

# SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

**Corporate Office:-** F-32/3, Okhla Industrial Area, Phase-II, New Delhi- 110020

**Regd. Office & Works:-** A-26 UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.-203205

**Sandila Works:** Plot No. B-2/6 & B-2/7, UPSIDC Industrial Area-Phase-IV, Sandila, District Hardoi U.P.

**E. id:-** secretarial@shrigangindustries.com **web.:-** www.shrigangindustries.com **Tel. No.:** 011-42524454

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September 08, 2022

To,  
The Executive Director  
BSE Limited  
Floor 25, P J Towers  
Dalal Street  
Mumbai-400001

Scrip Code: 523309

**Sub: Submission of 33<sup>rd</sup> Annual Report of the Company for the Financial Year 2021-2022.**

Dear Sir,

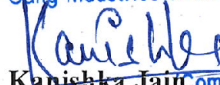
Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the copy of the 33<sup>rd</sup> Annual Report of the Company for the financial year 2021-2022.

Kindly take note of the same and acknowledge the receipt.

Thanking You  
Yours Truly

For Shri Gang Industries and Allied Products Limited

For Shri Gang Industries & Allied Products Ltd.

  
Kanishka Jain (Company Secretary)  
(Company Secretary) Membership No.-54347

Encl: as above

# SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

**33**  
**ANNUAL**  
**REPORT**  
**(2021-2022)**

**CORPORATE INFORMATION**

<b>Non-Executive Chairman</b>	:	Mr. Syed Azizur Rahman
<b>Whole Time Director</b>	:	Mr. Arun Kumar Sharma
<b>Non-Executive Non Independent Director</b>	:	Mr. Sanjay Kumar Jain
<b>Non-Executive Independent Director</b>	:	Ms. Seema Sharma Mr. Vishal Singh
<b>Chief Financial Officer</b>	:	Mr. Anil Kumar Gupta
<b>Company Secretary</b>	:	Ms. Kanishka Jain
<b>Bankers</b>	:	HDFC Bank Ltd.
<b>Statutory Auditors</b>	:	M/s Satendra Rawat & Company, Chartered Accountants
<b>Secretarial Auditor</b>	:	M/s Monika Kohli & Associates, Company Secretaries
<b>Registered Office</b>	:	A-26, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, Uttar Pradesh- 203205 <b>Contact No. +91-05735-222568</b>
<b>Corporate Office</b>	:	F-32/3, Ground Floor, Okhla Industrial Area, Phase- II, New Delhi-110020 <b>Contact No- 011-42524454</b>
<b>Share Transfer Agent</b>	:	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir, New Delhi-110062 <b>Contact No- +91-11-2996 1281/83</b>

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**NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting (AGM) of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on Friday, September 30, 2022 at 5:00 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at A-26 UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Sharma (DIN: 09008061), who retires by rotation, and being eligible, offers himself for re-appointment.

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 152 of the Companies Act, 2013, Mr. Arun Kumar Sharma (DIN: 09008061) who retires by rotation and being eligible offers himself for re- appointment, be and is hereby re-appointed as a Director of the Company.”

3. To appoint M/s. Pawan Shubham & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company until the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s. Pawan Shubham & Co., Chartered Accountants**, having **FRN.: 011573C**, be and are hereby appointed as Statutory Auditors of the Company in place of **M/s Satendra Rawat & Co., Chartered Accountants** (FRN: 008298C), retiring Statutory Auditor, to hold the office from the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company till the conclusion of 38<sup>th</sup> Annual General Meeting to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

**SPECIAL BUSINESS:****4. To appoint Mr. Arun Kumar Sharma (DIN: 09008061) as Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Arun Kumar Sharma (DIN: 09008061), who was appointed as an Additional Director of the Company w.e.f. November 13, 2021 by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, as Director of the Company .”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**5. To appoint Mr. Arun Kumar Sharma (DIN: 09008061) as Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the rules framed thereunder and all other applicable provisions, if any, of the Act, applicable clauses of the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) and enactment(s) thereof for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee (“Committee”) and the Board of directors, consent of the members, be and is hereby accorded by way of Special Resolution, for the appointment of Arun Kumar Sharma (DIN 09008061), as Whole Time Director designated as Key Managerial Personnel of the Company for a period of two (2) years w.e.f. November 13, 2021 with the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (including Committee, if any) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as may be deemed fit necessary.

**RESOLVED FURTHER THAT** the office of the Whole Time Director shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** No sitting fees will be paid to Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Director, the remuneration payable as detailed below shall be the minimum remuneration:

Basic Salary	:	Rs. 75,000/- per month
HRA	:	Rs. 37,500/- per month
Special Allowance	:	Rs. 37,500/- per month

Total	:	Rs. 1,50,000/- per month
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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**6. To appoint Mr. Sanjay Kumar Jain (DIN: 01014176) as Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Sanjay Kumar Jain (DIN: 01014176), who was appointed as an Non-Executive Additional Independent Director of the Company w.e.f. March 03, 2022 by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013, whose category was subsequently changed to Non-Executive Non-Independent Director w.e.f. May 30, 2022 and whose term of office expires at this Annual General Meeting, as Director of the Company .”

**RESOLVED FURTHER THAT** the office of Mr. Sanjay Kumar Jain, Director shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**7. To appoint Mr. Syed Azizur Rahman (DIN: 00242790) as Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Syed Azizur Rahman (DIN: 00242790), who was appointed as an Non-Executive Additional Director of the Company w.e.f. June 14, 2022 by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013, and whose term of office expires at this Annual General Meeting, as Director of the Company .”

**RESOLVED FURTHER THAT** the office of Mr. Syed Azizur Rahman (DIN: 00242790), Director shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**8. To appoint Mr. Vishal Singh (DIN: 07500944) as Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vishal Singh (DIN: 07500944), who was appointed as a Non-Executive Additional Independent Director of the Company with effect from June 14, 2022 pursuant to Section 161 of the Act and Articles of Association of the Company and from whom the Company has received the declaration that he meets the criteria for Independence as provided under the Act and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the Company by way of Special Resolution.

**RESOLVED FURTHER THAT** Mr. Vishal Singh (DIN: 07500944) shall hold the office as Independent Director for a term upto five consecutive years effective from June 14, 2022 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**9. Shifting of Registered Office of the Company from A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205 to Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh.**

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

**"RESOLVED THAT** pursuant to provisions of section 12 and any other provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and other applicable provisions if any, (including any statutory modification(s) or reenactment (s) thereof for the time being in force), consent of members be and is hereby accorded by way of Special Resolution to shift the Registered office of the company from **A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205 to Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh w.e.f September 30, 2022.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose or as may be required by any statutory, regulatory and other appropriate authorities for the purpose."

**10. Increase in Authorised Share Capital and alteration in the Capital Clause of Memorandum of Association**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.18,50,00,000/- (Rupees Eighteen Crore and Fifty Lakh Only) divided into 1,85,00,000 (One Crore and Eighty-Five Lakh) Equity Shares of Rs. 10/- each to Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of additional 1,15,00,000 (One Crore Fifteen Lakh) Equity Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered, and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

**V. “The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each.”**

**RESOLVED FURTHER THAT** the Directors of the company and Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms and documents with Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”:

**By Order of the Board  
For Shri Gang Industries and Allied Products Limited**

**Date: 03.09.2022**

**Place: New Delhi**

**Sd/-  
Kanishka Jain  
(Company Secretary)  
Membership No. 54347**

**Registered Office:**

A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205

**Corporate office:**

F-32/3, Ground Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020



**NOTES:**

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its general circular no. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 05, 2020; General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021; General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 respectively ("MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 Circular dated May 12, 2020, January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
- b) In view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Audited Accounts for the year ended March 31, 2022 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Member, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically. Members may note that the Notice and Annual Report 2021-2022 will also be available on the Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com) website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and website of Central Depository Services Ltd ([www.evotingindia.com](http://www.evotingindia.com)).
- c) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map is not being annexed to this Notice.
- d) The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
- e) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com).
- f) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to items of Special Business is attached and forms part of this notice.
- g) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record, which will help the Company and M/s Beetal Financial and Computer Services Private Limited, Registrar and Share

Transfer Agent of the Company, to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the Company or M/s Beetal Financial and Computer Services Private Limited.

- h) As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015) [SEBI (LODR)], as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- i) The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at this AGM are annexed to the notice as **Annexure-A**.
- j) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrars, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Further, the Company requests the shareholders to do the KYC as per the SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021.
- k) 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.
- l) Electronic copy of all documents referred to the accompanying Notice of the 33<sup>rd</sup> Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. [www.shrigangindustries.com](http://www.shrigangindustries.com).
- m) The Company has a registered E-mail address [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) for members to mail their queries or lodge complaints, if any. The Company endeavours to reply to queries at the earliest. The Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com) has a dedicated section on Investors.
- n) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- o) Members desirous of getting any information about the accounts, operations or if the members have any query in relation to the matters to be considered in the AGM through VC/OAVM are requested to serve the company a list of query along with their names, folio no., mobile number and email id to the Company at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) on or before **23<sup>th</sup> September, 2022** to enable the Company to keep the information ready at the Meeting.
- p) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date, i.e., **23<sup>rd</sup> September 2022** may cast their vote by remote *e Voting*. The remote e-Voting period commences on, **Tuesday, 27 September 2022 at 10.00 A.M. (IST)** and ends on **Thursday, 29<sup>th</sup> September, 2022 at 5.00 P.M. (IST)**. The remote e-Voting module shall be

disabled by CDSL for voting thereafter. Once the *Member casts the vote on a resolution*, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **23<sup>rd</sup> September, 2022**.

- q) 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 the Circulars No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 05, 2020; General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021; General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 respectively (“MCA Circulars”), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by CDSL (Central Depository Services Limited).
- r) CS Ankit Tiwari, Practicing Company Secretary having ACS No. 65026 and C.P. No.: 24431 has been appointed as “Scrutinizer” to scrutinize the remote e-Voting in a fair and transparent manner and he has communicated his willingness to be appointed and he himself or his/her authorized representative will be available at the EGM for the same purpose.
- s) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer 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.
- t) The Results declared along with details of the number of votes cast for and against the Resolution, invalid votes for at least three days on the Notice Board of the company at its Registered Office and its Corporate Office. Also, the Scrutinizer’s Report shall be placed on the website of the Company at [www.shrigangindustries.com](http://www.shrigangindustries.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed, i.e., BSE Limited.
- u) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 33rd AGM scheduled to be held on *30September 2022*.
- v) Any person, who acquires shares of the Company and becomes a member after the dispatch of AGM Notice and holds shares as on the Cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the person is already registered with CDSL for e-voting, then his/her existing User Id can be used for casting vote.
- w) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 to at least 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.

- x) The Company has electronic connectivity with CDSL and NSDL and the ISIN of the Company is INE241V01018 for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.
- y) **Instructions for remote e-voting & participating in the Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**

**Instructions for Remote Electronic Voting (E-Voting) prior to the AGM**

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

- i. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/NSDL:**

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistrati on">https://web.cdslindia.com/myeasi/Registration/EasiRegistrati on</a></li> <li>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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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 able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “<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 e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>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 ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**ii. Login method for e-Voting and joining virtual meetings for shareholders other than individuals holding shares in Demat form:**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on “Shareholders” tab.
- iii) Now enter your User ID;
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next, enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e voting of any company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

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

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by

the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix) For shareholders holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- x) Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- xi) Click on the EVSN **M/s Shri Gang Industries and Allied Products Limited, which is 220829085**.
- xii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- xiv) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app **“m-Voting”**. The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xix) **Note for Non – Individual Shareholders and Custodians – For Remote E-Voting only.**
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the **“Corporates”** module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer to email at [csscrutinizer@gmail.com](mailto:csscrutinizer@gmail.com) and to the Company at the email address viz; [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at **022- 23058738 and 022-23058542/43**.

All grievances connected with the facility for voting by electronic means may be addressed to **Shri Rakesh Dalvi**, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on **022-23058542/43**.

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

- i. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company, i.e., **220829085** will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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 previously mentioned glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before 23.09.2022 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 23.09.2022 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The company will reply to these queries suitably by email.



- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are 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 available during the AGM.
- x. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders participating in the meeting.
- xi. The voting rights of members shall be in proportion to their shares to the paid-up equity share capital of the Company as on the cut-off date i.e. September 23, 2022. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on any of the resolution(s).

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company** at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) or RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

Members who need assistance before or during the AGM may contact CDSL on any of the following Helpline Numbers:

Name of Concerned Official	Contact Number	Email id
Shri Rakesh Dalvi, Senior Manager	022-23058542/43 and 022-23058738	helpdesk.evoting@cdslindia.com

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 4 & 5**

Pursuant to the provisions of section 161(1) of the Companies Act, 2013, your Board of Directors had appointed Mr. Arun Kumar Sharma (DIN: 09008061) as Additional Director of the company w.e.f. November 13, 2021 and who will hold office till the date of ensuing Annual General Meeting (AGM) of the Company. Considering the rich experience of Mr. Arun Kumar Sharma, your Board of Directors had further appointed him as the Whole Time Director of the Company for a term of Two (2) years effective from November 13, 2021, based on the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the Shareholders of the Company.

Mr. Arun Kumar Sharma, aged about 58 years. He is Masters in Science (Organic Chemistry) by qualification. He has rich experience in various fields. He has more than 28 years of industrial experience and working in diverse industries. Taking into consideration his rich profile and in view of the increased responsibility, the Board appointed Mr. Arun Kumar Sharma as Whole Time Director of the Company designated as Key Managerial Personnel subject to requisite approval. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Arun Kumar Sharma for his appointment to the office of Whole Time Director.

In compliance with the provisions of Sections 152, 179, 196, 197, 198, 203 read with rules framed thereunder and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 4 & 5 are now being placed before the members for their approval.

As per the amended provisions of Section 197, the member's approval is required by way of Special Resolution for the appointment of Mr. Arun Kumar Sharma as Whole time Director and payment of Remuneration to him as per the above details. He will not be paid any sitting fee for attending the meetings of the Board or Committee thereof. Further, in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Director, the above remuneration payable to him shall be the minimum remuneration.

A brief profile of Mr. Sharma, including nature of his expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

Except Mr. Arun Kumar Sharma, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 & 5 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

**ITEM NO. 6**

Pursuant to the provisions of Section 149, 150 and 161(1) of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sanjay Kumar Jain (DIN: 01014176) as an Additional Director under the category Independent Non-executive, with effect from March 03, 2022 for a period of five consecutive years not liable to retire by rotation. His Office as such shall expire at the forthcoming Annual General Meeting.

Further, on the request of Mr. Sanjay Kumar Jain, the Company in its Board Meeting held on May 30, 2022 changed the category of Mr. Jain from Non-Executive Independent Director to Non-Executive Nominee Director.

Mr. Sanjay Kumar Jain still is an Additional Director who shall office as such till the forthcoming AGM. Mr. Sanjay Kumar Jain has given his consent to act as Director of the Company and confirmed that he is not debarred from any authority to act as Director of the Company for whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Sanjay Jain for his appointment to the office of Director of the Company.

A brief profile of Mr. Sanjay Kumar Jain, including nature of his expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

Except Mr. Sanjay Kumar Jain, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 6 for the approval of members of the Company as an Ordinary Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

#### **ITEM NO. 7**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Syed Azizur Rahman (DIN: 00242790) as an Additional Director under the category Non-Executive Professional Director, with effect from June 14, 2022, liable to retire by rotation.

Mr. Syed Azizur Rahman shall office as such till the date of Annual General Meeting or the date upto which the Annual General meeting should have been held, whichever is earlier. Mr. Syed Azizur Rahman has given his consent to act as Director of the Company and confirmed that he is not debarred from any authority to act as Director of the Company. Pursuant to Section 160 of the Companies Act, 2013, the Company has also received a notice from a member in writing from a Member proposing the candidature of Mr. Syed Azizur Rahman for his appointment to the office of Director.

