



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Ref: VIL/BSE & NSE/2023/SEPTEMBER/27

Date: 06.09.2023

To,  
The Manager (Listing)  
BSE Limited  
The Secretary, Listing Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai(M.H.) - 400001  
**BSE Script Code: 533576**

The Manager (Listing)  
National Stock Exchange of India Ltd.  
The Manager, Listing Department  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai-400051.  
**NSE Symbol: VASWANI**

**Sub: Annual Report for the Financial Year 2022-23 along with notice of the 20<sup>TH</sup> Annual General Meeting.**

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the Company for the financial year 2022-23 along with notice of AGM and the same is also available on the website of the Company viz. [www.vaswaniindustries.com](http://www.vaswaniindustries.com)

We request you to take this on record.

Thanking you.

Yours Sincerely

For, **Vaswani Industries Limited**

**Sakshi Agrawal**  
**(Company secretary & Compliance Officer)**  
**M No. 70486**

**Encl: Annual Report FY 2022-23**



VASWANI  
INDUSTRIES  
LIMITED

**2022-23**

**ANNUAL REPORT**

---





*Growing Together!*

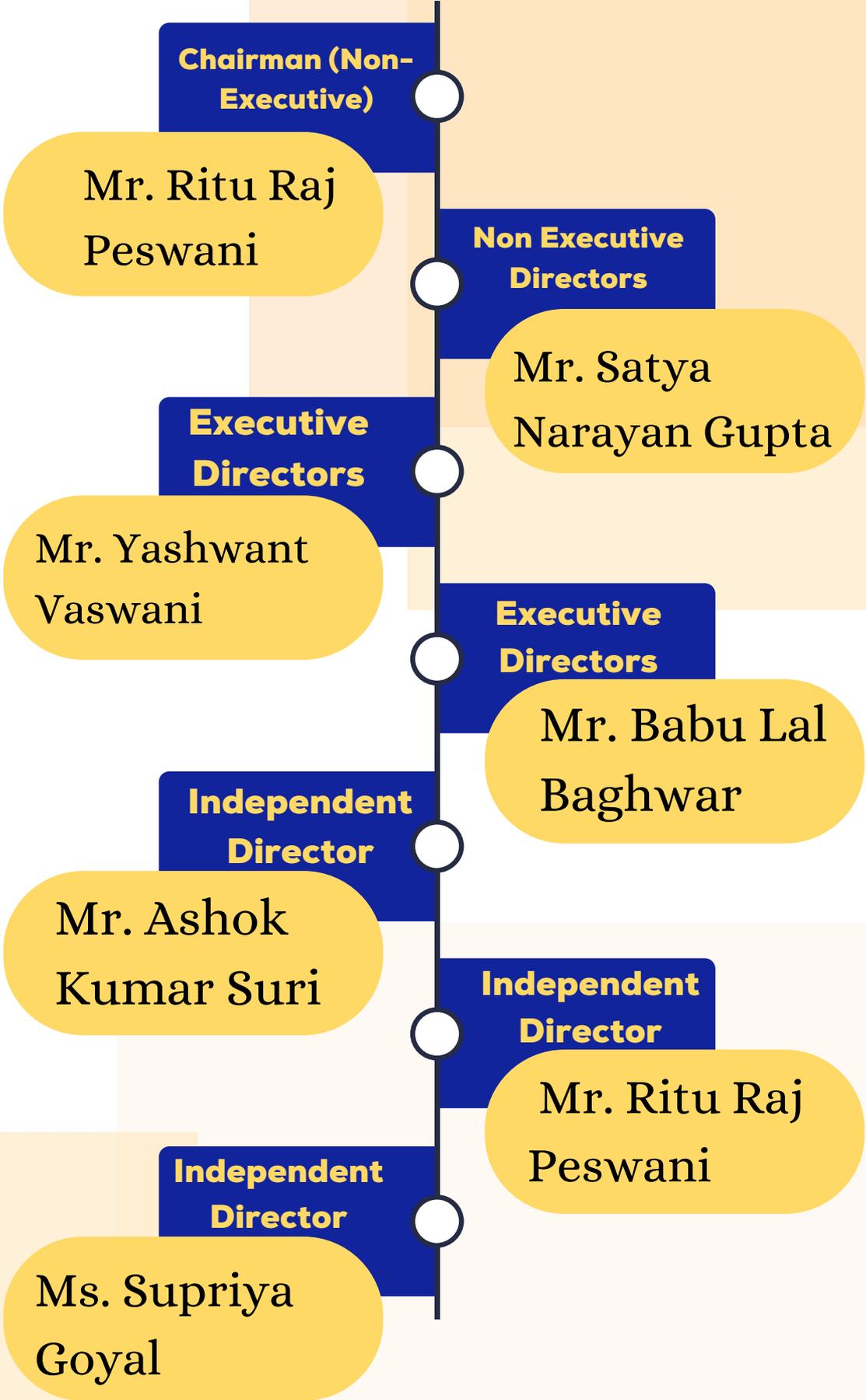


2022-23

# CORPORATE PROFILES

GUIDED BY EXCELLENCE

# BOARD OF DIRECTORS



# KMP

**Company  
Secretary**

**MS.  
SAKSHI  
AGRAWAL**

**WTD**

**MR.  
YASHWANT  
VASWANI**

**CFO**

**MR.  
KUSHAL  
VASWANI**

# Audit Committee

01

*Independent Director  
Chairperson*

Mr. Ritu Raj Peswani

02

*Non Executive Directors  
Member 1*

Mr. Satya Narayan Gupta

03

*Independent Director  
Member 2*

Mr. Ashok Kumar Suri

04

*Director  
Member 3*

Mr. Yashwant Vaswani

# Nomination & Remuneration Committee

01

*Independent Director  
Chairperson*

Mr. Ashok Kumar Suri

02

*Non Executive Directors  
Member 1*

Mr. Satya Narayan Gupta

03

*Independent Director  
Member 2*

Mr. Ritu Raj Peswani

# Stakeholders Relationship Comittee

01

*Independent Director  
Chairperson*

Mr. Ritu Raj Peswani

02

*Non Executive Directors  
Member 1*

Mr. Satya Narayan Gupta

03

*Independent Director  
Member 2*

Mr. Ashok Kumar Suri

# Team of Auditors

01

## **Statutory Auditors**

M/s Amitabh Agrawal & Co  
Chartered Accountants

02

## **Cost Auditors**

M/s Sanat Joshi & Associates  
Cost Accountants

03

## ***Secretarial Auditor***

M/s Mayank Arora & Co  
Company Secretaries

04

## ***Internal Auditors***

M/s Agrawal Jain & Co.  
Chartered Accountants

# BANKERS

01

*STATE BANK OF INDIA, RAIPUR*

02

*BANK OF BARODA, RAIPUR*

03

*IDBI BANK LIMITED , RAIPUR*

# LISTED ON STOCK EXCHANGE

01

*NATIONAL STOCK EXCHANGE  
(NSE)*

02

*BOMBAY STOCK EXCHANGE  
(BSE)*

# *REGISTRAR & SHARE TRANSFER AGENTS*

## **LINK INTIME INDIA PRIVATE LIMITED**

### **Address:**

**C-101, 247 Park, L.B.S. Marg, Vikhroli (West)  
Mumbai, 400083**

### **Website:**

**[www.linkintime.co.in](http://www.linkintime.co.in)**

**Ph. : 022-49186270**

### **Email:**

**[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)**





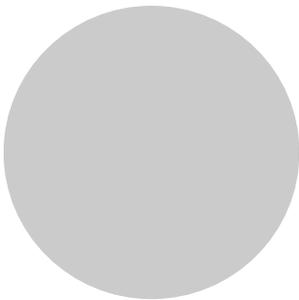
# 20TH ANNUAL GENERAL MEETING

Day: Friday

Date: 29/09/2023

Time: 3 P.M.

Place: Raipur



# ***MESSAGE FROM WHOLE TIME DIRECTOR***

Dear Shareholders,

I trust this message finds you well. It is with immense pride and gratitude that I address you on behalf of our esteemed iron and steel company, based in the vibrant state of Chhattisgarh, India. I am pleased to present to you the Company's Annual Report for the financial year ended 31st March 2023 ("FY 2022-23")

In the fiscal year ending 2023, our company achieved a remarkable turnover of Rs. 391.85 crore, a testament to our unwavering dedication, relentless innovation, and the trust you have vested in us. We are resolute in our commitment to delivering sustainable growth and superior value to our shareholders.

Despite facing unprecedented challenges, including the global economic climate and the post pandemic inflation, our team's perseverance and strategic decisions have fortified our position in the industry. We have invested in cutting-edge technology, implemented eco-friendly practices, and expanded our market reach, ensuring long-term prosperity.

Our Chhattisgarh-based operations remain the cornerstone of our success, benefiting from the state's abundant resources and conducive business environment. We continue to foster strong relationships with our local community, prioritizing social responsibility and sustainability.

We value your trust, and your support has been pivotal to our achievements. As we move forward, we invite you to join us on this journey of growth, innovation, and sustainable development.

Thank you for being an integral part of our success story.

Warm regards,

Yashwant Vaswani  
Whole Time Director

## DIRECTORS' REPORT

To  
The Members,  
Vaswani Industries Limited,  
Raipur, Chhattisgarh

The Directors have pleasure in submitting their 20<sup>th</sup> Annual Report of the Company together with the Audited financial Statements for the year ended 31<sup>st</sup> March, 2023.

### **FINANCIAL RESULTS**

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

Rs. In 'Lacs'

Particulars	For the financial year Ended(Standalone)	
	2022-23	2021-22
Revenue From Operation	<b>39185.36</b>	<b>37442.07</b>
Other Income	164.80	78.37
Total Income from Operation	39350.16	37520.44
Total Expenses	38275.39	36798.26
Profit before Interest, Depreciation, Tax and Amortization (EBIDTA)	2295.82	1974.94
Profit before exceptional items and tax	1074.77	722.18
Exceptional items	-	-
Profit after exceptional items but before tax	<b>1074.77</b>	<b>722.18</b>
Tax expenses	473.64	279.91
Profit after tax (PAT)	601.13	442.27
Total other comprehensive income	-19.12	04.13
Total comprehensive income for the year (comprising Profit and other comprehensive income for the year)	<b>582.01</b>	<b>446.40</b>
Paid up share capital (par value @Rs. 10/-each fully paid up)	<b>300.00</b>	<b>300.00</b>
Earning per equity share[par value Rs. 10 each]		
[I] Basic	<b>2.00</b>	<b>1.47</b>
[II] Diluted	<b>2.00</b>	<b>1.47</b>

## **FINANCIAL HIGHLIGHTS**

During the year, the revenue from operations of your Company on standalone basis has increased to Rs. 39185.36 Lacs as compared to Rs. 37442.07 Lacs during previous financial year 2021-2022. The company has maintained EBITDA, the Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortization (EBITDA) on standalone basis at ₹ 2295.82 Lacs as compared to ₹ 1974.94 Lacs during previous year. The Net Profit on standalone basis stood at ₹ 601.13 Lacs as compared to a net Profit of ₹ 442.27 Lacs during previous year. The performance of the Company was satisfactory during the Year.

The detailed comments on the operating and financial performance of the Company, during year under review have been given in the Management Discussions & Analysis.

## **OUTLOOK AND BUSINESS**

The upcoming fiscal year is anticipated to persistently face hurdles such as a deceleration in economic expansion, a dip in demand, elevated costs of input commodities, rising power and fuel expenses, interruptions in the supply chain, and amplified freight charges. The prospective outlook is predicted to be a blend of favorable circumstances and obstacles, with the company's ability to adapt and make proactive changes in response to the continually shifting macroeconomic landscape standing as pivotal.

## **DIVIDEND AND TRANSFER TO RESERVE**

In view of conserving resources of the Company for future plan and to strengthen its fund and liquid position, Directors are unable to recommend any dividend. The company has transferred 10% of the profit to general reserve during the financial year 2022-23.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2023 and to the date of the report.

Further, it is hereby confirmed that there has been no change in the nature of business of the Company. The Company has been engaged in the business of manufacturing & trading of Sponge Iron, Steel Billets, HB Wires, Iron Ore Pellets and generation of Power.

## **ENVIRONMENT**

The company is wholeheartedly dedicated to upholding quality standards while also prioritizing environmental preservation. It remains steadfast in its mission to achieve environmental sustainability and maintain ecological equilibrium. This commitment is reflected in its practices of curtailing and regulating process emissions, minimizing waste generation, and reducing energy, water, and raw material consumption. Ongoing efforts include regular environmental monitoring, real-time tracking of emissions and effluents, as well as the treatment and recycling of process effluents. Furthermore, the company has effectively optimized the utilization of fly ash. With unwavering determination, the company persistently advances initiatives aimed at addressing global environmental concerns, such as climate change and global warming, by actively harnessing alternative energy sources.

### SECRETARIAL STANDARDS

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

### SHARE CAPITAL

#### CAPITAL STRUCTURE:

During FY' 2022-23, there was no change in the Authorized Share Capital of the Company. As at the end of FY' 2022-23, the Authorized Share Capital of the Company was Rs. 35,00,00,000/ comprising of 3,47,50,000 Equity Shares of Rs.10/- each and 2,50,000 Non Cumulative Preference Shares of Rs.10/- each. The Paid-up Share Capital is Rs. 30,00,00,000/- comprising of 3,00,00,000 Equity Shares of Rs.10/- each. There was no change in share capital of the Company during the financial year under review.

### BRIEF DESCRIPTION ABOUT COMPANY'S OPERATIONS

The principal activity of the company is to undertake manufacturing of iron and steel products including bar, rods, structures, bright bars, pipes, Sheets etc.

### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 does not apply as there was no dividend declared and paid last year.

### EXTRACT OF ANNUAL RETURN

The copy of draft Annual Return as required under Section 92(3) and Section 134(3)(a) of the Act has been placed on the website of the Company.

### PUBLIC DEPOSIT

The Company has not accepted any public deposit during the year under review and no amount against the same was outstanding at the end of the year. However the company has accepted unsecured loan from its sister concern body corporate which qualifies the exemption under section 73 of the Companies' Act 2013, more particularly detailed in the financial statement.

### CONSERVATION OF ENERGY & TECHNICAL ABSORPTION & FOREIGN EXCHANGE EARNING OUTGO

The information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed as ANNEXURE-I to this Directors' report.

### DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED

No disclosure is required under Section 67 of the Companies Act, 2013 read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

### CORPORATE SOCIAL RESPONSIBILITY

The Company's steel plant is situated in the village of Sondra, within the Siltara Industries Area in Raipur. This location is approximately 15 kilometers away from Raipur City. The Company is steadfastly committed to fulfilling its CSR obligations in accordance with its CSR Policy, focusing on comprehensive implementation within the vicinity of its manufacturing facilities. All CSR endeavors and initiatives are under the vigilant oversight of the Board/Committee and are executed internally by the Company.

A selection of the Company's notable contributions to socioeconomic advancement, education, and healthcare includes:

- 1) Advancement of Education - Facilitating the provision of furniture for Pt. Shyama Charan Shukl Government College in Dharsinva, Raipur.
- 2) Sports Workshop - Orchestrating training workshops for aspiring boxers in Raipur, fostering sports development.
- 3) Contribution to PM CARES Fund - Demonstrating solidarity by contributing to the PM CARES Fund.

The Company remains dedicated to creating a positive impact through these initiatives, enriching the lives of those in the surrounding communities.

#### ANNUAL REPORT ON CSR ACTIVITIES:

The Annual Report on CSR activities initiated and undertaken by the Company during the year under review is annexed herewith as an ANNEXURE-II

#### AUDIT

##### Statutory Auditors And Auditors' Report

M/s Amitabh Agrawal & Co., Chartered Accountants, (Firm Regn. No. 006620C), were appointed as the Statutory Auditors of the Company for a tenure of 5 (five) years, to hold office from the conclusion of the 15th AGM held on 30th October, 2015 until the conclusion of the ensuing AGM. M/s. Amitabh Agrawal's tenure of 5 (five) years as Statutory Auditors concludes at this ensuing AGM.

The Company has received confirmation from the Statutory Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Act and the firm satisfies the criteria specified in Section 141 of the Act read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company on the recommendation of the Audit Committee has re-appointed M/s Amitabh Agrawal & Co, as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a second term 5 (five) years to hold office from the conclusion the ensuing AGM till the conclusion of 25th AGM of the Company to be held in the year 2028, subject to approval by the Members at the ensuing AGM.

The Board recommends to seek consent of its Members at the ensuing AGM on re-appointment of BSR as Statutory Auditors for tenure of 5 (five) years, to examine and audit the accounts of the Company during the said period.

The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers, which would be required to be dealt with in the Boards' Report.

### Cost Auditors

Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s Sanat Joshi & Associates, Cost Accountants, Raipur have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2023-24. The remuneration proposed to be paid to them requires ratification by the shareholders of the Company. In view of this, your ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

### Secretarial Auditors

The Board has appointed M/s. Mayank Arora & Company, Practicing Company Secretaries, to conduct Secretarial Audit for the Financial Year 2022-23. In terms of Regulation 24A of SEBI LODR, the Secretarial Audit Report for the Financial Year ended March 31, 2023 is annexed herewith as ANNEXURE – III to this Report.

### BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### BOARD EVALUATION

During the financial year, formal annual evaluation of the Board, its committees and individual Directors was carried out pursuant to the Board Performance Evaluation Policy of the Company and under the provisions of the Companies Act 2013, relevant Rules and the Corporate Governance requirements as prescribed under Regulation 17 of Listing Regulations, 2015 and the circular issued by SEBI with respect to Guidance Note on Board Evaluation from time to time.

The performance of the Board and committees was evaluated after seeking inputs from all the Directors on the basis of the criteria such as Board/ committee constitutions, frequency of meetings, effectiveness of processes etc. The performance of individual Directors (including Independent Directors) was evaluated by the Board and Nomination & Remuneration Committee (excluding the Director being evaluated) after seeking inputs from all Directors on the basis of the criteria such as thought contribution, business insights and applied knowledge.

As per stipulations in Para VII of the Code for Independent Directors in Schedule IV of the Act and as per SEBI (LODR), a separate meeting of the Independent Directors was held on 26th July, 2022 and was attended by all Independent Directors of the Company

### NUMBER OF BOARD MEETINGS

The Board has met fourteen (14) times during the year ended 31st March, 2023. The details of the Board Meetings and other Committee Meetings held during the financial year 2022-23 with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) In the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the company for that period;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors have prepared the annual accounts on a going concern basis; and
- e) The directors have, in all material respects, implemented an internal financial controls system over financial reporting and such internal financial controls over financial reporting were adequate and operating effectively.

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

### DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations as required under the provisions of Section 149 (7) of the Companies Act, 2013 stating that they meet the eligibility criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

### FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of Regulation 25(7) of the Listing Regulations, 2015, the Company has put in place a Familiarization Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company and nature of the industry in which the Company operates.

### DIRECTOR AND KEY MANAGERIAL PERSONNEL

The following persons are the Key Managerial Personnel of the Company as per the provisions of Section 203 of the Companies Act, 2013

- 1) Mr. Yashwant Vaswani, Whole Time Director
- 2) Mr. Kushal Vaswani, Chief Financial Officer
- 3) Ms. Sakshi Agrawal, Company Secretary & Compliance officer

Ms. Riya Thourani was appointed as compliance officer-cum-Company secretary of the company on 23.09.2022. However she has resigned from the office of company secretary w.e.f. 17.03.2023.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Mr. Babu Lal Baghwar (DIN: 08430962), Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

Mr. Satya Narayan Gupta (DIN: 09517381) was appointed as an Additional Director by the board of Directors of the Company w.e.f. 30.05.2022 and was regularized as Director (non-executive) at the Annual General Meeting held for the year 2021-22.

Mr. Chittaranjan Parida was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 27.03.2023. However he resigned from the office of director w.e.f. 23.06.2023.

Ms. Satyawati Parashar (DIN: 00761009) (Non-Executive Independent Director) resigned from the office of director w.e.f. 07.06.2023.

Ms. Supriya Goyal was appointed as an additional director in the category of non- executive independent director w.e.f. 24.07.2023 and her term of office comes to an end at the ensuing Annual General Meeting.

Mr. Chittaranjan Parida was appointed as an additional director in the category of non- executive independent director w.e.f. 31.08.2023 and his term of office comes to an end at the ensuing Annual General Meeting.

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments by your Company under Section 186 of the Act are stated in Notes to Accounts, forming part of the Annual Report.

#### NOMINATION AND REMUNERATION COMMITTEE AND ITS POLICY

The Company has a Nomination and Remuneration Committee of Directors; Members of said Committee are Non-executive Directors and Independent Directors. Details of the role and responsibilities of the Committee, the particulars of meeting(s) held and attendance of the Members at such meeting(s) are given in the Corporate Governance Report. The Board has framed a Nomination and Remuneration policy which is available on the Company website.

#### VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) & (10) of the Act and the SEBI Listing Regulations, 2015, a Vigil Mechanism and Whistle Blower Policy for Directors, employees and other stakeholders to report genuine concerns has been established. The same is also uploaded on the website of the Company.

#### RISK MANAGEMENT

During the year, the Company reviewed and strengthened its risk management policy and the risk management framework which ensures that the Company is able to carry out identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

#### PARTICULARS OF THE EMPLOYEES AND RELATED DISCLOSURES

Information pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as ANNEXURE- IV. Further, particulars of employees remuneration, as prescribed under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not attached with this report since there was no employee who was in receipt of excess remuneration as prescribed.

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

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis report is part of the Annual Report and is annexed herewith as ANNEXURE-V. A report on Corporate Governance together with the Auditors' Certificate regarding the compliance of conditions of Corporate Governance is part of the Annual Report.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the period under review there were no significant and material orders passed by the Regulators/Courts or Tribunals impacting the going concern status of the Company and its operations in future.

### SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

C.G. Ispat Private Limited is an Associate Company of Vaswani Industries Limited within the meaning of Section 2(6) of the Companies Act, 2013 ("Act") as on 31st March, 2022. There are no other subsidiary companies or joint venture companies. There has been no material change in the nature of the business of the Associate Company. Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the Financial Statements of the Associate Companies in Form AOC-1 is furnished in ANNEXURE-VI and is attached to this Report.

### RELATED PARTY TRANSACTIONS

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made there under read with Regulation 23 of SEBI LODR, your Company had obtained approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions. Particulars of contracts or arrangements entered into by your Company with the related parties referred to in Section 188(1) of the Companies Act, 2013, in prescribed form AOC-2, is attached as ANNEXURE – VII to this Report. Your Directors draw attention of the members to notes to the financial statements which inter-alia set out related party disclosures. The Policy on materiality of related parties transactions and dealing with related parties as approved by the Board may be accessed on your Company's website at the link. In terms of Regulation 23 of the SEBI LODR, approval of the members for all material related party transactions will be taken at the ensuing AGM. The details pertaining to transaction with person or entity belonging the promoter/promoter group which holds 10% or more shareholding in the Company is mentioned in the Standalone Financial Statement.

