	3.42	1.17	0.48	8%
1925-1926	2.50	3.50	3.42	3.25	6.12	1.76	2.68	1.04	0.48	8%
1926-1927	2.50	3.50	3.41	-	6.60	1.96	1.85	0.47	0.24	-
1927-1928	2.50	3.50	3.76	-	6.75	1.94	1.27	0.23	0.24	-
1928-1929	2.50	3.50	3.75	-	6.89	2.08	0.55	0.02	-	-
1929-1930	2.50	3.50	3.38	-	6.16	1.61	0.14	-1.11	0.49	-
1930-1931	2.50	3.50	1.92	-	6.21	1.72	0.25	-0.01	0.24	-
1931-1932	2.50	3.50	1.97	-	5.86	1.37	0.32	-0.24	0.24	-
1932-1933	2.50	3.50	1.83	-	5.80	1.31	0.26	-0.01	0.24	-
1933-1934	2.50	3.50	2.01	4.00	13.37	8.88	0.07	-0.08	0.24	-
1934-1935	2.50	3.50	1.86	4.00	16.68	11.19	0.70	-0.12	0.24	-
1935-1936	2.50	3.50	1.06	4.00	17.19	17.19	1.38	0.01	0.24	-
1936-1937	2.50	3.50	1.09	3.67	19.16	19.16	15.66	0.26	-	-
1937-1938	2.50	3.50	1.57	3.20	19.74	19.49	19.67	0.73	0.53	-
1938-1939	10.00	3.50	3.99	3.03	22.89	15.19	20.55	3.14	2.24	20%
1939-1940	10.00	3.50	8.46	2.82	44.51	33.81	31.15	8.24	2.42	20%
1940-1941	10.00	3.50	12.56	23.22	51.11	36.66	54.61	6.52	2.82	24%
1941-1942	10.00	3.50	13.33	30.02	64.79	45.89	39.88	3.58	2.82	24%
1942-1943	10.00	3.50	25.87	30.02	71.09	47.94	54.89	15.38	4.02	36%
1943-1944	10.00	3.50	44.30	30.00	77.01	49.36	83.32	22.42	4.02	36%
1944-1945	23.50	3.50	51.72	48.26	83.19	51.54	78.12	14.13	6.45	36%
1945-1946	23.50	3.50	80.06	50.00	92.20	56.55	85.98	5.72	5.36	21%
1946-1947	50.50	3.50	51.68	50.00	107.09	66.94	75.50	0.70	0.24	-
1947-1948	101.00	3.50	28.27	50.00	128.27	78.12	151.55	40.07	10.47	10%
1948-1949	101.00	3.50	36.60	50.00	135.46	75.37	133.24	10.44	17.92	17.5%
1949-1950	101.00	3.50	33.62	50.00	157.64	89.23	147.72	14.72	12.36	12%
1950-1951	101.00	3.50	45.50	45.00	165.03	86.81	185.38	23.48	14.38	14%
1951-1952	101.00	3.50	59.20	45.00	177.67	91.12	216.26	25.52	14.38	14%
1952-1953	101.00	3.50	68.09	45.00	185.81	89.24	190.50	23.03	14.38	14%