A brief profile of Mr. Syed Azizur Rahman, including nature of his expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

Except Mr. Syed Azizur Rahman, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 7 for the approval of members of the Company as an Ordinary Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

#### **Item No. 8**

Pursuant to the provisions of Section 149, 150 and 161(1) of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vishal Singh (DIN: 07500944) as an Additional Director under the category Non-executive Independent Director, with effect from June 14, 2022 for a period of five consecutive years not liable to retire by rotation based on his skills, experience, knowledge acumen and expertise. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Vishal Singh for his appointment to the office of Independent Director.

Mr. Vishal Singh has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In the opinion of the Board, Mr. Singh fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations for his re-appointment as Independent Director of the Company and is independent of the management.

The Company has also received from Mr. Singh:

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India.

A brief profile of Mr. Vishal Singh, including nature of his expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

Except Mr. Vishal Singh, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 8 for the approval of members of the Company as a Special Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

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

As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II the Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated at **A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205**. Now the Board of Directors of the company at its meeting held on September 03, 2022, decided that the registered office of the Company to be shifted to **Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh**, which is outside the local limits of the city/town/village where the company's registered office is presently situated but though situated within the same State, with a view to improve operational efficiency, the Board of Directors considered and subject to approval of members, approved the proposal of shifting registered office to Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 9 for the approval of members of the Company as a Special Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

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

Presently, the Authorized share Capital of the Company is Rs. 18,50,00,000/- (Rupees Eighteen Crore and Fifty Lakh only) divided into 1,85,00,000 (One Core Eighty-Five Lakh) Equity Shares of Rs. 10/- each. The Board of directors, therefore, consider it desirable to increase the Authorized Share Capital of the Company to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of additional 1,15,00,000 (One Crore Fifteen Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each, to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company at [www.shrigangindustries.com](http://www.shrigangindustries.com).

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 10 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice.

**By Order of the Board  
For Shri Gang Industries and Allied Products Limited**

**Date: 03.09.2022**

**Place: New Delhi**

**Sd/-  
Kanishka Jain  
(Company Secretary)  
Membership No. 54347**

**Registered Office:**

A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205

**Corporate office:**

F-32/3, Ground Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020

## “Annexure A”

Details of Directors seeking Appointment/Re-Appointment at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)

S. No.	Particulars	Name of Director	Name of Director	Name of Director	Name of Director
		<b>Mr. Arun Kumar Sharma<sup>@</sup></b> <b>(DIN: 09008061)</b>	<b>Mr. Sanjay Kumar Jain<sup>#</sup></b> <b>(DIN: 01014176)</b>	<b>Mr. Syed Azizur Rahman<sup>§</sup></b> <b>(DIN: 00242790)</b>	<b>Mr. Vishal Singh<sup>*</sup></b> <b>(DIN: 07500944)</b>
1.	Designation	Executive Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
2.	Date of Birth	03-10-1963	27-10-1966	15-10-1962	14-07-1993
3.	Age	59 Years	56 Years	60 years	29 Years
4.	Date of first Appointment on the Board	13-11-2021	03-03-2022	14-06-2022	14-06-2022
5.	Qualifications	Masters in Science (Organic Chemistry)	<ul style="list-style-type: none"> <li>➤ Graduated in Commerce from University of Delhi</li> <li>➤ Chartered Accountant</li> </ul>	Mechanical Engineer	<ul style="list-style-type: none"> <li>➤ Bachelors in Law</li> <li>➤ Graduate in Commerce</li> </ul>
6.	Experience in specific functional area	Mr. Arun Kumar Sharma has rich experience in various fields. He has more than 28 years of industrial experience and working in diverse industries.	<p>Mr. Sanjay Kumar Jain holds SEBI accreditations as a Registered Investment Advisor and Registered Research Analyst. He has about 31 years of work experience in Investments, Funds Management, Strategy, M&amp;A, Corporate Finance and Investor Relations.</p> <p>For the last 15 years, he has worked as an independent consultant working with Promoters/ Senior Management of different companies. He had</p>	Mr. Syed Azizur Rahman is a dynamic professional aged 60 years. He has 30 years of experience in manufacturing industry inclusive of 20 years as Unit Head/Business head of company in edible oil industry.	<p>Mr. Vishal Singh is an Advocate and a commerce Graduate from Lucknow University) having vast experience in the field of Corporate Taxation and Accounting matters.</p> <p>He is a co-founder of Vishal Singh &amp; Associates LLP, based out in Delhi, which deals in corporate taxation and consultancy matters. He is also a visiting faculty of ICAI.</p>

			also co-founded an advisory business in M/s Taj Capital Partners Pvt Ltd. and participated in events of Global Investors, Government and Policy makers		
7.	No. of equity shares held in the Company (as on 31st March, 2022)	NIL	NIL	100	NIL
8.	List of other Directorships as on 31 <sup>st</sup> March 2022	<ul style="list-style-type: none"> <li>• Carya Chemicals &amp; Fertilizers Private Limited</li> <li>• Anita Greenfuels Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Suraj Industries Limited</li> <li>➤ Tinna Rubber And Infrastructure Limited</li> <li>➤ J. K. Cotton Limited</li> <li>➤ Manphul Trading And Finance Company Private Limited</li> <li>➤ Shree Shubham Logistics Limited</li> <li>➤ Dwarkadhish Finance And Investment Company Private Limited</li> <li>➤ PGA Securities Private Limited</li> <li>➤ B.G.K. Infrastructure Developers Private Limited</li> <li>➤ Taj Capital Partners Private Limited</li> <li>➤ Diensten Tech Limited</li> <li>➤ Express Infra Financial Consultancy Private Limited</li> <li>➤ J K Consultancy And Services Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Suraj Industries Limited</li> <li>➤ Gold coin Marketing Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Wonder Fibromats Limited</li> <li>➤ Kro Kaizer Private Limited</li> <li>➤ Kamla Sanskaar Foundation</li> </ul>
9.	Membership/	NIL	<b>Tinna Rubber And</b>	<b>Suraj Industries</b>	

	Chairmanship of Committees of the other Companies as on 31 <sup>st</sup> March 2022		<u>Infrastructure Limited</u> <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>Stakeholders and Relationship Committee-Member</li> <li>Nomination and Remuneration Committee</li> </ul>	<u>Limited</u> <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>Stakeholders and Relationship Committee-Member</li> <li>Nomination and Remuneration Committee</li> </ul>	
10.	Relationships , between Directors inter se	There is no inter-se relationship among the Directors	There is no inter-se relationship among the Directors	There is no inter-se relationship among the Directors	
11.	Number of Board Meetings attended during the year	1	NIL	NIL	
12.	Terms & Conditions for appointment /re-appointment	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment are as per the Nomination and Remuneration Policy of the Company	
13.	Details of Remuneration Last Drawn	His last drawn monthly salary was Rs. 1,50,000/- as per his terms of appointment.	He has not drawn any remuneration in financial year 2021-2022.	He has not drawn any remuneration in financial year 2021-2022.	
14.	Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company	No remuneration is sought to be paid.	No remuneration is sought to be paid.	

**@ Mr. Arun Kumar Sharma was appointed on the Board w.e.f. 13.11.2021. after his appointment 1 (one) Board Meeting was held during the year under review.**

**# Mr. Sanjay Kumar Jain was appointed w.e.f. 03.03.2022. After his appointment, no meeting of the Board of Directors was held during the Financial Year 2021-2022.**

**\$ Mr. Syed Azizur Rahman was appointed w.e.f. 14.06.2022. He was appointed after the closure of Financial Year 2021-2022.**



**\* Mr. Vishal Singh was appointed w.e.f. 14.06.2022. He was appointed after the closure of Financial Year 2021-2022.**

**By Order of the Board  
For Shri Gang Industries and Allied Products Limited**

**Date: 03.09.2022**

**Place: New Delhi**

**Sd/-  
Kanishka Jain  
(Company Secretary)  
Membership No. 54347**

**Registered Office:**

A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205

**Corporate office:**

F-32/3, Ground Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020

**DIRECTORS' REPORT**

To,  
The Members,  
Shri Gang Industries and Allied Products Limited

Your Directors hereby present the Thirty Third Annual Report on Company's Business Operations along with the Audited Statement of Accounts for the year ended on March 31, 2022.

**FINANCIAL PERFORMANCE OF THE COMPANY**

The financial performance of the Company for the period under review and comparative figures for the previous year are tabulated below:

*(Rs. In Lakh)*

Particulars	2021-2022	2020-2021
<b>Income from Operations</b>	<b>8021.37</b>	<b>3,219.30</b>
<b>Other Incomes</b>	<b>92.40</b>	<b>8.31</b>
<b>Total Revenue</b>	<b>8113.77</b>	<b>3227.61</b>
<b>Total Expenses</b>	<b>7554.98</b>	<b>3580.30</b>
<b>Net Profit (Loss) before tax</b>	<b>558.79</b>	<b>(352.69)</b>
<b><u>Provision for Taxation</u></b>		
<b>Income Tax</b>	-	-
<b><u>Other Comprehensive Income</u></b>		
<b>Items that will not be reclassified to profit or loss</b>	<b>1.88</b>	<b>1.12</b>
<b>Re-measurement of defined benefit plans</b>		
<b>Net Profit/(Loss) after tax for the year</b>	<b>560.67</b>	<b>(351.57)</b>

The Financial Statements have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the provisions of the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees ("INR") and all amounts are rounded to the nearest Lakhs, except as stated otherwise.

**SHARE CAPITAL**

During the year under review, the Authorised Share Capital of the Company stood at Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakh) divided into 85,00,000 Equity Shares of Rs. 10/- each.

The Paid up Share Capital of the Company stood at Rs. 7,93,00,000/- (Rupees Seven Crore Ninety-Three Lakh) as on March 31, 2022 divided into 79,30,000 (Seventy-Nine Lakh Thirty Thousand) Equity Shares of Rs. 10/- each.

There has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company during the year. The Company has no other type of securities except Equity Shares forming part of the Paid-up Share Capital of the company.

However, after the closure of the Financial Year ended March 31, 2022, the Authorised Share Capital has increased to Rs. 18,50,00,000/- (Rupees Eighteen Crore Fifty Lakh Only) divided into 1,85,00,000 (One Crore Eighty-Five Lakh) Equity Shares of Rs. 10/- each.

The Issued, Subscribed and Paid-up Share Capital has also increased to Rs. 17,93,00,000/- (Rupees Seventeen Crore Ninety-Three Lakh) divided into 1,79,30,000 (One Crore Seventy-Nine Lakh Thirty Thousand) Equity Shares of Rs. 10/- each.

### **PERFORMANCE OF BUSINESS**

During the year ended, the Company has earned a profit of Rs. 560.67 lakhs as compared to the loss of Rs.351.57 lakhs in previous financial year.

During the year there was a significant improvement in the financial performance of the company, being the first full year operations of the Bottling Unit for Indian Made Foreign Liquor (IMFL) which had commenced commercial operations in mid of FY 2020-21. The company is bottling IMFL for M/s United Spirits Limited. Distillery Unit of the Company is in the advanced stage of implementation.

### **STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

The financial position of the company is gradually improving after the commencement of the commercial operations in its Bottling Unit for IMFL. It will further improve with the commissioning of the Distillery unit which is at an advanced stage of implementation.

The company has already entered into a long term agreement with M/s United Spirits Ltd for the supply of Extra Neutral Alcohol (ENA) that would be produced in the Distillery.

A detailed review of operations and performance and future outlook of the Company is given separately under the head '**Management Discussion & Analysis**' pursuant to Regulation 34 read with Part B of Schedule V of SEBI Listing Regulations, and the same is annexed and forms part of this Annual Report.

### **DIVIDEND**

Considering the recovery in Company's performance and business operations of the Company, your Directors are unable to recommend any dividend for the year under review.

### **AMOUNTS TRANSFERRED TO RESERVES**

The Company is not statutorily required to transfer any amounts to the Reserves during the year under review.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors comprise of eminent and experienced professionals in the Industry. The current composition of the Board of Directors (as on the date of Board's Report) are as follows:

Sr. No.	Name of Director	Designation
1.	ARUN KUMAR SHARMA	Whole Time Director
2.	*SYED AZIZUR RAHMAN	Non-Executive director
4.	SANJAY KUMAR JAIN	Non-Executive director
4.	SEEMA SHARMA	Non-Executive Independent director
5.	*VISHAL SINGH	Non-Executive Independent director

\* Appointed w.e.f. June 14, 2022

### ***CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS***

The following changes occurred during FY 2021-2022 till the date of this Report:

- i. Mr. Yogesh Kumar, relinquished the office of Independent Director of the Company w.e.f. June 30, 2021.
- ii. Mr. Atul Jain, relinquished the office of Whole Time Director of the Company w.e.f. November 12, 2021.
- iii. Appointment of Mr. Arun Kumar Sharma (DIN: 09008061) as Whole-time Director of the Company for a further period of 2 (two) years w.e.f. November 13, 2021.
- iv. Mr. Alok Kumar Ranjan was appointed as Independent Director of the Company w.e.f. 30.09.2021, however he relinquished the office of Independent Director of the Company w.e.f. March 03, 2022.
- v. Appointment of Mr. Sanjay Kumar Jain (DIN: 01014176), as Non-Executive Independent Director of the Company w.e.f. March 03, 2022.
- vi. Change in Designation of Mr. Sanjay Kumar Jain (DIN: 01014176) from Non-Executive Independent Director to Non-Executive Non Independent Director of the Company w.e.f. May 30, 2022.
- vii. Mrs. Anita Gupta, relinquished the office of Director of the Company w.e.f. June 14, 2022.
- viii. Appointment of Mr. Vishal Singh (DIN: 07500944) as Non-Executive Independent Director of the Company for a further period of 5 (Five) years w.e.f. June 14, 2022.
- ix. Appointment of Mr. Syed Azizur Rahman (DIN: 00242790) as Non-Executive Director of the Company for w.e.f. June 14, 2022.

Appropriate resolutions seeking the appointments of Arun Kumar Sharma, Sanjay Kumar Jain, Vishal Singh and Syed Azizur Rahman by the Shareholders are being placed for your approval in the ensuing Annual General Meeting.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, executive directors and non-executive directors except the Independent Directors are subject to retire by rotation. Based on the terms of appointment and the Articles of Association of your Company, Mr. Arun Kumar Sharma (DIN: 09008061) who is the longest serving member in the current term and is liable to retire by rotation and he being eligible offers herself for reappointment. Appropriate resolution for his re-appointment is being placed for your approval at the ensuing Annual General Meeting.

None of the aforesaid Directors are disqualified under Section 164(2) of the Companies Act, 2013. Further, they are not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

### Key Managerial Personnel

In accordance with Section 203 of the Companies Act, 2013, the Company has following Key Managerial Personnel at the end of the financial year and as on date of the Board Report.:

SR. NO.	Name of Key Managerial Personnel	Designation
1.	Mr. Arun Kumar Sharma	Whole Time Director

2.	Mr. Anil Kumar Gupta	Chief Financial Officer
3.	Ms. Kanishka Jain	Company Secretary

### **CORPORATE SOCIAL RESPONSIBILITY**

The Company was not required to constitute corporate social responsibility committee pursuant to the provisions of section 135 of the Companies Act, 2013.

### **DETAILS OF SUBSIDIARIES/ JOINT VENTURE AND ASSOCIATE COMPANY**

The Company has no subsidiary/ Joint Venture and Associate Company during the year under review.

### **DIRECTORS RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i. That in the preparation of the Annual Accounts for the financial year ended March 31, 2022, the applicable Accounting standards have been followed and that there are no material departures;
- ii. That Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended March 31, 2022;
- iii. That 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. That accounts for the year ended March 31, 2022 have been prepared following the going concern basis;
- v. That Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. That Directors had devised proper system to ensure compliance with the provisions of all the applicable laws and that such system were adequate and operating effectively.

### **MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the financial Position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report except for the Following:

- The Paid-up capital of the company has increased to 17,93,00,000/- (Rupees Seventeen Crore Ninety-Three Lakh Only).
- The Company became Associate Company of M/s Suraj Industries Limited w.e.f. July 09, 2022.