### DETAILS OF APPLICATIONS MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016

There are no applications made during the financial year 2022-23 by or against the company and there are no proceedings pending under the Insolvency and Bankruptcy Code 2016.

### INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company's internal control procedures includes internal financial controls, ensure compliance with various policies, practices and statutes and keeping in view the organization's pace of growth and increasing complexity of operations. Details of internal control system and its adequacy are furnished in "Management Discussion & Analysis Report", forming part of this Report.

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company does not have a formal Anti Sexual Harassment policy in place but has taken adequate measures including checks and corrections in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints

Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under the policy. The following is a summary of sexual harassment complaints received and disposed off during the current financial year 2022-23.

No. of Complaints received:	NIL
No. of Complaints disposed off:	NIL

#### MAINTENANCE OF COST RECORDS:

The Company is required to maintain cost records of the Company as specified under Section 148 (1) of the Companies Act, 2013. Accordingly, the Company has properly maintained cost records and accounts.

#### STANDALONE ACCOUNTS

The Standalone financial statements for the year ended 31<sup>st</sup> March, 2023 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 together with the comparative period data as at 31st March, 2023 and for the previous year ended 31st March, 2022.

#### ACKNOWLEDGEMENT

Your Directors wish to thank all stakeholders, employees and business partners and Company's bankers for their continued support and valuable co-operation. The Directors also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

**By order of the Board of Directors**  
**For, Vaswani Industries Limited**

Ritu Raj Peswani  
(Chairman)  
DIN: 00040277

Place: Raipur  
Date: 31.08.2023

## **ANNEXURE-I**

**INFORMATION IN ACCORDANCE WITH THE PROVISIONS OF SECTION 134(3) (m) OF THE COMPANIES ACT 2013; READ WITH RULE 8 OF COMPANIES (ACCOUNTS) RULES 2014 REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO FOR THE YEAR ENDED 31ST MARCH, 2023**

### **A. CONSERVATION OF ENERGY**

#### **1) STEPS TAKEN FOR IMPACT ON CONSERVATION OF ENERGY**

To uphold our commitment to energy conservation and enhance energy efficiency across all our manufacturing processes, we have implemented Energy Management System. This strategic framework serves as the cornerstone of our efforts to optimize energy consumption and reduce our environmental footprint.

Aligned with this endeavor, we consistently conduct comprehensive internal Energy Audits. These audits play a pivotal role in assessing our energy usage patterns, identifying areas for improvement, and ensuring that our energy-saving strategies remain effective and up-to-date.

Following are the details of some of the initiatives taken by the Company

#### **Sponge Iron Division**

- i. Reducing specific coal consumption through the utilization of high-quality coal.
- ii. Installing solar panels for illuminating and cooling the factory and administrative buildings, thereby reducing coal consumption.

#### **Steel Division**

- i. Conducting repairs and renovations to extend the lifespan of the furnace, resulting in reduced coal consumption.
- ii. In process to replacement of existing traditional coal blast furnace into modern electric blast furnace.

#### **Power Plant Division**

- i. Schedule regular inspections of the WHRB to identify any signs of wear, corrosion, or malfunction.
- ii. Perform routine maintenance tasks such as cleaning, lubrication, and tightening of components.
- iii. Address any issues promptly to prevent small problems from escalating into major breakdowns.
- iv. Ensure proper combustion by maintaining the right air-to-fuel ratio

#### **2) STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCES OF ENERGY**

The company has effectively harnessed its operational efficiency by harnessing waste heat generated within the sponge iron division to generate power. This waste heat recovery process

not only optimizes resource utilization but also contributes to sustainability goals. Additionally, the company is in the process of establishing a state-of-the-art Solar Power Plant to cater to its growing power needs

### 3) STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCES OF ENERGY

Sponge Iron Division	Amount in Lacs
Installation solar panel	Rs. 17.50 ( amount spent in previous year)

### B. TECHNOLOGY ABSORPTION

1.	the efforts made towards technology absorption	None
2.	the benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
3.	In case of imported technology (imported during last 3 years reckoned from the beginning of the Financial year) Following information may be furnished: a) Technology imported b) Year of import c) Technology has been fully absorbed d) if not absorbed areas where this has not taken place reasons thereof and future.	NOT APPLICABLE

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year	Nil
Foreign Exchange outgo during the year in terms of actual outflows	Nil

**ANNEXURE-II**  
**CORPORATE SOCIAL RESPONSIBILITY**

**1. Brief outline of the Company's CSR Policy**

The board has formulated a CSR policy of the Company for undertaking the activities as specified in Schedule VII of the Companies Act, 2013. In pursuit of the above our company identified the following focus area for its first year of CSR spent

- 1) Contribution to education
- 2) Village women empowerment
- 3) Medical and health
- 4) Organize workshops and training for sports aspirants

**2. Composition of CSR Committee:**

not required

**3. Provide the web-link where composition of CSR and Sustainability Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company**

The above information has not yet been published in the website.

**4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):**

Not applicable.

**5. (a) Average net profit of the company as per section 135(5)- Rs. 4,17,61,004/-**

**(b) As per the prescribed CSR expenditure, the 2% of the above works out to be Rs. 8,35,220/-**

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- NIL**

**(d) Amount required to be set off for the financial year if any -Rs.356583/-**

**(e) Total CSR obligation for the financial year 2022-23 [(b)+ (c) - (d) ] - Rs 4,78,637/-**

**6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - Rs. 44,37,609/-**

**(b) Amount spent in Administrative Overheads-Nil**

**(c) Amount spent on Impact Assessment, if applicable - NA**

**(d) Total amount spent for the Financial Year [(a)+(b)+(c)] -Rs.44,37,288/-**

**(e) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount in Rs.	Date of transfer.	Name of the Fund	Amount in Rs.	Date of Transfer.
Rs. 44,37,609/-					

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

Sr. No.	Particular	Amounts (Rs.)
i	Two percent of average net profit of the company as per section 135(5)	8,35,220/-
ii	Amount required to be set off for the financial year if any –	3,56,583/-
iii	Total amount spent for the Financial Year	44,37,609/-
iv	Excess amount spent for the financial year [(iii)+ (ii)- (i)]	39,58,972/-
v	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
vi	Amount available for set off in succeeding financial years [ (iv)- (v)]	39,58,972/-

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of Transfer	
i	2021-22	NIL	NIL	NIL	NIL	NIL	NIL
ii	2020-21	NIL	NIL	NIL	NIL	NIL	NIL
iii	2019-20	NIL	NIL	NIL	NIL	NIL	NIL

**8. Case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).**

- a) Date of creation or acquisition of the capital asset(s)  
NIL
- b) Amount of CSR spent for creation or acquisition of capital asset  
NIL
- c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. :  
NIL
- d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). :  
NIL

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5):**

Not applicable

**For and on behalf of the board of Directors**

**Place: Raipur**

**Date: 31.08.2023**

**FORM MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup>MARCH, 2023**  
*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies*  
*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
**VASWANI INDUSTRIES LIMITED**  
Bahesar Road, Near Cycle Park,  
Vill - Sondra Phase-II,  
Industrial Area, Siltara  
Raipur CT - 493 221

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vaswani Industries Limited (CIN: L28939CT2003PLC015964)**, (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on our verification of the Company, 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 and subject to letter annexed herewith, we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; **(not applicable to 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'):-
  - 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, 1992;
  - 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28<sup>th</sup> October 2014 **(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 **(not applicable to the Company during the Audit period);**

- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993and;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the Company during the Audit period)**; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the Company during the Audit period)**;
- (vi) Other Laws specifically applicable to the Company as per the representations made by the Company are listed in **Annexure I** and forms an integral part of this report.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and representations made by the management and subject to clarification given to us, the Company has generally complied with the provisions of Act, Rules, Regulations, Guidelines, Standards,etc. mentioned above subject to the following:

**Observations:**

1. Pursuant to Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity did not have half of the board of directors as Independent Director till 12<sup>th</sup> August, 2022. However, the listed entity had corrected the composition by appointing Mr. Rituraj Peswani (Non-Executive Independent Director) as Chairman of the Company with effect from 13<sup>th</sup> August, 2022.
2. Pursuant to Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity failed to give intimation to National Stock Exchange (NSE) at least five days in advance for Board Meeting held on 13<sup>th</sup> August, 2022 (which was mentioned as 14<sup>th</sup> August, 2023 in the Outcome given to NSE due to clerical error).
3. Pursuant to Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity has failed to publish the financial results within 48 hours of the conclusion of the meeting of board held on 13<sup>th</sup> August, 2022.
4. The Company failed to give a reference in newspaper publication to the link of the website of listed entity and stock exchange(s), where further details are available as per Regulation 47(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Disclosures to be made on the website of the Company:
  - i. The Company has not disclosed CSR policy and CSR projects approved by the Board on its website pursuant to the provisions of Section 135 of the Companies Act, 2013.
  - ii. Information about the resignation or appointment of the Directors/ KMPs was not posted on the website of the Company.
  - iii. According to Regulation 23(9) of SEBI (LODR) Regulations, 2015, it was mandatory to publish disclosures related to related party transactions on the Company's website. However, these disclosures are currently not present on the Company's website.
6. Forms to be filed with RoC:

- i. Pursuant to the provisions of the Companies Act, 2013, the Company has uploaded certain Eforms with additional fees.
  - ii. There are few deficiencies in the forms filed by the Company with RoC and relevant authorities.
  - iii. The Company has not filed Form MGT-14 for borrowing money in contravention of Section 117 of the Companies Act, 2013.
  - iv. The Company failed to file Form MGT-14 for the appointment of the Internal Auditor for the financial year 2022-23 resulting in contravention of Section 117 of the Companies Act, 2013.
  - v. DIN of the Directors of the Company were not mentioned in some of the return, information or particulars required to be furnished as per Section 158 of the Companies Act, 2013.
7. The Company has not consolidated its financial statements with its associate Company, C.G. Ispat Private Limited which is in contravention of provisions of Section 134 of the Companies Act, 2013.
  8. The Company is in the process of compiling relevant information's from its suppliers about their coverage under the MSME Act since the relevant information is not readily available.
  9. There are few deficiencies in compliances made by the Company with regards to maintenance of minutes and statutory registers.
  10. Appointment of Mr. Satya Narayan Gupta was not confirmed by the shareholders within a time period of 03 months from the date of appointment as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  11. The Company has not taken approval in general meeting as per Section 197 for the remuneration payable to (i) Directors who are neither Managing Directors nor whole-time Directors; and (ii) a whole time Director.
  12. The Company failed to intimate to BSE within 24 hours of the resignation of Ms. Manisha Vaswani as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular September 09,2015. However, it has uploaded the said intimation to BSE after 24 hours of the meeting. Further the said intimation was given within time to NSE.
  13. There are some material related party transactions entered by the Company during the financial year 2022-23 for which no prior shareholders' approval was taken as per Regulation 23(4) of SEBI (LODR) Regulations, 2015.
  14. Resolutions required to be passed pursuant to Regulation 23(8) of SEBI (LODR) Regulations, 2015 are not furnished by the Company.

**We further report that:**

The Board of Directors of the Company was not duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors for the period under review. During the year, the Listed Entity did not have half of the board of directors as independent directors till 12<sup>th</sup> August, 2022. However, the Listed Entity has corrected the composition by appointing Mr. Rituraj Peswani (Non-Executive Independent Director) as Chairman of the Company with effect from 13<sup>th</sup> August, 2022.

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the Minutes.

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

During the Financial Year 2022-23, the company has been fined by the Bombay Stock Exchange Limited and National Stock Exchange Limited of Rs. 2,00,600/- for the Non-Compliance of Regulation 17 and Regulation 29 of the SEBI (LODR) Regulations, 2015 also The Listed Entity had received SEBI Letter No-NSE/CM/Surveillance/12767 dated January 20, 2023 regarding clarification on price movement, the Company has given the response of the same to the NSE and BSE on 21st January, 2023.

**We further report that** during the audit period, there were no instances of:

- I. Public / Rights / debentures / sweat equity.
- II. Buy-Back of securities.
- III. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- IV. Merger / amalgamation / reconstruction etc.
- V. Foreign technical collaborations

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

For **Mayank Arora & Co.,**  
Company Secretaries

**Komal Thakkar**  
**Partner**  
**Membership No.: FCS 10158**  
**C.P. No.: 13120**  
**PR No: 679/2020**

**Date:** 29<sup>th</sup> August, 2023  
**Place:** Mumbai  
**UDIN:**F010158E000890488

## Annexure I

### Other Laws applicable to the Company

#### **(A) Commercial Laws**

- (i) Indian Contract Act
- (ii) Limitation Act
- (iii) Arbitration and Conciliation Act
- (iv) Negotiable Instruments Act
- (v) Information Technology Act
- (vi) The Competition Act
- (vii) Income Tax Act
- (viii) Goods and Service Tax Act

#### **(B) Other applicable laws**

- (i) The Air (Prevention and Control of Pollution) Act, 1981
- (ii) The Water (Prevention and Control of Pollution) Act, 1974
- (iii) The Environment (Protection) Act, 1986
- (iv) The Factories Act, 1948
- (v) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- (vi) Employees' State Insurance Act, 1948
- (vii) Equal Remuneration Act, 1976
- (viii) The Minimum Wages Act, 1948
- (ix) The Payment of Wages Act, 1936
- (x) The Payment of Bonus Act, 1965
- (xi) The Legal Metrology Act, 2009
- (xii) The Maternity Benefit Act, 1961 and
- (xiii) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

## Annexure II

To,  
**The Members,**  
**VASWANI INDUSTRIES LIMITED**  
Bahesar Road, Near Cycle Park,  
Vill - Sondra Phase-II,  
Industrial Area, Siltara  
Raipur CT – 493 221

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book 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, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For **Mayank Arora & Co.,**  
Company Secretaries

**Komal Thakkar**  
**Partner**  
**Membership No.: FCS 10158**  
**C. P. No.: 13120**  
**PR No: 679/2020**

**Date:** 29<sup>th</sup> August, 2023  
**Place:** Mumbai  
**UDIN:** F010158E000890488

**ANNEXURE-IV**

**Details pertaining to remuneration as required under section 197(12) of the companies act, 2013 read with rule 5(1) of the companies (appointment and remuneration of managerial personnel) rules, 2014**

Sr. No.	Requirement	Information	
1	(i) the ratio of the remuneration of each director to the Median remuneration of the employees of the company for the Financial year;	<b>Director</b>	<b>Ratio</b>
		Yashwant Vaswani	15:1
		Rituraj Peswani *	
		Babu Lal Baghwar	
		Ashok Kumar Suri*	
		Satyawati Parashar*	
2	(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year;	<b>Director</b>	<b>Ratio</b>
		Yashwant Vaswani	No Increase
		Rituraj Peswani *	
		Babu Lal Baghwar	
		Ashok Kumar Suri*	
		Satyawati Parashar*	
		Manisha Vaswani	6.10:1
		<b>Key Managerial Personnel</b>	<b>Ratio</b>
		Yashwant Vaswani, WTD	No Increase
		Kushal Vaswani, CFO	No Increase
Riya Thourani, CS	#No Increase		
Sakshi Agrawal, CS	#No Increase		
3	(iii) The percentage increase in the median remuneration of employees in the Financial year;	9.00%	
4	The number of permanent employees on the rolls of Company	246	
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	No managerial remuneration increase during the year	
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Affirmed	

\* only sitting fees has been paid

# resignation and new appointment

**DISCLOSURE AS REQUIRED UNDER SUB RULE 2 OF RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**FOR THE YEAR ENDED 31ST MARCH, 2023**

<b>Sr. No</b>	<b>Name</b>	<b>Qualification</b>	<b>Designation</b>	<b>Remuneration</b>	<b>Date of joining</b>
1	Yashwant Vaswani	Commerce Graduate	WTD	60,00,000	16/04/2004
2	Babu Lal Baghwar	Matriculation	Director	-	27/06/2019
3	Manisha Vaswani	Graduate	Director	10,00,000	25/08/2021
4	Kushal Vaswani	MBA (Finance)	CFO	60,00,000	24/04/2019
5	Sunita Thakur	Company Secretary	Company Secretary	1,67,000	16/07/2021
6	Riya Thourani	Company Secretary	Company Secretary	1,46,000	23/09/2022
7	Sakshi Agrawal	Company Secretary	Company Secretary	13,000	17/03/2023

**ANNEXURE – V-2**  
**CORPORATE GOVERNANCE REPORT**

[Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulations”]

Detailed report on Corporate Governance for the Financial year ended March 31<sup>st</sup>, 2023 as per regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

**1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:**

We firmly believe that robust Corporate Governance serves as a fundamental catalyst for fostering sustainable corporate growth and ensuring the long-term prosperity of our stakeholders. Our commitment to Corporate Governance extends beyond mere compliance with regulatory mandates; it revolves around our unwavering dedication to addressing the aspirations of our stakeholders.

At the heart of our Corporate Governance framework lies an unwavering adherence to the spirit of various legislations, which not only guide our actions but inspire us to surpass the bounds of statutory compliance. Our mission is to establish comprehensive systems and procedures that enhance management transparency and institutional integrity, wherever practical and necessary.

Our business operations are firmly rooted in core values such as transparency, integrity, honesty, accountability, and unwavering compliance with all relevant statutes. We recognize that upholding these principles is an ongoing, conscious effort that permeates every facet of our organization. This commitment allows us to continually adopt best practices and integrate lessons learned from past experiences, ensuring the continued evolution and improvement of our corporate governance practices.

**2. BOARD OF DIRECTORS:  
COMPOSITION AND CATEGORY**

Composition of Board and Directorship held as on March 31<sup>st</sup>, 2023 and numbers of meetings held and attended during the year are as follows:

Name of Director	Category	Numbers of Board Meetings		No. of Directorship held (including VIL)	Committee Memberships held in other companies (including VIL )		Attendance at last AGM
		Held during the year	Attended During the Year		As member	As chairman	
<b>EXECUTIVE DIRECTORS</b>							
Mr. Yashwant Vaswani	Whole Time Director	14	14	6	1	NIL	Yes
Shri Babu Lal Baghwar	Executive Director	14	14	1	1	NIL	Yes
Ms. Manisha	Non Executive	14	3	NIL	NIL	NIL	Yes

Vaswani	Director						
Shri Satya Narayan Gupta	Non Executive Non Independent Director	14	13	1	NIL	NIL	No
INDEPENDENT DIRECTORS							
Mr. Ashok Suri	Independent Director	14	14	1	3	3	Yes
Mrs. Satyawati Parashar	Independent Director	14	5	4	12	6	Yes
Mr. Rituraj Peswani	Chairman Independent Director	14	14	1	3	3	Yes
Shri Chittaranjan Parida	Independent Director	14	-	1	NIL	NIL	No

The composition of the Board of Directors of the Company represents an appropriate mix of executive and non-executive directors to ensure the independency of the Board and to separate the board functions of governance and management.

#### **Independent Directors' Meeting**

The Independent Directors met on 26th July, 2022 and without the presence of non- Independent Directors of the Company. The Independent Directors inter alia evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman, the Managing Director, and the Members of the Board and discussed aspects relating to the quality, quantity and timeliness of the Low of information between the Company, the Management and the Board.

#### **DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

None of the Directors are related to each other, except Mr. Yashwant Vaswani and Ms. Manisha Vaswani.

#### **SHAREHOLDING OF NON-EXECUTIVE INDEPENDENT DIRECTORS**

As on March 31 2023 none of the Non-Executive Independent Directors hold any equity shares in the Company.

#### **DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS**

Pursuant to regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company should familiarise the independent directors through various programs about the Company. During the Financial year, senior management team has from time to time made presentations to Directors giving an overview of the Company's operations, function, strategy and risk management plan of the Company.

### 3. COMMITTEES OF THE BOARD

The Board has constituted various Committees to focus on specific areas and to make informed decisions within their authority. Each Committee is governed by its Charter which outlines the scope, roles, responsibilities and powers. All the decisions and recommendations of the Committee are placed before the Board for its approval. The various Board level Committees are as under:-

- Audit Committee;
- Nomination & Remuneration Committee; and
- Stakeholders Relationship Committee

### 4. AUDIT COMMITTEE:

The terms of reference of the Audit Committee are wide enough to cover matters specified for Audit Committees under Regulation 18 of the SEBI (Listing Obligations and Disclosure requirements), Regulations 2015 as well as in Section 177 of the Companies Act, 2013 besides other terms as may be referred to by Board of Directors from time to time.

The Audit Committee comprises of One Executive and Three non-executive Independent Directors as on 31st March, 2023 During the period under review, Four Audit Committee meetings were held respectively on), 30/05/2022, 13/08/2022, 04/011/2022 and 14/02/2023.

Name of Director	Date of Appointment	Position	No. of Meetings	Meetings Attended
Mr. Ashok Suri	14.02.2021	Chairman	4	4
Mr. Rituraj peswani	19.05.2021	Member	4	4
Mrs. Satyawati Parashar	14.02.2020	Member	4	4
Mr. Yashwant Vaswani	14.09.2015	Member	4	4

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

### 5. NOMINATION AND REMUNERATION COMMITTEE:

The Remuneration Committee comprises of three independent Non-executive directors as on 31st March, 2023, further all Members of Nomination and Remuneration Committee are Independent Directors. During the period under review, One Meeting of Nomination and Remuneration Committee was held on 17.03.2023

Name of Director	Date of Appointment	Position	No. of Meetings	Meetings Attended
Mr. Ashok Suri	14.02.2021	Chairman	1	1
Mr. Rituraj peswani	19.05.2021	Member	1	1
Mrs. Satyawati Parashar	14.02.2020	Member	1	1

Nomination and Remuneration Committee has been constituted to recommend/ review the remuneration package of the Managing/ Whole Time Directors and KMPs based on performance and defined criteria.

Board Evaluation Pursuant to section 134 of the Companies Act, 2013, the Board is responsible for the formal Annual Evaluation of its own performance, of its committee & Individual Directors.

Further, as per regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, performance evaluation of the Independent Directors shall be done by entire Board of Directors, excluding directors being evaluated. During the year, Board in concurrence with Nomination & Remuneration Committee has laid down the evaluation criteria for itself, Committees, Chairperson, Executive and Non- Executive Directors and Independent Directors. The evaluation was carried out through a structured questionnaire covering various aspects of the functioning of the Board of Directors.

The following broad parameters were considered to evaluate the performance of the Independent Directors:

- Integrity, maintenance of high standard and confidentiality;
- Commitment and participation at the Board & Committee meetings;
- Effective deployment of knowledge and expertise;
- Exercise of independent judgment in the best interest of Company;
- Interpersonal relationships with other directors and management.