XIII Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1953-1954	101.00	3.50	79.40	45.00	190.33	85.90	196.24	25.47	16.40	16%
1954-1955	101.00	3.50	91.72	45.00	204.70	89.38	189.72	27.95	18.42	18%
1955-1956	101.00	3.50	110.22	25.76	228.81	129.62	214.63	33.00	21.46	21%
1956-1957	101.00	3.50	128.00	25.00	271.48	165.02	246.90	38.98	21.46	21%
1957-1958	101.00	3.50	122.12	25.00	295.28	177.60	354.05	27.96	21.46	21%
1958-1959	101.00	50.00	125.94	25.00	347.35	218.28	403.17	19.01	23.97	20%
1959-1960	101.00	50.00	135.33	100.00	426.90	280.79	390.72	19.92	20.15	15%
1960-1961	150.94	50.00	135.11	100.00	460.83	277.21	402.82	16.34	22.04	15%
1961-1962	151.49	50.00	128.43	100.00	498.28	288.76	538.39	14.38	23.12	12%
1962-1963	151.50	50.00	162.44	100.00	510.73	274.82	575.63	25.34	23.18	12%
1963-1964	151.50	50.00	72.36	100.00	520.54	268.37	550.69	30.21	26.21	14%
1964-1965	151.50	50.00	188.12	75.00	535.57	270.25	463.39	19.72	26.21	14%
1965-1966	151.50	50.00	226.65	75.00	592.61	354.43	510.47	16.76	23.18	12%
1966-1967	181.80	50.00	203.15	75.00	624.84	357.01	559.21	10.33	23.18	10%
1967-1968	181.80	50.00	238.75	75.00	850.16	357.03	788.52	50.72	26.82	12%
1968-1969	181.80	50.00	231.56	75.00	667.18	342.72	1041.56	16.38	23.18	10%
1969-1970	181.80	50.00	110.85	75.00	714.09	392.12	1074.80	-95.32	-	-
1970-1971	181.80	50.00	182.61	75.00	729.20	379.12	997.74	7.17*	-	-
1971-1972	181.80	50.00	208.36	75.00	762.77	335.97	1300.06	64.47	10.00	-
1972-1973	181.80	50.00	306.46	75.00	801.21	333.03	1649.72	86.62	31.62	12%
1973-1974	181.80	50.00	331.70	75.00	873.04	357.31	2184.57	48.71	19.00	7.70%
1974-1975	181.80	50.00	393.41	75.00	959.60	395.57	2453.00	58.15	26.82	12%
1975-1976	181.80	50.00	423.49	75.00	1058.21	423.44	2421.71	96.07	32.27	15%
1976-1977	182.98	50.00	423.04	73.82	1081.47	379.54	1970.06	40.83	32.33	15%
1977-1978	200.30	50.00	572.12	98.79	1772.72	1017.81	3615.05	195.77	33.75	15%
1978-1979	200.30	50.00	808.57	98.79	1920.74	1087.31	5031.11	263.06	37.05	16%
1979-1980	200.30	50.00	898.16	94.13	2131.56	1189.78	5572.98	121.30	37.05	16%
1980-1981	200.30	50.00	1104.94	69.46	2307.98	1248.17	5958.51	203.11	37.05	16%
1981-1982	200.30	50.00	1175.52	54.75	2441.32	1260.11	5754.26	111.63	41.05	18%
1982-1984										
(18 Months)	300.45	50.00	**5401.27	40.14	11118.29	@5446.17	12715.01	230.15	79.61	24%
1984-1985	300.45	50.00	4735.39	20.00	11233.15	5169.87	10763.79	125.64	53.07	16%
1985-1986	300.45	50.00	**4833.16	20.00	\$12388.57	\$56322.02	9132.83	797.64*	-	-
1986-1987										
(18 Months)	300.45	50.00	3538.79	20.00	10104.10	4915.55	10720.82	288.05*	-	-
1987-1988	300.45	50.00	3425.37	20.00	10074.99	4874.42	6140.79	0.94*	-	-
1988-1989	300.45	50.00	2819.95	20.00	9319.14	4306.41	7595.22	16.14*	-	-
1989-1990	300.45	50.00	**5647.33	20.00	(i)12893.64	(ii)6995.49	7129.48	35.57*	-	-
1990-1991	300.45	50.00	5132.30	20.00	13003.87	6094.85	8892.12	202.29	***68.55	12%
1991-1992	300.45	50.00	**11174.24	8.00	(iii)20403.10	(iv)11308.30	8871.05	849.60	65.09	20%
1992-1993	300.45	-	1059.55	-	20399.72	10203.16	9214.26	516.21	63.37	20%
1993-1994	300.45	-	10363.94	-	20423.66	9283.57	11361.56	705.72	60.09	20%
1994-1995	300.45	-	10677.14	-	20746.33	8636.18	16492.32	1195.74	75.11	25%
1995-1996	300.45	-	11283.01	-	21304.33	8306.83	18899.01	1452.15	82.62	27.5%
1996-1997	300.45	-	18822.30	-	(v)30470.60	(vi)15925.70	16600.58	979.22	82.62	27.5%
1997-1998	300.45	-	18291.16	-	30730.43	14650.54	17466.30	795.01	82.62	27.5%