### **STATUTORY AUDITOR AND THEIR REPORT**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, the tenure of **M/s. Satendra Rawat & Co. Chartered Accountants, (Firms registration no. 008298C)** ), as Statutory Auditors shall come to an end at the conclusion of forthcoming AGM.

M/s. Pawan Shubham & Co, Chartered Accountants, being eligible have consented and offered themselves for appointment as Statutory Auditors of the Company.

The Audit Committee and Board of Directors at their meeting held on September 03, 2022 have recommended the appointment of M/s. Pawan Shubham & Co., Chartered Accountants to the shareholders as Statutory Auditors of the Company for a period 5 years from the conclusion of the ensuing 33<sup>rd</sup> Annual General Meeting till the conclusion of 38<sup>th</sup> Annual General meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.

Your Company has received necessary consent letter and certificate as required in terms of the provisions of the Companies Act, 2013 & rules made thereunder from M/s Pawan Shubham & Co, Chartered Accountants.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the Financial Statements in this Annual Report.

During the year under review, have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of Companies Act, 2013 read with rules framed thereunder, either to the Company or to the Central Government.

#### **SECRETARIAL AUDITORS AND THEIR REPORT**

In accordance with the provisions of Section 204 and Section 134(3) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board had appointed M/s Monika Kohli & Associates, Company Secretaries, as Secretarial Auditor of the Company to undertake the Secretarial Audit functions of the Company.

The Secretarial Audit Report in the prescribed form MR-3 for the financial year ended on March 31, 2022 forms part of the Annual Report. The same is annexed as **Annexure "A"**.

The Secretarial Auditor had pointed out certain remarks in its report, which are replied by the Board of Directors hereunder:

#### **Secretarial Auditor's Remark-1**

*It is observed that the promoter's holding of equity shares in the company is not completely in dematerialized form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).*

#### **Board's Reply**

The Company had made request to all the shareholders including Promoter and Promoter Group through notice of last Annual General Meeting asking to dematerialize their shares. Similar request to all shareholders including Promoter and Promoter Group is being made in the notice of ensuing Annual General Meeting which is being sent to all the shareholders. The promoter's Shareholding upto the extent of 66.19 % has already been dematerialized. The Management has been following up with the rest of the Promoter and Promoter Group to get their shares dematerialized to make the Company compliant as per SEBI (LODR), Regulations, 2015.

**Secretarial Auditor's Remark-2**

The company don't have the Fire NOC and the requisite permissions from the State Pollution Control Board for its manufacturing unit located at Sikandrabad, Uttar Pradesh. However, as informed and confirmed by the management during the year under review, no manufacturing activities are carried out at above mentioned unit.

**Board's Reply**

During the year under review no manufacturing operations were carried out at the Sikandrabad unit. However, the Company will obtain the Fire NOC and requisite permissions from the State Pollution Control Board once the manufacturing activity will be resumed.

**INTERNAL AUDITOR**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with relevant applicable rules your company was required to appoint an Internal Auditor. Further the Board of Directors has appointed M/s Mohan Gupta & Co., Chartered Accountants as Internal Auditor of the Company.

**ANNUAL RETURN**

In accordance with the provisions of section 134(3)(a) and 92(3) of Companies Act, 2013 read with rules framed thereunder, the Annual Return for the Financial Year 2021-2022 will be available on the website, once filed with the Ministry of Corporate Affairs after the ensuing Annual General Meeting and can be accessed through the link (<http://www.shrigangindustries.com>).

**DISCLOSURE ABOUT MAINTAINANCE OF COST RECORDS**

The company has maintained the requisite cost records and accounts as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in all material respects an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022. The Company has in place robust internal control procedures commensurate with its size and operations.

**NUMBER OF BOARD MEETINGS AND ATTENDANCE BY EACH DIRECTOR**

During the financial year 2021-2022, the Board of Directors' has met five (5) times on 29-06-2021, 13-08-2021, 03-09-2021, 13-11-2021 and 14-02-2022. The periodicity between two Board Meetings was within the maximum time gap as prescribed in the Listing Regulations / Companies Act, 2013. Directors' attendance at the Board Meetings during the financial year is provided herein under:

Directors Name	Designation	No. of Board Meetings	
		Held	Attended
Atul Jain <sup>i</sup>	Whole Time Director	3	3
Yogesh Kumar <sup>ii</sup>	Independent Director	1	1
Anita Gupta	Non-Executive Director	5	5
Seema Sharma	Independent Director	5	5
Arun Kumar Sharma <sup>iii</sup>	Whole Time Director	1	1

<b>Alok Kumar Jain<sup>iv</sup></b>	Independent Director	2	2
<b>Sanjay Kumar Jain<sup>v</sup></b>	Independent Director	0	0

- I. Mr. Atul Jain, relinquished the office of Whole Time Director of the Company w.e.f. November 12, 2021.
- II. Mr. Yogesh Kumar, relinquished the office of Independent Director of the Company w.e.f. June 30, 2021.
- III. Appointment of Mr. Arun Kumar Sharma (DIN: 09008061) as Whole-time Director of the Company for a further period of 2 (two) years w.e.f. November 13, 2021.
- IV. Mr. Alok Kumar Ranjan was appointed as Independent Director of the Company w.e.f. 30.03.2021, however he relinquished the office of Independent Director of the Company w.e.f. March 03, 2022.
- V. Appointment of Mr. Sanjay Kumar Jain (DIN: 01014176), as Non-Executive Independent Director of the Company w.e.f. March 03, 2022.

### **CORPORATE GOVERNANCE DISCLOSURE**

As per the provisions of Regulation 15(2) of SEBI (LODR) Regulations, 2015, the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year shall not be required to comply with the Corporate Governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V.

Hence, the Company is not required to report on Corporate Governance in accordance with regulation 34(3) and schedule V(C) to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the Financial Year ending March 31, 2022 and therefore the disclosure is not given in the Annual Report.

However, pursuant to increase in Paid up share capital of the Company after the closure of Financial Year ended March 31, 2022, the Corporate Governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V have become applicable to the Company in Financial Year 2022-2023 and the company is in compliance of aforesaid regulations.

### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all Employees in the course of day to day business operations of the Company.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated Employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with Stakeholders.

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company Shares by the Directors and the designated Employees while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code.



The Board Members have affirmed compliance with the Code of Conduct for the year ended March 31, 2022. The code of conduct is available on our website (<http://www.shrigangindustries.com/investor-relations.html>).

### **PREVENTION OF SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE**

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” the Company has in place a formal policy for prevention of sexual harassment at work place and the Company has also Constituted the Internal Complaint Committee in compliance with the requirement of the Act.

During the year under review, the company has not received any complaint of sexual harassment.

### **DECLARATION BY INDEPENDENT DIRECTOR(S)**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 146(6) of Companies Act, 2013 and qualify to act as Independent Director of the Company confirming that:

- ✚ They meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder,
- ✚ In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director’s database maintained by the Indian Institute of Corporate Affairs, Manesar.

### **STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR**

The Board is of the opinion that all the independent directors appointed are having good integrity and possess the requisite expertise and experience (including the proficiency). Independent Directors have confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the independent directors, the Board has confirmed that they meet the criteria of independence and that they are independent of the management.

### **COMMITTEES**

Pursuant to the requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has constituted the following Committees:

1. Audit Committee;
2. Nomination & Remuneration Committee;
3. Stakeholders Relationship Committee; and
4. Independent Directors Committee.

### **AUDIT COMMITTEE COMPOSITION**

In compliance with the provisions of Section 177 of the Companies Act, 2013 as on 31 March 2022, the Audit Committee of the Company comprises of following 3 (Three) Members and two third of the members of the Audit Committee are Independent Directors:

Sr. No.	Name	Designation
1.	Mr. Sanjay Kumar Jain, Independent Director	Member
2.	Mr. Arun Kumar Sharma, Whole Time Director	Member
3.	Ms. Seema Sharma, Independent Director	Member

Further, as per section 177(8) of the Companies Act, 2013 there was not any case during the period under review that any recommendation is made by the Audit Committee and the Board has not accepted it.

#### **NOMINATION & REMUNERATION COMMITTEE COMPOSITION**

In compliance with the provisions of Section 178 of the Companies Act, 2013 as on 31 March 2022, the Nomination and Remuneration Committee of the Company comprises of the following 3 (Three) Members:

Sr. No.	Name	Designation
1.	Mr. Sanjay Kumar Jain, Independent Director	Member
2.	Ms. Anita Gupta, Non-Executive Director	Member
3.	Ms. Seema Sharma, Independent Director	Member

#### **STAKEHOLDERS RELATIONSHIP COMPOSITION**

In compliance with the provisions of Section 178 of the Companies Act, 2013 as on 31 March 2022, the Stakeholders Relationship Committee of the Company comprises of following 3 (Three) Members:

Sr. No.	Name	Designation
1.	Mr. Sanjay Kumar Jain, Independent Director	Member
2.	Mr. Arun Kumar Sharma, Whole Time Director	Member
3.	Ms. Seema Sharma, Independent Director	Member

#### **INDEPENDENT DIRECTORS COMMITTEE**

In compliance with the provisions of the Companies Act, 2013 as on 31 March 2022, the Independent Directors' Committee of the Company comprises of following Members:

Sr. No.	Name	Designation
1.	Mr. Sanjay Kumar Jain, Independent Director	Member
2.	Ms. Seema Sharma, Independent Director	Member

#### **NOMINATION & REMUNERATION POLICY**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management.

The Company has framed a Nomination and Remuneration Policy pursuant to the provisions of Section 178 of the Companies Act, 2013. The details of policy are mentioned in Corporate Governance Report.

There is no change in the policy since last financial year. The policy is available on our company's website (<http://www.shrigangindustries.com/policy.html>).

**MEETING OF INDEPENDENT DIRECTORS)**

In terms of requirements under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors was held on June 29, 2021.

The Independent Directors at the meeting reviewed the following:

- Performance of non-independent Directors and the Board as a whole.
- Assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

**PARTICULARS OF LOAN(S), GUARANTEE(S) OR INVESTMENT(S) UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review the Company has neither made any investment(s) nor given any loan(s) or guarantee(s) or provided any security which is covered under the provisions of Section 186 of the Companies Act, 2013.

**PARTICULARS OF CONTRACTS OR ARRANGEMENT MADE WITH RELATED PARTIES**

During the year, the Company had not entered into any contract, arrangement and transaction with related parties which could be considered material as covered under Section 188 (1) of the Companies Act, 2013 during the Financial Year and in accordance with Company's Policy on materiality of and dealing with related party transactions (the "Policy") and accordingly the disclosure of Related Party Transactions in Form AOC-2 is not applicable.

**DEPOSITS**

During the year, the company has neither accepted nor renewed any deposits from public falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

In terms of the provisions of Regulation 34 read with Part B of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management discussion and analysis report is set out in this Annual Report as "Annexure B" and covers, amongst other matters, the performance of the Company during the Financial Year 2021-2022 as well as the future outlook.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The Company is not engaged in any activity where conservation of energy and technology absorption is required. Further, during the year there were no foreign exchange earnings or outgo. Hence, the details required under Section 134(3) (m) of the Companies Act 2013 read with rule 8(3) Companies (Accounts) Rule, 2014 are not given.

**RISK MANAGEMENT**

A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take at strategic and operational levels and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management processes focuses on ensuring that these risks are identified on a timely basis and addressed.

The company has in place risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. The Company through Board and Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. Risk Management forms an integral part of the Company's planning process.

### **PERFORMANCE EVALUATION**

The Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, provides that the Board needs to undertake a formal Annual Evaluation of its own performance and that of its Committees and individual Directors. The Schedule IV of the Companies Act, 2013 read with the Rules issued there understates that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Board has carried out the annual evaluation of its own performance, performance of the Directors individually as well as the performance of the working of its Audit, Nomination & Remuneration and other Committees of the Board. The evaluation was carried out taking into consideration various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

The Directors expressed their satisfaction with the evaluation process.

### **THE CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There is no change in the nature of business of the Company during the financial year 2021-2022.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

BSE Limited vide its notice dated February 25, 2022 has revoked the suspension in trading of equity shares of the Company w.e.f. March 7, 2022 and consequently trading in the securities of the company has been resumed in "XT" group.

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

In accordance with the Section 177(9) & (10) of the Companies Act, 2013 and rules framed there under, the Board has established the Vigil Mechanism/Whistle Blower Policy, a mechanism for all Directors and employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Policy act as a neutral and unbiased form to voice concerns in a reasonable and effective manner without

fear of reprisal. The policy is disclosed on Company's website (Web Link: <http://www.shrigangindustries.com/policy.html>)

During the year under review no personnel has been denied access to the audit committee.

### **DEPOSITORY SYSTEMS**

Your Company has established connectivity with both depositories – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, members holding Shares in physical mode are requested to avail of the dematerialization facility with either of the depositories.

Your Company has appointed M/s. BEETAL Financial & Services Private Limited, a Category-I SEBI registered R&T Agent as its Registrar and Share Transfer Agent across physical and electronic alternative.

### **LISTING OF SHARES**

The Company's shares are listed on the below mentioned Stock Exchange: -

#### **BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street, Mumbai – 400 001

### **BORROWINGS FROM DIRECTORS**

Pursuant to Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014, it is stated that during the year under review, the Company has taken loan from Directors of the Company the details of which are given in Notes to the Financial Statements for the Financial Year ending March 31, 2022.

### **PARTICULARS OF MANAGERIAL REMUNERATION AND EMPLOYEES**

1. **Disclosure in terms of Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: -**
  - i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Sr. No.	Name of Director	Ratio to median Remuneration	% increase in remuneration in the financial year
1.	<b>Executive Directors</b>		
a.	Mr. Arun Kumar Sharma <sup>1</sup>	4.03:1	--
c.	Mr. Atul Jain <sup>2</sup>	9.93:1	
2.	<b>Non-Executive Directors</b>		
a.	Mr. Yogesh Kumar <sup>3</sup>	--	--
b.	Mrs. Anita Gupta	--	--
c.	Mrs. Seema Sharma	--	--
d.	Mr. Sanjay Kumar Jain <sup>4</sup>	--	--
3.	<b>Chief Financial Officer</b>		
	Mr. Anil Kumar Gupta	--	13.36%
4.	<b>Company Secretary</b>		

a.	Kanishka Jain	--	34.39 %
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<sup>1</sup>Appointed as Whole Time Director w.e.f. November 13, 2021.

<sup>2</sup>Relinquished the position of Whole Time Director w.e.f. November 12, 2021.

<sup>3</sup>Relinquished the position of Independent Director w.e.f. June 30, 2021..

<sup>4</sup>Appointed as Independent Director on the Board w.e.f. March 03, 2022.

- ii. The percentage increase in remuneration in the median remuneration of employee in the financial year: (-) 6.09%

The figure is negative due to the reason the number of employees increased from 40 as on 31.03.2021 to 47 as on 31.03.2022 The pay scales of the new employees are based on their experience and qualifications

- iii. The number of permanent employees on the rolls of the Company at the end of the Financial Year: 47.

- iv. Average Percentile Increase already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year and its Comparison with the Percentile Increase in the Managerial Remuneration: -6.20%

Percentage increase in the managerial remuneration for the year: **28.61%**

- v. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

**2. Disclosure in terms of Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: -**

There was no employee who has drawn salary as mentioned in the aforesaid rule.

**INDUSTRIAL RELATIONS**

The Industrial Relations have continued to be stable and harmonious during the course of the year.

**DISCLOSURE UNDER SECRETARIAL STANDARD**

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.

**ACKNOWLEDGEMENT**

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to your company by the government as well as Non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company during the year under review. Your Directors gives their sincere gratitude to the customers, clients, vendors and other business associates for their continued support to the Company.

Your Directors also place on record their deep sense of appreciation for the devoted services rendered by all the employees of the company and for the continued co-operation & support received from shareholders of the Company.