The following broad parameters were considered to evaluate the performance of the Board and Committees:

- Size, structure and expertise of the Board/ Committees;
- Review of strategies, risk assessment, robustness of policies and procedures by Board
- Oversight of the Financial reporting process & monitoring Company's internal control system;
- Quality of agenda, conduct of meeting, procedures and process followed for effective Discharge of functions;
- Effective discharge of functions and duties by Committee as per terms of reference;
- Appropriateness and timeliness of the updates given on regulatory developments;
- Board's engagement with senior management team.

## 6. FINANCE AND INVESTMENT COMMITTEE:

## 7. REMUNERATION OF DIRECTORS

### a. All Pecuniary Relationship or Transactions of the Non- Executive Directors:

There were no pecuniary relationship or transactions of the non-executive directors vis a vis the Company.

b. Criteria for Making Payment to Non- Executive Directors Role of Non-Executive/Independent Directors of the Company is not just restricted to corporate governance or outlook of the Company but they also bring with them significant professional expertise and rich experience across the wide spectrum of functional areas. The Company seeks their expert advice on various matters from time to time. Hence, the compensation to the non-executive/ independent directors is recommended.

c. Compensation/ Fees Paid to Non-Executive Directors Non-Executive Independent Directors were paid sitting fees for attending the Board and Committee Meetings.

d. Details of Remunerations Details of remuneration and sitting fees paid or provided to all the directors during the year ended March 31, 2023 are as under:

Name of Director	Sitting fees (Rs.)	Salaries and Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
YASHWANT VASWANI	-	66,40,000		66,40,000
MANISHA VASWANI	-	10,00,000		10,00,000
ASHOK KUMAR SURI	-	-		-
BABU LAL BAGHWAR	-	-		-

SATYAWATI PARASHAR	-	-		-
-----------------------	---	---	--	---

## 8. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE:

The Committee is empowered to oversee the Redressal of Investors' complaints and other miscellaneous complaints. The Company as a matter of policy disposes of investor complaints within a span of Five working days.

The Stakeholder's Grievance Committee comprises of three independent Non-executive directors as on 31st March, 2023 all Members of Stakeholder's Grievance Committee are Independent Directors. . During the period under review, One meeting of Stakeholder's Relationship Committee was held on 14/02/2023

Name of Director	Date of Appointment	Position	No. of Meetings	Meetings Attended
Mr. Ashok Suri	14.02.2021	Chairman	1	1
Mrs. Satyawati Parashar	14.02.2020	Member	1	1
Mr. Rituraj Vaswani	19.05.2021	Member	1	1

Name and designation of Compliance Officer Ms Sakshi Agrawal, Company Secretary has been appointed as Company Secretary & Compliance Officer of the Company as per regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to discharge all duties under the listing regulations.

### Details of Shareholders Complaints

The details of shareholders complaints received and resolved till March 31, 2023 are as under:

No. of shareholders' complaints received during the year: Nil

No. of complaints not resolved to the satisfaction of shareholders: Nil

No. of pending Complaints: Nil

No. of complaints resolved during the year: Nil.

## 9. GENERAL BODY MEETING

Date, Time and Venue of the last three Annual General Meetings:

Year	Date	Time	Venue	Details of Resolution passed
2021-22	29.11.2022	03.00 PM	Bahesar Road, Near Cycle Park, Vill-Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) 493221	Ordinary & Special
2020-21	28.09.2021	03.00 PM	Bahesar Road, Near Cycle Park, Vill-Sondra Phase-II, Industrial Area,	Ordinary & Special

			Siltara Raipur (C.G.) 493221	
2019-20	30.09.2020	03.00 PM	Bahesar Road, Near Cycle Park, Vill-Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) 493221	Ordinary & Special

## 10. MEANS OF COMMUNICATION

- All Quarterly / Annual Financial results are immediately sent to stock exchanges after being taken on record by the Board.
- The Company's website [www.vaswaniindustries.com](http://www.vaswaniindustries.com) contains a separate dedicated Section named "Investors" where information for shareholders is available.

## 11. GENERAL SHAREHOLDERS INFORMATION

The Company is registered in the State of Chhattisgarh having Corporate Identification Number (CIN) as allotted by Ministry of Corporate Affairs (MCA) as L28939CT2003PLC015964.

### a) Annual General Meeting.

Date: 29<sup>th</sup> November 2022  
Time: 03:00 P.M.  
Venue: Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) 493221  
Mode: Video Conferencing / Other Audio-Visual Means (VC/OAVM).

- Financial Year For accounting and financial reporting purpose, Company follows Financial Year which starts from 1st April each year and ends on 31<sup>st</sup> March of every succeeding year.

The Quarterly Results for the financial year 2023-24 will be taken on record by the Board of Directors as per the following schedule:

Quarter ending 30th June 2023:	By 14th August 2023
Quarter ending 30th September 2023:	By 14th November 2023
Quarter ending 31st December 2023:	By 14th February 2023
Quarter ending 31st March 2024:	By 29th May 2024

- Dividend Payment Date : Not Applicable

- Listing on Stock Exchange : Bombay Stock Exchange Ltd. Phiroze Jeejee bhoy Towers Dalal Street , Mumbai - 400001 (Scrip Code: 533576 )

National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 (NSE Symbol: VASWANI )

Company has paid listing fees in respect of Financial year 2023-24 to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

e) Demat ISIN No. for NSDL and CDSL : INE590L01019

f) Stock code :

Bombay Stock Exchange Ltd. Scrip Code: 533576

National Stock Exchange of India Ltd. Symbol:  
VASWANI

g) Share Price Data

Month	Price at BSE		Price at NSE	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April,2022	22.25	19.00	22.35	19.05
May,2022	22.50	16.95	22.40	16.65
June,2022	23.65	16.15	23.75	16.10
July,2022	22.70	18.50	22.75	18.40
August,2022	23.15	17.10	23.60	19.00
September,2022	27.90	20.00	28.00	20.10
October,2022	24.30	19.70	24.30	19.80
November,2022	22.10	19.80	22.70	19.60
December,2022	21.40	15.20	20.80	15.60
January,2023	27.10	17.60	27.15	17.55
February,2023	28.50	20.75	28.40	20.65
March,2023	26.40	18.00	26.70	18.15

**h) Registrar to Issue and Share Transfer Agents**

The members of the Company may address all its communication relating to transfer, transmission, Refund order, Dividend, National Electronic Clearing system (NECS) dematerialisation etc. to Company's Share Transfer agent i.e. LINK INTIME INDIA PVT LTD at the below address and may also write to the Company.

Name : LINK INTIME INDIA PVT LTD  
Address : 101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai C- -  
400083  
Phone : 022-49186270  
Fax : 022-49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**i) Share Transfer System**

All transfers of shares held in physical form are dealt by our Registrar and Share Transfer Agents. Presently the share transfers received in physical form are processed and registered within prescribed time periods (15) days from the date of receipt subject to the documents being valid and complete in all respects. Depositories control share transfers in Demat Mode. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance in respect of compliance with share transfer formalities as required under Regulations 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regular

**j) Shareholding pattern as on 31st March, 2023**

Category	No. of Shares	%
Promoters	17500000	58.33
Clearing Members	17565	0.06
Indian Public	9252255	30.83
Domestic Companies	1503632	5.01
NRI	902877	3.01
NRI NON-REPATRIATION	117091	0.39

**k) Distribution of shareholding as on 31st March, 2022**

Shareholding range	No. of shares	%	No. of members	%
1 - 5000	1206593	4.02	10280	80.62
5001 - 10000	931586	3.10	1082	8.48
10001 - 20000	1003281	3.34	625	4.90
20001 - 30000	543433	1.81	208	1.63
30001 - 40000	515705	1.71	145	1.13
40001-50000	617365	2.05	130	1.01
50001-100000	1082741	3.60	146	1.45
100001- above	24099296	80.33	135	1.05

l) Dematerialization of Shares and Liquidity On March 31st 2023, nearly 99.99% of the shareholders of Company were holding Company's shares in demat form. In the same way, Promoters & Promoters-group shareholding was also fully dematerialized.

**m) Plant Location & Registered office**

The Company's plant is located at: Bahesar Road, Near Cycle Park, Vill - Sondra Phase- II, Industrial Area, Siltara Raipur Chhattisgarh 493221, Phone: 0771-4226000 Fax: 0771- 4226000,

**n)Address for Investor Correspondence:**

In case any problem or query shareholders can contact at

Name: CS Sakshi Agrawal  
Address : Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area , Siltara Raipur Chhattisgarh 493221  
Phone : 0771-4226000  
Fax : 0771-4226000,  
Email : complianceofficer@vaswaniindustries.com

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

Name : LINK INTIME INDIA PVT LTD  
Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400083  
Phone : 022-49186270  
Fax : 022-49186060  
Email: rnt.helpdesk@linkintime.co.in  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**OTHER DISCLOSURES****Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:**

There is no materially significant related party transaction that may have potential conflict with the interests of the Company at large have been entered.

During the financial year, all transactions entered into with the Related Parties as defined Under Companies Act, 2013, were in the ordinary course of business and on an arm's length basis and did not attract provisions of Section 188 of Companies Act, 2013. However, prior approvals from the Audit Committee are obtained for transactions which are in ordinary course of business and repetitive in nature. Further, on quarterly basis, disclosures are made to the Audit Committee and to the Board.

Details of related party transactions are also presented in the notes to financial statements.

The Company has formulated the policy on materiality of related party transactions and on Dealing with related party transactions and it is available at the website of the Company at: <http://www.vaswaniindustries.com>

Details of non-compliance by the company, penalties, and structures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years. –

(a) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. no.	Action taken by	Details of violation	Details of action taken	Observation/remarks
1.	Bombay Stock Exchange (BSE) & National Stock Exchange (NSE)	Regulation-19 Failure to comply with the composition of nomination and remuneration committee.	The Stock Exchange (BSE & NSE) has imposed fine of Rs.108,560/- each (Basic fine of Rs.92,000/-plus Rs.16560/- as GST).	The company has paid a total fine of Rs. 108,560/-
2.	Bombay Stock Exchange (BSE) & National Stock Exchange (NSE)	Regulation-19 Failure to comply with the composition of nomination and remuneration committee.  Regulation-17(1) Failure to comply with the composition of board of directors	The Stock Exchange (BSE & NSE) has imposed Fine of Rs.396,480/- each (Basic fine of Rs.336,000/- plus Rs.60,480/- as GST).	The company has paid a total fine of Rs. 396,480/-
3.	Bombay Stock Exchange (BSE) & National Stock Exchange (NSE)	Regulation-44(3) Non-submission of the voting results within the period provided under this regulation	The Stock Exchange (BSE & NSE) has imposed Fine of Rs.11800/- each (Basic fine of Rs.10,000/-plus Rs.1800/- as GST).	The company has paid a total fine of Rs. 11,800/-

**Establishment of vigil mechanism and affirmation that no personnel have been denied access to the audit committee:**

The Company has implemented a Vigil Mechanism Policy, whereby employees, directors and other stakeholders can report matters such as generic grievances, corruption, misconduct, fraud, misappropriation of assets and non-compliance to code of conduct to the Company. The policy safeguards

the whistle blowers to report concerns or grievances and also provides a direct access to the Chairman of the Audit Committee. During the financial year none of the personnel has been denied access to the audit committee. Vigil Mechanism Policy is available at the Company's website at <http://www.vaswaniindustries.com>

#### **Corporate Governance Compliance Certificate**

Compliance Certificate from M/s Mayank Arora & Co., Practicing Company Secretaries, as regarding compliance of conditions of corporate governance is annexed with corporate governance report.

#### **Disclosure of Accounting Treatment**

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards, notified under section 133 of the Companies Act, 2013 ("the Act") read together with paragraph 7 of the Companies (Accounts) Rules 2014.

#### **CEO and CFO Certification**

As required by Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CFO has given Compliance Certificate on financial statements to the Board of Directors.

#### **DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

I, Yashwant Vaswani, Chairman & Whole Time Director of the Company, hereby certify that all Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct in accordance with Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchange. Company has adopted a code of conduct for all Board members and senior management of the company which is posted on the website of the company. I further confirm that during the year, none of the Directors or any of the Key managerial persons had done any trading in shares of the Company in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year.

By order of the Board of Directors  
**For, Vaswani Industries Limited**

**Yashwant Vaswani**  
Whole-time Director  
DIN: 01627408

Date: 31.08.2023

**ANNEXURE-VI****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

<b>Particulars</b>	<b>Details</b>
Name of the subsidiary	
The date since when subsidiary was acquired	NIL
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	
Share capital	
Reserves & surplus	
Total assets	
Total Liabilities	
Investments	
Turnover	
Profit before taxation	
Provision for taxation	
Profit after taxation	
Proposed Dividend	
Extent of shareholding (in percentage)	

**Notes:** The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations : NIL
- Names of subsidiaries which have been liquidated or sold during the year : NIL

For, **Vaswani Industries Limited**

Yashwant Vaswani  
(Director)  
DIN: 01627408

Ashok Kumar Suri  
(Director)  
DIN: 00291897

Date: 31.08.2023  
Place: Raipur

**ANNEXURE-VII**

**FORM NO. AOC.2 – FOR FINANCIAL YEAR 2022-23**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

1. Details of contracts or arrangements or transactions not at arm's length basis –NOT APPLICABLE

2. Details of material contracts or arrangement or transactions at arm's length basis–

In lakhs

Name(s) of the Related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangement s/ transactions including the value, if any:	Date(s) of approval by board, if any:	Amount paid as advances,(if any):
Ravi Vaswani	Salary		60.00	14/02/2022	-
Yashwant Vaswani (WTD)	Remuneration	5 years	66.40	14/02/2022	-
Kushal Vaswani	Salary		60.00	14/02/2022	-
Sudha Vaswani (Director)	salary		36.00	14/02/2022	-
Manisha Vaswani	Remuneration		10.00	14/02/2022	-
	Salary		14.00		
Vaswani Steel Pvt. Ltd.	Associate Company	Unsecured loan	0.00		-
Kwality Foundry Industries	Sale of goods		1480.75	01/10/2021	-
	Purchase of goods		494.62		
C G Ispat Pvt Ltd	Sale of goods		10311.31	01/10/2021	-

	Purchase of goods		3153.01		
C G Ispat Pvt Ltd	Loan provided		2038.17	01/10/2021	-
	Interest received on loan provided		42.17		-
Babu Lal Baghwar	Remuneration		0.00		-
Sunita Thakur	Salary		1.67		-
Riya Thourani	Salary		1.46		-
Sakshi Agrawal	Salary		0.13		-

**For, Vaswani Industries Ltd.**

**Yashwant Vaswani**  
Whole-time Director  
DIN: 01627408

**Satya Narayan Gupta**  
Director  
DIN: 09517381

## **ANNEX URE-VIII**

# **MANAGEMENT DISCUSSION AND ANALYSIS**

Vaswani Industries, a renowned Chhattisgarh conglomerate, boasts a range of value-added offerings: Induction Furnace, Sponge Iron, Power, Steel Billets, Rolling Mill, TMT Bars, Forgings & Casting. With a legacy of dependable customer service and top-tier products, we've expanded our portfolio in response to evolving needs. Our foundation rests on superior quality, customer satisfaction, employee well-being, ethical conduct, and responsible corporate engagement.

### **GLOBAL ECONOMIC SCENARIO & OUTLOOK**

The global economic outlook for 2023 is uncertain. The International Monetary Fund (IMF) projects global growth to slow from 3.6% in 2022 to 2.8% in 2023, the lowest annual rate since the global financial crisis. This slowdown is being driven by a number of factors, including the war in Ukraine, rising inflation, and tighter monetary policy.

The war in Ukraine has disrupted global trade and investment, and has led to higher energy and food prices. Inflation is also rising in many countries, as supply chain disruptions and strong demand put pressure on prices. In response, central banks are raising interest rates, which is expected to slow economic growth.

The global economic outlook is overshadowed by risks like pessimism in the Chinese market, sustained decline in China's GDP growth, and rising inflation, adding to the prevailing uncertainty and impacting overall stability.

### **EMERGING MARKET AND DEVELOPING ECONOMIES (EMDE) OUTLOOK**

The 2023 outlook for Emerging Market and Developing Economies (EMDEs) is a blend of challenges and potential. Anticipated growth reduction from 4.6% (2022) to 4.1% arises due to a cooling global economy, elevated inflation, and tightening monetary policies. The Ukrainian conflict's impact on trade and investment adds to the complexity. Yet, positives emerge: Navigating the dynamics of the USA and European Union, China's "plus one" policy, escalating commodity prices, and fiscal support in specific EMDEs requires adept risk management and seizing opportunities. These factors collectively shape the path forward for EMDEs in the current year

### **INDIAN ECONOMY**

The Indian economy is projected to grow by 6.5% in 2023-24, making it the fastest growing major economy in the world. The growth will be driven by strong domestic demand, as well as investment in

infrastructure and manufacturing. However, the economy faces some headwinds, such as rising inflation and the ongoing war in Ukraine.

Here are some of the key factors that are expected to shape the Indian economy in 2023-24:

- **Strong domestic demand:** The Indian economy is expected to benefit from strong domestic demand, driven by rising incomes and consumption. This will be supported by the government's focus on providing social welfare benefits and infrastructure development.
- **Investment in infrastructure and manufacturing:** The government is also investing heavily in infrastructure and manufacturing, which will boost economic growth. This includes projects such as the National Infrastructure Pipeline and the Make in India initiative.
- **Rising inflation:** Inflation is expected to remain a challenge in 2023-24, due to factors such as rising commodity prices and supply chain disruptions. This could dampen consumer spending and slow economic growth.
- **Ongoing war in Ukraine:** The ongoing war in Ukraine is also a major risk to the Indian economy. The war has led to rising oil prices and disrupted global supply chains, which could have a negative impact on economic growth.

Overall, the Indian economy is expected to grow at a healthy pace in 2023-24. However, there are some risks that could dampen growth, such as rising inflation and the ongoing war in Ukraine.

## **BUSINESS OUTLOOK STEEL INDUSTRIES**

### **1. INDIA AND GLOBAL STEEL INDUSTRIES**

The global steel industry is expected to grow by 2.3% in 2023 and 1.7% in 2024, after a decline of 0.4% in 2022. The Indian steel industry is expected to grow by 7.3% in 2023 and 6.2% in 2024, after a growth of 18.4% in 2022. The growth of the Indian steel industry is being driven by strong domestic demand, as well as government initiatives to boost infrastructure development.

Here are some of the key factors that are expected to shape the global and Indian steel industry in 2023-2024:

- **Strong domestic demand:** The global economy is expected to grow at a healthy pace in 2023-2024, which will boost demand for steel. This will be supported by rising incomes and consumption, as well as government spending on infrastructure development.
- **Government initiatives:** Governments around the world are taking a number of initiatives to boost the steel industry. These include providing incentives to steel manufacturers and investing in infrastructure development.
- **Rising environmental concerns:** The steel industry is facing increasing pressure to reduce its carbon emissions. This is leading to a focus on green steel production, which uses renewable energy and recycled materials.

Overall, the global and Indian steel industry is expected to grow in 2023-2024. However, there are some risks that could dampen growth, such as rising inflation and geopolitical tensions

## **2. OPPORTUNITIES AND THREATS**

The largest contributor for the Steel demand continues to be the Construction and Infrastructure sector. With a likely realignment of global supply chains, India has the skill, resources and expertise to emerge as a location of choice. The Metals and Mining sector in India is expected to witness a major reform in the next few years, owing to reforms such as Atmanirbhar Bharat and Make in India Campaign. The Cabinet Committee on Economic Affairs (CCEA) has approved commercial coal and iron ore mining for private sector and the methodology of allocating mines via auction and allotment, thereby prioritizing transparency, ease of doing business and ensuring the use of natural resources for national development.

The key threat to the steel industry continues to be the smooth availability and the price volatility of iron ore and coal, which are the key raw materials. The non-availability of non coking coal and the rising prices of Iron Ore might pose significant challenge in the future.

### **OPPORTUNITIES**

The steel sector presents significant opportunities for Indian companies. With escalating infrastructure development and robust demand, the industry offers a chance to capitalize on domestic growth. Expanding into value-added products, adopting sustainable practices, and leveraging technological advancements can enhance competitiveness. Additionally, India's position as a global steel hub, coupled with favorable government initiatives, creates a favorable landscape for companies to innovate, diversify, and thrive in the steel sector. The allocation for various schemes like Pradhan Mantri Awas Yojana (PMAY) scheme, Jal Jeevan Mission will also have a positive impact on long steel players. Further, the restrictions imposed on the export from Russia, which is the 2nd largest steel exporter (followed by China) to the European Union will also create opportunity for export to the Indian steel makers.

### **THREATS**

The Indian steel industry faces a mix of challenges in its path to growth. Escalating input costs are squeezing margins, while fierce competition from China's low-cost production poses a substantial threat. Stricter environmental regulations are also driving up production costs, and mounting trade barriers from global players like the US and the EU are adding further complexity. Geopolitical tensions, exemplified by the war in Ukraine, have the potential to disrupt international trade and investments, thereby impacting the resilience of the Indian steel sector. Strategic adaptation and innovation will be pivotal in navigating these intricate challenges.

### **SUSTAINABILITY**

Embracing sustainability, our company forges a greener future. Through innovative processes, we reduce carbon emissions, conserving energy and preserving resources. Our commitment to recycling minimizes waste, while eco-friendly technologies enhance efficiency. We prioritize ethical sourcing, ensuring responsible industrial practices. By fostering a safe and inclusive workplace, we empower our diverse workforce. Collaboration with local communities advances shared prosperity. From production to delivery, sustainability guides every step, creating steel that builds progress while safeguarding the planet. Together, we shape a sustainable tomorrow through unwavering dedication to environmental consciousness and social well-being.

## **MATERIAL DEVELOPMENTS IN HUMAN RESOURCE/INDUSTRIAL RELATIONS**

The Company's HR vision is to build an organization, where everyone is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence with organizational objectives. The Company continues to maintain healthy work environment and constructive relationship with its employees with a continuing focus on productivity and efficiency. The Company believes that its success is driven by the success of its people, who are at the core of everything the Company does. Keeping this in mind, the Company has invested significantly in the professional development of employees through training and leadership development programs. The Company has maintained healthy and cordial industrial relations during the year

## **RATIO ANALYSIS**

<b>S.No.</b>	<b>Particulars</b>	<b>FY.2023</b>	<b>FY.2022</b>	<b>%change</b>	<b>Reason</b>
1	Debt equity Ratio	0.32	0.49	34.69%	Reduction in Debt
2	Current ratio	1.82	1.46	-24.66%	Reduced Short-Term Debt
3	Debt service coverage ratio	3.18	3.3	3.64%	Better Cash Flow
4	Return on equity	5.48	4.23	-29.55%	Better profitability
5	Inventory turnover ratio	8.91	8.9	-0.11%	No significant variation
6	Net capital turnover	6.87	9.29	26.05%	Increase in Inventory cost

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Our company maintains an appropriate internal control system aligned with our scale and business nature. This system ensures reliable financial and operational data, legal compliance, asset protection, and adherence to corporate policies. A robust business planning system establishes operational targets and benchmarks, promptly enabling corrective measures. We've engaged an independent professional firm for thorough internal audits, ensuring the efficacy of our risk management and governance. This objective review offers assurance on our controls' sufficiency and effectiveness.