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1998-1999	300.45	-	17504.50	-	30983.72	13221.69	21006.70	738.52	90.14	30%
1999-2000	300.45	-	17089.64	-	31264.84	12037.02	22021.88	894.19	99.15	33%
2000-2001	300.45	-	14376.07	-	31466.54	10875.89	22883.70	-723.29	99.15	33%
2001-2002	300.45	-	21147.74	-	(vii)37089.76	17350.72	17951.34	249.73	75.11	25%
2002-2003	300.45	-	20255.68	-	37134.92	16059.72	15216.82	349.80	75.11	25%
2003-2004	300.45	-	19527.54	-	37438.77	15207.04	21618.25	398.72	82.62	27.5%
2004-2005	300.45	-	19297.32	-	38315.75	14945.35	25279.95	772.39	90.14	30%
2005-2006	300.45	-	19533.81	-	40188.42	15801.12	35855.63	1329.43	135.20	45%
2006-2007	300.45	-	21976.64	-	42849.96	17381.79	63279.94	3556.33	300.45	100%
2007-2008	760.90	-	41424.52	-	(viii)57879.57	31956.79	69604.31	3976.93	380.45	50%
2008-2009	761.40	-	41960.83	-	62639.64	34311.67	51261.53	2340.13	380.70	50%
2009-2010	761.40	-	40340.96	-	64902.96	33996.72	67237.11	2228.91	380.70	50%
2010-2011	761.40	-	39934.99	-	67521.53	33823.03	95767.35	1279.78	380.70	50%
2011-2012	761.40	-	39346.16	-	69030.04	32416.23	88147.09	1212.64	380.70	50%
2012-2013	761.40	-	69881.57	-	(ix) 104975.85	65866.93	72651.35	-3828.17	152.28	20%
2013-2014	761.40	-	66273.50	-	105190.97	62142.72	63823.10	-1236.63	152.28	20%
2014-2016	761.40	-	55433.30	-	105699.36	56101.51	80212.36	-7168.45	-	-
2016-2017	761.40	-	46931.18	-	105998.44	52548.56	39791.05	-6425.63	-	-
2017-2018	761.00	-	33143.00	5700	43129.00	36385.00	39841.00	-2540.00	-	-
2018-2019	761.00	-	32773.00	5700	43325.00	34215.00	36405.00	-214.00	-	-
2019-2020	761.00	-	26147.00	4431	44491.00	33120.00	29805.00	-6546.00	-	-
2020-2021	761.00	-	20409.00	4431	45462.00	31874.00	32564.00	-5724.00	-	-
2021-2022	761.00	-	16938.00	3800	45635.00	29871.00	29919.00	-3807.00	-	-
2022-2023	919.00	-	25146.00	-	45882.00	28266.00	32209.00	1958.00	-	-

**NOTES:**

1. \* Subject to Depreciation.
2. \*\* Including the effect of Revaluation of certain fixed assets.
3. Including the effect of Revaluation of certain fixed assets as at 30-09-90.
  - @ Gross amount written up ₹ 8432.67 Lakhs.
  - @ Accumulated Depreciation written up ₹ 3775.62 Lakhs.
4. Including the effect of Revaluation of certain fixed assets as at 31-03-86.
  - \$ Gross amount written up ₹ 906.89 Lakhs.
  - \$\$ Accumulated Depreciation written up ₹ 11.21 Lakhs.
5. Including the effect of Revaluation of certain fixed assets as at 30-09-90.
  - (i) Gross amount written up ₹ 3556.43 Lakhs.
  - (ii) Accumulated Depreciation written up ₹ 334.16 Lakhs.
6. \*\*\* Includes Preference Dividend for the years. 1985-86, 1986-87, 1987-88, 1988-89, 1989-90.
7. Including the effect of Revaluation of certain fixed assets as at 30-09-92.
  - (iii) Gross amount written up ₹ 7526.25 Lakhs.
  - (iv) Accumulated Depreciation written up ₹ 1618.56 Lakhs.
8. Including the effect of Revaluation of certain fixed assets as at 01-10-96.
  - v) Gross amount written up ₹ 7985.90 Lakhs.
  - (vi) Accumulated Depreciation written up ₹ 20.30 Lakhs.
9. Including the effect of Revaluation of certain fixed assets as on 01-10-96 ₹ 7965.60 Lakhs.
10. Including the effect of Revaluation of certain fixed assets as on 01-04-2002 (vii) Gross Amount written up ₹ 5449.30 Lakhs.
11. Including the effect of Revaluation of certain fixed assets as on 01-10-2007 (viii) Gross Amount written up ₹ 11263.32 Lakhs.
12. Including the effect of Revaluation of certain fixed assets as on 30-09-2013 (ix) Gross Amount written up ₹ 35510.41 Lakhs.
13. Figures upto F.Y. 2016-17 as per Indian GAAP.
14. Figures for F.Y. 2017-18 as per Indian AS.
15. Figures from F.Y 2017-18 are as per IND-AS.





NOTES



**WIL delivered critical assemblies of Trisonic Wind Tunnel at VSSC (ISRO)**



**WIL's Proof Pressure Testing Facility fully operational to test boosters of the GSLV MK-III**



**WIL successfully delivered a 46 meter long HF Kiln for applications in the specialty chemicals sector**



**WIL successfully designed, supplied and commissioned its largest batch type centrifugal machine (capacity-2000 Kg)**



Regd. Office: 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034

Website: [www.walchand.com](http://www.walchand.com)

CIN: L74999MH1908PLC000291