**By Order of the Board  
For Shri Gang Industries and Allied Products Limited**

**Sd/-**

**Arun Kumar Sharma**

**Whole Time Director**

**DIN: 09008061**

**Add: 76, Narsi Village, Sector-32,  
Karnal, Haryana-132001,**

**Sd/-**

**Syed Azizur Rahman**

**Director**

**DIN: 00242790**

**Add: FF-B-104, Ananda Apartments,  
Sector-48, Noida, Uttar Pradesh-201001**

**Registered Office:**

**A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205**

**Corporate office:**

**F-32/3, Ground Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020**

**Date: 03.09.2022**

**Place: New Delhi**

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

**[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,  
SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED**

CIN: L01112UP1989PLC011004

A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHRI GANG INDUSTRIES AND ALLIED PRODUCTS 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with Annexure 1 attached to this report:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **(No FDI and ECB were taken by the Company and no ODI was given by the company during the Audit Period);**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period)** ;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period)**;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(herein after “Delisting Regulations”); and **(Not applicable to the Company during the Audit Period) and**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

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

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

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

- i. Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date and the Listing Agreement entered into by the Company with BSE Limited (“BSE”).

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

- 1. *It is observed that the promoter’s holding of equity shares in the company is not completely in dematerialised form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).*
- 2. *The company don’t have the Fire NOC and the requisite permissions from the State*

*Pollution Control Board for its manufacturing unit located at Sikandrabad, Uttar Pradesh. However, as informed and confirmed by the management during the year under review, no manufacturing activities are carried out at above mentioned unit*

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

1. The Board of Directors of the Company is constituted with proper balance of Executive, Non-Executive, Women 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.
2. Adequate notice of at least seven days' was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting in compliance of the Act.
3. Majority decision is carried through and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the board and committee meetings.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by Mr. Atul Jain, Whole Time Director and Mr. Arun Kumar Sharma Whole Time Director of the Company and taken on record by the Board of Directors at their meeting (s), we further report that;

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

We further report that during the audit period the Company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

The BSE vide its notice dated February 25, 2022 has revoked the suspension in trading of equity shares of the Company w.e.f. March 7, 2022 and consequently trading in the securities of the company has been resumed in "XT" group.

**FOR MONIKA KOHLI & ASSOCIATES  
COMPANY SECRETARIES**

**Date: 03.09.2022**

**Place: New Delhi**

**UDIN: F005480D000904499**

**Sd/-  
(MONIKA KOHLI)  
FCS, LL.B., IP, B.Com (H)  
Prop.  
CP No.4936  
FCS No. 5480  
Peer Review No. 1348/2021**

To,  
**THE MEMBERS,**  
**SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED**  
CIN: L01112UP1989PLC011004  
A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205

**Sub: Our Secretarial Audit for the Financial Year ended March 31, 2022 of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis to our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. As per the information provided by the Company, there are certain cases filed by or against the Company, which are currently lying pending with the various Courts. However as informed these cases have no major impact on the Company.

**FOR MONIKA KOHLI & ASSOCIATES  
COMPANY SECRETARIES**

**Date: 03.09.2022**  
**Place: New Delhi**  
**UDIN: F005480D000904499**

**Sd/-**  
**(MONIKA KOHLI)**  
**FCS, LL.B., IP, B.Com (H)**  
**Prop.**  
**CP No.4936**  
**FCS No. 5480**  
**Peer Review No. 1348/2021**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The information is required in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming a part of the Boards' Report for the year ended March 31, 2022 and has to be read in Conjunction with the Company's financial statements, which follows this Section. The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

**INDUSTRY OVERVIEW**

India is one of the fastest growing liquor markets in the world. Alcoholic beverages are considered a sunrise industry owing to its high-growth potential and increasing social acceptance. Growth in urban population coupled with the increasing disposable income is projected to propel the market growth of alcohol. Moreover, the advent of variety in the flavor of alcohol coupled with the expanding product portfolio by the manufacturers has further projected to boost the growth of alcohol market.

Change in demographics, coupled with the change in lifestyle is another major factor expected to foster the market of alcohol. The legal drinking age in India varies from state to state (from 18 years to 25 years), further indicate that India is ideal for the high growth of the alcohol market.

The outlook for the Indian alcoholic beverages continues to remain positive due to favorable demographics, expanding middle class, rising disposable income levels, greater preference for premium food and drink experiences and greater acceptance of alcoholic beverages in social circles. Increased consumption of liquor in rural areas will be another major reason for the growth in the market. Although the average per adult intake of alcohol is considerably low in India when compared to other countries such as the United States, drinkers among young Indians are more prevalent. This provides tremendous opportunity to drive growth of Alcobev industry on the back of its rising working age population. It is expected that per capita consumption will increase with changes in lifestyle and aspiration of the population.

The Indian market is huge and has great potential for all the players in this space, we firmly believe there is room for everyone in this industry. The age demographics are in India's favor and because of rapid urbanization, the industry will continue to witness healthy demand.

**BUSINESS ANALYSIS AND COMPANY OVERVIEW**

The company is now focusing on its liquor business as the edible oils business is not conducive as the plant at Sikandrabad (UP) is quite old and requires substantial capex towards technological up-gradation and addition of new equipment.

Due to this the company diversified into liquor business and set up Bottling Plant for Indian Made Foreign Liquor (IMFL) at Sandila, Dist. Hardoi, Uttar Pradesh which commenced commercial production in July 2020. The Company is in the process of setting up a Distillery unit as a backward integration of Bottling Plant. The Distillery unit is at an advanced stage of implementation and is likely to commence commercial production in September, 2022.

The company is exclusively manufacturing IMFL for United Spirits Ltd in their popular and prestigious brands. During the year the company has posted net profit after incurring losses for last

so many years and the financial performance is going to further improve with the commissioning of the Distillery unit.

### **RISKS & CONCERNS, OPPORTUNITIES & THREATS**

The risks and opportunities of all corporations are inherent and inseparable elements. Directors and management of the Company take constructive decisions to protect the interests of stakeholders.

#### **Risks & Concerns**

- ✚ Liquor industry is dependent on the policies of the State Governments as potable liquor is a State Subject. There is a threat of imposition of prohibition on consumption of liquor as done in the States of Gujarat and Bihar.
- ✚ Prohibition in certain states poses a threat to legitimate sales and gives rise to inter-state smuggling impacting industry growth. This may also lead to a proliferation of country liquor sales in absence of / curtailed availability of branded products.
- ✚ The industry is exposed to multiple regulatory risks emanating from state taxes, adverse ruling from courts and changes in regulations with respect to pricing, licensing, working of operating facilities, manufacturing processes, marketing, advertising, and distribution.

#### **Opportunities**

- ✚ There is good opportunity in the liquor business as demand for potable liquor is showing a steady growth year on year.
- ✚ With rising disposable income and evolving consumer lifestyles presents significant opportunity to grow sales and expand margins.
- ✚ Low per capita consumption, rapid urbanization, favourable macroeconomic indicators, higher disposable incomes and evolving lifestyles bode well for the industry as a whole.

#### **Threats**

- ✚ Since the liquor industry is highly regulated by the State Governments, there is always a threat of change in the Government policies which can affect the industry.
- ✚ Consumption degrowth due to inflationary pressures and other macroeconomic factors.

### **FINANCIAL PERFORMANCE**

Particulars	FY 2021-2022 (Rs. In Lakh)	FY 2020-2021 (Rs. In Lakh)
Revenue from operation/ segment performance	8021.37	3219.30
Total Expenditure	7554.98	3580.30
Earnings before interest, tax, depreciation and amortization [EBITDA]	558.79	(352.69)
Profit after Tax [PAT]	560.67	(351.57)

During the year under review, your Company achieved a revenue of INR 8021.37 Lakh as against the 3219.30 Lakh in the previous year. This translates to increase of 149% over previous year. However, the most encouraging part is that the company has posted a profit of Rs 560.57 lakh as against a loss of Rs 351.57 lakh in the previous year.

### **OUTLOOK**

The company diversified into liquor business in FY 2020-21 and the results are encouraging. The outlook of the liquor industry is positive and the financial performance of the company would further improve with the commissioning of the Distillery unit.

### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

Your Company recognizes that people are the prime assets of the organization. Your Company's talent pool plays a key role in commitment to deliver quality products and services. Your Company recognizes that the long-term success and sustainable growth of our organization depends on our capacity to attract, retain and develop our employees. We are committed to providing our employees across the country with a safe and healthy work environment and helping them realize their full potential. The organization fosters an open and transparent work culture that drives innovation and nurtures entrepreneurial spirit among all employees. Your Company believes in celebrating milestones, both big and small, and encourages people to connect, communicate and collaborate through various forums.

The Company continues to focus on attracting and retaining right talent with right opportunities to employees. Learning is ingrained in our culture and employees are constantly encouraged and given ample opportunities to upgrade their knowledge and skill.

Industrial relations during the year has been cordial and contributed to mutual development. Company maintained healthy, cordial and harmonious industrial relations at all levels. The Board of Directors and management wish to place on record their appreciation for the efforts put in by all employees to achieve good performance. Industrial Relations continue to be harmonious and peaceful at all levels and at all locations of the Company.

There was not any case pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was reported during the year.

### **CASH FLOW ANALYSIS**

The Cash Flow Statement of the Company for the year under review, in terms of Regulation 34(2) of the (Listing Obligations and Disclosures Requirements) Regulations, 2015 is annexed to the Annual Accounts of the company which forms part of the Annual Report.

### **FINANCE COST**

The financial charges for the financial year ended on March 31, 2022 were Rs. 183.74 lakh. This is mainly on account of interest payable on the unsecured loan taken by the company.

### **OTHER EQUITY (RESERVES AND SURPLUS)**

As on March 31, 2022 the Reserves and Surplus in the Balance Sheet were negative at Rs. 7539.29 Lakh as compared to the negative balance of Rs. 8099.97 Lakh during the Financial Year ended on March 31, 2021.

**EARNING PER SHARE**

Earnings per share of the company is 7.05 as against the negative Earning per Share of 4.45 of last year.

**INTERNAL CONTROLS**

The Company has well-equipped and effective internal control systems in place that match the scale of its sector and the complexity of the market it works in. Such stringent and detailed controls ensure the effective and productive use of resources, to the degree that the Company's assets and interests are safeguarded, transactions are approved, registered and properly reported, and checks and balances guarantee reliability and consistency of accounting data.

The Audit Committee and the Board reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. The Management takes corrective actions on basis recommendations received from internal auditor and the audit committee.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis, describing the Company's growth prospects, are forward-looking statements. The actual results may vary, depending upon economic conditions, raw-material prices, government policies, regulations, tax laws and other incidental factors.

**By Order of the Board  
For Shri Gang Industries and Allied Products Limited**

**Sd/-  
Arun Kumar Sharma  
Whole Time Director  
DIN: 09008061  
Add: 76, Narsi Village, Sector-32,  
Karnal, Haryana-132001,**

**Sd/-  
Syed Azizur Rahman  
Director  
DIN: 00242790  
Add: FF-B-104, Ananda Apartments,  
Sector-48, Noida, Uttar Pradesh-201001**

**Registered Office:  
A-26, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh-203205**

**Corporate office:  
F-32/3, Ground Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020**

**Date: 03.09.2022  
Place: New Delhi**

**INDEPENDENT AUDITOR'S REPORT**

**TO,  
THE MEMBERS OF SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LTD**

**I. Report on the Audit of the Financial Statements****1. Opinion**

- A. We have audited the accompanying Standalone Financial Statements of SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (accounting standards) Rules, 2006, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit, changes in equity and its cash flows for the year ended on that date

**2. Basis for Opinion**

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

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no specific matters to be communicated in our report.

**4. Information Other than the Financial Statements and Auditor's Report Thereon**

- A. 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 Financial Statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

## 5. Management's Responsibility for the Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of standalone financial statements by the Board of Directors of the Company, as aforesaid.
- B. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## 6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - ii. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - iv. 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 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.
  - v. Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. 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.
- E. 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.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so

would reasonably be expected to outweigh the public interest benefits of such communication.

## II. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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.
  - C. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - E. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - F. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
  - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements, if any
    - ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

- iii) There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.
3. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 30 to the standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
4. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 30 to the standalone Ind AS financial statements, no funds have been received by the company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
5. Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under clause (4) and (5) above contain any material misstatement.

**For Satendra Rawat & Company**  
**Chartered Accountants**  
**Firm Registration No.: 008298C**

**Sd/-**  
**(CA. Satendra Rawat)**  
**Partner**  
**Membership No.: 074126**

**Place: New Delhi**  
**Date: 30.05.2022**

**UDIN: 22074126ALIYKT5875**

**Annexure “A” referred to in the Auditor’s Report of even date to the Members of SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LTD on the financial statements for the year ended March 31, 2022.**

In terms of the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we report, on the matters specified in the paragraph 3 and 4 of the Order, as may be applicable, as hereunder:

1.
  - a). During the year the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b). The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified annually. In accordance with this program, fixed assets were verified during the year and no discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c). As explained to us, the title deeds of immovable properties are held in the name of the company.
  - d). The Company has not revalued its Property, Plant and Equipment (including Right of use assets) assets during the year ended March 31, 2022.
  - e). There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2.
  - a). As explained to us, inventories have been physically verified at reasonable intervals by the management and in our opinion, the frequency of verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
  - b). The Company has not availed any working capital limits from banks and/or financial institutions during the year on the basis of security of current assets of the Company. Therefore, paragraph 3(ii) (b) of the Order are not applicable to the Company.
3. The Company has not granted any loans or advances in the nature of loans, or made any investments or given any security or stood guarantee to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) of the Order is not applicable to the Company.
4. The company has not given any loan or advances in the nature of loans, or made any investments or given any security or stood guarantee to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
6. Pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013, in our opinion and to best of our knowledge, the prescribed cost records, prima facie, have been made and maintained.

7. a) According to the information and explanations given to us and on the basis of our examination of the records of the company, undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, service-tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and other material statutory dues, as applicable, have been regularly deposited with the appropriate authorities, to the extent applicable to it. Further, no undisputed amounts payable in respect thereof were in arrears at the year-end for a period of more than six months from the date they became payable; except for the Deferred Trade Tax/ Vat amounting to Rs.16.05 Crores which are repayable as per the rehabilitation package sanctioned by the State Government as explained in note no. 26 of these financial statements.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there are no statutory dues of income-tax, sales-tax, service-tax, duty of customs, duty of excise, value added tax as applicable, which have not been deposited on account of any dispute; except the following:

Sl. No.	Statute	Nature of dues	Forum where dispute is pending	Amount (Rs in Lakh)	Period to which the amount relates
1	U.P. Trade Tax Act	Demand on regular assessment	Trade Tax Tribunal	467.03	FY 2005-06
2	U.P. Vat Act	Demand on regular assessment	Trade Tax Tribunal	2.15	FY 2009-10
3	Income Tax Act	Demand on regular assessment	Income Tax Officer	25.44	FY 2017-18

8. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
9. a). Based on our audit procedures and on the information and explanations given by management and in terms of UP Government Order dated 29.12.2016 regarding measures of rehabilitation and re-scheduled repayment terms, we are of the opinion that the company has not defaulted in repayment of dues to PICUP
- b). The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c). Term loans were applied for the purpose for which the loans were obtained.
- d). On an overall examination of the financial statements of the Company, funds raised on short term basis have been used for long-term purposes by the Company i.e. for setting up the Distillery Unit.
- e). On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

- f). The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
10. a). According to the information and explanations given to us, the Company has not raised any money by way of initial public offer, further public offer (including debt instruments) or term loans during the year. Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- b). The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
11. a). According to the information and explanations given to us, no material fraud by the Company and on the company by its officers or employees has been noticed or reported during the course of our audit.
- b). During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c).As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
12. According to the information and explanations given to us the Company is not a Nidhi Company. Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
13. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. a). The Company has an internal audit system commensurate with the size and nature of its business.
- b). The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
16. a). The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- b). The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934

- c). The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- d). There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
17. The Company has not incurred cash losses in the current year. However, in the immediately preceding financial year it had incurred cash loss of Rs 248.65 lakh.
18. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
19. On the basis of the financial ratios disclosed in note 30 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. The provisions of Section 135 of the Companies Act, 2013 are not applicable on the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.
21. The company is not required to prepare consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Company.