## **CAUTIONARY STATEMENT**

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
Vaswani Industries Limited  
Bahesar Road, Near Cycle Park,  
VILL - Sondra Phase-II,  
Industrial Area, Siltara,  
Raipur (C.G.) 493221

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) and according to our examination of the relevant records and information provided by M/s. VASWANI INDUSTRIES LIMITED ('the Company') having CIN L28939CT2003PLC015964 and based on representation made by the Management of the Company the purpose of issuing a Certificate as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the LODR Regulations') read with Part C of Schedule V of the LODR Regulations, I hereby certify that NONE of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>
1	Rituraj Peswani	00040277
2	Ashok Kumar Suri	00291897
3	Satyawati Parashar	00761009
4	Yashwant Vaswani	01627408
5	Babu Lal Baghwar	08430962
6	Satya Narayan Gupta	09517381
7	Chittaranjan Parida	10049650

Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mayank Arora & Co,  
Company Secretaries  
(ICSI Unique Code S2014MH267200)

Mayank Arora  
Partner  
Membership No. F10378  
COP No.: 13609

Place: Mumbai  
Date: 15/06/2023  
UDIN: F010378E000489703  
PR No. : 679/2020

## **CEO/CFO CERTIFICATION**

I, Kushal Vaswani, Chief Financial Officer of the Company do here by certify to the Board that:

- a. We have reviewed financial statements and the cash flow statement for the year ending 31<sup>st</sup> March, 2023 and that to the best of their knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date: 28/08/2023

Place: Raipur (C.G.)

Kushal Vaswani  
Chief Financial Officer

## CERTIFICATE OF CORPORATE GOVERNANCE

To,  
The Members,  
**VASWANI INDUSTRIES LIMITED**  
Bahesar Road, Near Cycle Park,  
Vill - Sondra Phase-11,  
Industrial Area, Siltara  
Raipur CT - 493 221

We have examined all relevant records of VASWANI INDUSTRIES LIMITED, (the "Company") for the purpose of certifying the compliance of conditions of Corporate Governance for the year ended 31st March, 2023 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015), subject to following observations:

1. Pursuant to Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015, the Listed Entity did not have half of the board of directors as Independent directors till 12% August, 2022.
2. As required by Regulation 29 of SEBI (LODR) Regulations, 2015, the Listed Entity has failed to give intimation Stock Exchange at least five days in advance for Board Meeting held on 14" August, 2022.
3. Pursuant to Regulation 47 of SEBI (LODR) Regulations, 2015, the Listed Entity has failed to publish the financial results within 48 hours from the conclusion of the Board meeting held on 13<sup>th</sup> August, 2022.

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

In our opinion and to the best of my information and according to the explanations given to me, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015, subject to observations as mentioned above.

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

**For Mayank Arora & Co.,  
Company Secretaries  
(ICSI Unique Code P2023MH094900)**

Mayank Arora  
Partner  
Membership No.: F10378  
COP No.: 13609

Place: Mumbai  
Date: 15/06/2023  
UDIN number: FO010378E000489681



- (ii) Note No. 27 (b) to the standalone Financial statements which describes regarding certain disclosures relating to Micro/Small/Medium Enterprises

### **Key Audit Matters**

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

#### **Key Audit Matter:**

##### *Evaluation of Uncertain Tax Position*

The company has uncertain tax positions including matter under dispute which involves significant judgment to determine the possible outcome of these disputes.

Refer Note no. 29 of Financial Statement

#### **Audit Response:**

##### *Principal Audit Procedure*

Obtained details of completed tax assessment and demand for the year ended March 31, 2023 from management. We involved our internal expert to change the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedent and other ruling and evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of the new information in respect of uncertain tax as at April 1, 2022 to evaluate whether my change was required to management's position on these uncertainties.

### **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal

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

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

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought & obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of 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( including other comprehensive income), statement of changes in equity and the cash flow statement dealt with by this report are in agreement with the books of accounts;
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the Basis of written representations received from the Directors as on March 31st, 2023, taken on record by Board of Directors, none of the Directors is disqualified as on March 31st, 2023, from being appointed as a Director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the Internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B' to this report.
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, In our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements refer Note No. 29 to the financial statements.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
  - h) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

- i) With respect to reporting regarding advances, loans & investments, further lending or investing other than disclosed in the notes to financial statements: -
  - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) 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 sub-clause (a) and (b) contain any material misstatement.
  - d) The company has not declared any dividend during the year under audit.

**FOR, AMITABH AGRAWAL & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO.006620C**

**(AMITABH AGRAWAL)  
PARTNER  
M.NO.075315**

**UDIN – 23075315BGYVDN6148**

**PLACE: RAIPUR (C.G.)  
DATED: 29.05.2023**

## **ANNEXURE “A” TO THE AUDITORS’ REPORT**

**[Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” of our Report of even date to the members of**

**VASWANI INDUSTRIES LTD.**

**on the accounts of the company for the year ended 31st March, 2023]**

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- (i) In respect of its Property, Plant and Equipment :
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment.
  - b) The major Property, Plant and Equipment assets have been physically verified by the management on a sample basis during the year and in our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its Property, Plant and Equipment . As informed to us, no material discrepancies noticed on such verification.
  - c) We have inspected the original title deeds of immovable properties of the company held as Property, Plant and Equipment which are in the custody of the company. We have obtained third party confirmations in respect of immovable properties of the company held as Property, Plant and Equipment which are in the custody of third parties such as mortgages. Based on our audit procedures and the information and explanation received by us, we report that all title deeds of immovable properties of the company held as Property, Plant and Equipment are held in the name of the company. However, we express no opinion on the validity of the title of the company to these properties.
  - d) According to the information and explanation given to us and on the basis of our examination of the records of the company, the company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
  - e) According to the information and explanation given to us and on the basis of our examination of the records of the company, there are no proceeding initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made there under.
- (ii) a) As explained to us and according to the information provided by the management, the inventory has been physically verified at reasonable interval during the year by the management. The discrepancies noticed on verification between physical stock and book stocks, wherever ascertained were not significant and have been properly dealt in the books of the accounts.

b) The company has been sanctioned working capital limits in excess of five crores rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. We have considered the quarterly return/statement filed by the company till date for the period under audit.

The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company other than those mentioned below

<b>(Rs. In lakhs)</b>					
<b>Name of Bank</b>	<b>Particulars</b>	<b>Quarter</b>	<b>As per Statement</b>	<b>As per book of accounts</b>	<b>Reason for Difference</b>
SBI, IDBI, UBI & HDFC	Short term borrowings, Sundry Creditors & Other Current Liabilities	Qtr – 1 (FFR – 1)	7903.09	8812.46	Due to omission of some items of current liabilities in FFR submitted to banks
	Short term borrowings, Sundry Creditors & Other Current Liabilities	Qtr – 2 (FFR – 1)	7638.52	9432.01	
	Short term borrowings, Sundry Creditors & Other Current Liabilities	Qtr – 3 (FFR – 1)	6959.58	9411.74	

- (iii) In our opinion and according to the information and explanations given to us, the Company has made investment in and has not granted any loans, secured or unsecured or provided any guarantee or security to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the company.
- (iv) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the act, with respect to the loans and investments made. The company has neither issued any guarantee nor has provided any security on behalf of any party.
- (v) In our opinion and according to the information and explanation given to us, the Company did not receive any deposits covered under section 73 to 76 of the company Act and rules framed there under with regards to deposits accepted from the public during the year.

(vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of these accounts & records with a view to determining whether they are accurate or complete.

(vii) In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, Employee State Insurance, income tax, sales tax, service tax, duty of Excise, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable.

b) However as per records and according to the information and explanation given to us, the following dues of sales tax, wealth tax, custom duty, excise duty, vat have not been deposited by the company with the concerned authorities on account of dispute :-

Name of the statute	Nature of the dues	Amount (Rs. In Lakhs)	Period which amounts relate to	Forum where pending
Central Custom Laws	Custom Duty	86.02	2012-13	Appellate Tribunal Bangalore (CESTAT)
Sales tax	Entry tax, CST & VAT	0.57 42.72 6.30	2007-08	Commissioner Appeal Sales tax Raipur.
Sales tax	Entry tax, CST & VAT	9.71 16.23	2008-09	Commissioner Appeal Sales tax Raipur
Sales tax	Entry tax, CST & VAT	Nil 13.21	2009-10	Commissioner Appeal Sales tax Raipur
Sales tax	Entry tax, CST & VAT	8.85 62.31	2010-11	Commissioner Appeal Sales tax Raipur

(viii) According to the information & explanations given to us, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the income Tax Act, 1961 as income during the year.

(ix) a) According to the information & explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.

- b) According to the information & explanations given to us, the Company has not been declared a willful defaulter by any bank or financial institution or government authority.
- c) In our opinion and according to the information & explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- d) According to the information and explanation given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- e) According to the information and explanation given to us and on an overall examination of the standalone financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries, as defined in the act.
- f) According to the information and explanation given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities in its subsidiaries (as defined in the act).
- (x) a) According to the information and explanations given to us and records of the company examined by us, the company has not raise money by way of further public offer (including debt instruments) during the year.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xi) a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of companies (Audit and Auditors) Rules, 2014 with the central Government.
- c) We have not received any whistle blower complaints during the course of our audit.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, and based on our examination of the records of the company, the transactions with the related parties are in compliance with Section 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statement as required by applicable accounting standards wherever required.

- (xiv) a) According to the information and explanation provided to us and our audit procedures, in our opinion the company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the company issued till date for the period under audit.
- (xv) According to the information and explanations given to us, and based on our examination of the records of the company, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Companies Act, 2013. Accordingly, clause 3 (xv) of the order is not applicable to the Company and hence not commented upon.
- (xvi) a) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a),(b),(c) of the order is not applicable.
- b) In our opinion, there is no core investment company within the group (as defined in the core investment companies(Reserve Bank) Directions,2016) and accordingly reporting under clause 3(xvi) (d) of the order is not applicable.
- (xvii) The company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) In our opinion and according to the information and explanation given to us, there is no unspent amount under sub-section (5) of section 135 of the act pursuant to any project, accordingly, clauses 3(xx)(a) and 3(xx)(b)of the order are not applicable.

(xxi) The reporting under clause 3(xxix) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**FOR, AMITABH AGRAWAL & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO.006620C**

**(AMITABH AGRAWAL)  
PARTNER  
M.NO.075315**

**UDIN - 23075315BGYVDN6148**

**PLACE: RAIPUR (C.G.)  
DATED: 29.05.2023**

## **ANNEXURE B TO THE AUDITORS' REPORT**

**[Referred to in paragraph 2 (F) under “Report on Other Legal and Regulatory Requirements” of our Report of even date to the members.**

**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 **VASWANI INDUSTRIES LTD.** ('the Company') as of 31 March 2023 in conjunction with our audit of the 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 the 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 of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') 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, 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 were 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 standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

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

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

### **Opinion**

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the criteria for internal financial control over financial reporting 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, AMITABH AGRAWAL & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO.006620C**

**AMITABH AGRAWAL  
(Partner)  
M.NO.075315**

**UDIN – 23075315BGYVDN6148**

**PLACE: RAIPUR (C.G.)  
DATED: 29.05.2023**

# VASWANI INDUSTRIES LIMITED

CINNO:L28939CT2003PLC015964

Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase - II, Raipur (C.G.) STANDALONE BALANCE SHEET AS AT 31 MARCH 2023

S.NO.	Particulars	Note	Asat March 31, 2023	Asat March 31, 2022	
			in lakhs	in lakhs	
<b>I</b>	<b>ASSETS</b>				
	<b>A Non-current Assets</b>				
	a Property, Plant & Equipment	1	5120.52	5408.48	
	b Capital Work in Progress		-	-	
	c Investment property		-	-	
	d Goodwill		-	-	
	e Other Intangible Assets		-	-	
	f Intangible assets under development		-	-	
	g Biological Assets other than bearer plants		-	-	
	h Financial Assets		-	-	
	(i) Investments	2	725.09	721.88	
	(ii) Trade receivables		-	-	
	(iii) Loans & Advances	3	991.32	2543.42	
	Deferred tax assets (net)		-	-	
	d Other non-current assets	4	637.33	287.58	
	<b>Total Non Current Assets</b>	<b>A</b>	<b>7474.26</b>	<b>8961.35</b>	
<b>B</b>	<b>Current Assets</b>				
	a Inventories	5	4900.92	3895.13	
	b Financial Assets		-	-	
		(i) Investments		-	-
		(i) Trade receivables	6	4915.03	5007.55
		(ii) Cash and cash equivalents	7	122.91	95.80
		(iii) Bank balances other than (ii) above	8	1072.36	744.07
		(iv) Loans & Advances	3	1053.03	2758.39
		(v) Others		-	-
		(vi) Others		-	-
	c Current Tax Assets (Net)		-	-	
	d Other current assets	4	573.25	237.60	
	<b>Total Current Assets</b>	<b>B</b>	<b>12637.51</b>	<b>12738.54</b>	
	<b>Total Assets</b>	<b>I=(A+B)</b>	<b>20111.77</b>	<b>21699.89</b>	
<b>II</b>	<b>Equity and Liabilities</b>				
	<b>Equity</b>				
	a Equity Share Capital	9	3000.00	3000.00	
b Other Equity	10	8264.72	7682.71		
	<b>Total Equity</b>	<b>II</b>	<b>11264.72</b>	<b>10682.71</b>	
<b>III</b>	<b>Liabilities</b>				
	<b>A Non Current Liabilities</b>				
	a Financial Liabilities				
		i. Borrowings	11	960.40	1493.14
		ii. Lease liabilities		-	-
		iii. Trade payables		-	-
		iv. Other financial liabilities (other than those specified in item (b))		-	-
		Provisions	14	83.18	61.76
b Deferred tax liabilities (Net)			871.87	753.72	
c Other non-current liabilities			-	-	
	<b>Total Non Current Liabilities</b>	<b>A</b>	<b>1915.45</b>	<b>2308.62</b>	
<b>B</b>	<b>Current Liabilities</b>				
	a Financial Liabilities				
		i. Borrowings	11	2624.39	3792.95
		ii. Lease liabilities		-	-
		iii. Trade payables	13	-	-
		- Dues of Micro & Small Enterprises		-	-
		- Dues of Others		3527.12	3799.30
		iv. Other financial liabilities (other than those specified in item (c))		-	-
b Current tax liabilities	12	65.97	172.70		
c Provisions	14	714.13	943.61		
d Current Tax Liabilities (Net)			-	-	
	<b>Total Current Liabilities</b>	<b>B</b>	<b>6931.60</b>	<b>8708.56</b>	
	<b>Total Liabilities</b>	<b>III=(A+B)</b>	<b>8847.05</b>	<b>11017.18</b>	
	<b>Total Equity and Liabilities</b>	<b>II+III</b>	<b>20111.77</b>	<b>21699.89</b>	

The accompanying notes form an integral part of Standalone Financial Statements

As per our report of even date attached

**For Amitabh**

**Agrawal & Co. Chartered**

**Accountants Firm Regn. No.**

**006620C**

**(AMITABH AGRAWAL)**

**Partner**

**M.No.075315**

**UDIN:23075315BGYVDN6148**

Place: Raipur

Date: 29.05.2023

**BY ORDER OF THE BOARD  
FOR VASWANI INDUSTRIES LIMITED**

**YASHWANT VASWANI**

**DIRECTOR**

**DIN:01647208**

**SATYANARAYAN GUPTAD**

**DIRECTOR**

**DIN:09517381**

**KUSHAL VASWANI**

**CFO**

**SAKSHI AGRAWAL**

**COMPANY SECRETARY**

**M.NO.70486**



# VASWANI INDUSTRIES LIMITED

CIN: L28939CT2003PLC015964

Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase -  
II, Raipur (C.G.) STANDALONE CASH FLOW STATEMENT AS AT 31ST MARCH 2023

	Asat March 31, 2023	Asat March 31, 2022
	`in lakhs	`in lakhs
<b>A) Cash flow from operating activities:-</b>		
1. Net profit/(loss) before taxes and exceptional items	1074.77	722.18
<b>Adjustments for:-</b>		
Depreciation	365.98	365.32
Interest charged to P&LA/cLos	855.07	887.44
Loss on sale of fixed asset/Other non-cash items	-	15.96
2. Operating profit before working capital changes	2295.82	1990.90
<b>Adjustments for:-</b>		
Decrease/(increase) in current assets and others	1472.02	-2278.97
Increase/(decrease) in payables	-774.83	279.16
<b>Cash generated from operations</b>	<b>2993.00</b>	<b>-08.91</b>
Direct taxes paid	-	-
<b>Net cash from operating activity (A)</b>	<b>2993.00</b>	<b>-08.91</b>
<b>B) Cash Flow From Investing Activities:-</b>		
Purchase of fixed assets	-78.02	-181.75
Loss on sale of fixed assets	-	09.11
Receipt from investment	-03.21	-
<b>Net cash from investing activity (B)</b>	<b>-81.24</b>	<b>-172.64</b>
<b>C) Cash flow from financing activities:-</b>		
Proceed from bank borrowing (net) Interest paid	-1701.29	1122.07
	-855.07	-887.44
<b>Net cash from financing activities (C)</b>	<b>-2556.36</b>	<b>234.63</b>
<b>D) Net increase/(decrease) in cash &amp; cash equivalents (A)+(B)+(C)</b>	<b>355.40</b>	<b>53.08</b>
<b>E) Cash and cash equivalent at beginning of the Year</b>	<b>839.87</b>	<b>786.79</b>
<b>F) Cash and cash equivalent at end of the Year (D+E)</b>	<b>1195.27</b>	<b>839.87</b>

NOTE:-

Previous Year figures have been regrouped/recast wherever necessary.

The accompanying notes form an integral part of Standalone Financial Statements

**For Amitabh Agrawal & Co.**  
**Chartered Accountants Firm**  
**Regn. No. 006620C**

FOR VASWANI INDUSTRIES LIMITED

**(AMITABH AGRAWAL)**  
**Partner**  
**M.No. 075315**  
**UDIN : 23075315BGYVDN6148**

**YASHWANT VASWANID**      **SATYANARAYAN GUPTA**  
**DIRECTOR**                      **DIRECTOR**  
**DIN:01647208**                  **DIN:09517381**

Place: Raipur  
Date: 29.05.2023

**KUSHAL VASWANI**              **SAKSHI AGRAWAL**  
**CFO**                                  **COMPANY SECRETARY**  
**M.NO. 70486**

# **VASWANI INDUSTRIES LTD.**

## **SIGNIFICANT ACCOUNTING POLICIES**

**a. Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted Ind AS from 1st april 2017.

**b. Basis of Accounting**

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India, Accounting Standards notified under Section 133 of the Companies Act, 2013 and other relevant provisions thereof. The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialized. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 2013. Based on the nature of activity rendered by the Company and the time between the cost incurred and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. The financial statements are presented in Indian rupees rounded off to the nearest rupees.

**c. Use of Estimates**

The presentation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumption to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**d. Property, Plant & Equipment (PPE)**

Tangible assets are stated at cost of acquisition (inclusive of freight) or construction net of CENVAT /Tax credit, less accumulated depreciation and impairment loss, if any. All costs, including financial costs till commencement of commercial production and adjustment arising from exchange rate variations attributable to the fixed assets are capitalized.

e. **Capital Work- in- progress**  
Project under commissioning and other capital work-in- progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest

f. **Depreciation**

a) Depreciation on fixed assets has been provided on Straight Line Method Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

b) Depreciation on addition to / deduction from fixed assets is being provided on pro-rata basis from/ to the date of acquisition/ disposal.

g. **Inventories**

Inventories i.e. stores consumables are valued at cost (exclusive of duties & taxes). By Products are valued at estimated realizable value. Raw Materials are valued at cost plus freight using Weighted Average Cost (WAC) method. Finished Goods are valued at cost or net realizable value (NRV) whichever is lower. Finished goods include cost of conversion and other cost for bringing it in the present location and condition including depreciation.

h. **Impairment of Assets**

**(i) Financial assets (other than a fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**(ii) Non-Financial assets:**

**Property, plant and equipment and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

i. **Financial Instruments**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

**Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**Financial assets at amortized cost**

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

**Financial assets at fair value through other comprehensive income**

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

**Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

### **Financial liabilities at fair value through profit or loss**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

#### **j. Revenue**

The Company manufactures and sells a range of steel and other products.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the retrospective effect method. The adoption of the new standard did not have a material impact on the Company.

### **Sale of products**

Revenue from sale of products is recognised when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. Sale of products include related ancillary services, if any.

Goods are often sold with volume discounts based on aggregate sales over a 12 months period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the most likely method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are generally made with a credit term of 30-90 days, which is consistent with market practice. Any obligation to provide a refund is recognised as a provision. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year.

As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

### **Sale of power**

Revenue from sale of power is recognised when the services are provided to the customer based on approved tariff rates established by the respective regulatory authorities. The Company doesn't recognise revenue and an asset for cost incurred in the past that will be recovered.

**k. Other income**

Interest income is accounted on an accrual basis. Dividend income is accounted for when the right to receive income is established.

**l. Borrowing Cost**

The Borrowing costs that are attributable to the acquisition or construction or production of the qualifying assets are capitalized as per the cost of such assets up to the date when such assets are ready for its intended use. All other borrowing costs are charged to the Profit & Loss A/c.

**m. Accounting for Taxes on Income**

- (a) Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations.
- (b) Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between taxable profit and the profit as per the financial statement. Deferred tax assets & liabilities are measured using the tax rates and the tax laws enacted or substantially enacted as on the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty for its realization.
- (c) The taxable income of the company being lower than the book profits under the provision of the income tax act 1961. The company is liable to pay Minimum Alternate tax (MAT) on its income.
- (d) Considering the future profitability & taxable position in the subsequent years the company has recognized MAT Credit as an assets by crediting the provision for income tax & including the same under Loans & advances in accordance with the Guidance note on "Accounting for Credit available in respect of MAT under Income Tax Act 1961" issued by the Institute of Chartered Accountant of India.