**For Satendra Rawat & Company**  
**Chartered Accountants**  
**Firm Registration No.: 008298C**

**Sd/-**  
**(CA. Satendra Rawat)**  
**Partner**  
**Membership No.: 074126**

**Place: New Delhi**  
**Date: 30.05.2022**

**UDIN: 22074126ALIYKT5875**



**Annexure “A” to the Independent Auditors’ Report of the even date on the Financial Statements of SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LTD****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Shri Gang Industries & Allied Products Limited (“the company”) as of March 31, 2022 in conjunction with our audit of Standalone IndAS Financial Statements of the company for the year ended on that date.

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

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

**Auditors’ Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company’s’ internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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 Satendra Rawat & Company**  
**Chartered Accountants**  
**Firm Registration No.: 008298C**

**Sd/-**  
**(CA. Satendra Rawat)**  
**Partner**  
**Membership No.: 074126**

**Place: New Delhi**  
**Date: 30.05.2022**

**UDIN: 22074126ALIYKT5875**

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2022

Rs In Lakh

Particulars		Note No.	As at 31st March 2022	As at 31st March 2021
<b>ASSETS</b>				
<b>1.</b>	<b>Non-current assets</b>			
a.	Property, plant and equipment	2	5,342.52	5327.81
b.	Capital work-in-progress		4436.88	46.26
c.	Financial assets			
i	Trade Receivables		-	-
ii	Other Financial Assets	3	32.21	30.00
D	Deferred tax assets (Net)		-	-
E	Other non-current assets	4	1022.52	1065.87
<b>2.</b>	<b>Current assets</b>			
a.	Inventories	5	482.55	363.21
b.	Financial assets			
I	Investments		-	-
ii	Trade Receivables	6	3.32	13.32
iii	Cash and cash equivalents	7	74.41	41.99
c.	Current Tax Asset (Net)			-
d.	Other current assets	8	749.64	337.81
<b>TOTAL ASSETS</b>			<b>12144.05</b>	<b>7226.26</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a.	Equity Share capital	9	793.00	793.00
b.	Other equity	10	(7539.29)	(8099.97)
<b>Liabilities</b>				
<b>1.</b>	<b>Non-current liabilities</b>			
a.	Financial liabilities			
I	Borrowings	11	1041.20	267.60
ii	Other financial liabilities		-	-
b.	Provisions	12	9.32	4.36
c.	Deferred tax liabilities (Net)		-	-
d.	Other non-current liabilities	13	1660.98	2792.18
<b>2.</b>	<b>Current liabilities</b>			
a.	Financial liabilities			
I	Borrowings	14	11969.70	8490.64
ii	Trade and other payables	15	1981.78	1553.25
b.	Other current liabilities	16	2227.36	1425.17
c.	Current Tax Liabilities (Net)		-	-
<b>TOTAL EQUITY &amp; LIABILITIES</b>			<b>12144.05</b>	<b>7226.26</b>

The accompanying notes form an integral part of these financial statements

1 to 44

As per our report of even date attached

**For Satendra Rawat & Co**

Chartered Accountants

Firm Registration No: FRN-008298C

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

**Sd/-**

**(CA. Satendra Rawat)**

**Partner**

**Membership No.: 074126**

**Sd/-**

**Arun Kumar Sharma**

**(Whole Time Director)**

**DIN- 09008061**

**Sd/-**

**Anita Gupta**

**(Director)**

**DIN- 00243804**

**Place: Delhi**

**Date: 30.05.2022**

**Sd/-**

**Anil Kumar Gupta**

**Chief Financial Officer**

**Sd/-**

**Kanishka Jain**

**Company Secretary**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>ST</sup>MARCH 2022

Rs in Lakhs

Particulars	Note no.	For the year ended on 31st March 2022	For the year ended on 31st March 2021
<b>Continuing Operations</b>			
Revenue from operations	17	8021.37	3219.30
Other income	18	92.40	8.31
<b>Total revenue</b>		<b>8113.77</b>	<b>3227.61</b>
<b>Expenses</b>			
Cost of materials consumed	19	5793.93	2795.71
Purchase of stock in Trade		545.6	-
Changes in inventories of finished goods, work in progress and stock-in-trade	20	-	(5.19)
Employee benefit expense	21	258.35	160.13
Finance cost	22	183.74	213.58
Depreciation and amortisation expense	23	148.66	102.92
Other expense	24	624.70	313.15
<b>Total expenses</b>		<b>7554.98</b>	<b>3580.30</b>
<b>Profit/ (loss) before exceptional items</b>		<b>558.79</b>	<b>(352.69)</b>
<b>Exceptional items</b>		-	-
<b>Profit/ (loss) before tax</b>		<b>558.79</b>	<b>(352.69)</b>
<b>Tax expense</b>			
a) Current Tax		-	-
b) Deferred tax		-	-
<b>Total Tax Expense</b>		-	-
<b>Profit/ (loss) for the period</b>		<b>558.79</b>	<b>(352.69)</b>
<b>Other comprehensive income</b>			
- Items that will not be reclassified to profit or loss		-	-
- Remeasurement of defined benefit plans		<b>1.88</b>	<b>1.12</b>
- Income tax relating to items that will not be reclassified to profit or loss			
- Revaluation of Financial Instruments			
- Items that will be reclassified to profit or loss			
- Income tax relating to items that will be reclassified to profit or loss			
<b>Other Comprehensive income (net of Tax)</b>		<b>1.88</b>	<b>1.12</b>
<b>Total comprehensive income for the period</b>		<b>560.67</b>	<b>(351.57)</b>
<b>Earnings per equity share (Basic &amp; Diluted)</b>	37		
a) Basic		7.05	(4.45)
b) Diluted		7.05	(4.45)

The accompanying notes form an integral part of these financial statements

1 to 44

As per our report of even date attached

**For Satendra Rawat & Co**

Chartered Accountants

Firm Registration No: FRN-008298C

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

**Sd/-**

**(CA. Satendra Rawat)**

**Partner**

**Membership No.: 074126**

**Sd/-**

**Arun Kumar Sharma**

**(Whole Time Director)**

**DIN- 09008061**

**Sd/-**

**Anita Gupta**

**(Director)**

**DIN- 00243804**

**Place: Delhi**

**Date: 30.05.2022**

**Sd/-**

**Anil Kumar Gupta**

**Chief Financial Officer**

**Sd/-**

**Kanishka Jain**

**Company Secretary**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Rs in Lakh

Particulars		For the year ended on 31 <sup>st</sup> March 2022		For the year ended on 31 <sup>st</sup> March 2021	
<b>A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		558.79		(352.69)
	Net Profit before Tax & Extraordinary items				
	<b>Add: Non cash and Non-operating items</b>				
	Depreciation and amortization expenses	148.66		102.92	
	Finance Costs	183.74		213.58	
	OCI -Remeasurement of defined benefit plans	1.88		1.12	
	Provision for Employee Benefits	4.95		1.67	
		339.23		<b>319.29</b>	
	<b>Less: Non-Operating items</b>				
	Interest on Fixed Deposit	1.57	337.66	4.14	315.15
			<b>896.45</b>		<b>(37.54)</b>
	<b>Operating Profit before Working Capital changes</b>				
	Inventories	(119.34)		(343.52)	
	Trade & Other Receivables			(13.32)	
	Other Current Assets			51.77	
	Trade Payable	10.00		1,164.08	
		(411.83)			201.64
		428.53			
	Other Current Liabilities	802.18	709.54	(657.54)	
	<b>Cash Generated from operations before extraordinary item and tax</b>		1,605.99		163.93
	Less: Taxes Paid		-		-
	Less: Leave Encashment and Gratuity Paid				
	<b>Cash Flow before Extraordinary items</b>		<b>1,650.99</b>		<b>163.93</b>
<b>B)</b>	<b>Net Cash Flow From Investing Activities.....(A)</b>				
	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Payments towards fixed assets/CWIP	(4,553.99)		(1,702.29)	
	Non-Current Assets	43.35		266.07	
	Other Financial Assets	(2.22)		118.82	
<b>C)</b>	<b>Net Cash used in Investing Activities.....(B)</b>		(4,512.86)		<b>(1,317.40)</b>
	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Movement in Short Term Borrowings	3,479.06		1,501.22	
	Movement in Long Term Borrowings	773.60		(44.60)	

	Movement in Deferred Payments/Security Deposits	(1,131.20)	(63.72)	
	Interest on Fixed deposits	1.57	4.14	
	Finance Costs	(183.74)	(213.58)	
<b>D)</b>	<b>Net Cash received in financing Activities.....(C)</b>		<b>2,939.29</b>	<b>1,183.45</b>
	<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>		32.42	29.98
	Cash & Cash Equivalents as at beginning of year		41.99	12.00
	Cash & Cash Equivalents as at end of year		74.41	41.99

**The accompanying notes form an integral part of these financial statements**

- I. Figures in brackets represent deductions and outflows.
- II. The previous year's figures have been restated, wherever considered necessary.

**For Satendra Rawat & Co**

Chartered Accountants

Firm Registration No: FRN-008298C

Sd/-

**(CA. Satendra Rawat)**

**Partner**

**Membership No.: 074126**

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

Sd/-

**Arun Kumar Sharma**

**(Whole Time Director)**

**DIN- 09008061**

Sd/-

**Anita Gupta**

**(Director)**

**DIN- 00243804**

Place: Delhi

Date: 30.05.2022

Sd/-

**Anil Kumar Gupta**

**Chief Financial Officer**

Sd/-

**Kanishka Jain**

**Company Secretary**



STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED ON 31<sup>ST</sup> MARCH 2022

## A. Equity share capital

(Rs. in Lakh)

Issued and Paid up Capital at 1 April 2021	793.00
Changes in equity share capital during the year	-
<b>Balance at 31 March 2022</b>	<b>793.00</b>

## B. Other Equity

(Rs. in Lakh)

	Note No.	Reserve and Surplus			Other Comprehensive Income (Actuarial Gain/Losses)	Total
		General Reserve	Capital Reserve	Retained Earnings		
Balance at 1st April 2020		220.00	0.81	(7,969.20)	-	(7,748.39)
Profit for the year		-	-	(352.69)	-	(352.69)
Other Comprehensive income for the year- Actuarial Gain/Losses		-	-	-	1.12	1.12
<b>Total Comprehensive income</b>		-	-	<b>(352.69)</b>	<b>1.12</b>	<b>(351.57)</b>
Transfers during the year						
<b>Balance at 31st March 2021</b>		<b>220.00</b>	<b>0.81</b>	<b>(8,321.88)</b>	<b>1.12</b>	<b>(8,099.96)</b>
Profit for the year		-	-	558.79	-	558.79
Other Comprehensive income for the year- Actuarial Gain/Losses		-	-	-	1.88	1.88
<b>Total Comprehensive income</b>		-	-	<b>558.79</b>	<b>1.88</b>	<b>560.67</b>
Transfers during the year		-	-	-	-	-
<b>Balances as at 31st March 2022</b>		<b>220.00</b>	<b>0.81</b>	<b>(7,763.09)</b>	<b>3.00</b>	<b>(7,539.28)</b>

*As per our report of even date attached*

**For Satendra Rawat & Co**

Chartered Accountants

Firm Registration No: FRN-008298C

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

**Sd/-**

**(CA. Satendra Rawat)**

**Partner**

**Membership No.: 074126**

**Sd/-**

**Arun Kumar Sharma**

**(Whole Time Director)**

**DIN- 09008061**

**Sd/-**

**Anita Gupta**

**(Director)**

**DIN- 00243804**

**Place: Delhi**

**Date: 30.05.2022**

**Sd/-**

**Anil Kumar Gupta**

**Chief Financial Officer**

**Sd/-**

**Kanishka Jain**

**Company Secretary**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH 2022****1. SIGNIFICANT ACCOUNTING POLICIES****I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The company has adopted Indian Accounting Standards (Ind AS) with effect from 1st April 2017, with transition date of 1st April 2016, pursuant to notification issued by Ministry of Corporate Affairs dated 16th February 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, the financial statements comply with Ind AS prescribed under section 133 of the Companies Act, 2013 (the "Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements upto and for the year ended on 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended), as notified under section 133 of the Act (Previous Indian GAAP) and other relevant provisions of the Act.

The financial statements are prepared on the historical cost convention, except for certain financial instruments which are measured at fair value.

The financial statements were authorised for issue by the Board of Directors of the company on 30.05.2022.

***FAIR VALUE MEASUREMENT***

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (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.

**II. CURRENT VERSUS NON CURRENT CLASSIFICATION**

All assets and liabilities are classified into current and non-current.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or intended for sale or consumption in, the company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting period; or
- d) it is cash or cash equivalent unless it 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 assets.

### Liabilities

A Liability is classified as current when it satisfies any of the following criteria:

- a. it is expected to be settled in the Company's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is due to be settled within twelve months after the reporting period; or
- d. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current liabilities.

Deferred tax liabilities and assets are classified as non-current liabilities and assets.

### III. USE OF ESTIMATES

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of Revenue, Expenses, Assets and Liabilities and disclosure of contingent liabilities at the end of the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

### IV. RECOGNITION OF INCOME AND EXPENDITURE

- 1) Revenues/Incomes and Costs/Expenditure are generally accounted on accrual, as they are earned or incurred in accordance with the generally accepted Accounting principles and Accounting Standards as applicable in India.
- 2) In case of sales & purchase, accrual is deemed to have taken place on actual delivery of goods.
- 3) In case of interest, income is recognized in relation to period to which it pertains.
- 4) In case of uncertainties as to the risks & rewards, the conservative accounting policy is adopted by way of making suitable provisions for expenses and deferring the recognition of revenues.

### V. EXCISE DUTY

Excise Duty has been accounted on the basis of both payments made in respect of goods cleared and also provision made for goods lying in factory premises. Cenvat credit is accounted on accrual basis on purchase of materials.

### VI. EMPLOYEES BENEFITS

- i. Retirement benefits in the form of Provident fund and Family Pension fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- ii. Gratuity is a defined benefit obligation. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on the projected unit credit method made at the end of the financial year.

- iii. Long term compensated balances in the form of leave encashment are provided for based on actuarial valuation at the end of the financial year. The actuarial valuation is done as per projected unit credit method.
- iv. Actuarial gains/losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

## VII. PROPERTY, PLANT AND EQUIPMENT

### **Recognition and measurement**

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

1. it is probable that future economic benefits associated with the item will flow to the entity; and
2. the cost of the item can be measured reliably.

Property, Plant and Equipment ('PPE') are stated at cost of acquisition or construction including any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management less accumulated depreciation and cumulative impairment losses & net of recoverable taxes (net of Cenvat and VAT credit wherever applicable).

### **Subsequent Costs**

Subsequent expenditure related to an item of PPE is added to its carrying amount or recognized as a separate asset, if appropriate and carrying amount of replacement parts is derecognized at its carrying value.

Spare parts or stores meeting the definition of PPE, either procured along with equipment or subsequently, are capitalized in the asset's carrying amount or recognized as separate asset, if appropriate. However, cost of day to day servicing are recognized in profit or loss as incurred. Cost of day to day service primarily include costs of labor, consumables and cost of small spare parts.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of Property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in profit or loss.

### **Transition to Ind AS**

For transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1st April, 2015 measured as per previous GAAP and use that carrying value as the deemed cost of Property, Plant & Equipment.

### **Depreciation / amortization**

- i. Depreciation on items of PPE is provided on straight line method in accordance with the useful life as specified in Schedule II to the Companies Act, 2013.
- ii. Depreciation on additions to assets or on sale/discard of assets is calculated pro-rata from the date of such addition or up to the date of such sale/ discardment

- iii. No amounts are written off against Leasehold Land by way of amortization.
- iv. Assets residual values and useful lives are reviewed and adjusted, at the end of each reporting period.
- v. Assets residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

### ***Intangible Assets***

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are recorded at the consideration paid for acquisition and are amortized over their estimated useful lives on a straight-line basis, commencing from the date the asset is available to the company for its use. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern.

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is de-recognized.

For transition to Ind AS, Company has elected to continue with the carrying value of all of its Intangible Assets recognized as at 1st April, 2015 measured as per previous GAAP and use that carrying value as the deemed cost of Intangible Assets.

### ***Capital Work in Progress***

The cost incurred on assets, which are not yet ready to use and capital inventory are disclosed under capital work-in-progress.

Expenditure incurred during the period of construction including all direct expenses (including finance cost) attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management is carried forward. On completion, the costs are allocable to the respective fixed assets. All costs attributable to respective assets are capitalized to the assets. Other expenses are capitalized to Plant and Machinery in proportion of the value of the assets

## **VIII. Financial Instruments**

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

### ***Financial Asset***

#### ***Initial Recognition and measurement***

A financial asset is recognized in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset (which are not measured at fair value through profit or loss) at its fair value plus

or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset.

### ***Subsequent measurement***

For purpose of subsequent measurement, financial assets are classified into:

1. Financial assets measured at amortized cost;
2. Financial assets measured at fair value through profit or loss (FVTPL); and
3. Financial assets measured at fair value through other comprehensive income (FVTOCI).

The Company classifies its financial assets in the above mentioned categories based on:

- A. The Company's business model for managing the financial assets, and
- B. The contractual cash flows characteristics of the financial asset.

A financial asset is measured at amortized cost if both of the following conditions are met:

- a. The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- b. The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized 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 amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- A. The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets and
- B. The asset's contractual cash flows represents SPPI.B156

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

## **IX. VALUATION OF INVENTORIES**

<b><i>Particulars / Item Type</i></b>	<b><i>Method of Valuation</i></b>
1. Raw Material, Packing Material & Consumables (including in transit)	At Cost including direct procurement Overhead / Taxes.
2. Finished Goods (including in transit)	At cost or net realisable value, whichever is lower
3. Stock in process	At cost
4. By Products	At net realisable value
5. Loose Tools	At cost and charged off when discarded
6. Shares / Securities (Quoted)	At lower of cost or net realizable value

In the above, cost is arrived at by FIFO cost method. In case of Finished Goods and Stock in Process, it also includes manufacturing & related establishment overheads, depreciation etc.

All the spares, which are primarily meant to be used for capitalization (except consumables and maintenance stores), are considered as part of the plant & machinery and shown accordingly.

## X. INVESTMENTS

Long-term investments are stated at cost price. Any diminution of permanent nature in the value of the long-term investments is suitably provided for by charging off to revenue. Current (Short-term and stock in trade) investments are stated at lower of cost or net realisable value.

In case of unquoted shares, the diminution in value of shares is arrived on the basis of breakup value as per latest available audited balance sheet of the respective company.

## XI. FOREIGN CURRENCY TRANSACTIONS

### *Functional and presentation currency*

The management has determined the currency of the primary economic environment in which the company operates i.e., functional currency, to be Indian Rupee (INR). The financial statements are presented in Indian Rupee, which is company's functional and presentation currency.

### *Transactions and balances*

Foreign Currency transactions during the year are recorded at rates of exchange prevailing on the date of transaction in the functional currency. Foreign currency monetary assets and Liabilities are translated at using the year-end exchange rate. Exchange gains and losses are duly recognised in the Statement of profit and loss.

All monetary assets and liabilities in foreign currency are restated at the end of the accounting period.

In case of forward contracts, the difference between the forward rate and the exchange rate on the date of the transaction is recognised as income or expense over the life of the contract.

## XII. TAXATION

- i. Provision for current Income Tax is made on the basis of estimated taxable income after taking into consideration, estimates of benefits admissible under the provisions of Income Tax, 1961. The company provides for deferred tax liability (after netting off deferred tax assets), based on the tax effect of temporary difference resulting from the recognition of items in the financial statements.
- ii. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits, any unused tax losses and deductible temporary differences. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects



neither the accounting profit nor taxable profit or loss. Deferred tax assets (after, netting of deferred tax liabilities), are generally not recognized unless there exist strong circumstances for its adjustment/realization in near future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

- iii. Provision for Wealth Tax is made on the basis of estimated taxable wealth after taking into consideration, estimates of benefits admissible under the provisions of Wealth Tax Act, 1957.
- iv. Minimum Alternate Tax(MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

### **XIII. IMPAIRMENT OF ASSETS**

Consideration is given by the management of the company at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of assets. If any indication exists, impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the net selling price and value in use. Reversal of impairment losses recognised in prior years is recorded when there is indication that the impairment losses for the assets are no longer exist.

### **XIV. FINANCE LEASE**

Assets taken on lease are capitalized at fair value or net present value of the minimum lease payments, whichever is lower.

Depreciation on assets taken on lease is charged at the rate applicable to similar type of Property, Plant and Equipment as per accounting policy of the company for depreciation as above. If the leased assets are returnable to lessor on the expiry of the period, depreciation is charged over its useful life or lease period whichever is shorter.

Lease payments are apportioned between the finance charge and the reduction of the outstanding liability in respect of assets taken on lease. Sub-lease payments received/recoverable are recognized as other income.

### **XV. OPERATING LEASES**

#### Where the Company is the Lessee:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Where the Company is the Lessor:

Assets subject to operating leases are included in Property, Plant and Equipment. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

**XVI. EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events of bonus issue and share split.

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

**XVII. PROVISIONS**

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 a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

**XVIII. CONTINGENT LIABILITIES**

A disclosure is made for a contingent liability when there is a:

- a) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain future events, not fully within the control of the Company;
- b) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- c) present obligation, where a reliable estimate cannot be made.

**XIX. SEGMENT REPORTING**

The company has two business segments- Edible Oil Operations and Liquor Operations and segment wise results, assets and liabilities are accordingly given.

**XX. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Non-cash transactions are excluded from the Cash Flow statement.

## Note No. 2:

## Property, Plant and Equipment –

Rs in Lakhs

Particulars	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK			
	Balance as at 31.03.2021	Adjustments	Additions	Write off of Assets	Disposals	Balance as at 31.03.2022	Balance as at 31.03.2021	Adjustments	Charge for the year	Write off of Assets	Eliminated on disposal	Balance as at 31.03.2022	Balance as at 31.03.2021	
Leasehold Land	1,833.68		99.63			1,933.32	-					-	1,933.32	1,833.68
Buildings	2,570.63		-			2,570.62	391.38	78.06				469.44	2,101.19	2,179.25
Plant and Equipment	2,504.66		60.85		13.65	2,551.87	1,265.99	55.40				1,321.39	1,230.48	1,238.67
Furniture and Fixtures	59.35		4.89		-	64.23	41.04	2.06				43.10	21.13	18.30
Vehicles	17.69		-		-	17.69	17.66	-				17.66	0.04	0.04
Other Equipment & Appliances	148.74		11.64		-	160.38	90.88	13.13				104.01	56.37	57.86
<b>TOTAL</b>	<b>7,134.76</b>	<b>-</b>	<b>177.02</b>	<b>-</b>	<b>13.65</b>	<b>7,298.13</b>	<b>1,806.95</b>	<b>-</b>	<b>148.66</b>	<b>-</b>	<b>-</b>	<b>1,955.60</b>	<b>5,342.52</b>	<b>5,327.81</b>
Previous Year	3,678.97	-	3,455.79	-	-	7,134.76	1,704.03	-	102.92	-	-	1,806.95	5,327.81	1,974.94

## Notes-

(i) Addition in Leasehold land pertains to interest accrued on deferred payment liability towards UPSIDC Ltd against land at Sandila, Uttar Pradesh

(ii) The company does not hold any assets for discontinued operations and sale

**Note: 3****Other Financial Assets**

Rs in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Non-current</b>		
Bank deposits (due for maturity after twelve months from the reporting date)*	29.42	28.62
Interest Accrued on Bank deposits above (net of TDS)	2.79	1.38
<b>Total</b>	<b>32.21</b>	<b>30.00</b>

\*Out of the above FDRs of Rs. 25 Lakh are under lien with bank as margin money towards bank guarantee given to Excise Commissioner, Uttar Pradesh and FDRs of Rs 4.42 lakh are pledged with Excise Commissioner, Uttar Pradesh for various licences/bonds)

**Note: 4****Other Non-Current Assets**

Rs in Lakhs

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Capital Advances for Distillery Project	<b>280.59</b>	<b>618.90</b>
Pre-operative Expenses for Distillery Project	336.76	42.09
<u>Security Deposits</u>		
- to PICUP *	346.92	346.92
- to others	58.25	57.95
<i>(Unsecured, Considered Good)</i>		
<i>* Given to PICUP in pursuance to UP Govt order dated 29.12.2016 for re-schedulement of deferred dues, and is liable for forfeiture if the terms of re-scheduled repayment is not adhered.</i>		
<b>Total</b>	<b>1,022.52</b>	<b>1,065.87</b>

**Note: 5****Inventories**

Rs in Lakhs

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Raw Material (Spirits)		
- At Godown	297.89	330.75
- In Transit	150.40	-
	448.29	330.75
Work-in-progress		
Finished Goods	5.19	5.19
Packing Material	17.58	17.58
Chemical and Fuel	11.49	9.70
<b>Total</b>	<b>482.55</b>	<b>363.21</b>

**Note: 6****Trade Receivables**

Rs in Lakhs

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
(Unsecured & considered good, unless otherwise stated) Trade Receivables	3.32	13.32
Gross Trade Receivables	<b>3.32</b>	<b>13.32</b>
Less: Provision for bad and doubtful debts	-	-
<b>Total</b>	<b>3.32</b>	<b>13.32</b>

**Trade Receivables from Related Parties- Nil (PY- Nil)**

Trade Receivables ageing schedule	Outstanding for the following periods from due date of payment				
	Less than 6 months	6 months- 1 year	2-3 years	More than 3 years	Total
<b>(i) Undisputed Trade receivables considered good</b>					
As at 31.03.2022		3.32			<b>3.32</b>
As at 31.03.2021	13.32				<b>13.32</b>
<b>(ii) Undisputed Trade receivables considered doubtful</b>					
As at 31.03.2022	-	-	-	-	-
As at 31.03.2021	-	-	-	-	-
<b>(iii) Disputed Trade receivables considered good</b>					
As at 31.03.2022	-	-	-	-	-
As at 31.03.2021	-	-	-	-	-
<b>(iv) Disputed Trade receivables considered doubtful</b>					
As at 31.03.2022	-	-	-	-	-
As at 31.03.2021	-	-	-	-	-

**Note: 7****Cash & cash equivalents**

Rs in Lakhs

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Balance with banks: In Current Accounts	62.02	13.05
Cash in Hand	12.39	28.94
<b>Total</b>	<b>74.41</b>	<b>41.99</b>

**Note: 8****Other current assets**

Rs in Lakhs

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
GST Recoverable	581.19	172.80
TDS/TCS Receivable	55.80	24.71
Advance to Suppliers	-	-
Considered Good	38.73	104.14
Considered Doubtful	-	-

	<b>38.73</b>	<b>104.14</b>
Less: Provision for doubtful	-	-
	38.73	104.14
Other Advances	-	-
Prepaid Expense	73.92	36.15
<b>Total</b>	<b>749.64</b>	<b>337.81</b>

**Note: 9****Equity share capital**

Rs in Lakhs

Equity share capital	As at 31 March 2022		As at 31 March 2021	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised (Equity shares of Rs.10 each )	<b>85,00,000</b>	<b>850.00</b>	<b>85,00,000</b>	<b>850.00</b>
(b) Issued, Subscribed and fully paid up  (Equity shares of Rs.10 each )	<b>79,30,000</b>	<b>793.00</b>	<b>79,30,000</b>	<b>793.00</b>
Balance at the beginning of the year	79,30,000	793.00	79,30,000	793.00
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the year	79,30,000	793.00	79,30,000	793.00

**The Reconciliation of Number of Shares outstanding at the beginning and at the end of the year**

	As at 31 March 2022		As at 31 March 2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>(a) Equity</b>				
Opening Balance	79,30,000	793.00	79,30,000	793.00
Shares allotted during the year	-	-	-	-
Closing Balance	79,30,000	793.00	79,30,000	793.00

**Terms of Rights, preferences and restriction attached to shares**

Note:

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to the approval of shareholders except in case of interim dividend. In event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

**Details of the Shares held by the promoters as on 31 March 2022**

Name of the Promoter	No. of Shares	% of total Shares	% change during the year
Suraj Prakash Gupta	723065	9.12	-
Anita Gupta	586780	7.40	-
Ritesh Gupta	269800	3.40	-
Vikas Gupta	130000	1.64	-
Anju Arora	125000	1.58	-
Gurcharan Dass Arora	110000	1.39	-
Ashok Gupta	98825	1.25	-

Nishi Arora	96400	1.22	-
Shailesh Gupta	95325	1.20	-
Universal Share Trading & Consultancy Co. Ltd.	95000	1.20	-
Ajay Gupta	94500	1.19	-
Sidharth Gupta	92000	1.16	-
Parveen Kumari	66300	0.84	-
Vinod Gupta	310	0.00	-

**Details of the Shares held by the promoters as on 31 March 2021**

Name of the Promoter	No. of Shares	% of total Shares	% change during the year
Suraj Prakash Gupta	723065	9.12	-
Anita Gupta	586780	7.40	-
Ritesh Gupta	269800	3.40	-
Vikas Gupta	130000	1.64	-
Anju Arora	125000	1.58	-
Gurcharan Dass Arora	110000	1.39	-
Ashok Gupta	98825	1.25	-
Nishi Arora	96400	1.22	-
Shailesh Gupta	95325	1.20	-
Universal Share Trading & Consultancy Co. Ltd.	95000	1.20	-
Ajay Gupta	94500	1.19	-
Sidharth Gupta	92000	1.16	-
Parveen Kumari	66300	0.84	-
Vinod Gupta	10	0.00	-

**Details of shareholders holding more than 5% shares of the Company**

	As at 31 March 2022		As at 31 March 2021	
	No. of Shares	% of shareholding	No. of Shares	% of shareholding
Equity shares of Rs.10 each fully paid				
M/s Five Roses Projects Pvt. Ltd.	13,11,595	16.54%	11,90,000	15.01%
Suraj Gupta	7,23,065	9.12%	7,23,065	9.12%
Anita Gupta	5,86,780	7.40%	5,86,780	7.40%

**Note: 10****Other Equity**

Particulars	Rs in Lakh	
	As at 31 March 2022	As at 31 March 2021
<b>General Reserve</b>		
Opening Balance	220.00	220.00
Additions during the year	-	-
Closing Balance	<b>220.00</b>	<b>220.00</b>
<b>Capital Reserve</b>		
Opening Balance	0.81	0.81
Additions during the year	-	-
Closing Balance	<b>0.81</b>	<b>0.81</b>

<b>Surplus / (Deficit) in the Statement of Profit &amp; Loss</b>		
Opening Balance	(8321.89)	(7,969.20)
Net Profit/(Net Loss) for the current year	558.79	(352.69)
Closing Balance	<b>(7,763.10)</b>	<b>(8,321.89)</b>
<b>Other Comprehensive Income- Actuarial Gain/Losses</b>		
Opening Balance	<b>1.12</b>	-
Add: Actuarial Gain/ (Loss) for the year on PBO	1.88	1.12
Closing Balance	<b>3.00</b>	1.12
<b>TOTAL</b>	<b>(7,539.29)</b>	<b>(8,099.97)</b>