**n. Cash Flow Statement**

Cash flows are reported using the indirect method prescribed in the relevant Accounting Standard , whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**o. Foreign Currency Transaction**

The financial statements of the Company are presented in Indian Rupees (‘’), which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in currencies other than the Company’s functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on translation of long-term foreign currency monetary items recognised in the financial statements before the beginning of the first Ind AS financial reporting period in respect of which the Company has elected to recognise such exchange differences in equity or as part of cost of assets as allowed under Ind AS 101-“First-time adoption of Indian Accounting Standards” are added/deducted to/ from the cost of assets as the case may be. Such exchange differences recognised in equity or as part of cost of assets is recognised in the statement of profit and loss on a systematic basis.

Exchange differences arising on the re-translation or settlement of other monetary items are included in the statement of profit and loss for the period.

**p. Provision and Contingencies**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statement.

q. **Employee Benefits:-**

- a. Provident Fund is a defined contribution scheme and the contributions are charged to the Profit & Loss A/c of the year when the contributions to the Government Funds is due.
- b. Gratuity Liability is defined benefit obligations and is provided for on the basis of Actuary Valuation obtained from Registered Actuary.
- c. Short Term Compensated absences are provided for based on estimates. Long Term compensated absences are provided for based on actuarial valuation.
- d. Actuarial gains / losses are immediate taken to the profit & loss account and are not deferred.
- e. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

r. **Segment Reporting:-**

- a) **Business Segment:** - The accounting policies adopted for segment reporting are in the line with the accounting policies of the company. Segment Revenue, Segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, Expenses, Assets, Liabilities which relates to the company as whole and not allocable to segment on reasonable basis have been included under “Unallocated revenue/ expenses/ assets/ liabilities”.
- b) **Geographical Segment:** - The Company sells its products within India. The condition prevailing in India being uniform. So no separate geographical segment disclosure is considered necessary.

s. **Research & Development Expenditure:-**

Revenue expenditure pertaining to research is charged to the Profit and Loss Statement. Development costs of products are charged to the Profit and Loss Statement unless a product's technological feasibility has been established, in which case such expenditure is capitalized.

t. **Intangible assets:-**

Cost incurred on intangible assets, resulting in future economic benefits are capitalized as intangible assets and amortized on equated basis over the estimated useful life of such assets.

u. **Events Occurring After the Balance Sheet Date:**

Events occurring after the balance sheet date and related to circumstances existing on the Balance Sheet are accounted for. Events not related to circumstances existing on the Balance Sheet date are disclosed by way note to accounts.

**VASWANI INDUSTRIES LIMITED**

CIN:L28939CT2003PLC015964

Regd.Off.: -Bahesar Road, Near Cycle Park, Vill. -Sondhra, Siltara Phase-II, Raipur (C.G.)

**STATEMENT OF CHANGES IN EQUITY**

**A. Equity Share Capital**

Balance as at April 1, 2022 (Rs. in Lakh)	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the current reporting period	Changes in equity Share Capital during the Year	Balance as at March 31, 2023 (Rs. in lakhs)
3000.00	-	-	-	3000.00
Balance as at April 1, 2021 (Rs. in lakhs)	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the current reporting period	Changes in equity Share Capital during the Year	Balance as at March 31, 2022 (Rs. in lakhs)
3000.00	-	-	-	3000.00

in lakhs

**B. Other Equity**

		Share application on pending allotment	Equity component of financial instrument	Reserve and Surplus					Total
				Revaluation Reserve	Securities Premium Reserve	General Reserve	Misc. Expenditure	Retained Earnings (Surplus/deficit in profit & loss account)	
<b>Balance as at April, 2022</b>	A	-	-	765.73	4864.77	198.55	-	1853.65	7682.71
Profit for the year	B	-	-	-	-	-	-	601.13	601.13
Other Comprehensive Income	C	-	-	-	-	-	-	-19.12	-19.12
Transfer to the P/L account	D	-	-	-	-	-	-	-	-
<b>Total comprehensive</b>	<b>E=B+C</b>	-	-	-	-	-	-	<b>582.01</b>	<b>582.01</b>
Dividends	F	-	-	-	-	-	-	-	-
Transfer to General Reserve	G	-	-	-	-	60.11	-	-60.11	-
<b>Balance as at March, 2023</b>	<b>H</b>	-	-	<b>765.73</b>	<b>4864.77</b>	<b>258.67</b>	-	<b>2375.55</b>	<b>8264.72</b>
<b>Balance as at April, 2021</b>	A	-	-	765.73	4864.77	154.33	-	1451.48	7236.31
Profit for the year	B	-	-	-	-	-	-	442.27	442.27
Other Comprehensive Income	C	-	-	-	-	-	-	04.13	04.13
Transfer to the P/L account	D	-	-	-	-	-	-	-	-
<b>Total comprehensive</b>	<b>E=B+C</b>	-	-	-	-	-	-	<b>446.40</b>	<b>446.40</b>
Dividends	F	-	-	-	-	-	-	-	-
Transfer to General Reserve	G	-	-	-	-	44.23	-	-44.23	-
<b>Balance as at March, 2022</b>	<b>H</b>	-	-	<b>765.73</b>	<b>4864.77</b>	<b>198.55</b>	-	<b>1853.65</b>	<b>7682.71</b>

As per our report of even date attached

**For Amitabh Agrawal & Co.**

**Chartered Accountants**

**Firm Regn. No. 006620C**

**BY ORDER OF THE BOARD**

**FOR VASWANI INDUSTRIES LIMITED**

**(AMITABH AGRAWAL)**

**Partner**

**M.No. 075315**

**UDIN: 23075315BGYVDN6148**

**YASHWANT VASWANI**

**DIRECTOR DIN**

**:01647208**

**SATYANARAYAN GUPTA**

**DIRECTOR DIN**

**:09517381**

**KUSHAL VASWANI**

**CFO**

**SAKSHI AGRAWAL**

**COMPANY SECRETARY**

**M.NO. 70486**

Place: Raipur

Date: 29.05.2023

**VASWANI INDUSTRIES LIMITED**

Regd. Off.: -Bahesar Road, Near Cycle Park, Vill.-Sondhra, Siltara Phase-II, Raipur (C.G.) **[NOTE-1]**

**FIXED ASSETS**

in lakhs

NAME OF ASSETS	GROSS BLOCK					DEPRECIATION							NET BLOCK	
	OPENING BALANCE AS ON 01.04.2022	ADD/(LESS) ON REVALUATION OF ASSETS	ADDITION DURING THE YEAR	DEDUCTION /ADJUSTMENTS DURING THE YEAR	TOTAL AS ON 31.03.2023	DEP. OPENING AS ON 01.04.2022	DEPRECIATION DURING THE PERIOD	DEPONDUCATION/WITHDRAWN DURING THE PERIOD	DEPONDUCATION/ADJUSTMENTS	NET DEPRECIATION CHARGE ABLE DURING THE PERIOD	DEPREVIATION ON SALE	TOTAL AS ON 31.03.2023	BALANCE AS ON 31.03.2023	BALANCE AS ON 31.03.2022
<b>SPONGE DIVISION</b>														
FREEHOLD LAND	1049.94	-	-	-	1049.94	-	-	-	-	-	-	-	1049.94	1049.94
GARDEN	01.11	-	-	-	01.11	01.11	-	-	-	-	-	01.11	-	-
SITE DEVELOPMENT & BOREWELL	82.50	-	04.66	-	87.15	51.29	18.99	-	-	18.99	-	70.29	16.87	31.20
BUILDING & CIVIL WORK (SPONGE)	541.62	-	-	-	541.62	255.23	19.49	-	-	19.49	-	274.72	266.90	286.39
PLANT & MACHINERY (K-1)	808.30	-	-	-	808.30	588.64	27.21	-	-	27.21	-	615.85	192.46	219.67
PLANT & MACHINERY (K-2)	712.98	-	-	-	712.98	499.73	26.46	-	-	26.46	-	526.19	186.79	213.25
PLANT & MACHINERY (K-3)	902.72	-	-	-	902.72	425.14	35.50	-	-	35.50	-	460.64	442.08	477.58
PLANT & MACHINERY (CRUSHER DIVI)	354.81	-	-	-	354.81	202.45	24.42	-	-	24.42	-	226.87	127.94	152.37
JAW CRUSHER	07.17	-	-	-	07.17	06.81	-	-	-	-	-	06.81	0.36	0.36
TOOLS & EQUIPMENTS	0.56	-	-	-	0.56	0.53	-	-	-	-	-	0.53	0.03	0.03
POLLUTION CONTROL EQ. (SPONGE)	307.78	-	-	-	307.78	289.29	0.27	-	-	0.27	-	289.56	18.22	18.49
SOLAR PANEL	17.50	-	-	-	17.50	0.67	0.67	-	-	0.67	-	0.13	16.17	16.84
<b>COMMERCIAL VEHICLE</b>														
VEHICLE (JCB Loader)	134.47	-	35.95	-	170.42	90.25	07.62	-	-	07.62	-	97.87	72.55	44.22
HWY AJB3513 & CG04JA5012 & 5013	29.52	-	-	-	29.52	14.48	03.48	-	-	03.48	-	17.96	11.56	15.04
MINIBUS	08.61	-	-	-	08.61	08.61	-	-	-	-	-	08.61	-	-
CG04JB/0822 (DI207)	04.52	-	-	-	04.52	04.52	-	-	-	-	-	04.52	-	-
BOLEO PICKUP	-	-	06.97	-	06.97	-	0.71	-	-	0.71	-	0.71	06.25	-
ELECTRICAL INSTALLATION (K-1)	79.59	-	-	-	79.59	79.59	-	-	-	-	-	79.59	-	-
ELECTRICAL INSTALLATION (K-2)	83.96	-	-	-	83.96	83.96	-	-	-	-	-	83.96	-	-
ELECTRICAL INSTALLATION (K-3)	135.04	-	-	-	135.04	128.29	-	-	-	-	-	128.29	06.75	06.75
GENERATOR SET (500 KVA)	22.50	-	-	-	22.50	11.96	0.39	-	-	0.39	-	12.36	10.14	10.54
OFFICE EQUIPMENTS (SPONGE)	25.30	-	04.69	-	29.99	14.47	02.24	-	-	02.24	-	16.71	13.28	10.83
COMPUTER & SOFTWARE (SPONGE)	67.87	-	0.11	-	67.98	67.47	0.13	-	-	0.13	-	67.60	0.38	0.41
FURNITURE & FIXTURES (SPONGE)	11.67	-	10.02	-	21.70	07.75	0.47	-	-	0.47	-	08.21	13.48	03.93
LAB EQUIPMENT	05.81	-	-	-	05.81	05.77	0.00	-	-	0.00	-	05.78	0.03	0.03
CG04HN8164 (HERO MOTORCYCLE)	0.44	-	-	-	0.44	0.42	-	-	-	-	-	0.42	0.02	0.02
CG18B8789 (MOTORCYCLE)	0.19	-	-	-	0.19	0.18	-	-	-	-	-	0.18	0.01	0.01
CG04K9343 (CDDAWN)	0.39	-	-	-	0.39	0.38	-	-	-	-	-	0.38	0.02	0.02
TWO WHEELER (SUZUKI ACCESS)	0.81	-	-	-	0.81	0.10	0.10	-	-	0.10	-	0.20	0.61	0.70
<b>FOUR WHEELER</b>														
MARUTI VAN CG04HA/4204	04.48	-	-	-	04.48	0.78	0.43	-	-	0.43	-	01.22	03.26	03.70
AUDI Q5 CAR	49.83	-	-	-	49.83	49.83	-	-	-	-	-	49.83	-	-
WEIGHING MACHINE (SPONGE)	09.10	-	-	-	09.10	07.32	0.71	-	-	0.71	-	08.03	01.08	01.78
BMW 520D SPORT CAR	45.56	-	-	-	45.56	25.71	05.41	-	-	05.41	-	31.12	14.43	19.84
MARUTI VAN CG04HC8202	02.00	-	-	-	02.00	01.03	0.24	-	-	0.24	-	01.27	0.73	0.97
MARUTI SWIFT	07.96	-	-	-	07.96	03.90	0.94	-	-	0.94	-	04.84	03.11	04.06
FORTUNER	36.12	-	-	-	36.12	14.92	04.29	-	-	04.29	-	19.21	16.91	21.20
MERCIDIS CAR	87.52	-	-	-	87.52	32.03	10.39	-	-	10.39	-	42.43	45.10	55.49
HYUNDAI ALCAZER	-	-	15.63	-	15.63	-	01.40	-	-	01.40	-	01.40	14.23	-
TRACTOR	03.25	-	-	-	03.25	01.16	0.39	-	-	0.39	-	01.54	01.71	02.09
<b>TOTAL</b>	<b>5643.52</b>	<b>-</b>	<b>78.02</b>	<b>-</b>	<b>5721.54</b>	<b>2975.78</b>	<b>192.36</b>	<b>-</b>	<b>-</b>	<b>192.36</b>	<b>-</b>	<b>3168.14</b>	<b>2553.40</b>	<b>2667.74</b>
<b>PREVIOUS YEAR TOTAL</b>	<b>5496.31</b>	<b>-</b>	<b>172.25</b>	<b>25.04</b>	<b>5643.52</b>	<b>2802.79</b>	<b>186.35</b>	<b>-</b>	<b>-</b>	<b>186.35</b>	<b>13.36</b>	<b>2975.78</b>	<b>2667.74</b>	<b>2693.51</b>

**VASWANIINDUSTRIESLIMITED**

Regd.Off.:BahesarRoad,NearCyclePark,Vill.-Sondhra,SiltaraPhase-II,Raipur(C.G.)NOTE-

ICONTD.

\*Inlakhs

NAMEOFASSETS	GROSSBLOCK					DEPRECIATION							NETBLOCK	
	OPENINGBALANCEAS ON01.04.2022	ADD/(LESS)ONREVALUATIONOFASSETS	ADDITIONDURINGTHEYEAR	DEDUCTION/ADJUSTMENTS DURINGTHEYEAR	TOTALAS ON1.03.2023	DEP.OPENINGAS ON01.04.2022	DEPRECIATION DURINGTHEPERIOD	DEPONDUECTION/WITHDRAWNDURINGTHEPERIOD	DEPONDUECTION/WITHDRAWNDURINGTHEPERIOD	NETDEPRECIATIONCHARGEBLEDURINGTHEPERIOD	DEPRECIATIONCHARGEBLEDURINGTHEPERIOD	TOTALAS ON1.03.2023	BALANCEAS ON31.03.2023	BALANCEAS ON31.03.2022
<b>POWERPLANTDIVISION</b>														
BUILDING&CIVILWORK*	157.60	-	-	-	157.60	73.41	05.55	-	-	05.55	-	78.96	78.64	84.19
ELECTRICALINSTALLATION*	737.40	-	-	-	737.40	731.60	02.69	-	-	02.69	-	734.29	03.11	05.80
PLANT&MACHINERY*	3656.49	-	-	-	3656.49	1660.60	76.92	-	-	76.92	-	1737.52	1918.97	1995.89
SITEDEVELOPMENT	764.16	-	-	-	764.16	724.92	0.72	-	-	0.72	-	725.64	38.52	39.24
HEROHONDACDDAWN	0.68	-	-	-	0.68	0.68	-	-	-	-	-	0.68	-	-
GENERATOR400KVA	23.04	-	-	-	23.04	14.13	0.36	-	-	0.36	-	14.49	08.55	08.92
GENERATOR500KVA	23.27	-	-	-	23.27	10.11	0.45	-	-	0.45	-	10.56	12.70	13.15
GENERATOR08MW	109.90	-	-	-	109.90	63.76	01.81	-	-	01.81	-	65.58	44.32	46.14
OFFICEEQUIPMENT	05.55	-	-	-	05.55	05.24	0.14	-	-	0.14	-	05.38	0.17	0.31
COMPUTER&SOFTWARE	17.93	-	-	-	17.93	16.87	0.10	-	-	0.10	-	16.97	0.95	01.05
FURNITURE&FIXTURES	07.05	-	-	-	07.05	06.69	-	-	-	-	-	06.69	0.35	0.35
HYDROLICCRANE	06.55	-	-	-	06.55	06.22	-	-	-	-	-	06.22	0.33	0.33
CRANE10MT	46.49	-	-	-	46.49	45.14	-	-	-	-	-	45.14	01.36	01.36
CRANE25MT	41.91	-	-	-	41.91	39.81	-	-	-	-	-	39.81	02.10	02.10
CG04DB/5309(MOBILECRANE)	07.17	-	-	-	07.17	06.92	-	-	-	-	-	06.92	0.25	0.25
CGO4JA9541/8623(TIPPER)	28.51	-	-	-	28.51	28.51	-	-	-	-	-	28.51	-	-
LOADERAL170	39.74	-	-	-	39.74	39.74	-	-	-	-	-	39.74	-	-
<b>TOTAL</b>	<b>5673.42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5673.42</b>	<b>3474.36</b>	<b>88.75</b>	<b>-</b>	<b>-</b>	<b>88.75</b>	<b>-</b>	<b>3563.11</b>	<b>2110.32</b>	<b>2199.06</b>
<b>PREVIOUSYEARTOTAL</b>	<b>5673.42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5673.42</b>	<b>3382.66</b>	<b>91.70</b>	<b>-</b>	<b>-</b>	<b>91.70</b>	<b>-</b>	<b>3474.36</b>	<b>2199.06</b>	<b>2290.76</b>
<b>STEELDIVISION</b>														
PLANT&MACHINERY	942.55	-	-	-	942.55	673.28	57.40	-	-	57.40	-	730.69	211.87	269.27
PLANT&MACHINERYUNIT-II	210.37	-	-	-	210.37	119.23	12.96	-	-	12.96	-	132.19	78.18	91.14
BUILDING&CIVILWORK	89.18	-	-	-	89.18	28.91	03.02	-	-	03.02	-	31.93	57.25	60.27
BUILDING&CIVILWORKUNITII	44.10	-	-	-	44.10	35.37	01.49	-	-	01.49	-	36.86	07.24	08.73
ELECTRICALINSTALLATION	43.91	-	-	-	43.91	34.34	0.67	-	-	0.67	-	35.01	08.90	09.57
LOADER(770NEW)CARRAROH	15.73	-	-	-	15.73	15.73	-	-	-	-	-	15.73	-	-
LOADER	26.30	-	-	-	26.30	13.27	03.12	-	-	03.12	-	16.40	09.90	13.03
BACHHOELLOADER	09.50	-	-	-	09.50	0.66	01.13	-	-	01.13	-	01.79	07.71	08.84
SITEDEVELOPMENTUNITII	01.51	-	-	-	01.51	0.64	0.06	-	-	0.06	-	0.71	0.80	0.87
ROAD	08.97	-	-	-	08.97	07.44	01.09	-	-	01.09	-	08.53	0.45	01.54
COMPUTER&SOFTWARE(STEEL)	01.20	-	-	-	01.20	01.20	-	-	-	-	-	01.20	-	-
CAR	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ALTOCAR(CG04DZ/3377)	03.15	-	-	-	03.15	02.99	-	-	-	-	-	02.99	0.16	0.16
ALTOCAR(CG04HC/6778)	03.15	-	-	-	03.15	02.99	-	-	-	-	-	02.99	0.16	0.16
OFFICEEQUIPMENT	29.131	-	-	-	29.131	0.29	-	-	-	-	-	0.29	-	-
<b>TOTAL</b>	<b>1399.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1399.92</b>	<b>936.35</b>	<b>80.94</b>	<b>-</b>	<b>-</b>	<b>80.94</b>	<b>-</b>	<b>1017.30</b>	<b>382.62</b>	<b>463.57</b>
<b>PREVIOUSYEARTOTAL</b>	<b>1416.35</b>	<b>-</b>	<b>09.50</b>	<b>25.92</b>	<b>1399.92</b>	<b>864.90</b>	<b>83.34</b>	<b>-</b>	<b>-</b>	<b>83.34</b>	<b>11.89</b>	<b>936.35</b>	<b>463.57</b>	<b>551.44</b>
<b>OFFICEBUILDING</b>														
BUILDING&CIVILWORKS	117.28	-	-	-	117.28	41.40	03.93	-	-	03.93	-	45.33	71.95	75.88
ELECTRICALINSTALLATION	18.75	-	-	-	18.75	17.81	-	-	-	-	-	17.81	0.94	0.94
OFFICEEQUIPMENTS	18.93	-	-	-	18.93	18.93	-	-	-	-	-	18.93	-	-
FURNITURE&FIXTURES	25.89	-	-	-	25.89	24.60	-	-	-	-	-	24.60	01.29	01.29
CG04HU7736 (CAR-1-20)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>180.86</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>180.86</b>	<b>102.75</b>	<b>03.93</b>	<b>-</b>	<b>-</b>	<b>03.93</b>	<b>-</b>	<b>106.67</b>	<b>74.18</b>	<b>78.11</b>
<b>PREVIOUSYEARTOTAL</b>	<b>180.86</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>180.86</b>	<b>98.82</b>	<b>392.834</b>	<b>-</b>	<b>-</b>	<b>03.93</b>	<b>-</b>	<b>102.75</b>	<b>78.11</b>	<b>78.11</b>
<b>GRANDTOTAL</b>	<b>12897.72</b>	<b>-</b>	<b>78.02</b>	<b>-</b>	<b>12975.74</b>	<b>7489.24</b>	<b>365.98</b>	<b>-</b>	<b>-</b>	<b>365.98</b>	<b>-</b>	<b>7855.22</b>	<b>5120.52</b>	<b>5408.48</b>
<b>PREVIOUSYEARGRANDTOTAL</b>	<b>12766.93</b>	<b>-</b>	<b>181.75</b>	<b>50.97</b>	<b>12897.72</b>	<b>7149.17</b>	<b>365.32</b>	<b>-</b>	<b>-</b>	<b>365.32</b>	<b>25.25</b>	<b>7489.24</b>	<b>5408.48</b>	<b>5613.83</b>

**VASWANI INDUSTRIES LIMITED**

CINNO:L28939CT2003PLC015964

Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase-II, Raipur (C.G.)  
Notes on Financial Statements for the year ended 31st March 2023

**NOTE 2 NONCURRENT INVESTMENT**

Particulars	As at 31st March, 2023	As at 31st March, 2022
	₹ lakhs	₹ lakhs
<b>Investment in equity instruments</b>		
<b>Quoted shares</b>		
Reliance Power Limited 26 (PY 26) Shares of ₹ 10 each	0.01	0.01
<b>Unquoted shares</b>		
Vaswani Ispat Limited 5000 (PY 5000) Shares of ₹ 10 each	0.50	0.50
Vimla Infrastructure (I) Pvt. Ltd. 510 (PY 510) Shares of ₹ 10 each	14.32	14.32
Shubh Infrastructures Limited 14276 (PY 7134) Shares of ₹ 10 each	03.93	0.71
CG Sponge Mfg Consortium Coal Fields Pvt Ltd 1175466 (PY 1175466) Shares of ₹ 10 each	85.22	85.22
CG Ispat Pvt. Ltd. 2077250 (PY 2077250) Shares of ₹ 10 each	621.11	621.11
	<b>725.09</b>	<b>721.88</b>
Aggregate Amount of Quoted Investment	0.01	0.01
Aggregate Amount of Unquoted Investment	725.08	721.87