**Note: 11****Non-Current Liabilities**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
<b><u>Borrowings</u></b>		
<b>From Banks</b>	-	-
<b>From Others</b>		
<b><u>Secured</u></b>		
<b><u>Term Loan from financial Institution -</u></b>		
Loan in lieu of deferred Trade Tax from PICUP	267.60	312.20
Less: Amount of Current Maturity	(44.60)	(44.60)
	223.00	267.60
<b><u>Security</u></b>		
<i>Secured by way of a charge on the entire immoveable and movable assets of the company situated at A-26, UPSIDC Industrial Area, Sikandrabad (UP)</i>		
<b><u>Terms</u></b>		
<i>Loan is interest free</i>		
<i>Repayable in 10 annual installments w.e.f 29.12.2018</i>		
<b><u>From Body Corporates</u></b>		
Business Loan	<b>1,000.00</b>	-
Less: Amount of Current Maturity	<b>(181.80)</b>	-
	<b>818.20</b>	-
<b><u>Security</u></b>		
<i>Secured by way of Hypothecation of Factory Building including Bottling hall, Finished Goods Godown, etc and plant and Equipment in respect of IMFL Bottling unit, GENA distillation plant with boiler and other related plants, ENA storage warehouse tanks capital work in progress related to manufacturing unit situated on Plot No. B-2/6 &amp; B-2/7, UPSIDC Industrial Area, Phase IV, Sandila, Dist. Hardoi (UP).</i>		
<b><u>Terms</u></b>		
<i>Interest rate- 9% p.a.</i>		
<i>Repayable in 36 equal monthly installments commencing from September 2022.</i>		
<b>Total</b>	<b>1,041.20</b>	<b>267.60</b>



**Note: 12****Provisions**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Non-current</b>		
Provision for Employees Benefits		
i) Gratuity	4.78	1.70
ii) Leave Encashment	4.54	2.66
<b>Total</b>	<b>9.32</b>	<b>4.36</b>

**Note: 13****Other non-current liabilities**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
Security Deposits (Interest Free)	101.50	101.50
<b>Deferred Payments</b>		
1)Deferred Trade Tax/VAT (Secured)	1,604.89	1,957.69
Less: Amount of Current Maturity	(352.80)	(352.80)
	1,252.09	1,604.89
<i>Terms</i> <i>These deferred amounts are interest free and repayable in 10 annual installments w.e.f. 29.12.2018)</i>		
<i>Security</i> <i>Secured by way of a charge on the entire immoveable and movable assets of the company situated at A-26, UPSIDC Industrial Area, Sikandrabad (UP)</i>		
2)UPSIDC - Deferred Payment towards leasehold land	711.66	711.66
Less: Amount of Current Maturity	(711.66)	-
	-	711.66
<i>To be paid in 11 half yearly installments w.e.f. 01.01.2018 with interest @ 14% p.a.</i>		
3) Deferred Power Charges (Unsecured)	374.14	440.89
Less: Amount of Current Maturity	(66.75)	(66.75)
	307.39	374.14
<i>Terms</i> <i>These deferred amounts are interest free and repayable in 10 equal annual installments w.e.f 29.12.2018)</i>		
<b>Total</b>	<b>1,660.98</b>	<b>2,792.18</b>

**Note: 14****Current Liabilities- Borrowings**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
<b>A) Secured Loans</b>	-	-
<b>B) Unsecured Loans</b>		
<u>From Body Corporates</u>		
Principal amount	9,507.60	6,880.40

Interest payable	1,467.25	1,033.64
From Directors		
Principal amount	938.25	520.00
Interest payable	56.60	56.60
<b>Total</b>	<b>11,969.70</b>	<b>8,490.64</b>

**Note: 15****Trade and other payables**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
- Due to Micro & Small enterprises (inc. interest)	114.05	24.00
- Due to Other than Micro & Small enterprises	1,867.73	1,529.25
<b>Total</b>	<b>1,981.78</b>	<b>1,553.25</b>

Trade Payables to related parties- Nil (PY-Nil)

Trade Payables include Rs 1254.41 Lakh (PY 50.05 Lakh) towards property, plant and equipment.

**Trade Payables ageing schedule**

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>(i) MSME Enterprises</b>					
As at 31.03.2022	114.05	-	-	-	<b>114.05</b>
As at 31.03.2021	24.00	-	-	-	<b>24.00</b>
<b>(ii) Others</b>					
As at 31.03.2022	1,621.68	77.43	-	168.62	<b>1,867.73</b>
As at 31.03.2021	1,317.48	17.57	-	194.20	<b>1,529.25</b>
<b>Total</b>					
As at 31.03.2022	1,735.73	77.43	-	168.62	<b>1,981.78</b>
As at 31.03.2021	1,341.48	17.57	-	194.20	<b>1,553.25</b>

**Note: 16****Other Current Liabilities**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
Current Maturities of long Term Debt- PICUP	44.60	44.60
Current Maturities of Business Loan	181.80	-
Current Maturities of Deferred Trade tax/VAT	352.80	352.80
Current Maturities of Deferred Power Charges	66.75	66.75
Current Maturities of Deferred Land Payment of UPSIDC	711.66	-
Interest & Other Payables of UPSIDC	330.92	254.89
Business Advance	420.03	612.02
Other Payables:		
Statutory liabilities	78.44	44.52
Expenses payable	18.79	25.50
Accrued salary & benefits		
Salary & benefits	21.57	24.09
<b>Total</b>	<b>2,227.36</b>	<b>1,425.17</b>

Note: No amount is due for credit to Investor Education and Protection Fund.

**Note: 17****Revenue from operations**

Rs in lakh

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Sale of Products:</b>		
Spirits	5,538.79	2,670.30
Others	664.64	-
	<b>6,203.43</b>	<b>2,670.30</b>
<b>Services Rendered</b>	-	-
Bottling Charges	1,556.47	439.02
Others	261.47	109.97
	1,817.94	549.00
<b>Total</b>	<b>8,021.37</b>	<b>3,219.30</b>

**Note: 18****Other Income**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Other Income:</b>		
Interest on:		
- Bank deposits	1.57	4.14
Unpaid liabilities written back	0.37	4.14
Sale of unsable asset/material	89.36	-
Miscellaneous Income	1.10	0.03
<b>Total</b>	<b>92.40</b>	<b>8.31</b>

**Note: 19****Cost of raw material consumed**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Raw Materials</b>		
1. Spirits		
Opening Stock	330.75	-
Purchases (including In-Transit)	5,141.84	2,838.37
Freight, Import fees, & Insurance etc.	619.24	286.57
	6,091.83	3,124.94
Less: Closing Stock (including In-Transit)	297.90	330.75
	5,793.93	2,794.20
2. Packing Material	0.00	1.51
<b>Total</b>	<b>5,793.93</b>	<b>2,795.71</b>

**Note: 20****Changes in inventories of finished goods, work in progress and stock-in-trade**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Changes in inventory of finished goods &amp; WIP</b>		
Opening Inventories		
Finished Goods	5.19	-
Stock in Process	-	-
	a) 5.19	-
Closing Inventories		

Finished Goods	5.19	5.19
Stock in Process	-	-
b)	5.19	5.19
<b>(Increase)/Decrease in stocks (b-a)</b>	-	<b>(5.19)</b>

**Note: 21****Employee benefit expense**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
Salaries, Wages and Incentives	220.69	147.55
Contribution to Provident & Other Funds	8.31	5.18
Provision for Long term employees benefits	8.35	2.79
Staff Welfare	21.00	4.61
<b>Total</b>	<b>258.35</b>	<b>160.13</b>

**Note: 22****Finance Cost**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
Interest expenses:		
- Working Capital Loan from banks	-	-
- Others	183.21	213.05
	183.21	213.05
Bank Charges	0.53	0.54
<b>Total</b>	<b>183.74</b>	<b>213.58</b>

**Note: 23****Depreciation and amortisation**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
Depreciation on PPE (Note 2)	148.66	102.92
<b>Total</b>	<b>148.66</b>	<b>102.92</b>

**Note: 24****Other Expenses**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
Consumption of Stores & Spares	48.82	29.16
Fuel, Power & Electricity	121.66	83.52
Handling Charges	39.94	14.98
Packing & Forwarding Charges	229.27	66.79
Testing & Lab Expenses	3.63	2.39
Repair & Maintenance - Others	20.60	3.72
Rates & Taxes	13.02	9.21
Rent	18.95	10.49
Tours & Travelling & Conveyance	25.74	15.57
Telephone, Postage & Internet Expenses	6.56	2.35
Legal, Professional Expenses	24.46	23.99
Printing & Stationery	5.12	1.17
Insurance Expenses	2.15	2.05
Listing Fees	3.02	3.00
Security Services Agency charges	33.85	17.85
Advertisement and Publicity	0.33	0.53

Freight	1.69	3.79
Miscellaneous Expenses	25.89	22.58
<b>Total</b>	<b>624.70</b>	<b>313.15</b>

**Note: 25****Contingent Liabilities and Commitments****I. Contingent Liabilities**

Rs. In Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
a) Claims against the company not acknowledged as Debts. Demand raised by the Trade Tax Authorities in the year 2005-06, against which the company has filed appeal before Trade	467.03	467.03
Demand raised by the Trade Tax Authorities in the year 2009-10, against which the company has filed appeal before Trade Tax Tribunal.	2.15	2.15
<b>Total</b>	<b>469.18</b>	<b>469.18</b>

*In the opinion of the management, no provision is considered necessary as there are fair chances of successful outcome of appeal and also in view of the orders passed by the Government of Uttar Pradesh and BIFR.*

**II. Commitments**

Rs in Lakh

Particulars	As at 31 March 2022	As at 31 March 2021
a) Estimated amount of contracts remaining to be executed on capital account and not provided for		
-Building Shed	100.00	500.00
-Plant & Machinery	500.00	3349.50

**Note 26**

- a) The company had made reference to Board for Industrial and Financial Reconstruction (BIFR), under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985, due to complete erosion of its net worth as on 30th June 2000. The company was thereafter declared a Sick company by BIFR vide its order dated 28.5.2001. As per the sanctioned scheme of BIFR, Govt of UP had deferred Trade Tax/ Compounding tax/ State Development tax/ Turnover Tax/ VAT and power charges etc. A part of the deferred trade tax was also converted into unsecured interest free loan.
- b) Subsequently in pursuance to BIFR vide order dated 25.07.2016 (as Corrected by the Corrigendum Dated 20.10.2016) and Uttar Pradesh Government's policy for revival of sick unit industries in the State, the Government vide UP Govt order No 1571/77-1-2016-10 (BIFR)/ 2009TC dated 29.12.2016 has granted/ extended the following relief and concessions to the company in respect of the payment of the dues deferred in the past.
  - i. Interest Free loan given by PICUP in lieu of deferred trade tax is now payable in 10 annual instalments after a moratorium period of 2 years i.e. wef 29.12.2018. The interest charged by PICUP has been waived and no interest would be charged for extended or future period.

- ii. Trade Tax/VAT/CST deferred by the Commercial Tax Department is to paid in 10 annual instalments after a moratorium period of 2 years i.e. wef 29.12.2018. Interest, if any charged by the Commercial Tax Department has been waived and no interest would be charged for future period.
- iii. The Principal amount of power dues amounting to Rs 641.14 lacs is to paid to Paschimanchal Vidyut Vitran Nigam Ltd in 10 annual instalments after a moratorium period of 2 years i.e. w.e.f. 29.12.2018. Interest/surcharge levied by PVVNL has been waived and no interest/surcharge would be charged for future period. This has been approved by the Uttar Pradesh Electricity Regulatory Commission in pursuance to the petition filed by the Power Department, Government of UP.
- iv. The minimum demand charges levied by Paschimanchal Vidyut Vitran Nigam Ltd during the period of disconnection has been waived. This has been approved by the Uttar Pradesh Electricity Regulatory Commission in pursuance to the petition filed by the Power Department, Government of UP.
- c) The company has deposited a sum of Rs 346.92 lacs with PICUP as security deposit as per the rehabilitation scheme sanctioned by Government of UP on 29.12.2016 in terms of their One Time Policy for the revival of sick units. This amount would be refunded to the company after the completion of the rehabilitation period if the company does not violate any terms and conditions of the rehabilitation scheme. Otherwise this amount would be forfeited. The company has complied with the terms and conditions of the scheme as on the date of signing the balance sheet.

#### Note 27

In the opinion of the Board, value on realisation of assets other than fixed assets & non-current investments in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet. Balances of some of the debtors and creditors, on the Balance Sheet date are subject to reconciliation and confirmation from some of the parties. However, the variation is not expected to substantially vary the results of the company for the year.

#### Note 28

##### Disclosure for Employees Benefits

The company has a defined benefit gratuity plan as employees long term benefits. The present value of obligation is determined based on actuarial valuation using the projected unit method, which recognizes each period of service as giving rise to additional unit of employee benefit Entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

		Amount in Rs			
		Leave Encashment		Gratuity	
		2021-22	2020-21	2021-22	2020-21
i)	<b>Change in benefit obligation</b>				
a)	Present value of obligation as at the beginning of the period	265,993	163,946	170,363	105,324
b)	Acquisition adjustment	--	--	--	--
c)	Interest cost	18,061	11,083	11,568	7,120
d)	Past service cost	--	--	--	--
e)	Current service cost	326,366	263,009	327,395	169,892
f)	Curtailment cost/(Credit)	--	--	--	--
g)	Settlement cost/(Credit)	--	--	--	--

h)	Benefits paid	--	--	--	--
i)	Actuarial (gain)/loss on obligation	(156,681)	(172,045)	(31,477)	(111,973)
j)	Present value of obligation as at the end of period	453,739	265,993	477,849	170,363
<b>ii)</b>	<b>Actuarial gain / loss recognized</b>				
a)	Actuarial gain / (loss) for the period-obligation	156,681	172,045	31,477	111,973
b)	Actuarial (gain) / loss for the period - plan assets	--	--	--	--
c)	Total (gain) / loss for the period	(156,681)	(172,045)	(31,477)	(111,973)
d)	Actuarial (gain) / loss recognized in the period	(156,681)	(172,045)	(31,477)	(111,973)
e)	Unrecognized actuarial (gains) / losses at the end of period	--	--	--	--
<b>iii)</b>	<b>The amounts to be recognized in balance sheet and related analysis</b>				
a)	Present value of obligation as at the end of the period	453,739	265,993	477,849	170,363
b)	Fair value of plan assets as at the end of the period	--	--	--	--
c)	Net asset / (liability) recognized in balance sheet	453,739	265,993	477,849	170,363
<b>iv)</b>	<b>Expense recognized in the statement of profit and loss</b>				
a)	Current service cost	326,366	263,009	327,395	169,892
b)	Past service cost	--	--	--	--
c)	Interest cost	18,061	11,083	11,568	7,120
d)	Expected return on plan assets	--	--	--	--
e)	Curtailment cost / (Credit)	--	--	--	--
f)	Settlement cost / (credit)	--	--	--	--
g)	Net actuarial (gain) / loss recognized in the period	(156,681)	(172,045)	(31,477)	(111,973)
h)	Expenses recognized in the statement of profit & losses	187,746	102,047	307,486	65,039
<b>v)</b>	<b>Reconciliation statement of expense in the statement of profit and loss</b>			--	--
a)	Present value of obligation as at the end of period	453,739	265,993	477,849	170,363
b)	Present value of obligation as at the beginning of the period	265,993	163,946	170,363	105,324
c)	Benefits paid	--	--	--	--
d)	Actual return on plan assets	--	--	--	--
e)	Acquisition adjustment	--	--	--	--
f)	Expenses recognized in the statement of profit & losses	187,746	102,047	307,486	65,039
<b>vi)</b>	<b>Movement in the liability</b>				

	<b>recognized in the balance sheet</b>				
a)	Opening liability	265,993	163,946	170,363	105,324
b)	Expenses as above	187,746	102,047	307,486	65,039
c)	Benefits paid	--	--	--	--
d)	Actual return on plan assets	--	--	--	--
e)	Acquisition adjustment	--	--	--	--
f)	Closing liability	453,739	265,993	477,849	170,363
<b>vii)</b>	<b>Other Comprehensive Income</b>				
a)	Net cumulative unrecognized actuarial gain/(loss) opening	--	--	--	--
b)	Actuarial gain / (loss) for the year on PBO	156,681	172,045	31,477	111,973
c)	Actuarial gain /(loss) for the year on Asset	--	--	--	--
d)	Unrecognized actuarial gain/(loss) for the year	156,681	172,045	31,477	111,973
<b>viii)</b>	<b>Major categories of plan assets (as percentage of total plan assets)</b>	--	--	--	--
<b>ix)</b>	<b>Sensitivity Analysis</b>				
	<b>a) Impact of the change in discount rate</b>				
	Present Value of Obligation at the end of the period	453,739	265,993	477,849	170,363
a)	Impact due to increase of 0.50%	(23,437)	(21,445)	(23,967)	(9,082)
b)	Impact due to decrease of 0.50 %	25,907	24,027	26,671	10,156
	<b>b) Impact of the change in salary increase</b>				
	Present Value of Obligation at the end of the period	453,739	265,993	477,849	170,363
a)	Impact due to increase of 0.50%	26,183	24,128	26,861	10,187
b)	Impact due to decrease of 0.50 %	(23,623)	(21,569)	(24,334)	(9,188)
<b>x)</b>	<b>Actuarial Assumptions:</b>			--	--
	<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>	<b>2021-22</b>	<b>2020-21</b>
	Mortality table	100% of IALM (2012-14)	100% of IALM (2012-14)	100% of IALM (2012-14)	100% of IALM (2012-14)
	Discount rate	7.22%	6.79%	7.22%	6.79%
	Expected rate of return on plan assets	N.A.	N.A.	N.A.	N.A.
	Rate of escalation in salary per annum	6.00%	6.00%	6.00%	6.00%
	Employee turnover up to 30 years	3.00%	3.00%	3.00%	3.00%
	Above 30 years but up to 44 years	2.00%	2.00%	2.00%	2.00%
	Above 44 years	1.00%	1.00%	1.00%	1.00%

The estimates of future salary increase considered in actuarial valuation take into account the inflation, seniority, promotion and other relevant factors such as demand in the employment market and supply.