**NOTE 3 LOANS & ADVANCES: NONCURRENT**

Particulars	As at 31st March, 2023	As at 31st March, 2022
	₹ lakhs	₹ lakhs
(a) Loans & advances to related parties Unsecured, considered good	-	2038.17
(b) Advance for capital goods	653.71	-
(b) MAT credit entitlement	337.61	505.25
<b>TOTAL</b>	<b>991.32</b>	<b>2543.42</b>

**Loans or Advances in the nature of loans granted to promoters, directors, KMPs and related parties**

Type of Borrower	As at 31st March, 2023		As at 31st March, 2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	2038.17	100%

**VASWANI INDUSTRIES LIMITED**  
**CINNO: L28939CT2003PLC015964**  
**Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase-II, Raipur (C.G.) Notes on Financial Statements for the year ended 31st March '2023**

**B: CURRENT**

Particulars	Asat 31st March, 2023 `inlakhs	Asat 31st March, 2022 `inlakhs
(a) Advance to employees	20.34	22.88
(b) Advance to suppliers of raw materials & others	1014.27	2548.15
(c) Advance to suppliers of capital goods	-	139.76
(d) Balances with government authorities	-	-
(e) Other advances	18.42	47.61
<b>TOTAL</b>	<b>1053.03</b>	<b>2758.39</b>

**NOTE 4: OTHER ASSETS A/N**

**ON CURRENT ASSETS**

Particulars	Asat 31st March, 2023 `inlakhs	Asat 31st March, 2022 `inlakhs
(a) Long-term trade receivables		
Trade receivables outstanding for a period exceeding one year from the date they were due for payment		
Unsecured, considered good	-	-
Unsecured, Considered doubtful	-	24.81
(b) Deposits	637.33	262.77
Unsecured, considered good		
<b>TOTAL</b>	<b>637.33</b>	<b>287.58</b>

**B: CURRENT ASSETS**

Particulars	Asat 31st March, 2023 `inlakhs	Asat 31st March, 2022 `inlakhs
Interest accrued but not due	40.47	03.09
TCS receivable	24.60	16.40
TDS receivable (2021-22)	-	31.00
TDS receivable (2022-23)	44.85	-
Incometax refundable AY (2013-14)	07.70	07.70
Incometax refundable AY (2018-19)	0.16	0.16
Incometax refundable FY (2019-20)	21.65	21.65
Advance payment of incometax AY (2022-23)	-	65.00
Advance payment of incometax AY (2023-24)	130.00	-
Prepaid expenses	36.17	25.78
VAT receivable	17.85	17.85
GST receivable (For Import Coal)	-	25.38
GST receivable (Cess)	110.17	-
Deposit with CGISpat Bhumi Limited	12.00	12.00
Performance incentive receivable	11.60	11.60
Electricity duty refundable by CSPDCL	110.22	-
India Bulls Commercial Ltd	05.82	-
<b>TOTAL</b>	<b>573.25</b>	<b>237.60</b>

**VASWANI INDUSTRIES LIMITED**  
**CINNO: L28939CT2003PLC015964**  
**Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase-II, Raipur (C.G.)**  
**Notes on Financial Statements for the year ended 31st March 2023**

**NOTE 5: INVENTORIES**

Particulars	Asat 31st March, 2023 `in lakhs	Asat 31st March, 2022 `in lakhs
<b>(a) Raw Material</b>		
Iron Ore	1082.04	1586.83
Coal (SID)	1575.07	325.47
Dolomite	02.89	02.54
MSScrap	185.57	164.21
Pig Iron	04.26	04.90
Ferro Silicon	02.07	03.13
Sponge Iron	43.78	34.16
Silico Manganese	32.74	64.47
Petro Coke (CPC)	39.31	41.61
Coal (Power)	22.08	05.00
<b>Total(a)</b>	<b>2989.83</b>	<b>2232.31</b>

Particulars	Asat 31st March, 2023 `in lakhs	Asat 31st March, 2022 `in lakhs
<b>(b) Stores</b>		
Sponge Iron Division	23.28	71.56
Steel Division	170.64	75.06
Power Division	16.11	03.21
<b>Total(b)</b>	<b>210.02</b>	<b>149.83</b>
<b>(c) Finished Goods</b>		
Sponge Iron	166.64	386.55
Char & Dolochar	07.90	09.39
Billets	645.38	535.77
End Cutting	26.17	27.84
Slag Scrap	176.68	108.24
Ingot	05.08	11.70
Runner Riser	05.09	07.06
Fly Ash	0.38	0.31
<b>Total(c)</b>	<b>1033.32</b>	<b>1086.86</b>
<b>(d) Traded Goods</b>		
Land	667.75	426.13
<b>Total(d)</b>	<b>667.75</b>	<b>426.13</b>
<b>TOTAL(a)+(b)+(c)+(d)</b>	<b>4900.92</b>	<b>3895.13</b>

**NOTE 6: TRADE RECEIVABLES**

Particulars	Asat 31st March, 2023 `in lakhs	Asat 31st March, 2022 `in lakhs
Trade receivables outstanding for a period exceeding six months from the date they were due for payment Unsecured, considered good	438.91	202.89
Trade receivables others Unsecured, considered good	4476.12	4804.66
<b>TOTAL</b>	<b>4915.03</b>	<b>5007.55</b>

**VASWANI INDUSTRIES LIMITED**  
**CINNO: L28939CT2003PLC015964**  
**Regd. Off.:- Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase-**  
**II, Raipur (C.G.) Notes on Financial Statements for the year ended 31st March '2023**

Trade Receivables ageing schedule as on 31.03.2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months- 1 Year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- Considered good	4476.12	-	0.33	04.60	433.99	4915.03
(ii) Undisputed Trade receivables- Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables- Considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables- Considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>4476.12</b>	<b>-</b>	<b>0.33</b>	<b>04.60</b>	<b>433.99</b>	<b>4915.03</b>

Trade Receivables ageing schedule as on 31.03.2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months- 1 Year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- Considered good	4804.66	-	0.01	202.88	-	5007.55
(ii) Undisputed Trade receivables- Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables- Considered good	-	-	-	-	24.81	24.81
(iv) Disputed Trade receivables- Considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>4804.66</b>	<b>-</b>	<b>0.01</b>	<b>202.88</b>	<b>24.81</b>	<b>5032.36</b>

**NOTE 7: CASH AND CASHEQUIVALENTS**

Particulars	As at 31st March, 2023 `in lakhs	As at 31st March, 2022 `in lakhs
(a) Cash in hand	05.76	0.85
(b) Cheque in hand	30.33	94.95
(c) Balance with BOB	0.74	-
(d) Balance with SBI	76.41	-
(e) Balance with HDFC	09.67	-
<b>TOTAL</b>	<b>122.91</b>	<b>95.80</b>

**VASWANI INDUSTRIES LIMITED**

CINNO: L28939CT2003PLC015964

Regd. Off.: - Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase-II, Raipur (C.G.)  
Notes on Financial Statements for the year ended 31st March '2023

**NOTE 8: OTHER BALANCES WITH BANK**

Particulars	Asat 31st March, 2023 (in lakhs)	Asat 31st March, 2022 (in lakhs)
(a) Earmarked Balances with Bank		
Fdr with BOB (against LC)	115.81	80.11
Fdr with IDBI (against LC)	30.55	107.48
Fdr with SBIBG (SID)	278.85	278.85
Fdr with BOB (BG)	-	06.93
Fdr with SBI (against LC)	292.51	270.70
Fdr with UBI (against LC)	191.44	-
Fdr with HDFC (against LC)	150.00	-
Fdr with UBI (against BG)	13.21	-
<b>TOTAL</b>	<b>1072.36</b>	<b>744.07</b>

**NOTE 9: EQUITY SHARE CAPITAL**

Particulars	Asat 31st March, 2023		Asat 31st March, 2022	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of 10 each with voting rights	34,750,000	3475.00	34,750,000	3475.00
Preference shares of 10 each	250,000	25.00	250,000	25.00
(b) Issued				
Equity shares of 10 each with voting rights	30,000,000	3000.00	30,000,000	3000.00
(c) Subscribed and fully paid up				
Equity shares of 10 each with voting rights	30,000,000	3000.00	30,000,000	3000.00

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Other changes	Closing Balance
Equity shares with voting rights Year ended 31 March, 2023				
- Number of shares	30,000,000	-	-	30,000,000
- Amount	3000.00	-	-	3000.00
Year ended 31 March, 2022				
- Number of shares	30,000,000	-	-	30,000,000
- Amount	3000.00	-	-	3000.00
- Amount (')	<b>3000.00</b>	-	-	<b>3000.00</b>

**VASWANI INDUSTRIES LIMITED**  
**CINNO: L28939CT2003PLC015964**  
**Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase-II, Raipur (C.G.)**  
**Notes on Financial Statements for the year ended 31st March '2023**

**Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/Name of shareholder	As at 31st March, 2023		As at 31 March, 2022	
	Number of shares held	% holding	Number of shares held	% holding
Equity shares with voting rights				
Ravi Vaswani	8,492,160	28.31	8,492,160	28.31
Yashwant Ravi Vaswani	2,910,840	9.70	2,910,840	9.70
Manisha Vaswani	1,922,175	6.41	1,922,175	6.41
Sudha Vaswani	4,113,825	13.71	4,113,825	13.71

**Share held by Promoters at the end of the year**

Promoters Name	No. of Shares	% of Total Shares	% Changed during the year
Ravi Vaswani	8,492,160	28.31%	-
Yashwantravi Vaswani	2,910,840	9.70%	-
Sudha Vaswani	4,113,825	13.71%	-
Manisha Vaswani	1,922,175	6.41%	-
Ravi Kumar Vaswani (HUF)	60,000	0.20%	-
Satish Kumar Vaswani	1,000	0.00%	-
	17,500,000	58.33%	-

**Note 10 OTHER EQUITY**

Particulars	As at 31st March, 2023 `in lakhs	As at 31 March, 2022 `in lakhs
(a) Securities premium account		
Opening balance	4864.77	4864.77
Add: Addition during the Year	-	-
Less: Utilized during the year	-	-
Closing balance	<b>4864.77</b>	<b>4864.77</b>
(b) General reserve		
Opening balance	198.55	154.33
Add: Transfer during the year	60.11	44.23
Closing balance	<b>258.67</b>	<b>198.55</b>
(c) Surplus/(Deficit) in Statement of Profit and Loss		
Opening balance	1801.53	1403.49
Add: Profit/(Loss) for the year	601.13	442.27
Less: Transfer to General Reserve	-60.11	-44.23
Closing balance	<b>2342.55</b>	<b>1801.53</b>
(d) Other Comprehensive Income	33.00	52.12
(e) Revaluation Reserve		
Opening balance	765.73	765.73
Addition during the year (Net of tax effect)	-	-
Closing balance	<b>765.73</b>	<b>765.73</b>
<b>TOTAL</b>	<b>8264.72</b>	<b>7682.71</b>

**VASWANI INDUSTRIES LIMITED**  
**CINNO: L28939CT2003PLC015964**  
**Regd. Off.:-Bahesar Road, Near Cycle Park, Vill.-Sondhra, Siltara Phase-II, Raipur (C.G.) Notes on Financial Statements for the year ended 31st March '2023**

**NOTE 11: BORROWINGS**

**A. NONCURRENT**

Particulars	Asat 31st March, 2023	Asat 31st March, 2022
	₹ lakhs	₹ lakhs
<b>SECURED LOANS</b>		
Term loan from HDFC bank Ltd. (Vehicle Loan) Term Loan from Indiabulls financial services pvt. Ltd. Term Loan from State bank of India (GECL)	39.02	23.33
Working Capital Term loan from IDBI bank Ltd (GECL) Working Capital Term loan from Bank of Baroda (BGECL 2.0) Term Loan from State bank of India (GECL Extension) Term loan from IDBI term loan	-	357.33
Working Capital Term loan from IDBI bank Ltd (GECL 2.0 Extension) Working Capital Term loan from Union bank of India (GECL) Working Capital Term loan from Union bank of India (GECL)	239.99	341.27
	157.00	199.00
	-	104.20
	212.68	226.51
	-	132.00
	75.77	100.00
	70.00	-
	61.26	-
	95.17	-
<b>Total Secured Loan</b>	<b>950.90</b>	<b>1483.64</b>
<b>UNSECURED LOANS</b>		
Vaswani Steel Pvt. Ltd.	09.50	09.50
<b>Total Unsecured Loan</b>	<b>09.50</b>	<b>09.50</b>
<b>Total</b>	<b>960.40</b>	<b>1493.14</b>

**B. CURRENT**

Particulars	Asat 31st March, 2023	Asat 31st March, 2022
	₹ lakhs	₹ lakhs
Cash credit limit from State Bank of India	-	1372.53
Cash credit from IDBI Bank Ltd	22.90	989.85
Standby line of credit (SLC) limit from State Bank of India	0.00	497.36
Cash credit limit from Bank of Baroda	-	699.21
Cash credit limit (FCNR) from IDBI Bank Ltd	950.00	-
LCBD limit from IDBI Bank Ltd	59.83	-
LCBD limit from ICICI Bank Ltd	306.50	-
WCDL limit from HDFC Bank Ltd	1005.36	-
Cash credit limit from Union bank of India	51.61	-
Current maturities of long term debt	228.20	233.99
	<b>2624.39</b>	<b>3792.95</b>

**NOTE 12: OTHER LIABILITIES**

**A. NONCURRENT**

Particulars	Asat 31st March, 2023	Asat 31st March, 2022
	₹ lakhs	₹ lakhs
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**VASWANI INDUSTRIES LIMITED**  
**CINNO: L28939CT2003PLC015964**  
**Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase-II, Raipur (C.G.)**  
**Notes on Financial Statements for the year ended 31st March '2023**

**B. CURRENT**

Particulars	Asat 31st March, 2023	Asat 31st March, 2022
	₹ lakhs	₹ lakhs
(a) Other payables		
- Advance from customer	65.97	171.76
- Cheque issued but not cleared	-	0.94
	<b>65.97</b>	<b>172.70</b>

**NOTE 13 TRADE PAYABLES**

PARTICULARS	Asat 31st March, 2023	Asat 31st March, 2022
	₹ lakhs	₹ lakhs
Creditors for raw material	2901.14	2611.13
Creditor for expenses & services	418.67	857.93
Creditors for stores (steel)	207.31	330.25
Creditors for stores (power)	-	-
	<b>3527.12</b>	<b>3799.30</b>

Trade Payables as on 31.03.2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3465.64	19.98	13.06	28.43	3527.12
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>TOTAL</b>	<b>3465.64</b>	<b>19.98</b>	<b>13.06</b>	<b>28.43</b>	<b>3527.12</b>

Trade Payables as on 31.03.2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3627.96	03.57	149.64	18.13	3799.30
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>TOTAL</b>	<b>3627.96</b>	<b>03.57</b>	<b>149.64</b>	<b>18.13</b>	<b>3799.30</b>

**VASWANI INDUSTRIES LIMITED**  
**CINNO: L28939CT2003PLC015964**  
**Regd. Off.: - Bahesar Road, Near Cycle Park, Vill. - Sondhra, Siltara Phase-II, Raipur (C.G.)**  
**Notes on Financial Statements for the year ended 31st March '2023**

**NOTE 14 PROVISIONS**

**A. NONCURRENT**

PARTICULARS	Asat 31st March, 2023	Asat 31st March, 2022
	'in lakhs	'in lakhs
Provision for employee benefit (Gratuity)	83.18	61.76
	<b>83.18</b>	<b>61.76</b>

**B. CURRENT**

PARTICULARS	Asat 31st March, 2023	Asat 31st March, 2022
	'in lakhs	'in lakhs
Provision for employee benefit		
-Salary payable	51.39	50.68
-Gratuity	72.89	48.13
-Bonus	04.95	05.15
Provision for tax		
-Income tax	187.85	121.14
Other provisions		
-ESIC payable	01.23	01.26
-Audit fees payable	02.75	01.85
-PF payable	04.91	03.38
-TDS & TCS payable	24.59	14.91
-GST payable (RCM)	07.19	08.63
-GST payable	223.59	276.41
-Electricity duty payable	-	401.38
-Interest accrued and due on borrowings	-	10.69
-Employee Staff Welfare Fund	08.18	-
-Sales tax payable	124.61	-
	<b>714.13</b>	<b>943.61</b>

**VASWANI INDUSTRIES**

**LIMITED CINNO:**

**L28939CT2003PLC015964**

**Regd. Off. :- Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase - II, Raipur (C.G.)**

**Notes on Financial Statements for the year ended 31st March'2023**

**Note 15 Revenue from operations**

	Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
		in lakhs	in lakhs
(a)	<b>Sale of products</b>		
	Manufactured goods	36456.91	33325.41
	Trade goods	2728.45	4116.66
	<b>Total(a)</b>	<b>39185.36</b>	<b>37442.07</b>
	<b>Total(a)</b>	<b>39185.36</b>	<b>37442.07</b>

**Note 16 Other income**

	Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
		in lakhs	in lakhs
(a)	Interest income	105.18	65.61
(b)	Rent income	01.98	04.32
(c)	Sundry balances Written/Off & Round off	-	0.11
(d)	Interest received on bill purchase	01.70	02.19
(e)	Electricity duty income	55.64	-
(f)	Misc. Income	0.30	-
(g)	Trade discount	-	06.03
(h)	Transit insurance	-	0.12
	<b>Total</b>	<b>164.80</b>	<b>78.37</b>

**Note 17 Cost of Material Consumed**

	Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
		in lakhs	in lakhs
(a)	<b>Sponge Division</b>		
	<b>(i) Iron ore</b>		
	Opening stock	1586.83	1228.10
	Add: Purchase	8486.07	10652.51
	Add: Other expenses	698.67	1250.52
	Add: Freight inwards & unloading charges	1130.82	1203.54
		11902.39	14334.67
	Less: Discount on iron ore	49.56	12.71
	Less: Cost of trading purchase	-	-
	Less: Closing stock	1082.04	1586.83
	<b>Iron ore consumed</b>	<b>10770.79</b>	<b>12735.13</b>
	<b>(ii) Coal</b>		
	Opening stock	325.47	1282.44
	Add: Purchase	11490.28	6009.70
	Add: Quality difference	-	-
	Add: Commission on coal purchase	-	-
	Add: Other charges coal	458.15	328.04
	Add: Freight inwards & unloading charges	1714.53	1056.92
		13988.43	8677.10
	Less: Transfer to power division	608.08	662.20
	Less: Cost of trading purchase	1456.36	2598.05
	Less: Quality difference & Misc exp.	15.64	14.94
	Less: Closing stock	1575.07	325.47
	<b>Coal consumed</b>	<b>10333.27</b>	<b>5076.44</b>

**VASWANI INDUSTRIES**

**LIMITED CINNO:**

**L28939CT2003PLC015964**

**Regd. Off. :- Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase - II, Raipur (C.G.)**

**Notes on Financial Statements for the year ended 31st March'2023**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
	in lakhs	in lakhs
<b>(iii) Dolomite</b>		
Opening stock	02.54	09.56
Add: Purchase	42.34	44.72
Add: Freight inward & unloading charges	38.47	45.23
	83.35	99.51
Less: Closing stock	02.89	02.54
<b>Dolomite consumed</b>	<b>80.46</b>	<b>96.97</b>
<b>(iv) Stores &amp; Spares</b>		
Opening stock Add:	71.56	318.31
Purchase	399.01	663.13
	470.57	981.43
Less: Closing stock	23.28	71.56
<b>Stores consumed</b>	<b>447.29</b>	<b>909.87</b>
<b>Total(a): Material consumed spongedivision</b>	<b>21631.81</b>	<b>18818.41</b>
<b>(b) Steel Division</b>		
<b>(i) MSScrap</b>		
Opening Stock	164.21	105.30
Add: Purchase	5288.24	6035.57
Add: Carriage Inward	43.02	28.07
Add: Loading & Unloading Charges & Handling Charges Ad	23.81	37.76
d: Quality difference Scrap	0.93	01.06
Add: Terminal Tax on Scrap	01.10	02.15
	5521.31	6209.90
Less: Cost of Trading Purchase L	1406.02	1415.53
ess: Closing Stock	185.57	164.21
Less: Quality Difference	-	-
<b>MSScrap Consumed</b>	<b>3929.72</b>	<b>4630.16</b>
<b>(ii) Pig Iron O</b>		
pening stock A	04.90	0.40
dd: Purchase	286.79	424.59
Add: Carriage inward & freight Add:	-	-
Loading & unloading charges	-	-
	291.69	424.99
Less: Discount on pig iron Less:	04.42	-
Cost of trading purchase Less: Cl	204.31	210.42
osing stock	04.26	04.90
<b>Pig iron consumed</b>	<b>78.70</b>	<b>209.67</b>
<b>(iii) Ferrosilicon</b>		
Opening stock Ad	03.13	0.02
d: Purchase	04.89	10.11
Add: Carriage inward & freight	03.59	02.34
	11.60	12.46
Less: Closing stock	02.07	03.13
<b>Ferrosilicon consumed</b>	<b>09.53</b>	<b>09.34</b>
<b>(iv) Sponge iron</b>		
Opening Stock A	34.16	28.31
dd: Purchase	141.65	834.71
Add: Loading & unloading charges A	-	-
dd: Carriage inward & freight	14.34	09.36
	190.14	872.37
Less: Closing stock	43.78	34.16
<b>Sponge iron consumed</b>	<b>146.36</b>	<b>838.22</b>