**xi) Contribution to Defined Contribution Plan recognized as expense for the year is as under:**



Rs in Lakh

Particulars	2021-22	2020-21
Employer contribution to Provident & Family Pension Fund	8.31	5.18

**Note: 29**

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2022 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

(Rs in Lakh)

Particulars	As on 31.03.2022	As on 31.03.2021
(i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:		
a) Principal	114.05	24.00
b) Interest	-	-
(ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.		
a) Principal	-	-
b) Interest	-	-
(iii) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

**Note: 30****Additional Regulatory 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.
- The company does not have any transactions with companies struck off.
- The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

- e) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- 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
- f) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- h) The company does not have any borrowings from banks and financial institutions on the basis of security of current assets.
- i) The company has not been declared as wilful defaulter by any bank or financial institution or any other lender
- j) Section 135 of the Companies Act, 2013 relating to CSR is not applicable on the company.

k) **Capital Work in Progress Ageing Schedule**

(Rs in Lakh)

	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in Progress	4436.88	0.00	0.00	0.00	4436.88
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>4436.88</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>4436.88</b>

**Ratios**

	Particulars	Numerator	Denominator	31.03. 2022	31.03. 2021	Variation	Reason
1	Current Ratio	Current Assets	Current Liabilities	0.08	0.07	23%	-
2	Debt Equity Ratio	Total long term Debt	Shareholders' Equity	NA	NA	-	Shareholders equity is negative
3	Debt Service Coverage Ratio	Earnings for debt service: Profit after tax+ depreciation +interest	Debt Service: Interest + Loan repayment	NA	NA	-	Company has no borrowings from banks/Fis

4	Return on Equity	Net Profit after tax	Average Shareholders' Equity	NA	NA	-	Shareholders equity is negative
5	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	14.99	14.60	3%	
6	Trade receivables ratio	Net Sales	Average Receivables	964.51	483.51	99%	The level of debtors is negligible
7	Trade payable turnover ratio	Net Purchases	Average Trade payable	3.22	2.92	10%	
8	Net Capital turnover ratio	Net sales	Working Capital	-ve	-ve	-	Working capital is negative
9	Net Profit Ratio	Net Profit	Net Sales	0.07	-ve	-	Last year the bottling unit had commenced operations in mid of the year.
10	Return on Capital Employed	Profit before interest and taxes	Capital Employed: Tangible Net Worth +Total long term Debt +Deferred Tax Liability	NA	NA	-	Capital Employed is negative
11	Return on Investment			NA	NA	-	The company has not made any investments

**Note: 31****Financial instruments and risk management****Capital Management**

The Company manages its capital to ensure that Company will be able to continue as going concern. The Capital structure of the Company consists of net debt (borrowings as detailed in notes and offset by cash and bank balances) and total equity of the Company. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

Rs in Lakh

Categories of Financial Instruments	As at 31 March 2022	As at 31 March 2021
Financial and other financial assets Measured at amortised cost		

Cash and bank balances	74.41	41.99
Trade Receivables	3.32	13.32
Inventories	482.55	363.21
Other financial assets - non current	32.21	30.00
Other non-current assets	1022.52	1065.87
Other Current assets	749.64	337.81
<b>Total</b>	<b>2364.65</b>	<b>1852.19</b>

<b>Financial liabilities</b>		
Measured at amortised cost		
Borrowings-Non Current	1041.20	267.60
Borrowings- Current	11969.70	8490.64
Non-Current Liabilities- Deferred Payments/Deposits	1660.98	2792.18
Trade payables	1981.78	1553.25
Other current liabilities	2227.36	1425.17
<b>Total</b>	<b>18881.02</b>	<b>14528.85</b>

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- a. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other financial liabilities and other financial instruments approximate their carrying amounts largely due to the short-term maturities of these instruments.
- b. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

### Financial risk management objectives and Policies

#### Financial risk management objectives

The Company's Corporate Treasury function provides services to the business, co-ordinates access to domestic market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The company does not have foreign trade transactions nor any foreign currency transactions.

The Board of Directors manages the financial risk of the company through internal risk reports

which analyses exposure by magnitude of risk

### Financial Risk Factors

The Company's exposure to credit risk is influenced mainly by the individual characteristics and credit worthiness of each customer.

### Market Risk Factor

Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables or payables.

### Liquidity Risk Factor

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligation on time or at a reasonable price.

### Foreign currency risk management

The company does not have any foreign currency exposure or transactions.

### Interest rate risk management

The company's borrowings are at fixed rate of interest.

### Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. The company takes due care while extending any credit.

### Liquidity risk management

The Company's finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by Senior Management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

### Exposure to Liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

Rs in lakh

As at 31.03.2022	Carrying Amount	Contractual Cash Flows		
		Less than one year	More than one year	Total
Non-Current Borrowings	1041.20		1041.20	1041.20
Current maturities of non-current borrowings	226.40	226.40		226.40
Deferred Liabilities	1559.48		1559.48	1559.48
Security Deposits	101.50		101.50	101.50
Trade payables	1981.78	1981.78		1981.78
Current borrowings	11969.70	11969.70		11969.70
Current Maturities of deferred liabilities	1131.21	1131.21		1131.21
Business Advance	420.03	420.03		420.03
Other Payables	449.72	449.72		449.72
<b>Total</b>	<b>18881.02</b>	<b>16178.85</b>	<b>2702.18</b>	<b>18881.02</b>

As at 31.03.2021	Carrying Amount	Contractual Cash Flows		
		Less than one year	More than one year	Total
Non-Current Borrowings	267.60		267.60	<b>267.60</b>
Current maturities of non-current borrowings	44.60	44.60		<b>44.60</b>
Deferred Liabilities	2690.68		2690.68	<b>2690.68</b>
Security Deposits	101.50		101.50	<b>101.50</b>
Trade payables	1553.25	1553.25		<b>1553.25</b>
Current borrowings	8490.64	8490.64		<b>8490.64</b>
Current Maturities of deferred liabilities	419.55	419.55		<b>419.55</b>
Business Advance	612.02	612.02		<b>612.02</b>
Other Payables	349.00	349.00		<b>349.00</b>
<b>Total</b>	<b>14528.85</b>	<b>11469.07</b>	<b>3059.78</b>	<b>14528.85</b>

**Note 32****Payment to Auditors as:**

Rs in Lakh

Particulars	2021-2022	2020-2021
<b>- Statutory Auditor</b>		
a) Statutory Audit Fees	0.60	0.60
b) For Taxation Matters	0.00	0.00
c) Limited Review/Certification	0.06	0.21
<b>Total (Including Tax)</b>	<b>0.66</b>	<b>0.81</b>
<b>Internal Auditor</b>	<b>0.60</b>	<b>0.60</b>

**Note: 33****Analysis of Material Consumed in Manufacturing Operation:**

Class of goods	Unit	Current Year		Previous Year	
		Qty.	Value (Rs.)	Qty.	Value (Rs.)
Spirit	BL	--	5,793.93	--	2,794.20
Packing		--	-	--	1.51
Chemicals/Consumables		--	48.82	--	29.16
<b>Total</b>		--	<b>5,842.75</b>	--	<b>2,824.87</b>

**Note: 34****Value of imported and indigenous raw materials, spare parts and components consumed in manufacturing operation and the percentage of each to the total consumption.**

Particulars	Current Year				Previous Year			
	Raw Material		Spare Parts & Components		Raw Material		Spare Parts & Components	
	Value	% to total consumption	Value	% to total consumption	Value	% to total consumption	Value	% to total consumption
<b>Imported</b>	--	--	--	--	--	--	--	--
<b>Indigenous</b>	5793.93	100.00%	48.82	100.00%	<b>2,794.20</b>	100.00%	<b>30.67</b>	100.00%
	5793.93	100.00%	48.82	100.00%	<b>2,794.20</b>	100.00%	<b>30.67</b>	100.00%

35. The value of Imports calculated on C.I.F. basis – Nil

36. Earning & outgo in foreign Currency: Nil

37. The provision for the current Income Tax is not considered necessary for the financial year 2021-2022 in view of the brought forward business loss, unabsorbed depreciation allowance, other deductions and benefits under the provisions of Income Tax Act, 1961.

### 38. Deferred Tax Asset/Liability

Major components of Deferred Tax Assets (net) arising on account of timing difference are as under

Particulars	(Rs. In Lakhs)	
	As at 31st March 2022	As at 31st March 2021
<b>Deferred Tax Asset</b>		
Unabsorbed Depreciation & Business Loss as per Income Tax Act	881.59	881.73
Deferred Trade Tax	403.92	492.71
Provision for Expenses & taxes, covered u/s sec 43B	2.34	1.10
<b>Total</b>	<b>1,287.85</b>	<b>1,375.54</b>
<b>Deferred Tax Liability</b>		
WDV of Fixed Assets	165.02	111.18
<b>Total</b>	<b>165.02</b>	<b>111.18</b>
<b>Net Deferred Tax</b>	<b>1,122.83</b>	<b>1,264.36</b>

On a conservative basis the net deferred tax asset has not been recognized in the financial statements.

### 39. BASIC AND DILUTED EARNING PER SHARE

The Basic and Diluted Earnings Per Share has been arrived as follows:

Particulars	2021-2022	2020-2021
Net Profit after tax available for equity shareholders	558.79	(352.69)
No. of weighted average equity shares (Basic & Diluted)	79,30,000	79,30,000
<b>Basic Earnings Per share (Rs.)</b>	<b>7.05</b>	<b>(4.45)</b>
<b>Diluted Earnings Per share (Rs.)</b>	<b>7.05</b>	<b>(4.45)</b>

### 40. RELATED PARTY DISCLOSURE

The information given below is only in respect of the transactions entered into by the company or any outstanding, during the year with the related parties.

#### A) Names of Related Parties and description of Relationship:

##### i. Key Managerial Personnel

Mr. Arun Kumar Sharma, Whole Time Director (from 13.11.2021)

Mr. Atul Jain, Whole Time Director (upto 12.11.2021)

Mrs. Anita Gupta, Director

Ms. Kanishka Jain, Company Secretary

Mr. Anil Kumar Gupta, CFO

- B)** Transactions during the year and Balances Outstanding as at the year-end in respect of transactions entered into with the Related Parties:

Transaction	Rs in Lakh	
	31.03.2022	31.03.2021
<b>EXPENDITURE</b>		
Remuneration to Mr Arun Kumar Sharma, Whole Time Director	6.90	-
Remuneration to Mr. Atul Jain, Whole Time Director	22.72	13.03
Remuneration paid to Company Secretary	5.10	3.80
Remuneration paid to CFO	3.06	2.70
Interest on unsecured loan paid to Mr. Sunil Goel, Whole Time Director	-	30.00
Balance of unsecured Loan at the end of the year (Mr. Sunil Goel, Whole Time Director)	331.60	356.60
Balance of unsecured Loan at the end of the year (Mrs. Anita Gupta, Director)	663.25	220.00

#### 41. Segment Reporting

The company has two business segments- Edible Oil Operations and Liquor Operations and segment wise results, assets and liabilities are accordingly given.

			Rs in Lakh	
<b>1.</b>	<b>Segment Revenue</b>		<b>2021-22</b>	<b>2020-21</b>
	a) Edible Oils operations		754.08	4.14
	b) Liquor operations		7359.69	3223.47
	<b>Total</b>		<b>8113.77</b>	<b>3227.61</b>
	Less: Inter-segment Revenue		0.00	0.00
	<b>Net Sales/Income from operations</b>		<b>8113.77</b>	<b>3227.61</b>
<b>2.</b>	<b>Segment Results</b>			
	a) Edible Oils operations		99.08	(124.37)
	b) Liquor operations		687.61	8.44
	<b>Total</b>		<b>786.69</b>	<b>(115.93)</b>
	Less: a) Finance Cost		183.74	213.58
	b) Other Unallocable Expenses		44.16	23.17
	<b>Total Profit before Tax</b>		<b>558.79</b>	<b>(352.68)</b>
<b>3.</b>	<b>Segment Assets</b>			
	a) Edible Oils operations		659.25	711.34
	b) Liquor operations		11484.80	6514.92
	c) Unallocated		0.00	0.00
	<b>Total Segment Assets</b>		<b>12144.05</b>	<b>7226.26</b>
<b>4.</b>	<b>Segment Liabilities</b>			
	a) Edible Oils operations		7798.13	7871.27
	b) Liquor operations		11026.77	6638.77
	c) Unallocated		65.44	23.17
	<b>Total Segment Liabilities</b>		<b>18890.34</b>	<b>14533.21</b>



<b>5.</b>	<b>Capital Employed</b>		
	a) Edible Oils operations	(7,138.88)	(7,159.93)
	b) Liquor operations	458.03	(123.85)
	c) Unallocated	(65.44)	(23.17)
	<b>Total Capital Employed</b>	<b>(6,746.29)</b>	<b>(7,306.95)</b>

**42. Operating Lease:** There is no Operating Lease exists.

**43. Forward exchange Contracts entered into by the company and outstanding:**

The Company did not have any foreign exchange contracts including derivative contracts for which there were any material foreseeable losses.

**44.** Previous year's figures have been regrouped/reclassified, wherever considered necessary, to conform to current year's classification.

*As per our report of even date attached*

**For Satendra Rawat & Co**

Chartered Accountants

Firm Registration No: FRN-008298C

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

Sd/-

(CA. Satendra Rawat)

Partner

Membership No.: 074126

Sd/-

Arun Kumar Sharma

(Whole Time Director)

DIN- 09008061

Sd/-

Anita Gupta

(Director)

DIN- 00243804

Place: Delhi

Date: 30.05.2022

Sd/-

Anil Kumar Gupta

Chief Financial Officer

Sd/-

Kanishka Jain

Company Secretary