**VASWANI INDUSTRIES**

**LIMITED CINNO:**

**L28939CT2003PLC015964**

**Regd. Off. :- Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase - II, Raipur (C.G.)**

**Notes on Financial Statements for the year ended 31st March'2023**

	Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
		in lakhs	in lakhs
	<b>(v) Silicomanganese</b>		
	Opening Stock	64.47	10.76
	Add: Purchase	481.27	812.20
	Add: Loading & unloading charges	-	-
	Add: Carriage inward & freight	03.59	02.34
		549.32	825.30
	Less: Misc. freight	-	-
	Less: Cost of trading purchase	-	14.76
	Less: Closing stock	32.74	64.47
	<b>Silicomanganese consumed</b>	<b>516.58</b>	<b>746.06</b>
	<b>(vi) Petro Coke (CPC)</b>		
	Opening stock	41.61	01.28
	Add: Purchase	280.79	305.81
	Add: Carriage inward & freight	07.17	04.68
		329.57	311.76
	Less: Cost of trading purchase	-	-
	Less: Closing stock	39.31	41.61
	<b>Petro coke consumed</b>	<b>290.26</b>	<b>270.15</b>
	<b>(vii) Stores &amp; spares</b>		
	Opening stock	75.06	180.41
	Add: Purchase	521.56	446.23
		596.62	626.64
	Less: Closing stock	170.64	75.06
	<b>Stores &amp; spares consumed</b>	<b>425.99</b>	<b>551.58</b>
	<b>Total (b): Material consumed steel division</b>	<b>5397.13</b>	<b>7255.18</b>
(c)	<b>Power Division</b>		
	<b>(i) Coal</b>		
	Opening stock	05.00	66.76
	Add: Purchase	-	71.91
	Add: Freight & other charges	-	41.13
	Add: Transfer from spongedivision	608.08	662.20
		613.08	842.00
	Less: Transfer to spongedivision	-	-
	Less: Closing stock	22.08	05.00
	<b>Coal consumed</b>	<b>591.00</b>	<b>837.00</b>
	<b>(ii) Stores &amp; Spares</b>		
	Opening Stock	03.21	06.00
	Add: Purchase	170.54	105.74
		173.75	111.75
	Less: Closing stock	16.11	03.21
	<b>Stores &amp; spares consumed</b>	<b>157.64</b>	<b>108.54</b>
	<b>Total (c): Material consumed power division</b>	<b>748.64</b>	<b>945.54</b>
	<b>Total Material consumed: (a)+(b)+(c)</b>	<b>27777.58</b>	<b>27019.13</b>

**VASWANI INDUSTRIES**

**LIMITED CINNO:-**

**L28939CT2003PLC015964**

**Regd.Off. :- Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase - II, Raipur (C.G.)**

**Notes on Financial Statements for the year ended 31st March'2023**

**Note 18 Change in Inventory of Finished Goods & Traded Goods**

	Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
		in lakhs	in lakhs
(a)	<b>Opening Stock</b>		
	<b>(i) Finished Goods</b>		
	Sponge Iron	386.55	327.78
	Char & Dolochar	09.39	08.55
	Billets	535.77	435.14
	End Cutting	27.84	20.37
	Slag Scrap	108.24	27.06
	Ingot	11.70	28.62
	Runner Riser	07.06	01.00
	Fly Ash	0.31	02.98
	<b>Total (i)</b>	<b>1086.86</b>	<b>851.51</b>
(a)	<b>(ii) Traded Goods</b>		
	Land	426.13	426.13
	<b>Total (ii)</b>	<b>426.13</b>	<b>426.13</b>
	<b>Total (a) = (i) + (ii)</b>	<b>1512.99</b>	<b>1277.64</b>
(b)	<b>Closing Stock</b>		
	<b>(i) Finished Goods</b>		
	Sponge Iron	166.64	386.55
	Char & Dolochar	07.90	09.39
	Billets	645.38	535.77
	End Cutting	26.17	27.84
	Slag Scrap	176.68	108.24
	Ingot	05.08	11.70
	Runner Riser	05.09	07.06
	Fly Ash	0.38	0.31
	<b>Total (i)</b>	<b>1033.32</b>	<b>1086.86</b>
(b)	<b>(ii) Traded Goods</b>		
	Land	667.75	426.13
	<b>Total (ii)</b>	<b>667.75</b>	<b>426.13</b>
	<b>Total (b) = (i) + (ii)</b>	<b>1701.07</b>	<b>1512.99</b>
	<b>Total: (a) - (b)</b>	<b>-188.08</b>	<b>-235.35</b>

**Note 19 Employee benefit expense**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
	in lakhs	in lakhs
(a) <b>Salaries &amp; allowances</b>		
Salary		
- Spongedivision	427.33	326.05
- Steeldivision	72.85	69.57
- Powerdivision	93.69	91.14
Bonus		
- Spongedivision	-	-
- Steeldivision	-	-
- Powerdivision	-	-
House Rent Allowance		
- Spongedivision	34.71	25.04
- Steeldivision	09.33	06.59
- Powerdivision	15.83	13.28

**VASWANI INDUSTRIES**

**LIMITED CINNO:-**

**L28939CT2003PLC015964**

**Regd.Off. :- Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase - II, Raipur (C.G.)**

**Notes on Financial Statements for the year ended 31st March'2023**

**Note 19 Employee benefit expense**

	Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
		in lakhs	in lakhs
	Conveyance allowance		
	- Spongedivision	-	-
	- Steeldivision	-	-
	- PowerdivisionEdu	-	-
	cational allowance		
	- Spongedivision	0.11	0.22
	- Steeldivision	-	0.01
	- PowerdivisionS	0.42	0.62
	pecial allowance		
	- Spongedivision	55.18	62.17
	- Steeldivision	15.90	18.92
	- Powerdivision	19.61	24.90
	Incentive		
	- Spongedivision	06.06	02.73
	- Steeldivision	04.79	05.02
	- PowerdivisionDirec	-	-
	tor remuneration	70.00	48.20
	Director remuneration (other benefits)	06.40	06.40
	<b>Total(a)</b>	<b>832.22</b>	<b>700.84</b>
(b)	<b><u>Contribution to PF, ESIC &amp; others</u></b>		
	employers contribution to ESI Employer	12.01	12.33
	s contribution to PF Gratuity	29.56	22.34
	<b>Total(b)</b>	<b>26.41</b>	<b>16.08</b>
	<b><u>Staff welfare expenses &amp; others</u></b>	<b>67.98</b>	<b>50.75</b>
(c)	Medical expenses		
	- Spongedivision		
	- Steeldivision	14.36	21.34
	- PowerdivisionS	05.07	05.06
	taff welfare exp.	06.42	05.79
	<b>Total(c)</b>	<b>-</b>	<b>02.50</b>
	<b>Total Employee Benefit Expenses: (a)+(b)+(c)</b>	<b>25.84</b>	<b>34.68</b>
		<b>926.05</b>	<b>786.27</b>

**VASWANI INDUSTRIES**

**LIMITED CINNO:-**

**L28939CT2003PLC015964**

**Regd.Off. :- Bahesar Road, Near Cycle Park, Vill.- Sondhra, Siltara Phase - II, Raipur (C.G.)**

**Notes on Financial Statements for the year ended 31st March'2023**

**Note 20 Finance costs**

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022
		in lakhs	in lakhs
(a)	<b><u>Interest expense on:</u></b>		
	Working capital (IDBI)	92.10	109.54
	Working capital (SBI)	133.09	139.77
	Working capital (BOB)	27.25	74.38
	Working capital (UBI)	43.37	-
	Term loan (IDBI)	05.36	-
	Term loan (BOB)	32.00	16.78
	Term loan (SBI)	05.55	09.81
	Term loan (MERCEDES)	02.95	01.52
	Letter of credit	-	4,217
	SLC (SBI)	220.68	151.80
	Late payment of tax	45.70	45.92
	Payment of	-	0.03
	GST Indebtedness	0.52	10.50
	Equipment loan, loader (HDFC)	15.26	103.62
	Interest on income tax	04.23	02.14
	GECL loan SBIG	0.40	03.57
ECL loan IDBIG	50.31	34.44	
ECL loan UBIOthers	01.44	0.85	
	08.47	-	
	12.67	19.86	
	<b>701.36</b>	<b>724.59</b>	
(b)	<b><u>Bank Charges</u></b>		
	Bank charges & commission		
	<b>Total (b)</b>	153.71	162.85
		<b>153.71</b>	<b>162.85</b>
	<b>Total: (a)+(b)</b>		
		<b>855.07</b>	<b>887.44</b>

**VASWANI INDUSTRIES LIMITED**

CIN NO: L28939CT2003PLC015964

Regd. Off.:-Bahesar Road, Near Cycle Park, Vill. -Sondhra, Siltara Phase - II, Raipur(C.G.)

Notes on Financial Statements for the year ended 31st March'2023

**Note 21 Other expenses**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
	₹ in lakhs	₹ in lakhs
<b>(a) Manufacturing Expenses</b>		
Electricity, fuel & water		
- Electricity charges	2326.50	1842.61
- Electricity from CSPDCL	626.80	342.36
- Gas refilling charges	53.26	69.84
- Water charges	48.66	05.14
- Power trading charges	05.26	-
Freight		
- Carriage inward & freight	0.86	-
- Freight charges (store)	-	-
- Material	0.23	0.63
Shifting charges Repair & Maintenance	226.31	202.66
- Plant & Machinery (Sponge)	10.66	20.44
- Plant & Machinery (Steel)	98.67	74.50
- Plant & Machinery (Power)	-	0.03
- Vehicle		
Labour charges	244.58	302.08
- Production charges	0.12	-
- Labour welfare charges		
Other manufacturing expenses	07.52	03.50
- Pollution control expenses	34.19	35.62
- Slag crushing charges		
<b>Total manufacturing expenses (a)</b>	<b>3683.61</b>	<b>2899.41</b>
<b>(b) Administrative &amp; other expenses</b>		
Commission expenses	41.72	26.35
- Commission sales Travelling		
& conveyance expenses	23.14	18.52
- Conveyance expenses	54.85	34.61
- Travelling		
expenses Rent, Rates	-	-
& Taxes	-	-
- Rates & Taxes	80.04	107.27
- Entry Tax Paid	33.22	46.45
- Electricity duty (power)	06.93	03.07
- Vehicle hire charges	01.82	-
- Facility fees	-	0.95
- Maintenance and street light charges (siltara)	179.61	43.70
- Import charges (steel)		
- Sales tax	24.48	24.86
paid Insurance expenses	63.75	28.36
- Insurance charges Legal	05.71	14.61
& professional expenses	0.13	02.78
- Legal & professional charges	03.00	02.00
- Consultancy charges	04.00	02.00
- Consultancy charges (power)		
- Payment to auditors	17.88	03.98
- Payment to	0.51	02.47
internal auditors Repair & maintenance	04.47	03.61
- Building	0.33	0.32
- Computer	02.94	0.56
Telephone, printing, stationary & postage expenses		

**VASWANIINDUSTRIESLIMITED**

CIN NO: L28939CT2003PLC015964

Regd. Off.-:Bahesar Road, NearCycle Park,Vill. -Sondhra, Siltara Phase - II, Raipur(C.G.)

Notes on FinancialStatementsforthe yearended 31stMarch'2023

**Note 21 Otherexpenses**

Particulars	Fortheyearended3 1stMarch,2023	Fortheyearended3 1stMarch,2022
	inlakhs	inlakhs
Freight		
- Carriageinward	-01.37	06.71
- Carriageinward (power)	07.95	03.39
- Freighton sale ofiron ore	01.39	-04.49
- Unloading charges		
(store)Other misc.expenses	01.49	04.08
- Advertisement&publicity	42.87	09.78
- CSR	0.29	0.95
- Plantation&gardeningexp.	02.77	0.46
- Filing fees	01.80	01.20
- Initiationfee	0.47	-08.50
- Processfees	07.81	05.47
- Licence&registration	0.84	15.96
- Licence&registration (power)	-13.20	09.50
- Losson sale offixed asset	0.87	0.75
- Securityguard expenses	06.29	03.53
- Membershipfees	01.29	01.11
- Officeexpenses (SID)	120	-
- Officeexpenses (Power)	0.42	-01.09
- Officeexpenses (Steel)	18.46	178.82
- SundryWritten Off	165.84	-
- Penalty	08.45	0.37
- Vehicle miscellaneous expenses	0.36	0.80
- Vehicle repairs &servicing	02.09	-08.63
- Packing charges	08.81	0.58
- Misc. expenses	0.69	06.57
- Gift&business promotion expenses	08.45	01.99
- Latefees	-	07.91
- Ratedifference	0.17	0.59
- Realtime data (power divison)	05.51	-01.05
- Analysischarges	02.36	06.82
- Medicalexpenses	03.40	0.01
- Tenderfees	01.21	63.29
- Othermaintanice cost	02.56	16.55
- Stamp&notaryexpenses	0.01	99.42
- Operationcharges (power)	-	-
- Rounding off	-24.81	-
- Nondelivery settelment	01.60	0.45
- GST expenses	0.75	
- Baddebts	0.12	
- Donations		
- Telemetrydata		
- Weighing charges		
<b>TotalAdministrative&amp; otherexpenses (b)</b>	<b>895.31</b>	<b>837.27</b>
<b>Totalotherexpenses(a)+(b)</b>	<b>4578.92</b>	<b>3736.68</b>

**Note 21**

**Otherexpenses(contd.)Notes:**

Particulars	Fortheyearended3 1stMarch,2023	For theyear ended31stMarch,
	inlakhs	inlakhs
(i)Payments to the auditors comprises (netof service tax input credit,whereapplicable):		
Asauditors -statutory audit	03.00	02.00
-internalaudit	04.00	02.00
<b>Total</b>	<b>07.00</b>	<b>04.00</b>

# VASWANI INDUSTRIES LTD.

## NOTES FORMING PART OF FINANCIAL STATEMENT

### NOTES ON ACCOUNTS: -

22. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
23. In the Opinion of the Board of directors, the loans, advances and other current & non-current assets have a value on realization in the ordinary course of business, at least equal to the amounts of which these are stated and that the provisions for the known liabilities are adequate and not in excess of the amount reasonably necessary.
24. The outstanding balance at the year end in respect of Sundry Creditors, Loans and Advances, Deposits and certain Bank Accounts are subject to confirmation / reconciliation from the respective parties and the same have been reckoned in these accounts as per the balances appearing in the books. Any further adjustments arising out of reconciliation will be accounted for as and when such reconciliation is completed. The company however does not expect any material effect in a particular year or in future years.
25. In the opinion of the Management, Current Assets, Loans & Advances have the value at which they are stated in the balance sheet if realized in the ordinary course of the business.
26. In the opinion of the management there is no such events occurred after the date of Balance sheet, which needs disclosure in these accounts.
27. **(a)** Company has purchased raw material and other consumables from different firms and company, but the company has not identified its status whether the same are either SSI Units or others, hence the particulars are not mentioned here.  
**(b)** In respect of Micro / Small / Medium Enterprises Development Act 2006, certain disclosures are required to be made relating to Micro/Small/Medium Enterprises. The company is in the process of compiling relevant information's from its suppliers about their coverage under the act since the relevant information is not readily available, no disclosure have been made in the accounts.

28. Details as required by Ind AS 19 Employee Benefits are given below:

a) **Defined Contribution Plans:**

During the year the company has recognized the following amount in the statement of profit & loss:

Particulars	(Rs. In Lakhs)	
	31-03-2023	31-03-2022
Contribution to Provident fund	29.56	22.34
Contribution to ESIC	12.01	12.33

b) **Defined Benefit Plans**

Description	(Rs. In Lakhs)	
	2022-23	2021-22
<b>1. Reconciliation of opening and closing balances of obligations</b>		
a. Obligation at the beginning of the year	66.89	54.94
b. Current Service Cost	21.46	12.34
c. Interest Cost	4.95	3.74
d. Actuarial (Gain) / Loss	19.12	(4.13)
e. Benefits Paid	--	--
f. Obligation at the end of the year	112.42	66.89
<b>2. Change in Fair Value of Plan Assets</b>		
a. Fair Value of plan assets at the beginning of the year	--	--
b. Acquisition Adjustment	--	--
c. Expected return on plan assets	--	--
d. Actuarial Gain / (Loss)	--	--
e. Contribution made by the company	--	--
f. Benefits Paid	--	--
g. Fair Value of plan assets at the end of the year	--	--
<b>3. Reconciliation of fair value of plan assets and obligations</b>		
a. Present value of obligation at the end of the year	112.42	66.89
b. Fair value of plan assets at the end of the year	--	--
c. Amount recognized in the balance sheet (Assets) / Liability	112.42	66.89
<b>4. Expenses recognised during the year</b>		
a. Current Service Cost	21.46	12.34
b. Interest Cost	4.95	3.74
c. Expected return on plan assets	--	--
d. Actuarial (gains) / loss	19.12	(4.13)
e. Expenses recognised during the year	26.41	11.94
<b>5. Assumptions</b>		
a. Discount Rate (per annum)	7.40%	6.80%
b. Estimated rate of return on plan assets (per annum)	--	--
c. Rate of escalation in salary	6.00%	6.00%
<b>6. Bifurcation of Present Value of Obligation at the end</b>		
Current Liability (Amount due within One Year)	29.24	5.13
Non-Current Liability (Amount due over One Year)	83.18	61.76
<b>Present Value of Obligation as at the end</b>	<b>112.42</b>	<b>66.89</b>

29. Contingent liabilities & Commitments not provided for in respect of:

(a) Claims against the Company not acknowledged as debt: -

	(Rs. In Lakhs)	
Particular	2022-23	2021-22
- Sales Tax & Entry Tax	159.90	159.90
- Customs Duty	86.03	86.03
- Bank Guarantee	724.64	636.60
- Letter of Credit	1410.73	-

30. **Deferred Tax :**

	(Rs. In Lakhs)	
PARTICULARS	31-03-2023	31-03-2022
Deferred Tax Liabilities:- Difference in WDV as per Books of Accounts & WDV under Income Tax Act	3106.48	3177.55
Deferred Tax Assets:- Unabsorbed Depreciation and Business Loss and Expenses allowed on payment basis	112.42	468.27
Net Timing Difference	2994.06	2709.28
Total deferred tax (Assets)/Liabilities to be recognized	871.87	753.72
Deferred Tax (Assets)/Liabilities previously recognized	753.72	676.83
Net deferred tax (Assets)/Liability created during the year	118.15	76.89

31. **Segment-wise Revenue Results:**

Basis of Preparation

Business Segment:- Business segments of the company have been identified as distinguishable components that are engaged in a group of related product and that are subject to risks and returns different from other business segments. Accordingly Steel, Power, Real State & Fabrics have been identified as the business segments.

	(Rs. In Lakhs)	
PARTICULARS	Current year (2022-23)	Previous year (2021-22)
<b>1. Segment Revenue</b>		
➤ Iron & Steel (Including other Income)	37579.46	35279.66
➤ Power (Including other Income)	1770.70	2240.78
➤ Real Estate (Including other Income)	--	--
➤ Agri Division (Including other Income)	--	--

(Rs. In Lakhs)

PARTICULARS	Current year (2022-23)	Previous year (2021-22)
Sub – total	39350.16	37520.44
Less: Inter- Segment Revenue	1778.46	2199.55
Net Segment Revenue	37571.71	35320.89
<b>2. Segment Result ( Profit /Loss before Tax and interest from each segment )</b>		
➤ Iron & Steel	1403.98	774.75
➤ Power	525.86	834.88
➤ Real Estate	--	--
➤ Agri Division	--	--
Sub – total	1929.84	1609.63
Less: Financial Costs	855.07	887.44
Profit before Tax	1074.77	722.18
Less: Provision For Tax	473.65	279.91
<b>Profit After Tax</b>	<b>601.13</b>	<b>442.27</b>
Add: Other Comprehensive Income (Net of tax effect)	(19.12)	4.13
<b>Total Comprehensive Income for the period</b>	<b>582.01</b>	<b>446.40</b>
<b>3. Other Information</b>		
<b>I Segment Assets</b>		
➤ Iron & Steel	14598.94	17804.38
➤ Power	2223.07	2285.69
➤ Real Estate Division	667.75	426.13
➤ Agri Division	128.41	128.41
➤ Un- allocated Assets	2493.60	1055.28
<b>Total Assets</b>	<b>20111.77</b>	<b>21699.89</b>
<b>II Segment Liabilities</b>		
➤ Iron & Steel	7177.87	9258.09
➤ Power	--	--
➤ Real Estate Division	--	--
➤ Agri Division	--	--
➤ Un- allocated Liabilities	797.31	1005.37
<b>Total Liabilities</b>	<b>7975.18</b>	<b>10263.46</b>

Geographical Segment: - The geographic segments identified as secondary segments are “Domestic Market” and “Export Market”. Since there is no Export Market Revenue, the same has not been disclosed. The entire capital employed is within India.

**32. Earning per share**

Particulars	31-03-2023	31-03-2022
Net Profit/(Loss) for the year (Rs. In lakhs)	601.13	442.27
Weighted Average No. of Equity Shares	30,000,000	30,000,000
Earnings per share	2.00	1.47

**33. Foreign Exchange Earning and Outgo :****(Rs. In Lakhs)**

S.No.	Particulars	2022-23	2021-22
1	CIF Value of Import - Raw Material - Stores & Spares	-- --	-- --
2	Expenditure in foreign exchange (No direct payment by company in foreign currency)	Nil	Nil
3	Earning in foreign exchange	Nil	Nil
4	Remittance in foreign currency for dividend	Nil	Nil

**34. Related Party Disclosures :**

In accordance with the requirements of Ind AS 24 on related party disclosures name of the related party, related party relationship, transaction and outstanding balances are, as detail below:

## a. Name of the related parties -

Group Companies/ Associates	Key Management Personnel & Directors	Relatives of Key management Personnel
1. M/S Kwaliti Foundry Industries 2. C.G.Ispat Pvt. Ltd. 3. Cosmos Castings (India) Limited 4. Vaswani Ispat Ltd. 5. Vaswani Cement Ltd. 6. Vaswani Energy Ltd. 7. Vaswani Steel Private Limited.	1. Shri Yashwant Vaswani 2. Ashok Kumar Suri 3. Satyawati Parashar 4. Rituraj Peswani 5. Kushal Vaswani 6. Babu Lal Baghwar 7. Satya Narayan Gupta 8. Sunita Thakur 9. Smt. Manisha Vaswani (Retired as director on 5.09.2022) 10. Riya Thourani 11. Sakshi Agrawal	1. Shri Ravi Vaswani 2. Smt. Sudha Vaswani 3. Smt. Manisha Vaswani

- b. Following are the transaction with related parties as defined under Ind AS -24 on “Related Party Disclosures “:

(Rs. In Lakhs)

Name	Relationship	Nature of Transaction	Amount of transaction in 2022-23 (2021-22)	Amount Outstanding as at 31/03/2023 (31/03/2022)
Ravi Vaswani	Relative of KMP	Salary	60.00 (42.40)	0.00 (0.00)
Yashwant Vaswani	Whole Time Director	Remuneration	66.40 (42.40)	0.22 (0.00)
Kushal Vaswani	CFO	Salary	60.00 (40.00)	0.00 (0.00)
Sudha Vaswani	Relative of KMP	Salary	36.00 (28.00)	-- (--)
Manisha Vaswani	Director (Retired on 05.09.2022)	Remuneration	10.00 (11.00)	-- (--)
	Relative of KMP	Salary	14.00 (5.00)	-- (--)
Vaswani Steel Private Limited	Associate Company	Loan	0.00 (0.00)	9.50 (9.50)
M/s Kwaliti Foundry Industries	Proprietorship Firm in which Director has Significant influence	Sale of Goods	1480.75 (1028.92)	622.98 (367.81)
		Purchase of Goods	494.62 (623.67)	
C.G. Ispat Private Limited	Associate Company	Sale of Goods	10311.31 (12265.43)	3054.26 (2908.77)
		Purchase /Services	3153.01 (2226.29)	
C.G. Ispat Private Limited	Associate Company	Received against Loan Provided	2038.17 (2000.00)	0.00 (2038.17)
		Interest received on loan provided	42.17 (42.41)	
Babu Lal Baghwar	Director	Remuneration	0.00 (1.20)	0.00 (0.00)
Sunita Thakur	Company Secretary	Salary	1.67 (5.40)	0.00 (0.00)
Riya Thorani	Company Secretary	Salary	1.46 (0.00)	0.00 (0.00)
Sakshi Agrawal	Company Secretary	Salary	0.13 (0.00)	0.00 (0.00)

### 35. Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act' 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

CSR expenditure required to be spent as per section 135 of Companies Act' 2013 read with Schedule VII thereof by the company are as under

<b>Particulars</b>	<b>Amount (Rs. In Lakh)</b>
Opening Unspent Amount	--
Add :- CSR requirement during the year	8.35
Less :- Amount spend during the year	42.87
Less :- Provision made during the year	--
Balance unspent amount	--

### 36. Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person or entity, including foreign entities with the understanding that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party or

(b) provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

(vii) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(viii) The Company has not been declared as Willful defaulter by any Banks, Financial institution or Other lenders

37. The figures in financial statements are presented in Rs. in lakhs and hence the totals at various pages may appear to be different from apparent total, but such anomaly is merely due to presentation of figures in lakhs.

38. The company has been sanctioned working capital limits in excess of five crores rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. We have considered the quarterly return/statement filed by the company till date for the period under audit. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company other than those mentioned below

<b>(Rs. In Lakhs)</b>					
<b>Name of Bank</b>	<b>Particulars</b>	<b>Quarter</b>	<b>As per Statement</b>	<b>As per book of accounts</b>	<b>Reason for Difference</b>
SBI, IDBI, UBI & HDFC	Short term borrowings, Sundry Creditors & Other Current Liabilities	Qtr – 1 (FFR – 1)	7903.09	8812.46	Due to omission of some items of current liabilities in FFR submitted to banks
	Short term borrowings, Sundry Creditors & Other Current Liabilities	Qtr – 2 (FFR – 1)	7638.52	9432.01	
	Short term borrowings, Sundry Creditors & Other Current Liabilities	Qtr – 3 (FFR – 1)	6959.58	9411.74	

### 39. Ratios Analysis

The Ratios for the year ended March 31, 2023 and March 31, 2022 are as follows:

Particulars	Numerator	Denominator	F.Y. 22-23	F.Y. 21-22	Variance (in %)	Reasons (if variance is more than 25%)
Current Ratio	Current assets	Current liabilities	1.82	1.46	24.64	--
Debt Equity Ratio	Total borrowings	Shareholders equity	0.32	0.49	(35.69)	Debt equity ratio has decreased due to repayment of borrowings.
Debt service Coverage Ratio	PBT + Depreciation + Finance charges	Finance Charges + Principal	3.18	3.30	(3.88)	
Return on Equity	Profit after tax	Average shareholder equity	5.48%	4.23 %	29.55	Return on equity has increased due to increase in profitability of the company.
Inventory turnover ratio	Revenue from operation	Average inventory	8.91	8.90	0.07	--
Trade receivable turnover ratio	Revenue from operation	Average trade receivables	7.88	7.11	10.76	
Trade payable turnover ratio	Purchase of material +Purchase of traded goods	Average trade payables	8.91	8.92	(0.05)	--
Net capital turnover	Revenue from operation	Current assets- Current liabilities	6.87	9.29	(26.08)	Net Capital turnover ratio has decreased due to increase in Working capital of the company.
Net profit ratio	Profit after tax	Revenue from operation	1.53%	1.18 %	29.87	Net profit ratio increased due to increase in profitability of the company

Particulars	Numerator	Denominator	F.Y. 22-23	F.Y. 21-22	Variance (in %)	Reasons (if variance is more than 25%)
Return on capital employed	Profit before tax + Finance cost	Tangible net worth + Total debt + Deferred tax liability	13.00%	10.08%	28.93	Return on capital employed has increased due to increase in profitability of the company
Return on investment	Nil					--

AS PER OUR REPORT OF EVEN DATE  
FOR, AMITABH AGRAWAL & COMPANY  
CHARTERED ACCOUNTANTS  
FRN 006620C

FOR AND ON BEHALF OF THE BOARD  
VASWANI INDUSTRIES LIMITED  
CIN : L28939CT2003PLC015964

AMITABH AGRAWAL  
PARTNER  
M.NO.075315  
UDIN - 23075315BGYVDN6148

YASHWANT VASWANI  
DIRECTOR  
DIN : 01647208

SATYA NARAYAN GUPTA  
DIRECTOR  
DIN: 09517381

Place : Raipur  
Date : 29.05.2023

KUSHAL VASWANI  
CFO

SAKSHI AGRAWAL  
COMPANY SECRETARY  
M.No.: 70486



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1 ZB

## Notice of 20<sup>th</sup> Annual General Meeting

**Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of Vaswani Industries Limited [CIN: L28939CT2003PLC015964] will be held on Friday 29<sup>th</sup> September, 2023 at 3.00 P.M. through video conferencing VC/ other Audio-Visual means to transact the following businesses:**

### Ordinary Business:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March, 2023 along with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Babu Lal Baghwar (DIN: 08430962), who retires by rotation at this Annual General Meeting in terms of section 152 (6) of the companies Act, 2013 and being eligible, offers himself for reappointment.
3. Re-appointment of the Statutory Auditors, M/s Amitabh Agrawal & Co. for second consecutive term of 5 years.

**"RESOLVED THAT** pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for reappointment of M/s. Amitabh Agrawal & Co. (Registration Number 006620C) as Statutory Auditors of the Company to hold office for further consecutive term of five years from the conclusion of 20th Annual General Meeting until the conclusion of 25th Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee/Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee/Board or such other officer of the Company as may be approved by the Board/Committee."

### Special Business:

4. **Appointment of Mr. Chittaranjan Parida (DIN: 10049650) as Non-Executive Director, Independent Director.**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chittaranjan Parida (DIN: 10049650), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. August 31, 2023, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. August 31, 2023 upto August 30, 2028.

**"RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

5. **To ratify remuneration to be paid to M/s Sanat Joshi & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2022-23**



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company hereby ratifies the remuneration of ₹40,000/- (Rupees Forty Thousand Only) excluding out of pocket expenses, if any, incurred in connection with the audit, as approved by the Board of Directors, payable to M/s Sanat Joshi & Associates., Cost Accountants (Firm Registration No. 000506) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023."

**6. Appointment of Ms. Supriya Goyal (DIN: 10045382) as woman director in the category of non-executive independent director**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Supriya Goyal (DIN: 10045382), who was appointed as an Additional Woman Director (in the capacity of a non-executive independent director) of the Company by the Board of Directors w.e.f. July 24, 2023, be and is hereby appointed as Independent woman director, to hold office for a term of five consecutive years from the original date of appointment i.e. July 24, 2023 up to July 23, 2028."

**"RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**7. To approve material Related Party Transaction(s) between the Company and C.G.ISPAT PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to Regulation 23 and 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended till date and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with C.G.ISPAT PRIVATE LIMITED, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or sale of goods or services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 crores for the period from the commencement of financial year 2023-24 till the AGM to be held for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**8. To approve material Related Party Transaction(s) between the Company and Kwaliti Foundry Industries**



**Vaswani Industries Limited**

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1 ZB

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

**“RESOLVED THAT** pursuant to Regulation 23 and 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Kwaliti Foundry Industries, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or sale of goods or services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 100 crores for the period from the commencement of financial year 2023-24 till the AGM to be held for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**9. To approve borrowing limits U/s 180(1)(c) of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ` 200 crores (Rupees Two Hundred Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**10. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings**

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

**“RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ( including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of ` 200 crores (Rupees Two Hundred Crores Only)."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By the order of the Board

**Sakshi Agrawal**  
Company Secretary

**Date: 06.09.2023**  
**Place: Raipur (C.G.)**



**Vaswani Industries Limited**

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

**NOTES:-**

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular No: 20 dated 5<sup>th</sup> May, 2020 read with Circular No: 14 dated 8<sup>th</sup> April, 2020 and Circular No: 17 dated 13<sup>th</sup> April, 2020 (collectively referred to as 'MCA Circulars'), has permitted the conduct of Annual General Meetings (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. The AGM will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.
2. 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.
3. The Company has appointed Kanungo Agrawal & Co., Practising Company Secretaries, Raipur as the scrutinizer for conducting the process of e-voting and voting through VC/OAVM and poll papers at the AGM in a fair and transparent manner.
4. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant.
5. 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.
6. The attendance of the Members attending the 20<sup>th</sup> AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of Linkintime India Private Limited to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
8. Pursuant to MCA Circulars, a designated email address viz., [complianceofficer@vaswaniindustries.com](mailto:complianceofficer@vaswaniindustries.com) has been created by the company so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the R&T/Depository Participant. The Members will be allowed to post questions during the course of the Meeting. However, the queries can also be given in advance at [complianceofficer@vaswaniindustries.com](mailto:complianceofficer@vaswaniindustries.com).
9. Institutional/corporate shareholders (i.e other than individual/HUF,NRI etc) are required to send a scanned copy (pdf/jpg format) of its board or governing body resolution/authorisation etc authorising its representative to attend the AGM through VC/OVAM on its behalf and to vote through remote evoting. The said resolution/authorisation shall be sent to the Scrutinizer by email [csonline24@gmail.com](mailto:csonline24@gmail.com)



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

with the copy marked to the Company at email id [complianceofficer@vaswaniindustries.com](mailto:complianceofficer@vaswaniindustries.com) and to its RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)

10. The 20<sup>th</sup> AGM of the Company is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 20<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
11. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed: (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR (ii) In the case of Shares held in Demat mode : The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
12. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2022-23 shall also be available on the Company's website [www.vaswaniindustries.com](http://www.vaswaniindustries.com), website of stock exchange ie. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of Linkintime India Private Limited at [instavote.linkintime.co.in](http://instavote.linkintime.co.in)
13. The voting rights of the shareholders shall be proportion to their shares of the paid up equity share capital of the company as on the cut-off date ie. Friday 22<sup>nd</sup> September, 2023. The Board of Directors has appointed Kanungo Agrawal & Co., Practising Company Secretaries, Raipur as the Scrutinizer for the purpose of scrutinizing the remote e- voting and e- voting process provide in the Meeting in a fair and transparent manner.
14. On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them.
15. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

**16. Information and other instructions relating to e-voting are as under:**

The remote e-voting facility will be available during the following period:

**Commencement of e-voting:** From 9:00 a.m. (IST) on Monday, September 25, 2023

**End of e-voting:** Up to 5:00 p.m. (IST) on Thursday, September 28, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

17. The Company has enabled the Members to participate at the 20<sup>th</sup> AGM through the VC facility provided by Link Intime India Private Limited. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

18. The Chairman shall at the annual general meeting at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the annual general meeting by electronic means but have not cast their vote by availing the remote e-voting facility.

19. The scrutinizer shall after the conclusion of voting at the Annual general meeting first count the vote cast during the AGM and thereafter unblock the vote cast through remote e-voting in the presence of at least witnesses not in employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizers report of the total vote cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same and declare the results of the voting forthwith.

20. The results shall be declared within 2 days from the conclusion of the Annual General meeting. The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.vaswaniindustries.com](http://www.vaswaniindustries.com) and on the website of the LLIPL and be communicated to the Stock exchanges where the shares of the Company are listed by the Chairman or person authorised by him.

21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, September 22, 2023. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

22. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., Friday, September 22, 2023 only shall be entitled to avail the facility of e-voting.

23. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA Linkintime



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

India Private Limited ,101, 247 park, L.B.S. Marg, Vikhroli (West), Mumbai C- 400083  
Email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

25. 16. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.
26. Non-Resident Indian Members are requested to inform RTA, immediately on: (a) Change in their residential status on return to India for permanent settlement; (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
27. Members holding shares in single name and wishes to appoint nominee in respect of their shareholding may download the nomination form from <https://www.linkintime.co.in/client-downloads.html>
28. Members are requested to notify any change of address & bank details to the respective Depository Participants in respect of holdings in electronic form and in respect of holdings in physical form to RTA Link Intime India Private Limited ,101, 247 park, L.B.S. Marg, Vikhroli (West), Mumbai C- 400083 Email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
29. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts or arrangements in which Directors are interested, maintained under section 189 of Companies Act 2013 and the document referred to in the notice of the AGM will be available for inspection by the Members during the AGM.
30. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 29<sup>th</sup> September, 2023.
31. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.
32. Instructions for voting through electronic means (e-voting) & other instructions relating thereto are as under:



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

## Instructions for voting through electronic means

Information and other instructions relating to remote e-voting meeting & voting during the meeting, are as under:

Login method for Individual shareholders holding securities in demat mode & e-voting service Provider is LINKINTIME. demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

	<p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their 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/loginorwww.cdslindia.com">https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</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/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
  - Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
    - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
    - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable
    - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
    - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - E. Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
  - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

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

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

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

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## Process and manner for attending the Annual General Meeting through InstaMeet:

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

- Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
  - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.: Enter your mobile number
  - D. Email ID: Enter your email id, as recorded with your DP/Company.
    - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (appendix) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMEET website. 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.

## InstaMeet Support Desk

### Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:-

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>  
Or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or Run a temporary application.



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General have voted through Remote e-Voting prior to the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In case shareholders/ members have any queries regarding login/ e- voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id [csd.purti@gmail.com](mailto:csd.purti@gmail.com) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

### **InstaVote Support Desk**

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.



**Vaswani Industries Limited**

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

5. After selecting the appropriate option i.e. "Favour/ Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

**Route Map and Prominent Landmark of AGM Venue and Attendance Slip:-**

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required.



**Vaswani Industries Limited**

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No: 3**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the Seventy Second Annual General Meeting ('AGM') of the Company held on 30, October, 2018, had approved appointment of Ms. Amitabh Agrawal & Co., Chartered Accountants (FRNo. 006620C), as the Statutory Auditors of the Company to hold office from the conclusion of the 15<sup>th</sup> AGM till the conclusion of the 20<sup>th</sup> AGM of the Company to be held in the year 2023.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s. Amitabh Agrawal & Co. Chartered Accountants, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 20<sup>th</sup> AGM till the conclusion of 25<sup>th</sup> AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board/ Audit committee and the Statutory Auditors.

The Auditors have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members

**Item No: 4**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Chittaranjan Parida (DIN: 10049650) as an Additional Director of the Company in the Independent category, not liable to retire by rotation, for a term of five years, i.e., from August 31, 2023 upto August 30, 2028 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, Mr. Chittaranjan Parida shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Chittaranjan Parida are provided as Annexure to this Notice.

Mr. Chittaranjan Parida has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Chittaranjan Parida is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Chittaranjan Parida on the Board of the Company and accordingly the Board recommends the appointment of Mr. Chittaranjan Parida as an Independent Director as proposed in the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Except for Mr. Chittaranjan Parida no other Director, Key Managerial Personnel or their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the said Resolution.

## **Item No: 5**

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to get audit of its cost records for specified products conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 10, 2023, approved the re-appointment of M/s Sanat Joshi & Associates (Firm Registration No. 000506) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for FY 2022-23 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand Only) excluding out of pocket expenses, if any incurred in connection with the audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 5 of the Notice.

M/s Sanat Joshi & Associates have furnished a certificate dated May, 10 2023 regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

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

## **Item No: 6**

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Supriya Goyal (DIN: 10045382) as an Additional Director in the category of Independent Woman Director, w.e.f. July 24, 2023 pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company for a period of five consecutive years, subject to approval by the Members.

The Company has received a notice in writing, under the provision of Section 160 of the Companies Act, 2013, from a member, proposing her candidature as an Independent and Woman Director of the Company. Since the proposed appointment has already been recommended by the Nomination and Remuneration Committee of the Board of the Company and the appointment of Ms. Supriya Goyal is being made as an Independent and Woman Director, the requirement of receiving a deposit of Rupees One lakh from the member proposing her candidature, is not applicable.



**Vaswani Industries Limited**

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Ms. Supriya Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Ms. Supriya Goyal as per the provisions of the Act and SEBI Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Ms. Supriya Goyal fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Supriya Goyal the Board of the Company and accordingly the Board recommends the appointment of Ms. Supriya Goyal as an Independent Director as proposed in the Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

Except for Ms. Supriya Goyal no other Director, Key Managerial Personnel or their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the said Resolution.

#### **Item No: 7& 8**

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on dealing with Related Party Transactions of the Company ("the Policy"), the material related party transactions to be entered by the Company on arm's length basis with C.G. Ispat Private Limited ("CGPL") and Kwaliti Foundry Industries ("KFI") as set out in Item No.7 to 8 require approval of the members of the Company by way of ordinary resolutions.

The Company in the ordinary course of its business and on arm's length basis, enters into transactions for sale / purchase of goods / services/ allocating common corporate expenditure with Kwaliti Foundry Industries ("KFI") and C.G. Ispat Private Limited ("CGPL").

The transactions between the two companies not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business for both the companies to cater to their business requirement.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Kwaliti Foundry Industries ("KFI") and C.G. Ispat Private Limited ("CGPL") during the period from commencement of financial year 2023-24 to the Annual General meeting to be held for the financial year 2023-24.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, details of the proposed transactions of the Company with KFI, being a related party of VIL, are as follows:

S.NO.	PARTICULARS	REMARKS
1.	Name of the Related Party	Kwality Foundry Industries
2.	Name of the Director or KMP who is related	Ravi Vaswani who is a Relative of Director Mr. Yashwant Vaswani.
3.	Nature of Relationship	Ravi Vaswani has significant influence in Kwality Foundry Industries, and is a Relative of Director, Mr. Yashwant Vaswani and shareholders
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase and sale of goods shall be on a continuous basis. Monetary value of proposed aggregate transactions during the period from commencement of financial year 2023-24 to the conclusion of Annual General meeting for the financial year 2023-24, shall not exceed an aggregate value of Rs. 100 Crore
5	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT	25%
6	Justification for the proposed RPTs.	Smooth availability and transition of raw material and finished goods

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, details of the proposed transactions of the Company with ("CGPL"), being a related party of VIL, are as follows:

S. NO.	PARTICULARS	REMARKS
1.	Name of the Related Party	C.G. Ispat Private Limited
2.	Name of the Director or KMP who is related	None
3.	Nature of Relationship	Associate company
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase and sale of goods shall be on a continuous basis. Monetary value of proposed aggregate transactions during the period from commencement of financial year 2023-24 to the conclusion of Annual General meeting for the financial year 2023-24 shall not



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

		exceed an aggregate value of Rs. 100 Crore
5	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT	25%
6	Justification for the proposed RPTs.	Smooth availability and transition of raw material and finished goods

Except for Mr. Babulal Baghwar, being Director of C.G. Ispat Private Limited, Mr. Yashwant Vaswani, being Director of C.G. Ispat Private Limited and Mr. Kushal Vaswani, CFO, being relative of Director of C.G. Ispat Private Limited, none of the Directors/ Key Managerial Personnel of the Company/ their respective relatives is concerned or interested, financially or otherwise, in the resolution at item no. 7.

Except for Mr. Kushal Vaswani, CFO and Mr. Yashwant Vaswani, Whole-time Director, both being relatives of proprietor of Kwaliti Foundry Industries(KFI), no other Director or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution at item no. 8.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolutions set forth at Item No. 7 & 8 of the Notice for approval by the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 7 & 8 of the Notice, whether the entity is a Related Party to the particular transaction or not

The Board of Directors recommends passing of the resolution as set out at item no. 7 & 8 of this Notice as an Ordinary Resolution.

## Item No: 9

The Company requires borrowing funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members.

The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 100 Crores.

It is recommended that the resolution be passed as special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the above resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 9 of this Notice as a Special Resolution.

## Item No: 10

Members of the Company may note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise



**Vaswani Industries Limited**

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Company avails of borrowings from various sources from time to time and it may be required to secure some of the borrowings by creation mortgage/ charge on all or any of the movable/ immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lenders. In terms of Section 180(1)(a) of the Act any proposal to sell, lease or otherwise dispose of the whole or substantially the whole of any such undertaking requires the approval of Members by way of a Special Resolution.

Accordingly, the consent of the members is being sought for securing borrowings of the Company by mortgage/ charge on all or any of the movable/ immovable properties and/ or the whole or any part of the undertaking(s) of the Company as set out in the Special Resolution at Item no. 10 of the Notice.

Your Board recommends the passing of the resolution as a Special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the above resolution.

By the order of the Board

**Sakshi Agrawal**  
Company Secretary

**Date: 06.09.2023**  
**Place: Raipur (C.G.)**



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

## Details of Director seeking re-appointment at the AGM

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

### **BRIEF PROFILE OF MR. BABULAL BAGHWAR (DIRECTOR)**

pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the given below:

Mr. Babulal Baghwar is an under-commerce graduate. He has been associated with the Company since 2019 and has gained extensive knowledge and experience in the field of Trading and marketing of Sponge iron and steel billets/ingots.

### **Listed Companies (other than Vaswani Industries Limited) in which Mr. Babulal Baghwar holds directorship and committee membership**

DIRECTORSHIP & Membership of the Committees: NIL

Shareholding in the Company: NIL

### **BRIEF PROFILE OF MR. CHITTARANJAN PARIDA (INDEPENDENT DIRECTOR)**

<b>Name of Director</b>	Mr. Chittaranjan Parida
<b>Date of Appointment &amp; terms of Appointment</b>	Appointment of Mr. Chittaranjan Parida as Additional Independent Director of the Company w.e.f. 31 <sup>st</sup> August, 2023.
<b>Disclosure of relationship between Directors inter-se</b>	None
<b>Brief Profile</b>	He is born on 04 <sup>th</sup> June 1982. He holds a bachelors degree. He has a vast experience and knowledge in the field of Iron and Steel Industries since last 20 years.
<b>Declaration</b>	In accordance with SEBI instructions to Stock Exchanges dated June 14, 2018, we confirm that Mr. Chittaranjan Parida is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority.

### **BRIEF PROFILE OF MS. SUPRIYA GOYAL, INDEPENDENT WOMAN DIRECTOR**

<b>Name of Director</b>	Ms. Supriya Goyal
<b>Date of Appointment &amp; terms of Appointment</b>	Appointment of Ms. Supriya Goyal as Woman Director in the category of Non-Executive Independent Director of the Company w.e.f. 24 <sup>th</sup> July, 2023.



## Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

<b>Disclosure of relationship between Directors inter-se</b>	None
<b>Brief Profile</b>	She is born on 10 <sup>th</sup> January 1996. She holds a bachelors degree in commerce. She holds thorough knowledge and experience in corporate law matters, finance and compliances.
<b>Declaration</b>	In accordance with SEBI instructions to Stock Exchanges dated June 14, 2018, we confirm that Ms. Supriya Goyal is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority.